

LD5000071618

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

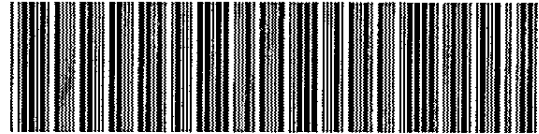
(Document Number)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 OCT 24 PM 2:57

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: K. Hovnanian First Homes, L.L.C.

(Name of Surviving Party)

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

Please return all correspondence concerning this matter to:

Shauna Ehlers

(Contact Person)

K. Hovnanian Companies, L.L.C.

(Firm/Company)

110 West Front Street

(Address)

Red Bank, NJ 07701

(City, State and Zip Code)

For further information concerning this matter, please call:

Shauna Ehlers

(Name of Contact Person)

at (732) 383-2817

(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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 4, 2006

SHAUNA EHLERS
110 WEST FRONT STREET
RED BANK, NJ 07701

SUBJECT: K. HOVNANIAN FIRST HOMES, L.L.C.
Ref. Number: L05000071618

We have received your document for K. HOVNANIAN FIRST HOMES, L.L.C. and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The form submitted is outdated and cannot be used. Enclosed are the proper forms with instructions. The plan of merger must be attached to the document.

The fees to file the articles of merger are as follows:

For each Limited Partnership:	\$52.50
For each Limited Liability Company:	25.00
For each Corporation:	35.00
For each General Partnership:	25.00
All Others:	25.00

There is a balance due of \$25.00.

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 (850) 245-6853.

Leslie Sellers
Document Specialist

Letter Number: 906A00058920

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

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>
K. Hornanian FGS, LLC.	Florida	LLC
LOB-73920		

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>
K. Hornanian First Homes, L.L.C.	Florida	LLC
LOB-711618		

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:

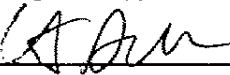
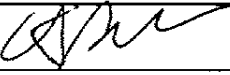
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

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:
K. Hovnanian First Homes, LLC		Peter S. Reinhart, Senior VP & Secretary of member: Hovnanian Developments of Florida, Inc.
K. Hovnanian FCS, L.L.C.		Peter S. Reinhart, Senior VP & Secretary of member: Hovnanian Developments of Florida, Inc.

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

Fees:

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

Certified Copy (optional): \$30.00

PLAN OF MERGER

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>
K. Hormanian FCS, L.L.C.	Florida	L.L.C.

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>
K. Hormanian First Homes, L.L.C.	Florida	L.L.C.

THIRD: The terms and conditions of the merger are as follows:

Please see attached sheet.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Please see attached Sheet.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

(Attach additional sheet if necessary)

Plan of Merger
K. Hovnanian FCS, L.L.C. into K. Hovnanian First Homes, L.L.C.

(Attachment for Florida Plan of Merger document)

THIRD: The terms and conditions of the merger are as follows:

1. The present Limited Liability Company Operating Agreement of the surviving company will be the Operating Agreement of said surviving company 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 the sections set forth in the above of the Florida Statutes.
2. The officers in the office of the surviving company upon the effective date of the merger shall be the first officers of the surviving company, all of whom shall hold their offices until the election and qualification of the respective successors or until their tenure is otherwise terminated in accordance with the operating agreement of the surviving company.
3. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the surviving company in accordance with Florida Statutes, the said 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 Florida and that they will cause to be performed all necessary acts within the State of Florida to effectuate the merger provided within.
4. Notwithstanding the full approval and adoption of the Plan and Agreement of Merger, the said Plan and agreement of Merger may be terminated by either party hereto at any time prior to the filing of any requisite merger documents with the Secretary of State of the State of Florida.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merger party into the interests, shares, obligations, or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Upon the effective date of the merger, each percent of the membership interest of the terminating company shall be converted into one percent of the surviving company.

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FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)