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Florida Department of State  
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MERGER OR SHARE EXCHANGE

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02 SEP -6 PM 12:18  
DIVISION OF CORPORATIONS  
AFFORDABLE HOUSING CORPORATION-CHASEWOOD APARTME

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ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

NHP AFFORDABLE HOUSING PARTNERS AZ2, LLC, A FLORIDA ENTITY  
L99000008926

INTO

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

File date: September 6, 2002

Corporate Specialist: Trevor Brumbley

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**ARTICLES OF MERGER**

The following articles of merger are being submitted in accordance with section 607.1104 and 608.4382, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
NHP Affordable Housing Partners AZ2, LLC	FL	Corp.
Florida Document/Registration Number: <u>L99000008926</u>	FEI Number: <u>65-0975404</u>	

**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	FL	Corp.
Florida Document/Registration Number: <u>P00000022111</u>	FEI Number: <u>65-0986002</u>	

**THIRD:** The attached Plan of Merger meets the requirements of section 607.1101 and 608.4381, Florida Statutes, and was approved by the directors and managers of, and recommended by such directors and managers to the shareholders and members of, the company that are a party to the merger in accordance with Section 607.0821 and 608.4231 of the Florida Statutes.

**FOURTH:** The Plan of Merger was approved by the shareholders of the surviving company and was obtained on August 30, 2002 pursuant to Section 607.0704 of the Florida Statutes.

**FIFTH:** The Plan of Merger was adopted by the directors and managers of, and recommended by such directors and managers to the shareholders and members of, the company that are a party to the merger on August 30, 2002 in accordance with Section 607.0821 and 608.4231 of the Florida Statutes and shareholder and member approval for the merging company was obtained on August 30, 2002 pursuant to Section 607.0704 and 608.4231 of the Florida Statutes.

**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 and 608.4382, Florida Statutes.



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**NINETH: SIGNATURES FOR EACH PARTY:**

<u>Name of Entity</u>	<u>Signatures</u>	<u>Typed or Printed Name of Individual</u>
NHP Affordable Housing Partners AZ2, LLC		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 and 608.4381, Florida Statutes.

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

Name

Jurisdiction

NHP Affordable Housing Partners AZ2, LLC

Florida

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

Name

Jurisdiction

NHP Affordable Housing Corporation-  
Chasewood Apartments

Florida

**THIRD:**

The manner and basis of converting the interests, shares, obligations or other securities of the of the Merging Company 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:

The issued units and interest of the Merging Company 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.

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

The Managers of the Merging Company 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.

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**FIFTH:** Dissenting shareholders of the Merging Company and the Surviving Company may exercise their dissenters rights under section 607.1320 and 608.4384, Florida Statutes, to the extend they comply with the provisions of the Florida Business Corporation Act regarding the right of dissenting shareholders.

**SEVENTH:** NHP Affordable Housing Partners AZ2 Limited Partnership, the sole shareholder of the Merging Company 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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