



THE UNITED STATES
CORPORATION
COMPANY

A 98000001196

ACCOUNT NO. : 072100000032

REFERENCE : 817216 4338458

AUTHORIZATION :

COST LIMIT : \$ 148.75

Patricia Pigut

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 MAY 13 AM 11:09

ORDER DATE : May 13, 1998

ORDER TIME : 10:04 AM

ORDER NO. : 817216-005

CUSTOMER NO: 4338458

CUSTOMER: William K. Budd, Esq
OCWEN FINANCIAL CORPORATION

The Forum - Suite 531
1675 Palm Beach Lakes Blvd.
West Palm Beach, FL 33401

200002521652--1

DOMESTIC FILING

NAME: NHP AFFORDABLE HOUSING
PARTNERS SC5 LIMITED
PARTNERSHIP

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

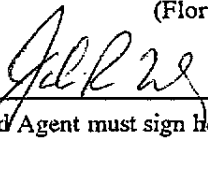
CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

nyk
5/13/98
RECEIVED
98 MAY 13 PM 3:09
DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP

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DIVISION OF CORPORATIONS
98 MAY 13 AM 11:09

1. NHP Affordable Housing Partners SC5 Limited Partnership
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 1675 Palm Beach Lakes Blvd., Suite 1002; West Palm Beach, FL 33401
(Business address of Limited Partnership)
3. John R. Erbey
(Name of Registered Agent for Service of Process)
4. 1675 Palm Beach Lakes Blvd., Suite 1002; West Palm Beach, FL 33401
(Florida street address for Registered Agent)
5. By: 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 1675 Palm Beach Lakes Blvd., Suite 1002; West Palm Beach, FL 33401
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2050

8. Name(s) of general partner(s):	Street address:
<u>Ocwen Federal Bank FSB</u>	<u>1675 Palm Beach Lakes Blvd., Suite 1002</u>
<u></u>	<u>West Palm Beach, FL 33401</u>
<u></u>	<u></u>
<u></u>	<u></u>
<u></u>	<u></u>


Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 12th day of May, 19 98

Signature of all general partners:

General Partner
General Partner
General Partner

OCWEN FEDERAL BANK FSB

By: 
~~General Partner~~

Robert C. Davidson, Vice President

General Partner

General Partner

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP

The undersigned constituting all of the general partners of
Limited Partnership

NHP Affordable Housing Partners

a Florida Limited Partnership, certify:

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DIVISION OF CORPORATIONS
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The amount of capital contributions to date of the limited partners is \$

None

The total amount contributed and anticipated to be contributed by the limited partners at this time

totals \$ 1,980

Signed this 12th day of May, 19 98.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that facts stated herein are true and correct.

OCWEN FEDERAL BANK FSB, general partner

By:



~~General Partner~~ Robert C. Davidson,
Vice President

General Partner

General Partner

General Partner

General Partner

General Partner