

L04000049664

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

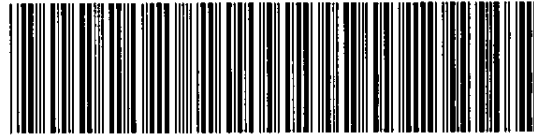
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JUL 26 2012

EXAMINER



400237424104

07/26/12--01001--004 **50.00

RECEIVED
2012 JUL 25 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
12 JUL 25 AM 11:44
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 JUL 25 AM 11:44

CONTACT: KATIE WONSCH

DATE: 07/25/2012

REF. #: 000631.170163

CORP. NAME: HOVNANIAN LAND INVESTMENT GROUP OF FLORIDA, L.L.C.

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 100223 FOR \$ 50.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|--|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Hovnanian Land Investment Group of Florida, L.L.C.
Name of Surviving Party

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 JUL 25 AM 11:44

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

Please return all correspondence concerning this matter to:

Contact Person

Firm/Company

Address

City, State and Zip Code

mlovecky@khov.com

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

For further information concerning this matter, please call:

Name of Contact Person

_____ at (_____) _____
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

**Certificate of Merger
For
Florida Limited Liability Company**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
12 JUL 25 AM 11:44

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Hovnanian Land Investment Group of New Jersey, L.L.C.	New Jersey	Limited Liability Company
_____	_____	_____
_____	_____	_____
_____	_____	_____

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Hovnanian Land Investment Group of Florida, L.L.C.	Florida	Limited Liability Company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:


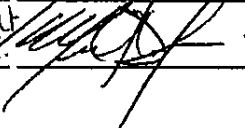
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing address: _____

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Hovnanian Land Investment Group of Florida, L.L.C.		Michael Discafani, Authorized Representative
Hovnanian Land Investment Group of New Jersey, L.L.C.		Michael Discafani, Authorized Representative

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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PLAN AND AGREEMENT OF MERGER
OF
HOVNANIAN LAND INVESTMENT GROUP OF FLORIDA, L.L.C.
(A Florida Limited Liability Company)
AND
HOVNANIAN LAND INVESTMENT GROUP OF NEW JERSEY, L.L.C.
(A New Jersey Limited Liability Company)

PLAN AND AGREEMENT OF MERGER dated as of July 11, 2012 between Hovnanian Land Investment Group of Florida, L.L.C., a limited liability company of the State of Florida ("HLIG FL") approved by resolution adopted by sole member and by Hovnanian Land Investment Group of New Jersey, L.L.C., a limited liability company of the State of New Jersey ("HLIG NJ"), and approved by resolution adopted by its sole member.

WHEREAS HLIG FL is a limited liability company of the State of Florida with its principal office therein located at 4090a Lafayette Center Drive, Community of Chantilly, County of Fairfax, State of Virginia; and

WHEREAS HLIG NJ is a limited liability company of the State of New Jersey with its principal office located at 110 West Front Street, Borough of Red Bank, County of Monmouth, State of New Jersey; and

WHEREAS HLIG FL and HLIG NJ and the respective sole members thereof deem it advisable and in the best interests of said limited liability companies to merge HLIG NJ with and into HLIG FL pursuant to the provisions of NJSA 42, 42:2A, 42:2B and s. 608.4382, Florida Statutes upon the terms and conditions hereinafter set forth:

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by HLIG FL and approved by a resolution adopted by its sole member and being thereunto duly entered into by HLIG NJ and approved by a resolution adopted by its sole member, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. HLIG FL and HLIG NJ shall, pursuant to the provisions of NJSA 42, 42:2A, 42:2B and s. 608.4382, Florida Statutes, be merged with and into a single limited liability company, to wit, HLIG FL, which shall be the surviving limited liability company upon the effective date of the merger, and which is sometimes hereinafter referred to as the "surviving limited liability company," and which shall continue to exist as said surviving limited liability company under its present name pursuant to the provisions of and s. 608.4382, Florida Statutes. The separate existence of HLIG NJ which is sometimes hereinafter referred to as the "terminating limited liability company," shall cease upon said effective date in accordance with the provisions of NJSA 42, 42:2A and 42:2B.
2. The present operating agreement of the surviving limited liability company will be the operating agreement of said surviving limited liability company agreement and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of and s. 608.4382, Florida Statutes.
3. The officers in office of the surviving limited liability company upon the effective date of the merger shall be the officers of the surviving limited liability company, all of whom shall hold their offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the operating agreement of the surviving limited liability company.
4. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the surviving and terminating limited liability companies in accordance with the provisions of the NJSA 42, 42:2A, 42:2B and s. 608.4382, Florida Statutes, the said limited liability companies agree that they will cause to be

executed and filed and recorded any document or documents prescribed by the laws of the State of New Jersey as well as the laws of the State of Florida and that they will cause to be performed all necessary acts within the States of New Jersey and Florida to effectuate the merger herein provided for.

5. The members and the proper officers of the terminating limited liability company and of the surviving limited liability company are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and 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 and Agreement of Merger or of the merger herein provided for.
6. Notwithstanding the full approval and adoption of this Plan and Agreement of Merger, the said Plan and Agreement of merger may be terminated by the members of either party hereto at any time prior to the filing of any requisite merger documents with the States of New Jersey and Florida.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent limited liability company's party hereto.

Dated: July 11, 2012

ATTEST:

HOVNANIAN LAND INVESTMENT GROUP OF FLORIDA, L.L.C.

By: HOVNANIAN DEVELOPMENTS OF FLORIDA, INC. the sole member of the forgoing limited liability company

Shauna Ehlers
Shauna Ehlers

Michael Discafani
By: Michael Discafani
Vice President

ATTEST:

HOVNANIAN LAND INVESTMENT GROUP OF NEW JERSEY, L.L.C.

By: K. HOVNANIAN HOLDINGS NJ, L.L.C., the sole member of the forgoing limited liability company

Shauna Ehlers
Shauna Ehlers

Michael Discafani
By: Michael Discafani
Vice President