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Division of Corporations

Pax Number

: (850)617-6383

From .

: CNL FINANCIAL GROUP, INC. Account Name

Account Number : 113615003626 Phone

: (407)650-1000

Fax Number

: (407)540-2699

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Foreign Limited Liability Company CLP Stevens Pass, LLC

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December 6, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CNL FINANCIAL GROUP, INC.

SUBJECT: CLP STEVENS PASS, LLC

REF: W11000060951

FILED

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SECRETARY OF STATE

ALLAMASSEE FISIALE

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.

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence or certificate of good standing, which usually consists of a single sheet of paper that clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence or certificate of good standing from the same office that provided you with the certified copy.

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) 245-6984.

Deborah Bruce Regulatory Specialist II FAX Aud. #: E11000281211 Letter Number: 211A00027200

### APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE POLLOWING IS SUBMITTED TO REGISTER A FOREIGN

LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE	E STATE OF FLORIDA:
1. CLP Stevens Pass, LLC	
(Name of Foreign Limited Liability Company; must incl	lude "Limited Liability Company," "L.L.C.," or "LLC.")
(If name unavailable, enter alternate name adopted for the purposent of the managers or managing members adopting the alt Company," "L.L.C," "LLC.")	ose of transacting business in Florida and attach a copy of the written ternate name. The alternate name must include "Limited Liability
	3. 80-0763463
(Jurisdiction under the law of which foreign limited liability company is organized)	(FE) number, if applicable)
	5. perpetual
(Date of Organization)	(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon qualification	
(Date first transacted business in F (See sections 608.501 & 608.502 F.S	orida, if prior to registration.) S. to determine penalty liability)
7. 450 S. Orange Avenue	De Ca
Orlando, FL 32801	1 DI
(Street Address	s of Principal Office)
8. If limited liability company is a manager-managed	d company, check here
9. The name and usual business addresses of the mar	naging members or managers are as follows:
Please see attached	and the most sof managers are as to the was:
. Toddo doe dilasiida	
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 photocop translation of the certificate under outh of the translator must be subt	ny is not acceptable. If the certificate is in a foreign lenguage, a
11. Nature of business or purposes to be conducted or	•
owner/lessor of ski resort property	r promoted in Florida:
Whenlessor of ski result property	•
<u> </u>	
Signature of a member or an au	ethorized representative of a member.
penalties of perjury that the facts stated herein are tru	ue. I am aware that any false information submitted in a
Joseph T. Johnson	s a third degree felony as provided for in s.817.155, F.S.)
	i name of signee

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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:			
CLP Stevens Pass, LLC			
If unavailable, the alternate to be used in the state of Florida is:			
2. The name and the Florida street address of the registered agent and office are:	FCRET	11 DEC	Ŋ
Amy J. Patterson	ARY SSEE	-7	三
(Name)	OF S	₩ <b>(</b>	
450 S. Orange Avenue  Florida Street Address (P.O. Box NOT ACCEPTABLE)	TATE	8: 37	
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)

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#### CLP STEVENS PASS, LLC - MANAGERS AND OFFICERS

MANAGERS		
Name	Title	Role
Greer, Holly	Manager	Manager
Johnson, Joseph T.	Manager	Manager
Yester, Sharon A.	Manager	Manager
OFFICERS		
Name	Title	Role
Bourne, Robert A.	Treasurer	Officer
Greer, Holly	Secretary, Senior Vice President	Officer
Johnson, Joseph T.	Senior Vice President	Officer
Mauldin, Stephen H	President	Officer
Patterson, Amy J.	Assistant Secretary	Officer
Redlich, Kay S.	Senior Vice President Finance & Technology	Officer
Rice, Stephen	Senior Vice President	Officer
Taube, Joshua J.	Vice President	Officer
Yester, Sharon A.	Senior Vice President	Officer



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# Delaware

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## The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY "CLP STEVENS PASS, 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 NINETEENTH DAY OF OCTOBER, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CLP STEVENS."

PASS, LLC" WAS FORMED ON THE EIGHTEENTH DAY OF OCTOBER, A.D.

2011.

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

5053428 8300

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You may verify this certificate caline at corp. delaware. Gov/authver. shtml

AUTHENTY CATION: 9101372

DATE: 10-19-11

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