

**L00000006313**

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**MERGER OR SHARE EXCHANGE**  
**Casabella Development, LLC**

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**ARTICLES OF MERGER  
OF  
NORMAL PROPERTIES OF BREVARD, LLC**  
a Florida limited liability company  
**WITH AND INTO  
CASABELLA DEVELOPMENT, LLC,**  
a Florida limited liability company

NORMAL PROPERTIES OF BREVARD, LLC, a Florida limited liability company ("NORMAL PROPERTIES OF BREVARD") and CASABELLA DEVELOPMENT, LLC, a Florida limited liability company ("CASABELLA DEVELOPMENT"), pursuant to the provisions of Section 605.1025, Florida Statutes hereby certify in connection with the merger of NORMAL PROPERTIES OF BREVARD into CASABELLA DEVELOPMENT that:

1. The name and jurisdiction of the merging limited liability company is Normal Properties of Brevard, LLC, a Florida limited liability company.
2. The name and jurisdiction of the surviving entity is Casabella Development, LLC, a Florida limited liability company (Florida Document No. L00000006313).
3. The Agreement and Plan of Merger is attached hereto as Exhibit "A".
4. The Agreement and Plan of Merger was approved by all of the members of Normal Properties of Brevard, LLC on May 15, 2023 in accordance with the applicable provisions of Chapter 605, Florida Statutes.
5. The Agreement and Plan of Merger was approved by all of the members of Casabella Development, LLC on May 15, 2023 in accordance with the applicable provisions of Chapter 605, Florida Statutes.
6. The merger shall become effective June 1, 2023.

IN WITNESS WHEREOF, each of the undersigned has made and subscribed to the Articles of Merger on 5/18/2023.

**NORMAL PROPERTIES OF BREVARD, LLC**, a Florida limited liability company

DocuSigned by:  
By: Norma D Levy  
Norma D. Levy, Manager

**CASABELLA DEVELOPMENT, LLC**, a Florida limited liability company

DocuSigned by:  
By: Ronald D Levy  
Ronald D. Levy, Manager

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## Exhibit "A"

**AGREEMENT AND PLAN OF MERGER**

This Agreement dated 5/18/2023, by and between **NORMAL PROPERTIES OF BREVARD, LLC**, a Florida limited liability company ("Normal Properties of Brevard") and **CASABELLA DEVELOPMENT, LLC**, a Florida limited liability company ("Casabella Development").

**RECITALS:**

A. The Members of Normal Properties of Brevard and the Members of Casabella Development deem it advisable and in the best interests of both entities that Normal Properties of Brevard be merged with and into Casabella Development with Casabella Development being the surviving company pursuant to the laws of the State of Florida and upon the terms and conditions set forth herein; and

B. The Members of Normal Properties of Brevard and the Members of Casabella Development have unanimously approved the merger of Normal Properties of Brevard into Casabella Development in accordance with the provisions of Section 605.1023, Florida Statutes.

**NOW THEREFORE**, in consideration of the mutual covenants contained herein, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

**ARTICLE I  
MERGER**

1.1 Normal Properties of Brevard shall be merged with and into Casabella Development in accordance with the laws of the State of Florida. The separate limited liability company existence of Normal Properties of Brevard shall thereby cease, and Casabella Development shall be the surviving limited liability company.

1.2 The surviving company shall be Casabella Development, LLC, a Florida limited liability company, having a business address of 855 Sanderling Drive, Indialantic, FL 32903.

1.3 The effective date ("Effective Date") of the merger shall be June 1, 2023 at which time the separate existence of Normal Properties of Brevard shall cease.

1.4 Casabella Development, the surviving limited liability company, shall possess all rights, privileges, immunities and franchises, to the extent consistent with the Operating Agreement of the merged entities. All of the rights, privileges, powers and franchises of Normal Properties of Brevard, of a public as well as of a private nature, and all property, real, personal and mixed of Normal Properties of Brevard, and all debts due it on whatever account, including all causes of action and all and every other interest of it or belonging to it, shall be taken by and deemed to be transferred to and vested in Casabella Development without further act or deed;

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and all such property, rights, privileges, immunities and franchises, of a public as well as of a private nature, and all and every other interest of Normal Properties of Brevard shall thereafter be as effectually the property of Casabella Development as was the case for Normal Properties of Brevard.

1.5 From and after the Effective Date, Casabella Development shall be subject to the duties and liabilities of a limited liability company organized under the laws of the State of Florida and shall be liable and responsible for all the liabilities and obligations of the merged entities. The rights of the creditors of the merged entities, or of any person dealing with such entities, or any liens upon the property of such entities, shall not be impaired by this merger, and any claim existing or action or proceeding pending by or against either of such entities may be prosecuted to judgment as if this merger had not taken place, or Casabella Development may be proceeded against or substituted in place of Normal Properties of Brevard. Except as otherwise herein set forth, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of Casabella Development shall continue unaffected and unimpaired by the merger.

## ARTICLE II TERMS AND CONDITIONS OF THE MERGER

The terms and conditions of the merger shall be as follows:

2.1 The merger shall become effective June 1, 2023.

2.2 Prior to the Effective Date, each entity shall take all such action as shall be necessary or appropriate in order to effect the merger. If at any time after the Effective Date the parties hereto shall determine that any further conveyance, assignment or other documents or any further action is necessary or desirable in order to vest in, or conform to, the vesting of full title to all of the property, assets, rights, privileges and franchises of the merging limited liability company, or the limited liability company into Casabella Development, each party agrees to execute and deliver such instruments and take all such further actions as may be necessary or desirable in order to vest in and confirm to Casabella Development title to and possession of all such property, assets, rights, privileges, immunities and franchises, and otherwise to carry out the purposes of this agreement.

## ARTICLE III OPERATING AGREEMENT; MEMBERS

The Operating Agreement of Casabella Development, as in effect immediately prior to the Effective Date, shall, after the merger, continue to be the Operating Agreement of the surviving limited liability company until duly amended in accordance with the provisions therein set forth and the laws of Florida, and no change to the Operating Agreement shall be effected by the merger.

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#### ARTICLE IV MANNER OF CONVERTING INTERESTS

Upon the Effective Date, each Member Unit of Normal Properties of Brevard shall be converted into one Member Unit of Casabella Development.

#### ARTICLE V MISCELLANEOUS

5.1 This Agreement shall be binding on and shall inure to the benefit of the parties and their respective heirs, devisees, legal representatives, successors, and permitted assigns.

5.2 In connection with any dispute arising under, from, or as a result of the Agreement, the parties agree that the prevailing party or parties shall be entitled to recover costs or expenses incurred, including reasonable attorneys' fees and fees for the services of accountants, paralegal, legal assistants, and similar persons (including any appeals from any litigation and enforcement of judgments).

5.3 This Agreement may not be modified orally or in any other manner than by agreement in writing signed by the party against whom the enforcement is sought.

5.4 This Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the members of Normal Properties of Brevard and by the members of Casabella Development.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement under seal as of the date first stated above.

**NORMAL PROPERTIES OF BREVARD, LLC, a**  
Florida limited liability company

DocuSigned by:  
By: Norma D. Levy  
Norma D. Levy, Manager

**CASABELLA DEVELOPMENT, LLC, a Florida limited**  
liability company

DocuSigned by:  
By: Ronald D. Levy  
Ronald D. Levy, Manager

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