

P96000043594

May 13, 1996

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

600001824776  
-05/16/96--01072--021  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Subject: NHPAHP Affordable Housing Corporation TX3

Dear Sir/ Madam:

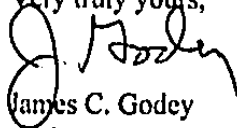
Enclosed is one original and one copy of the Articles of Incorporation for the above-referenced entity and Acceptance of Registered Agent Designated in Articles of Incorporation and a check in the amount of Seventy-Eight Dollars and Seventy-Five Cents (\$78.75) to cover the cost of the filing fee and a certified copy of the Articles of Incorporation..

Please return the stamped copy, certified copy and receipt to:

James C. Godey, Jr.  
Suite 531  
1675 Palm Beach Lakes Boulevard  
West Palm Beach, Florida 33401

FILED  
96 MAY 15 PM 12:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
MAY 22 1996 BSB

Very truly yours,

  
James C. Godey  
Senior Counsel

JCG/tls  
Enclosures

1675 Palm Beach Lakes Boulevard, Suite 531, West Palm Beach, Florida 33401  
Telephone: (407) 681-8944 Facsimile: (407) 681-8163

ARTICLES OF INCORPORATION

OF

NHPAHP AFFORDABLE HOUSING CORPORATION TX3

FILED  
96 MAY 16 PM 12:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

**NHPAHP AFFORDABLE HOUSING CORPORATION TX3**

The address of the principal office of this Corporation shall be 1675 Palm Beach Lakes Boulevard, Suite 1002, West Palm Beach, Florida 33401, and the mailing address of the Corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$.01 par value per share.

#### ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the Corporation in the State of Florida shall be 1675 Palm Beach Lakes Boulevard, Suite 1002, West Palm Beach, Florida 33401, and the name of the initial registered agent of the Corporation at that address is John R. Erbey.

#### ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

#### ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This Corporation shall have two directors, initially. The names and addresses of the initial members of the Board of Directors are:

William C. Erbey	1675 Palm Beach Lakes Boulevard Suite 1002 West Palm Beach, Florida 33401
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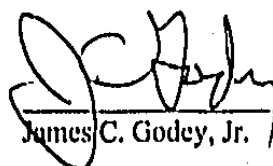
Barry N. Wish	1675 Palm Beach Lakes Boulevard Suite 1002 West Palm Beach, Florida 33401
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#### ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

James C. Godey, Jr.  
1675 Palm Beach Lakes Boulevard  
West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned incorporator has executed these  
Articles of Incorporation this 13<sup>th</sup> day of May, 1996.

  
James C. Godey, Jr.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

FILED  
96 MAY 16 PM 12:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/ agent, in the state of Florida.

1. The name of the corporation is: NHPAHP Affordable Housing Corporation TX3
2. The name and address of the registered agent and office is:

John R. Erbey  
1675 Palm Beach Lakes Boulevard  
Suite 1002  
West Palm Beach, Florida 33401

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
John R. Erbey

5/13/96  
\_\_\_\_\_  
Date