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MERGER OR SHARE EXCHANGE

NHPAHP CHASEWOOD APARTMENTS LIMITED PARTNERSHIP

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ARTICLES OF MERGER
Merger Sheet

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MERGING:

NHP AFFORDABLE HOUSING LIMITED PARTNERSHIP-KIMBERLY PARK A
FLORIDA ENTITY
NHP AFFORDABLE HOUSING PARTNERS SC6 LIMITED PARTNERSHIP A
FLORIDA ENTI

TY
NHPAHP DEVELOPMENT IV LIMITED PARTNERSHIP A FLORIDA ENTITY
NHPAHP DEVELOPMENT V LIMITED PARTNERSHIP A FLORIDA ENTITY
NHPAHP DEVELOPMEN

T VI LIMITED PARTNERSHIP A FLORIDA ENTITY
NHPAHP DEVELOPMENT VII LIMITED PARTNERSHIP A FLORIDA ENTITY

into

NHPAHP CHASEWOOD APARTMENTS LIMITED PARTNERSHIP, a Florida
entity A00000000399

File date: February 25, 2002

Corporate Specialist: Agnes Lunt

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with sections 620.202 and 620.203 of the Florida Revised Uniform Limited Partnership Act (1986) ("FRULPA").

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- Kimberly Park 1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401	FL	LP
Florida Document/Registration Number: <u>A00000000947</u>	FEI Number: <u>65-1014205</u>	
NHP Affordable Housing Partners SC6 Limited Partnership 1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401	FL	LP
Florida Document/Registration Number: <u>A99000000552</u>	FEI Number: <u>65-0421476</u>	
NHPAHP Development IV Limited Partnership 1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401	FL	LP
Florida Document/Registration Number: <u>A00000000393</u>	FEI Number: <u>65-0985768</u>	
NHPAHP Development V Limited Partnership 1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401	FL	LP
Florida Document/Registration Number: <u>A00000000390</u>	FEI Number: <u>65-0985771</u>	
NHPAHP Development VI Limited Partnership 1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401	FL	LP
Florida Document/Registration Number: <u>A00000000394</u>	FEI Number: <u>65-0985768</u>	
NHPAHP Development VII Limited Partnership 1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401	FL	LP
Florida Document/Registration Number: <u>A00000000949</u>	FEI Number: <u>65-1014220</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.	FL	LP

West Palm Beach, FL 33401

Florida Document/Registration Number: A00000000399

FEI Number: 65-098570


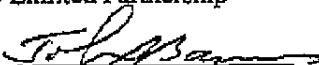



THIRD: The attached Plan of Merger meets the requirements of section 620.201, Florida Statutes, and was approved by each domestic limited partnership that is a party to the merger in accordance with Chapter 608, Florida Statutes.

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 DOMESTIC LIMITED PARTNERSHIP:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
NHP Affordable Housing Limited Partnership- Kimberly Park		John R. Barnes, Senior Vice President of Ocwen Federal Bank FSB
NHP Affordable Housing Partners SC6 Limited Partnership		John R. Barnes, Senior Vice President of Ocwen Federal Bank FSB
NHPAHP Development IV Limited Partnership		John R. Barnes, Senior Vice President of NHPAHP Development IV Corporation, as sole general partner of NHPAHP Development IV Limited Partnership
NHPAHP Development V Limited Partnership		John R. Barnes, Senior Vice President of NHPAHP Development V Corporation, as sole general partner of NHPAHP Development V Limited Partnership
NHPAHP Development VI Limited Partnership		John R. Barnes, Senior Vice President of NHPAHP Development VI Corporation, as sole

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general partner of NHPAHP Development VI Limited Partnership

NHPAHP Development VII Limited Partnership



John R. Barnes,
Senior Vice President of NHPAHP Development VII Corporation, as sole general partner of NHPAHP Development VII Limited Partnership

NHPAHP Chasewood Apartments, Limited Partnership



John R. Barnes,
Senior Vice President of NHP Affordable Housing Corporation- Chasewood Apartments, as sole general partner of NHPAHP Chasewood Apartments, Limited Partnership

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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 sections 620.201 and 620.202 of the 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- Kimberly Park 1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401 Florida Document/Registration Number: <u>A00000000947</u>	FL	LP
NHP Affordable Housing Partners SC6 Limited Partnership 1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401 Florida Document/Registration Number: <u>A99000000552</u>	FL	LP
NHPAHP Development IV Limited Partnership 1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401 Florida Document/Registration Number: <u>A00000000393</u>	FL	LP
NHPAHP Development V Limited Partnership 1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401 Florida Document/Registration Number: <u>A00000000390</u>	FL	LP
NHPAHP Development VI Limited Partnership 1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401 Florida Document/Registration Number: <u>A00000000394</u>	FL	LP
NHPAHP Development VII Limited Partnership 1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401 Florida Document/Registration Number: <u>A00000000949</u>	FL	LP

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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>65-098570</u>	

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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 Limited Partnerships 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 of the merger 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 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 in the name of the Merging Limited Partnerships or otherwise.

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 and time that the Articles of Merger are filed with the Florida Department of State.

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