

P00000022111

Florida Department of State  
Division of Corporations  
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MERGER OR SHARE EXCHANGE

NHP AFFORDABLE HOUSING CORPORATION-CHASEWOOD APARTME

Certificate of Status	0
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Page Count	05
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*Merger*

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ARTICLES OF MERGER  
Merger Sheet

MERGING:

NHPAHP DEVELOPMENT IV CORPORATION, a Florida corporation,  
P00000022119

NHPAHP DEVELOPMENT V CORPORATION, a Florida corporation,  
P00000022126

NHPAHP DEVELOPMENT VI CORPORATION, a Florida corporation,  
P00000022105

NHPAHP DEVELOPMENT VII CORPORATION, a Florida corporation,  
P00000056357

INTO

**NHP AFFORDABLE HOUSING CORPORATION-CHASEWOOD  
APARTMENTS**, a Florida entity, P00000022111.

File date: March 7, 2002

Corporate Specialist: Darlene Connell

**ARTICLES OF MERGER**

The following articles of merger are being submitted in accordance with section 607.1104, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging company are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
NHPAHP Development IV Corporation Florida Document/Registration Number: <u>P00000022119</u>	FL FEI Number: <u>65-0985986</u>	Corp.
NHPAHP Development V Corporation Florida Document/Registration Number: <u>P00000022126</u>	FL FEI Number: <u>65-0985989</u>	Corp.
NHPAHP Development VI Corporation Florida Document/Registration Number: <u>P00000022105</u>	FL FEI Number: <u>65-0985993</u>	Corp.
NHPAHP Development VII Corporation Florida Document/Registration Number: <u>P00000056357</u>	FL FEI Number: <u>65-1014225</u>	Corp.

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**SECOND:** The exact name, street of its principal office, jurisdiction, and entity type of the surviving company is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
NHP Affordable Housing Corporation- Chasewood Apartments Florida Document/Registration Number: <u>P00000022111</u>	FL FEI Number: <u>65-0986002</u>	Corp.

**THIRD:** The attached Plan of Merger meets the requirements of section 607.1101, Florida Statutes, and was approved by the directors of, and recommended by such directors to the shareholders of, each domestic corporation that is a party to the merger in accordance with Section 607.0821 of the Florida Statutes.

**FOURTH:** The Plan of Merger was approved by the shareholders of the surviving company and was obtained on February 20, 2002 pursuant to Section 607.0704 of the Florida Statutes.

**FIFTH:** The Plan of Merger was adopted by the directors of, and recommended by such directors to the shareholders of, each domestic corporation that is a party to the merger on February 20, 2002 in accordance with Section 607.0821 of the Florida Statutes and shareholder approval for each of the merging companies was obtained on February 20, 2002 pursuant to Section 607.0704 of the Florida Statutes.

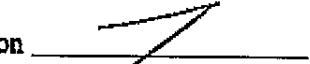
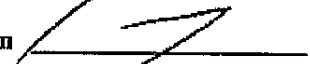



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**SIXTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with the Florida Department of State.

**EIGHT:** The Articles of Merger comply with section 607.1105, Florida Statutes.

**NINETH: SIGNATURES FOR EACH PARTY:**

<u>Name of Entity</u>	<u>Signatures</u>	<u>Typed or Printed Name of Individual</u>
NHPAHP Development IV Corporation		William C. Erbey, Chairman and Chief Executive Officer
NHPAHP Development V Corporation		William C. Erbey, Chairman and Chief Executive Officer
NHPAHP Development VI Corporation		William C. Erbey, Chairman and Chief Executive Officer
NHPAHP Development VII Corporation		William C. Erbey, Chairman and Chief Executive Officer
NHP Affordable Housing Corporation-Chasewood Apartments		William C. Erbey, Chairman and Chief Executive Officer

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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 607.1101, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each corporation planning to merge (collectively the "Merging Companies") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
NHPAHP Development IV Corporation	Florida
NHPAHP Development V Corporation	Florida
NHPAHP Development VI Corporation	Florida
NHPAHP Development VII Corporation	Florida

**SECOND:** The exact name and jurisdiction of the corporation planning to survive the merger (the "Surviving Company") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
NHP Affordable Housing Corporation- Chasewood Apartments	Florida

**THIRD:**

The manner and basis of converting the interests, shares, obligations or other securities of each of the Merging Companies into the interests, shares, obligations or other securities of the Surviving Company, in whole or in part, into cash or other property are as follows:

Each issued share and interest of the Merging Companies shall, at the effective time of the merger, be cancelled and, if applicable, returned and shall cease to exist, without any conversion thereof into shares or interest of the Surviving Company. The issued shares of the Surviving Company shall not be converted or exchanged in any manner, but each said share which is issued as of the effective time of the merger shall continue to represent one issued share of the Surviving Company.

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**FOURTH:** Other provisions, if any, relating to the merger:

The Board of Directors and the proper officers of each the Merging Companies and the Board of Directors and the proper officers of the Surviving Company, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

**FIFTH:** Dissenting shareholders of the Merging Companies and the Surviving Company may exercise their dissenters rights under section 607.1320, Florida Statutes, to the extent they comply with the provisions of the Florida Business Corporation Act regarding the right of dissenting shareholders.

**SEVENTH:** NHP Affordable Housing Partners Limited Partnership, the sole shareholder of each of the Merging Companies and Ocwen Financial Corporation, the sole shareholder of the Surviving Company, waives the right to receive a copy or summary of the Plan of Merger.

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