

Division of Corporations

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P97000078738

Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

## Electronic Filing Cover Sheet

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To: Division of Corporations  
Fax Number : (850) 922-4000

From: Kyle L. WhiteJohnson  
Account Name : CNL GROUP, INC.  
Account Number : 113615003626  
Phone : (407) 650-1000  
Fax Number : (407) 650-1065

00 AUG - 1 AM 10:10  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

Attn: Karen

## MERGER OR SHARE EXCHANGE

CNL CORPORATE PROPERTIES, INC.

Certificate of Status	1
Certified Copy	1
Page Count	01
Estimated Charge	\$87.50

Merger  
\$87.50

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CNL COMMUNITY DEVELOPMENT CORP., a Florida corporation, document  
number P99000079789

INTO

CNL CORPORATE PROPERTIES, INC. which changed its name to

**CNL REALTY & DEVELOPMENT CORP.**, a Florida entity, P97000078738

File date: August 1, 2000

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER  
MERGING  
CNL COMMUNITY DEVELOPMENT CORP.,  
A FLORIDA CORPORATION  
INTO  
CNL CORPORATE PROPERTIES, INC.

FILED  
00 AUG - 1 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned have duly executed these Articles of Merger and state as follows:

1. CNL Community Development Corp., a Florida corporation ("CCDC"), a wholly owned subsidiary of CNL Real Estate Services, Inc., a Florida corporation, shall be merged with and into CNL Corporate Properties, Inc., a Florida corporation ("CCPI") in accordance with that certain Agreement and Plan of Merger between CCDC and CCPI dated as of July 31, 2000 (the "Plan of Merger").
2. Upon the Merger the surviving corporation shall be CCPI, and the name of the surviving corporation shall be changed from CNL Corporate Properties, Inc. to CNL Realty & Development Corp.
3. The Plan of Merger is that each of the 1,000 issued and outstanding shares of common stock of CCDC shall be surrendered and cancelled upon the effective date of the merger.
4. The Boards of Directors of CCDC and CCPI approved and adopted the Plan of Merger by written consents to action dated as of the 28th day of July, 2000.
5. The sole shareholder of CCDC approved the Plan of Merger by written consent to action dated as of the 28th day of July, 2000. A vote of the shareholders of CCPI approving the Plan of Merger is not required under Section 607.1103(7) of the Act.
6. Pursuant to the Plan of Merger, the merger shall be effective at 12:01 a.m. on August 1, 2000.

IN WITNESS WHEREOF, CCDC and CCPI have each caused these Articles of Merger to be signed by its President as of the 31st day of July, 2000.

CNL Community Development Corp.,  
a Florida corporation

By:

  
Thomas J. Hutchison, President

CNL Corporate Properties, Inc.,  
a Florida corporation

By:

  
Thomas J. Hutchison, President