

A99000001642
SIEGEL • O'CONNOR • SCHIFF & ZANGARI, P.C.

150 TRUMBULL STREET
HARTFORD, CONNECTICUT 06103
(860) 727-8900
FAX (860) 527-5131

www.soszlaw.com

P.O. DRAWER 906
171 ORANGE STREET
NEW HAVEN, CONNECTICUT 06504
(203) 789-0001
FAX (203) 782-2766

PLEASE REPLY TO HARTFORD OFFICE

May 15, 2001

(VIA FEDERAL EXPRESS)

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Certificate of Amendment – Avondale Siesta Pointe Apartments Limited Partnership
Articles of Merger – Avondale Siesta Pointe Apartments Limited Partnership

Dear Sir/Madam:

Enclosed please find two duplicate original Certificates of Amendment, and two duplicate original Articles of Merger with attached Plan of Merger for the merger of Avondale Siesta Pointe Apartments Limited Partnership (a Florida limited partnership) into Avondale Siesta Pointe Apartments Limited Partnership (an Arizona limited partnership). Please note that the surviving limited partnership is the Arizona limited partnership.

Also enclosed is a check in the amount of \$157.50 (\$52.50 for the filing of the Amendments and \$52.50 for each limited partnership for the filing of the Articles of Merger) made payable to the "Florida Department of State".

Please file the Amendment first, and then the Articles of Merger. Please endorse on each duplicate original the word "FILED" and the day, month and year of the filing thereof, file one duplicate original in your records and return the other duplicate original to me in the enclosed self-addressed stamped envelope.

If you have any questions or require anything further please do not hesitate to contact me.

Very truly yours,


JOHN W. BECK

JWB:pm

Enclosures

jwb letters 5-15-01.doc-7

FILED
01 MAY 16 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4000004219944--4
-05/16/01--01063--002
***157.50 ***157.50
52.50

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

Avondale Siesta Pointe Limited Partnership

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on 10/6/99, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (indicate article number(s) being amended, added or deleted)

3. The name and business address of the Managing General Partner and the Associate General Partner is:

MOI-756


Siesta Pointe Community Housing, LLC, an Arizona limited liability company
Attn: Brad H. Davis
10040 East Happy Valley Road, No. 347
Scottsdale, AZ 85255

Note: said company is qualified to do business in Florida under
Letter Number 601A00020261.

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

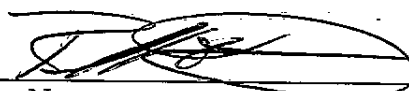
THIRD: Signature(s)
Signature of current general partner:

NHP AFFORDABLE HOUSING CORPORATION AZ2
A Delaware corporation

By: 
Name: **C. Peter Woodman**
Title: **Vice President**

Signature(s) of new general partner(s), if applicable:

SIESTA POINTE COMMUNITY HOUSING, LLC
an Arizona limited liability company

By: 
Name: **Brad Davis**
Title: **President**

FILED
01 MAY 16 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA