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Division of Corporations

Florida Department of State
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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

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DIVISION OF CORPORATIONS

FOREIGN LIMITED LIABILITY COMPANY

CNL Retirement DAS Fredericksburg VA GP, LLC

Certificate of Status	1
Certified Copy	1
Page Count	034
Estimated Charge	\$160.00

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Form with fields for Name, Address, and other details.

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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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. CNL Retirement DAS Fredericksburg VA GP, LLC
(Name of Foreign Limited Liability Company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 54-2173832
(FEI number, if applicable)
4. May 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:
Thomas J. Hutchison, III 450 S. Orange Ave., Orlando, FL 32801-3336
Robert A. Bourne, 450 S. Orange Ave., Orlando, FL 32801-3336
Stuart J. Beebe, 450 S. Orange Ave., 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 Partnership
CNL Retirement DAS Fredericksburg VA, LP

Clark Hettinga
Signature of a member or an authorized representative of a member.
(In accordance with section 608.403(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
Sr. Vice President

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

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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 Fredericksburg VA 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

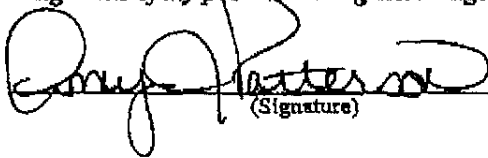
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

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)

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TALLAHASSEE, FLORIDA

\$ 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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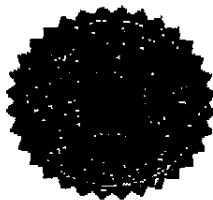
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RETIREMENT DAS FREDERICKSBURG VA GP, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF MAY, A.D. 2005.

FILED

2005 JUN -9 A 4 36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*Harriet Smith Windsor*Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3874923

DATE: 05-12-05

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