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Division of Corporations
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MERGER OR SHARE EXCHANGE

ROTTLUND HOMES OF FLORIDA, INC.

Certificate of Status	1
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ROTTLUND HOMES OF FLORIDA, INC.

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

STEVEN A. KAHN

Contact Person

ROTTLUND HOMES OF FLORIDA, INC.

Firm/Company

c/o 3065 Centra Pointe Drive

Address

Roseville, MN 55113

City, State and Zip Code

hsc@macfar.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

HARRY S. CLINE

Name of Contact Person

at (727)

441-8968

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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**ARTICLES OF MERGER
OF
FIRST BELLA COSTA, LLC**

First Bella Costa, LLC, a Florida Limited Liability Company (the "Subsidiary"), does hereby certify pursuant to Section 608.4382 of the Florida Limited Liability Company Act as follows:

1. Attached hereto as Exhibit A is the Plan of Merger (the "Plan of Merger") pursuant to which Subsidiary will merge with and into Rottlund Homes of Florida, Inc., a Minnesota corporation which is duly authorized to transact business in the State of Florida ("Parent") and Parent will continue as the surviving corporation.
2. Parent owns 100 units of Subsidiary. Such outstanding units constitute all of the issued and outstanding capital stock of Subsidiary.
3. The sole member and manager of Subsidiary has approved the Plan of Merger pursuant to Section 608.4381 of the Florida Limited Liability Company Act.
4. The Board of Directors of the Parent has approved the Plan of Merger in accordance with the requirements of Section 302A.621 of the Minnesota Business Corporations Act.
5. The merger shall be effective upon the filing of Articles of Merger with the Secretary of State of the State of Minnesota and the Secretary of State of the State of Florida.


The address of the principal office of the surviving entity is:

Rottlund Homes of Florida, Inc.
2637 McCormick Drive #102
Clearwater, Florida 33759

Executed as of the 25th day of June, 2009.

FIRST BELLA COSTA, LLC

By: Rottlund Homes of Florida, Inc., a Minnesota Corporation, its managing member



Steven A. Kahn
Vice President and
Chief Financial Officer

HARRY S. CLINE, ESQ.
MACFARLANE FERGUSON & McMULLEN
Post Office Box 1669
Clearwater, FL 33757
(727) 441-8966
FBN: 0133526

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**PLAN OF MERGER OF
FIRST BELLA COSTA, LLC
WITH AND INTO
ROTTLUND HOMES OF FLORIDA, INC.**

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This PLAN OF MERGER (this "Plan of Merger") is entered into as of June 25, 2009, by and between First Bella Costa, LLC, a Florida limited liability company (the "Subsidiary"), and Rottlund Homes of Florida, Inc., a Minnesota corporation ("Parent").

RECITALS

- A. The Parent is a corporation duly organized and validly existing under the laws of the State of Minnesota and is duly qualified to transact business in the State of Florida.
- B. The Subsidiary is a limited liability company duly organized and validly existing under laws of the State of Florida
- C. The Parent owns 100% of the issued and outstanding units of Subsidiary.
- D. The Parent desires to effect the merger of the Subsidiary with and into Parent (the "Merger") pursuant to Section 302A.621 of the Minnesota Business Corporations Act (the "MBCA").
- E. The Subsidiary desires to effect the Merger pursuant to Section 608.438 of the Florida Limited Liability Company Act (the "FLLCA")
- F. The Board of Directors of Parent and the sole member and manager of Subsidiary have approved this Plan of Merger pursuant to the MBCA and the FLLCA.

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AGREEMENT

NOW, THEREFORE, in consideration of the above recitals and the promises set forth in this Plan of Merger, the parties agree as follows:

**ARTICLE I
Merger**

On the Effective Date (as defined in Article 2 below) and pursuant to the MBCA and the FLLCA, the Subsidiary shall merge with and into Parent. Parent shall continue its corporate existence and shall be the corporation surviving the Merger (the "Surviving Corporation") under the name "Rottlund Homes of Florida, Inc." The separate existence and corporate organization of the Subsidiary shall cease on the Effective Date.

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ARTICLE II

Effective Date of the Merger

The Merger shall be effective on the day of the filing of the articles of merger with the Secretary of State of the State of Minnesota and the Secretary of State of the State of Florida (the "Effective Date").

ARTICLE III

Articles of Incorporation; Bylaws; Officers and Directors

- 3.1 **Articles of Incorporation.** The Articles of Incorporation of Parent in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Corporation until otherwise amended or repealed.
- 3.2 **Bylaws.** The Bylaws of Parent in effect immediately prior to the Effective Date shall be the Bylaws of the Surviving Corporation until otherwise amended or repealed.
- 3.3 **Officers and Directors.** The officers of Parent in office immediately prior to the Effective Date shall be the officers of the Surviving Corporation from and after the Effective Date in accordance with the Bylaws of the Surviving Corporation. The directors of Parent in office immediately prior to the Effective Date shall be the directors of the Surviving Corporation from and after the Effective Date in accordance with the Bylaws of the Surviving Corporation.

ARTICLE IV

Merger Consideration

- 4.1 **Capital Stock of Subsidiary.** On the Effective Date and by virtue of the Merger, each outstanding unit of Subsidiary as of the Effective Date shall be canceled. No cash, securities or other consideration shall be paid or delivered in exchange for units of Subsidiary.

ARTICLE V

Effect of the Merger

From and after the Effective Date, the Merger shall have the effects set forth in Section 302A.641 of the MBCA and Section 608.4383 of the FLLCA, and the Surviving Corporation shall succeed to and possess all of the properties, rights, privileges, immunities, powers, franchises and purposes, and be subject to all the duties, liabilities, debts, obligations, restrictions and disabilities, of the Parent and Subsidiary, all without further act or deed.

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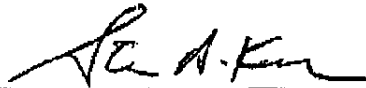
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IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be duly executed on the date first written above.

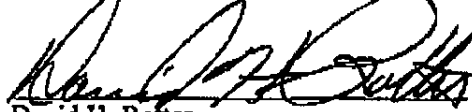
FIRST BELLA COSTA, LLC

By: Rottlund Homes of Florida, Inc., a Minnesota Corporation, its managing member



Steven A. Kahn
Vice President and
Chief Financial
Officer

ROTTLUND HOMES OF FLORIDA, INC.



David H. Rottler
President

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