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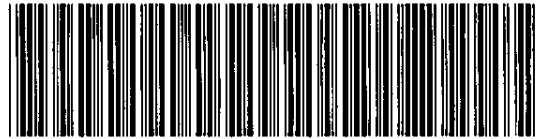
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Merger
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DATE: 9/29/14

NAME: ALARION BANK

TYPE OF FILING: MERGER

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AUTHORIZATION: ABBIE/PAUL HODGE

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**ARTICLES OF MERGER
MORGING**

**ALARION BANK
WITH AND INTO
HERITAGEBANK OF THE SOUTH**

Pursuant to the provisions of Section 7-1-532 of the Financial Institutions Code of Georgia and Section 658.41 of the Florida Statutes, HeritageBank of the South, a savings association organized and existing under the laws of the State of Georgia, and Alarion Bank, a banking corporation organized and existing under the laws of the State of Florida, do hereby execute the following Articles of Merger:

1. The names of the parties to the Plan of Merger, a copy of which is attached as Exhibit A to these Articles of Merger, are HeritageBank of the South and Alarion Bank. The surviving corporation in the Merger is HeritageBank of the South (the "Resulting Bank").
2. HeritageBank of the South's main office and registered office are each located at 721 North Westover Boulevard, Albany 31707 in Dougherty County, Georgia. HeritageBank of the South's registered agent, located at that same address, is O. Leonard Dorminey.
3. Alarion Bank's main office and registered office are each located at One Northeast First Avenue, Ocala 34470 in Marion County, Florida. Alarion Bank's registered agent, located at that same address, is Matthew Ivers.
4. The Board of Directors of HeritageBank of the South unanimously adopted the Plan of Merger at a meeting held on June 25, 2014. Heritage Financial Group, Inc., acting in its capacity as sole shareholder of HeritageBank of the South, approved the Plan of Merger on June 25, 2014.
5. The Board of Directors of Alarion Bank unanimously adopted the Plan of Merger at a meeting held on June 26, 2014. Alarion Financial Services, Inc., acting in its capacity as sole shareholder of Alarion Bank, approved the Plan of Merger on July 16, 2014.
6. The directors of the Resulting Bank, who are the same directors as the directors of HeritageBank of the South immediately prior to the bank merger, will be as follows:

Antone "Tony" D. Lehr
Joseph C. Burger, Jr.
O. Leonard Dorminey
Carol W. Slappey
Edward Cassity
James H. Moore, III
Miles V. Espy
Fred F. Sharpe

The address for each director of the Resulting Bank shall be 721 North Westover Boulevard, Albany, Georgia 31707.

7. The Articles of Incorporation of the Resulting Bank shall be the Articles of Incorporation of HeritageBank of the South in effect immediately prior to the Effective Date. The Bylaws of the Resulting Bank shall be the Bylaws of HeritageBank of the South in effect immediately prior to the Effective Date.

8. HeritageBank of the South and Alarion Bank, as parties to these Articles of Merger, do hereby undertake that they will cause to be published a notice of the filing of these Articles of Merger pursuant to the requirements of Section 7-1-532(d) of the Financial Institutions Code of Georgia.

9. The Effective Date of the Merger shall be prior to the close of business at 5:59 p.m., Eastern Time, on September 30, 2014.

[Signatures on Following Page]

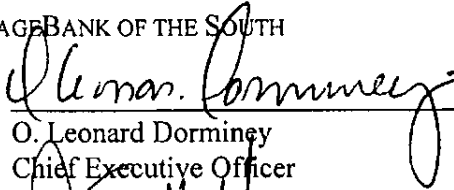
IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed by their duly authorized officers and their bank and corporate seals to be affixed hereto pursuant to the requirements of Section 7-1-532 of the Financial Institutions Code of Georgia.

As of this 29th day of September, 2014.

[Corporate Seal]

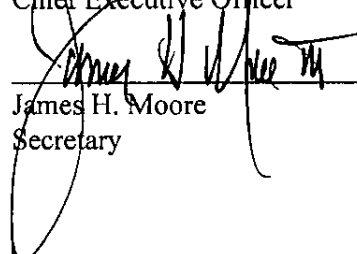
HERITAGE BANK OF THE SOUTH

By:



O. Leonard Dorminey
Chief Executive Officer

Attest:



James H. Moore
Secretary

[Signatures continued on next page]

[Signatures continued from previous page]

[Corporate Seal]

ALARION BANK

By: *Dwight L. Hart*
Dwight Hart
President and Chief Executive Officer

Attest: *[Signature]*
Jon M. Kurtz
Secretary

EXHIBIT A

PLAN OF MERGER

See attached.

**PLAN OF MERGER
BY AND BETWEEN
ALARION BANK
AND
HERITAGEBANK OF THE SOUTH**

This Plan of Merger (the "Plan") is made and entered into as of the 29th day of June, 2014, by and between Alarion Bank, a bank organized under the laws of Florida and located in Ocala, Florida, and HeritageBank of the South ("HeritageBank"), a savings association organized under the laws of the State of Georgia and located in Albany, Georgia.

