



Filing Fee: \$100.00

State of Rhode Island and Providence Plantations

86525

OFFICE OF THE SECRETARY OF STATE
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND
02903-1335

FOREIGN LIMITED PARTNERSHIP
APPLICATION FOR
CERTIFICATE OF REGISTRATION
OF

The National Housing Partnership

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the State of Rhode Island and for that purpose submits the following statement:

FIRST: The name of the limited partnership including without abbreviation the words limited partnership is
The National Housing Partnership

and, if different, the name which it proposes to register and transact business in the State of Rhode Island is
The National Housing Limited Partnership
(If not applicable, so state)

SECOND: It is organized under the laws of District of Columbia
and the date of its formation is June 11, 1970

THIRD: The general character of the business it proposes to transact in Rhode Island is:
Housing development and related activities

FOURTH: The Rhode Island address of its proposed agent for service of process on the foreign limited partnership is Suite 900, 170 Westminster Street
Providence, Rhode Island 02903
and the name of the agent resident in Rhode Island at that address is
The Prentice-Hall Corporation System, Inc.

FIFTH: The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable dilligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

SIXTH: The address of the office required to be maintained in the state of organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is.....

..... 1225 Eye Street, N.W., Washington, DC 20005.....

SEVENTH: The name and business address of each general partner (s):

General Partner (s)	Address (es)
National Corporation for Housing Partnerships	1225 Eye Street, N.W. Washington, DC 20005

EIGHTH: The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions

..... 1225 Eye Street, N.W., Washington, DC 20005.....

NINTH: A mailing address for the foreign limited partnership

..... 1225 Eye Street, N.W., Washington, DC 20005.....

TENTH: A statement of the aggregate capital contributions of the limited partner (s)

..... Fifteen million four hundred sixteen thousand six hundred forty (\$15,416,640).....

ELEVENTH: Such additional information as may be necessary or appropriate in order to enable the Secretary of State to determine whether such foreign limited partnership is entitled to a certificate of authority to transact business in this state and to determine and assess the fees payable as in this chapter prescribed.

Dated September 12, 19 95

The National Housing Partnership
(Exact name of Limited Partnership making application)

By: National Corporation for Housing Partnerships, its sole general partner

By: Joel F. Bondar
General Partner (s)

Joel F. Bondar
Senior Vice President

~~State of~~ City of Washington }
County of District of Columbia } Sc.

At _____ in said ^{jurisdiction} ~~county~~ on this 12th day of September, 19 95, personally appeared before me Joel F. Bondar, who, being by me first duly sworn, declared that he ~~she~~ is a General Partner of the The National Housing Partnership, that he ~~she~~ signed the foregoing document as a General Partner of the limited partnership, and that the statements therein contained are true.

Richard C. Bent
Notary Public

My Commission Expires September 30, 1997

DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER
AND REGULATORY AFFAIRS

I hereby certify that this is a true
and complete copy of the document
filed in this office, the Corporations
Division of the Business Regulation
Administration, and that this docu-
ment was admitted to record in
File # 887

June 15, 1993

Date of Certification 9-7-1995

Acting Asst.
Superintendent of Corporations

By Demetri M. Jones

1225 Eye Street, NW, Suite 601
Washington, D.C. 20005-3945

Tel: 202-347-6247
Fax: 202-371-2103

(DID) 202-408-8873



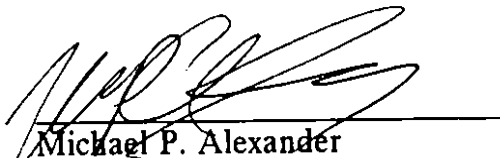
September 20, 1995

TO WHOM IT MAY CONCERN:

This is to inform you that we consent to the use in Rhode Island of the name, "NHP Housing Limited Partnership," by The National Housing Partnership, a District of Columbia limited partnership.

NHP REAL ESTATE SECURITIES, INC.,
a District of Columbia corporation

By:


Michael P. Alexander
President