

Section 1 – Registrant’s Business and Operations

Item 1.01 Entry into a Material Definitive Agreement.

On August 22, 2011, the Registrant entered into an Agreement and Plan of Merger and Reincorporation with Rubicon Financial Incorporated, a newly-formed Nevada corporation (“RUBICON NV”), in order to change the domicile of the Registrant from Delaware to Nevada. Pursuant to the terms of the Agreement and Plan of Merger and Reincorporation, the Registrant merged with and into RUBICON NV, making RUBICON NV the surviving corporation. The merger for reincorporation was completed on August 29, 2011.

The merger and reincorporation agreement was approved by the unanimous consent of the Board of Directors of the Registrant and by RUBICON NV, and by a majority of the stockholders of the Registrant at their annual meeting of stockholders held on August 12, 2011. A copy of the Agreement and Plan of Merger and Reincorporation is attached hereto as Exhibit 2(c).

Item 9.01 Exhibits

Exhibit Number	Description
2(c)	<u>Agreement and Plan of Merger and Reincorporation, dated August 22, 2011</u>
3(i)(h)	<u>Articles of Incorporation of Rubicon Financial Incorporated (Nevada) – Dated August 18, 2011</u>
3(i)(i)	<u>Articles of Merger of Rubicon Financial Incorporated, a Nevada corporation and Rubicon Financial Incorporated, a Delaware corporation – Dated August 29, 2011</u>
3(i)(j)	<u>Certificate of Merger of Rubicon Financial Incorporated, Nevada corporation and Rubicon Financial Incorporated, Delaware corporation</u>
3(ii)(c)	<u>Bylaws of Rubicon Financial Incorporated, a Nevada corporation – Dated August 18, 2011</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Rubicon Financial Incorporated

By: /s/ Joseph Mangiapane, Jr.
Joseph Mangiapane, Jr., Chief Executive Officer

Date: September 20, 2011