

A00000000399

Florida Department of State  
Division of Corporations  
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MERGER OR SHARE EXCHANGE

HPAHP CHASEWOOD APARTMENTS LIMITED PARTNERSHIP

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

NHP AFFORDABLE HOUSING LIMITED PARTNERSHIP-CHASEWOOD  
APARTMENTS A FLORIDA ENTITY  
NHPAHP EASTMAN & BIXBY LIMITED PARTNERSHIP A FLORIDA ENTITY

into

**NHPAHP CHASEWOOD APARTMENTS LIMITED PARTNERSHIP**, a Florida  
entity A00000000399

File date: January 24, 2002

Corporate Specialist: Agnes Lunt

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**ARTICLES OF MERGER**

The following articles of merger are being submitted in accordance with section 620.203, Florida Revised Uniform Limited Partnership Act (1986).

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
NHP Affordable Housing Limited Partnership- Chasewood Apartments 1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401	FL	LP
Florida Document/Registration Number: <u>A00000000389</u>	FEI Number: <u>65-0986000</u>	
NHPAHP Eastman & Bixby Limited Partnership 1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401	FL	LP
Florida Document/Registration Number: <u>A00000000768</u>	FEI Number: <u>65-1007190</u>	

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**SECOND:** The exact name, street of its principal office, jurisdiction, and entity type of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
NHPAHP Chasewood Apartments Limited Partnership 1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401	FL	LP
Florida Document/Registration Number: <u>A00000000399</u>	FEI Number: <u>65-095790</u>	

**THIRD:** The attached Plan of Merger meets the requirements of section 620.201, Florida Statutes, and was approved by each domestic limited partnership that is a party to the merger in accordance with Chapter 620, Florida Statutes.

**FOURTH:** The surviving entity has obtained the written consent of each member that as a result of the merger is now the general partner of the surviving entity pursuant to section 620.202(2), the FRULPA.

**FIFTH:** The merger shall become effective as of:

The date on which the Articles of Merger is filed with the Florida Department of State.

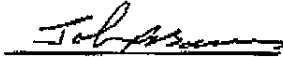
**SIXTH: SIGNATURE(S) FOR EACH PARTY:**

<u>Name of Entity</u> _____	<u>Signature(s)</u> _____	<u>Typed or Printed Name of Individual</u> _____
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NHP Affordable Housing Limited Partnership-  
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Chasewood Apartments



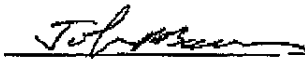
Ocwen Federal Bank FSB  
its general partner, by John R.  
Barnes, Senior Vice President

NHPAHP Eastman & Bixby Limited Partnership



Ocwen Federal Bank FSB  
its general partner, by John R.  
Barnes, Senior Vice President

NHPAHP Chasewood Apartments,  
Limited Partnership



Ocwen Federal Bank FSB  
its general partner, by John R.  
Barnes, Senior Vice President

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**PLAN OF MERGER**

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with section 620.201, Florida Revised Uniform Limited Partnership Act (1986) (the "FRULPA").

**FIRST:** The exact name and jurisdiction of each Limited Partnership to be merged (collectively the "Merging Limited Partnerships") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
NHP Affordable Housing Limited Partnership- Chasewood Apartments 1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401	FL	LP
Florida Document/Registration Number: <u>A00000000389</u>	FEI Number: <u>65-0986000</u>	
NHPAHP Eastman & Bixby Limited Partnership 1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401	FL	LP
Florida Document/Registration Number: <u>A00000000768</u>	FEI Number: <u>65-1007190</u>	

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**SECOND:** The exact name and jurisdiction of the Limited Partnership to survive the merger (the "Surviving Limited Partnership") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
NHPAHP Chasewood Apartments Limited Partnership 1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401	FL	LP
Florida Document/Registration Number: <u>A00000000399</u>	FEI Number: <u>65-095790</u>	

**THIRD:** The terms and conditions of the merger are as follows:

The Merging Limited Partnerships shall be merged with and into the Surviving Limited Partnership, the separate existence of the Merging Partnership shall cease, the Surviving Limited Partnership shall continue in existence, and the merger shall in all respects have the effects provided for under the FRULPA. If at any time after the Effective Time the Surviving Limited Partnership shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to carry out the provisions hereof, the proper officers, directors or other agents of the general partner of the Surviving Limited Partnership shall execute and

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deliver any and all proper deeds, assignments and assurances in law, and do all such additional things, as are necessary or proper to carry out the provisions hereof.

**FOURTH:** The General Partner of the Surviving Limited Partnership, NHPAHP Chasewood Apartments Limited Partnership, is Ocwen Federal Bank FSB, with its principal place of business located at 1675 Palm Beach Lakes Blvd., West Palm Beach, FL 33401.

**FIFTH:**

The manner and basis of converting the interests of each of the Merging Limited Partnerships into the interests of the Surviving Partnership, in whole or in part, into cash or other property are as follows:

All interests (including any rights to acquire interests) of the Merging Limited Partnerships shall, at the effective time of the merger, cease to exist, without any conversion thereof into interests of the Surviving Limited Partnership.

**SIXTH:**

The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

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