



THE UNITED STATES
CORPORATION
COMPANY

A 9800000 2736

ACCOUNT NO. : 072100000032

REFERENCE : 059935 4338458

AUTHORIZATION :

Patricia Piggott

COST LIMIT : \$ 140.00

ORDER DATE : December 10, 1998

ORDER TIME : 11:25 AM

ORDER NO. : 059935-005

400002710204--1

CUSTOMER NO: 4338458

CUSTOMER: Loren Dorman, Esq
OCWEN FINANCIAL CORPORATION
OCWEN FINANCIAL CORPORATION
The Forum - Suite 531
1675 Palm Beach Lakes Blvd.
West Palm Beach, FL 33401

98 DEC 11 PM 12:07

98 DEC 11 PM 12:07

DIVISION OF CORPORATIONS

DOMESTIC FILING

NAME: NHP AFFORDABLE HOUSING
PARTNERS CA5 LIMITED
PARTNERSHIP

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

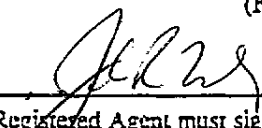
13/1

12/11/98

98 DEC 11 PM 1:19
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 11 PM 1:19

CERTIFICATE OF LIMITED PARTNERSHIP

1. NHP AFFORDABLE HOUSING PARTNERS CA5 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:

Ocwen Federal Bank FSB

1675 Palm Beach Lakes Blvd., Suite 1002
West Palm Beach, FL. 33401

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 8th day of DECEMBER, 19 98

Signature of all general partners:

OCWEN FEDERAL BANK FSB

General Partner

By: 

General Partner

General Partner

Robert C. Davidson, Vice President

General Partner

General Partner

General Partner

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 11 PM 1:19

The undersigned constituting all of the general partners of NHP AFFORDABLE HOUSING PARTNERS CA5
LIMITED PARTNERSHIP

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ \$1,980.00

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 1,980.00

Signed this 8th day of DECEMBER, 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

By: 

General Partner
ROBERT C. DAVIDSON, VICE PRESIDENT

General Partner

General Partner

General Partner

General Partner

General Partner