

996 00006/220

July 9, 1996

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

Subject: NHPAHP Affordable Housing Corporation IN2
NHP Affordable Housing Partners 8, Limited Partnership

Dear Sir/ Madam:

Enclosed are the original and one copy of the following documents along with checks in the amount of \$87.50 and \$70.00:

- 1) Articles of Incorporation for NHPAHP Affordable Housing Corporation IN2
- 2) Certificate of Limited Partnership for NHP Affordable Housing Partners 8, Limited Partnership.

Please return the stamped copy and receipt to:

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

Very truly yours,
[Signature]
James C. Godey
Senior Counsel

FILED
95 JUL 23 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

505
286-1469/
7/12/96
[Signature]

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*****70.00 *****70.00



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 15, 1998

JAMES C. GODEY
1675 PALM BEACH LAKES BLVD, STE 531
WEST PALM BEACH, FL 33401

SUBJECT: NHP AHP AFFORDABLE HOUSING CORPORATION IN2
Ref. Number: W96000014691

We have received your document for NHP AHP AFFORDABLE HOUSING CORPORATION IN2 . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 296A00034123

ARTICLES OF INCORPORATION
OF

NHPAHP AFFORDABLE HOUSING CORPORATION IN2

FILED
95 JUL 23 AM 8:31
CLERK OF DISTRICT COURT
PALM BEACH COUNTY, FLORIDA

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

ARTICLE I. NAME

The name of the Corporation shall be:

NHPAHP AFFORDABLE HOUSING CORPORATION IN2

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

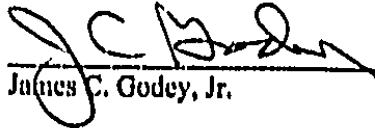
Barry N. Wish 1675 Palm Beach Lakes Boulevard
Suite 1002
West Palm Beach, Florida 33401

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 9th day of July, 1996.


James C. Godey, Jr.

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95 JUL 23 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

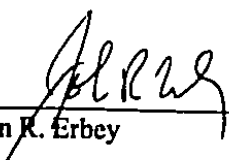
Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/ agent, in the state of Florida.

1. The name of the corporation is: NHPAHP Affordable Housing Corporation IN2
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

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95 JUL 23 AM 6:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

7/8/96

Date