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MERGER OR SHARE EXCHANGE

NHPAHP CHASEWOOD APARTMENTS LIMITED PARTNERSHIP

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 25, 2002

NEPAHP CHASEWOOD APARTMENTS LIMITED PARTNERSHIP
1675 PALM BEACH LAKES BLVD., SUITE 1002
WEST PALM BEACH, FL 33401

SUBJECT: NEPAHP CHASEWOOD APARTMENTS LIMITED PARTNERSHIP
REF: A00000000399

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.

In the articles of merger and plan of merger all three names must be listed first part.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

FAX Aud. #: E02000217260
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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 Partners AZ2 Limited Partnership 1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401	FL	LP
Florida Document/Registration Number: <u>A98000000972</u>	FEI Number: <u>65-0850364</u>	
NHP Affordable Housing Limited Partnership- Stoneridge Villas 1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401	FL	LP
Florida Document/Registration Number: <u>A00000000396</u>	FEI Number: <u>65-0985997</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>65-0985790</u>	

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>65-0985790</u>	

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

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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 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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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 Partners AZ2 Limited Partnership 1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401	FL	LP
Florida Document/Registration Number: <u>A98000000972</u>	FEI Number: <u>65-0850364</u>	
NHP Affordable Housing Limited Partnership- Stoneridge Villas 1675 Palm Beach Lakes Blvd. West Palm Beach, FL 33401	FL	LP
Florida Document/Registration Number: <u>A00000000396</u>	FEI Number: <u>65-0985997</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>65-0985790</u>	

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>65-0985790</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.

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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 Partners AZ2, Limited Partnership



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

NHP Affordable Housing Limited Partnership-
Stoneridge Villas



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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ARTICLES OF MERGER
Merger Sheet

MERGING:

NHP AFFORDABLE HOUSING PARTNERS AZ2 LIMITED PARTNERSHIP and
NHP AFFORDABLE HOUSING LIMITED PARTNERSHIP both Florida entities

into

NHPAHP CHASEWOOD APARTMENTS LIMITED PARTNERSHIP, a Florida
entity A00000000399

File date: October 24, 2002

Corporate Specialist: Tammi Cline