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To:

Division of Corporations  
Fax Number : (850)205-0383

From:

**AMY J. PATTERSON**

Account Name : CNL RETIREMENT PROPERTIES, INC.  
Account Number : I20050000015  
Phone : (407)650-1068  
Fax Number : (407)835-3232

**FOREIGN LIMITED LIABILITY COMPANY**

**CNL Retirement DAS Towson MD GP, LLC**

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

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Florida Dept of State



FLORIDA DEPARTMENT OF STATE  
Glenda B. Hood  
Secretary of State

April 18, 2005

CNL RETIREMENT PROPERTIES, INC.  
ATTN: AMY J. PATTERSON

SUBJECT: CNL RETIREMENT DAS TOWSON MD GP, LLC  
REF: W05000019423

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You have indicated in sections 8 & 9 that the Managers names and addresses are listed on an attachment, however, no attachment was included. Please complete number 9 or attach a list of the names and addresses for the Managers of this company.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges  
Document Specialist

FAX Aud. #: H05000092745  
Letter Number: 005A00026297

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DIVISION OF CORPORATION

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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# 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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. CNL Retirement DAS Towson MD GP, LLC  
(Name of Foreign Limited Liability Company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied for  
(FEI number, if applicable)
4. April 12, 2005  
(Date of Organization)
5. Perpetual  
(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 Ave., Suite 200, Attn: Amy Patterson  
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:  
PLEASE SEE ATTACHED

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 Towson MD, LP

Clark Hettinga  
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.)

Clark Hettinga

Typed or printed name of signee

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Board of Managers

CNL Retirement DAS Towson MD GP, LLC

<u>Name</u>	<u>Title</u>	<u>Business</u>
Stuart J. Beebe	Manager	450 S. Orange Avenue Orlando, FL 32801
Robert A. Bourne	Manager	450 S. Orange Avenue P.O. Box 4920 Orlando, FL 32801
Thomas J. Hutchison, III	Manager	450 S. Orange Avenue Orlando, FL 32801

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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 Towson MD 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, Suite 200

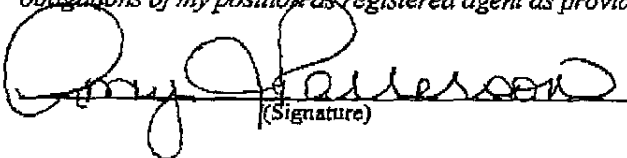
Florida Street Address (P.O. Box NOT ACCEPTABLE)

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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# Delaware

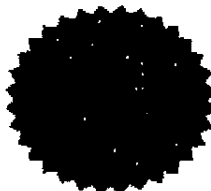
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RETIREMENT DAS TOWSON MD 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 THIRTEENTH DAY OF APRIL, A.D. 2005.

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050297089



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3807879

DATE: 04-13-05

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