

09/05/2006 10:37 FAX

001

M060000004866

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H06000220384 3)))



H060002203843ABCZ

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From: Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 540-2699

RECEIVED
06 SEP -5 AM 10:32
DIVISION OF CORPORATIONS

FILED
SECRETARY OF CORPORATIONS
06 SEP -5 AM 9:20

FLORIDA/FOREIGN LIMITED LIABILITY CO.

CNL Income Ski II, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

Electronic Filing Menu

Corporate Filing Menu

Help

**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:

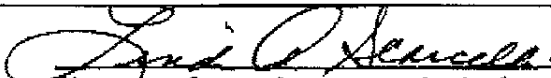
1. CNL Income Ski II, LLC
(Name of Foreign Limited Liability Company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. pending
(FEI number, if applicable)
4. August 29, 2006
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon filing
(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.
ORLANDO, FL 32801
(Street Address of Principal Office)

FILED STATES
DIVISION OF CORPORATIONS
06 SEP -5 AM 9:20

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: Holding Company



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.)

Linda A. Scarcelli, Asst. Secretary

Typed or printed name of signee

**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 Income Ski II, LLC

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

Linda A. Scarcelli

(Name)

450 S. Orange Ave.

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

Orlando

FL 32801

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)

FILED
SECRETARY OF CORPORATIONS
06 SEP -5 AM 9:20

09/05/2008 10:38 FAX

004

CNL Income Ski II, LLC

H06000220384 3

<u>Manager</u>	<u>Title</u>	<u>Address</u>
Raymon Byron Carlock, Jr.	Manager	450 S. Orange Ave., Orlando, FL 32801
Charles A. Muller	Manager	450 S. Orange Ave., Orlando, FL 32801
Tammie A. Quinlan	Manager	450 S. Orange Ave., Orlando, FL 32801
Frank B. Bilotta	Independent Manager	114 West 47th Street, Suite 1715, New York, NY 10036

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 SEP -5 AM 9:20

H06000220384 3

09/05/2008 10:38 FAX

0005

FROM CORPORATION TRUST WILM TEAM #2

(WED) 8.30'06 16:03/ST.16:02/NO.4863796871 P 3

H06000220384 3

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL INCOME SKI II, 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 THIRTIETH DAY OF AUGUST, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CNL INCOME SKI II, LLC" WAS FORMED ON THE TWENTY-NINTH DAY OF AUGUST, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 SEP -5 AM 9:20



4212329 8300

060805665

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5010200

DATE: 08-30-06

H06000220384 3