WITNESSETH:

WHEREAS, HeritageBank is a wholly-owned subsidiary of Heritage Financial Group, Inc. ("Heritage");

WHEREAS, Alarion Bank is a wholly-owned subsidiary of Alarion Financial Services, Inc. ("Alarion");

WHEREAS, the Boards of Directors of Heritage, Alarion, HeritageBank and Alarion Bank have respectively determined that it is in the best interests of their respective constituencies to merge Alarion Bank with and into HeritageBank (the "Bank Merger") and each have unanimously approved the Bank Merger; and

WHEREAS, Heritage, as sole shareholder of HeritageBank, has approved the Bank Merger;

WHEREAS, Alarion, as sole shareholder of Alarion Bank, has approved the Bank Merger;

NOW, THEREFORE, in consideration of the above premises and the mutual warranties, representations, covenants and agreements set forth herein, the parties agree as follows:

1. Merger. Pursuant to the provisions of 12 USC § 1831u, Section 18(c) of the Federal Deposit Insurance Act, OCGA § 7-1-556, and Section 658.41 of the Florida Statutes, Alarion Bank shall be merged with and into HeritageBank, which shall be the survivor of the merger (the "Resulting Bank").

2. Effective Date of the Merger. The Bank Merger shall become effective on the date that Articles of Merger reflecting the Bank Merger become effective with the Georgia Department of Banking and Finance and the Georgia Secretary of State (the "Effective Date").

3. Location, Articles and Bylaws and Directors of the Resulting Bank. On the Effective Date of the Bank Merger:

(a) The head office of the Resulting Bank shall be located at 721 North Westover Boulevard, Albany, Georgia 31707.

(b) The Articles of Incorporation of the Resulting Bank shall be the Articles of Incorporation of HeritageBank in effect immediately prior to the Effective Date. The Bylaws of the Resulting Bank shall be the Bylaws of HeritageBank in effect immediately prior to the Effective Date of the Merger.

(c) Those individuals set forth on Exhibit A-1 shall serve as the directors of the Resulting Bank. Such individuals shall serve until their terms expire and shall thereafter be nominated for election at the first meeting of the Resulting Bank's shareholders after the expiration of such nominees' initial term.

4. Manner of Converting Shares.

(a) By virtue of the Bank Merger, automatically and without any action on the part of the holder thereof, each of the shares of Alarion Bank common stock issued and outstanding immediately prior to the Effective Date shall be cancelled and retired at the Effective Date and no consideration shall be issued in exchange therefor.

(b) Upon and after the Effective Date, each issued and outstanding share of HeritageBank common stock shall remain unchanged and shall continue to evidence the same number of shares of HeritageBank common stock.

5. Conditions Precedent to Consummation. Consummation of the Bank Merger herein provided for is conditioned upon (a) receipt of all necessary consents to the Bank Merger from applicable bank regulatory authorities, and (b) consummation of the merger of Heritage and Alarion.

6. Termination. This Plan may be terminated by the consent of all parties at any time prior to the Effective Date.

7. Counterparts, Headings, Governing Law. This Plan may be executed simultaneously in any number of counterparts, each of which shall be deemed an original but all of which shall constitute one and the same instrument. The title of this Plan and the headings herein are for convenience or reference only and shall not be deemed a part of this Plan. This Plan shall be governed by and construed in accordance with the laws of the State of Georgia.

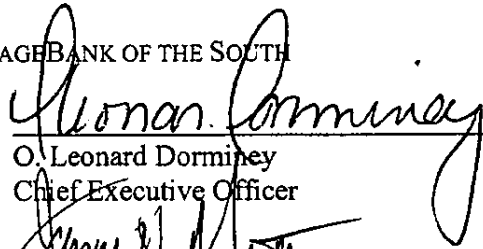
[SIGNATURES ON NEXT PAGE]

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by their duly authorized officers and their seals to be affixed hereto, all as of the day and year first above written.

[Corporate Seal]

HERITAGE BANK OF THE SOUTH

By:



O. Leonard Dorminey
Chief Executive Officer

Attest:



James H. Moore, III
Secretary

[SIGNATURES CONTINUED ON NEXT PAGE]

[SIGNATURES CONTINUED FROM PREVIOUS PAGE]

[Corporate Seal]

ALARION BANK

By: Dwight L. Hart
Dwight Hart
President and Chief Executive Officer

Attest: [Signature]
Jon M. Kurtz
Secretary

EXHIBIT A-1

Directors of Resulting Bank

Antone "Tony" D. Lehr
Joseph C. Burger, Jr.
O. Leonard Dorminey
Carol W. Slappey
Edward Cassity
James H. Moore, III
Miles V. Espy
Fred F. Sharpe