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Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To:

Division of Corporations

Fax Number : (850) 205-0383

AMY J. PATTERSON

From:

Account Name : CNL RETIREMENT PROPERTIES, INC.

Account Number : I20050000015

Phone : (407) 650-1068

Fax Number : (407) 835-3232

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DIVISION OF CORPORATIONS

FOREIGN LIMITED LIABILITY COMPANY

CNL Retirement DAS Oakbrook IL GP, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. CNL Retirement DAS Oakbrook IL GP, LLC
(Name of Foreign Limited Liability Company)

2. Delaware 3. Applied for
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. December 15, 2004 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida, if prior to registration)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 450 S. Orange Avenue
Orlando, FL 32801-3336
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

Thomas J. Hutchison, III, 450 S. Orange Avenue, Orlando, FL 32801-3336

Stuart J. Beebe, 450 S. Orange Avenue, Orlando, FL 32801-3336

Robert A. Boume, 450 S. Orange Avenue, Orlando, FL 32801-3336

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: General Partner of
CNL Retirement DAS Oakbrook IL, LP

Stuart J. Beebe
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes
an affirmation under the penalties of perjury that the facts stated herein are true.)
Stuart J. Beebe

Typed or printed name of signer

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE** SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

CNL Retirement DAS Oakbrook IL GP, LLC

2. The name and the Florida street address of the registered agent and office are:

Amy J. Patterson

(Name)

450 S. Orange Avenue

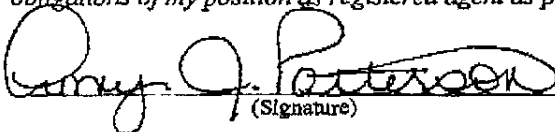
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Orlando

FL 32801-3336

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.


(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

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FROM CORPORATION TRUST WILM TEAM #2

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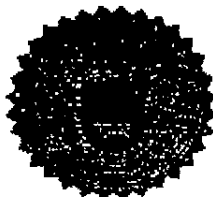
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RETIREMENT DAS OAKBROOK II GP, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF DECEMBER, A.D. 2004.

3897400 8300

040910481



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3554424

DATE: 12-16-04

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