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(Business Entity Name)

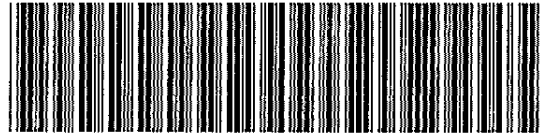
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05 MAR -1 PM 4:04
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TALLAHASSEE, FLORIDA

Sumstate Research

Requester's Name

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FILED
MAR - 1 AM 7:55
CLERK OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Town & Country Builders, Inc
(Corporation Name) (Document #)

2. +
(Corporation Name) (Document #)

3. Horstone Properties Florida LLC
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☒ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

FILED
05 MAR -1 AM 7:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
TOWN & COUNTRY BUILDERS, INC.
(a Florida corporation)
AND
HOVSTONE PROPERTIES FLORIDA L.L.C.,
(a Delaware limited liability company)**

These Articles of Merger are being submitted by Town & Country Builders Inc., a Florida corporation (the "Merging Entity"), and Hovstone Properties Florida L.L.C., a Delaware limited liability company (the "Surviving Entity") in accordance with Section 607.1109 of the Florida Business Corporation Act (the "FBCA"). These Articles of Merger relate to the merger (the "Merger") of the Merging Entity with and into the Surviving Entity.

Article I - Merging Entity

The name, street address of its principal office, jurisdiction and entity type for the Merging Entity is as follows:

Town & Country Builders, Inc.,
a Florida corporation
d/b/a Town & Country Homes
1275 Gateway Boulevard
Boynton Beach, Florida 33426

898000104464

Article II - Surviving Entity

The name, street address of its principal office, jurisdiction and entity type for the Surviving Entity is as follows:

Hovstone Properties Florida L.L.C.,
a Delaware limited liability company
c/o K Hovnanian Companies LLC
10 Highway 35
Red Bank, NJ 07701

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Article III - Plan of Merger

The Merger will be effected pursuant to the Plan of Merger attached hereto as Exhibit A (the "Plan of Merger"). The Plan of Merger meets the requirements of Section 607.1108 of the FBCA. The Plan of Merger was approved by the Merging Entity in accordance with the requirements of the FBCA and by the Surviving Entity in accordance with the applicable laws of the State of Delaware.

Article IV – Permissibility of Merger under Applicable Law

The Merger is permitted under the laws of the State of Florida (including the FBCA) and by the laws of the State of Delaware. The Merger is not prohibited by the articles of incorporation or bylaws of the Merging Entity or by the certificate of formation or the limited liability company agreement of the Surviving Entity.

Article V - Effective Date

The effective date of the Merger shall be the date on which these Articles of Merger are filed with the Secretary of State of the State of Florida.

Article VI - Articles of Merger

These Articles of Merger comply the requirements of the FBCA and the applicable requirements of the laws of the State of Delaware.. These Articles of Merger have been duly executed by the Merging Entity and by the Surviving Entity in accordance with the applicable requirements of the FBCA and the applicable requirements of the laws of the State of Delaware.

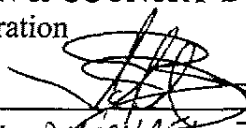
Article VII – Provisions Regarding Surviving Entity

The Surviving Entity is hereby deemed to appoint the Secretary of State of the State of Florida as its agent for service of process in any proceeding to enforce any obligation of the rights of dissenting shareholders of the Merging Entity. The Surviving Entity has agreed to promptly pay to the dissenting shareholders of the Merging Entity the amounts, if any, to which they are entitled under Section 607.1302 of the FBCA.

Each party has caused these Articles of Merger to be signed by its duly authorized officer as of March 1, 2005.

“Merging Entity”

TOWN & COUNTRY BUILDERS, INC., a Florida corporation

By: 
Name: MICHAEL J. RYAN
Its: CBO

“Surviving Entity”

HOVSTONE PROPERTIES FLORIDA L.L.C., a Delaware limited liability company

By: _____
Name: _____
Its: _____

Each party has caused these Articles of Merger to be signed by its duly authorized officer as of March 1, 2005.

"Merging Entity"

TOWN & COUNTRY BUILDERS, INC., a Florida corporation

By: _____
Name: _____
Its: _____

"Surviving Entity"

HOVSTONE PROPERTIES FLORIDA L.L.C., a Delaware limited liability company


By: 
Name: Joseph Riggs
Its: Group President

EXHIBIT A

**PLAN OF MERGER
OF
TOWN & COUNTRY BUILDERS, INC.
(a Florida corporation)
AND
HOVSTONE PROPERTIES FLORIDA L.L.C.,
(a Delaware limited liability company)**

This Plan of Merger is being submitted by Town & Country Builders, Inc., a Florida corporation (the "Merging Entity"), and Hovstone Properties Florida L.L.C., a Delaware limited liability company (the "Surviving Entity"), in accordance with Section 607.1108 of the Florida Business Corporation Act (the "FBCA"). The Plan of Merger has been adopted and approved by the Merging Entity and the Surviving Entity in accordance with Section 607.1103 of the FBCA. This Plan of Merger relates to the merger (the "Merger") of the Merging Entity with and into the Surviving Entity.

Article I - Merging Entity

The name, street address of its principal office, jurisdiction and entity type of the Merging Entity is as follows:

Town & Country Builders, Inc.,
a Florida corporation
d/b/a "Town & Country Homes"
1275 Gateway Boulevard
Boynton Beach, Florida 33426

Article II - Surviving Entity

The name, street address of its principal office, jurisdiction and entity type of the Surviving Entity is as follows:

Hovstone Properties Florida L.L.C.,
a Delaware limited liability company
c/o K. Hovnanian Companies LLC
10 Highway 35
Red Bank, NJ 07701

Article III - Terms and Conditions

The terms and conditions of the Merger are as follows:

- A. The Merging Entity shall be merged with and into the Surviving Entity.
- B. At the effective time of the Merger (the "Effective Time"), each of the outstanding shares of the capital stock of the Merging Entity shall be cancelled and shall be converted automatically into the right to receive certain cash and other consideration from the Surviving Entity, as set forth in that certain Agreement and Plan of Mergers, dated as of March 1, 2005, by and among Pinnacle Corporation (d/b/a Town & Country Homes), Town & Country Homes, Inc., Town & Country Builders, Inc. (d/b/a Town & Country Homes), the shareholders set forth on the signature pages thereto, Hovstone Properties Illinois L.L.C., Hovstone Properties Florida L.L.C. and Hovstone Properties Minnesota L.L.C. (the "Merger Agreement").
- C. At the Effective Time, the Certificate of Formation and the Limited Liability Company Agreement of the Surviving Entity as in effect as of the Effective Time, shall continue in full force and effect following the Merger until amended in accordance with its terms.
- D. The manager and officers of the Surviving Entity immediately prior to the Effective Time shall, from and after the Effective Time, be the manager and officers of the Surviving Entity, until their respective successors are duly elected or appointed and qualified or until the earlier of their death, resignation or removal.
- E. The outstanding membership interests in the Surviving Entity shall be unaffected by the Merger.

Article IV - Manager of Surviving Entity

The name and business address of the manager of the Surviving Entity is as follows:

HOVSTONE HOLDINGS L.L.C.,
a Delaware limited liability company
c/o K. Hovnanian Companies L.L.C.
10 Highway 35
Red Bank, NJ 07701