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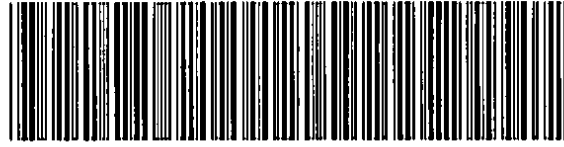
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TALLAHASSEE, FL

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RECEIVED
2021 AUG 27 PM 1:00
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



Commissioner Russell C. Weigel, III

August 27, 2021

VIA INTEROFFICE MAIL

Ms. Diane Cushing
Administrator
Amendment Section
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Dear Ms. Cushing:

Please file the enclosed Articles of Merger for Anchor Bank; **effective for 5:00pm, August 27, 2021**. The distribution of the certified copies should be as follows:

One (1) Copy to: Office of Financial Regulation
Division of Financial Institutions
Attn: Jason Guevara
200 East Gaines Street
Tallahassee, Florida 32399-0370

One (1) Copy to: MR. CHRISTOPHER AVILA
Avila Rodriguez Hernandez Mena & Garro LLP
2525 Ponce de Leon Boulevard, Penthouse 12th Floor
Coral Gables, Florida 33134
Ph# 786-594-4124

Enclosed is check No. 25104, totaling \$87.50, payable to the Department of Corporations. The check represents payment for the filing fee and two certified copy for the attached Articles of Merger. If you have any questions, please do not hesitate to contact Terry Hughes at Terry.Hughes@flor.gov at 850-410-9574.

Sincerely,

Jason M. Guevara
Financial Administrator
Division of Financial Institutions

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: **ANCHOR BANK**

Name of Surviving Entity

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Christopher D. Avila

Contact Person

Avila Rodriguez Hernandez Mena & Garro LLP

Firm/Company

2525 Ponce de Leon Blvd, Suite 1225

Address

Coral Gables, FL 33134

City State and Zip Code

cavila@avilalaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Christopher D. Avila

Name of Contact Person

At (**786**) **594-4124**

Area Code & Daytime Telephone Number



Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

IMPORTANT NOTICE: Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

**ARTICLES OF MERGER
OF
HOME FEDERAL BANK OF HOLLYWOOD
WITH AND INTO
ANCHOR BANK**

The following Articles of Merger are submitted in accordance with applicable Florida law in connection with the merger (the "**Merger**") of HOME FEDERAL BANK OF HOLLYWOOD, a federal savings association headquartered in Hallandale Beach, Florida ("**Bank**") with and into ANCHOR BANK, a Florida state-chartered bank headquartered in Palm Beach Gardens, Florida ("**Purchaser**").

FIRST: The exact name, form/entity, and jurisdiction for the merging party is as follows:

NAME	JURISDICTION	FORM/ENTITY TYPE
HOME FEDERAL BANK OF HOLLYWOOD	Federal Savings Association	Bank

SECOND: The exact name, form/entity, and jurisdiction of the surviving party is as follows:

NAME	JURISDICTION	FORM/ENTITY TYPE
ANCHOR BANK	Florida State-Chartered Bank	Bank

THIRD: An Agreement and Plan of Merger, dated as of October 31, 2020, as amended by the First Amendment to Agreement and Plan of Merger, dated December 4, 2020, as further amended by the Second Amendment to Agreement and Plan of Merger, dated December 30, 2020, and as further amended by the Third Amendment to Agreement and Plan of Merger, dated June 17, 2021 (the "**Merger Agreement**"), by and among Bank, its principal shareholders, Home Bancgroup, Inc. and Sergey Khotimskiy, Purchaser, and its controlling shareholder, Anchor Bancorp, Inc., has been approved and adopted by the directors and shareholders of each of Bank and Purchaser in accordance with the requirements of applicable law.

FOURTH: The Merger shall become effective at 5:00 p.m., Miami, Florida, time on August 27, 2021.

FIFTH: The Merger Agreement was approved and adopted by the Board of Directors of Purchaser on October 22, 2020, and the shareholders of Purchaser on August 14, 2021.

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MIAMI, FLORIDA

SIXTH: The Merger Agreement was approved and adopted by the Board of Directors of Bank on October 31, 2020, and the shareholders of Bank on August 26, 2021.

SEVENTH: The Amended and Restated Articles of Association and Bylaws of Purchaser shall serve as the Articles of Association and Bylaws of the surviving bank following the closing of the Merger, until amended thereafter in accordance with applicable law.

EIGHTH: The Plan of Merger, which forms an integral part of and is evidenced by the Merger Agreement, is described in Exhibit A attached hereto.

[signature page to follow]


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2021 MAR 27 AM 11:58
CLERK OF STATE
TALLAHASSEE, FL

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of August 27, 2021.

HOME FEDERAL BANK
OF HOLLYWOOD

ANCHOR BANK

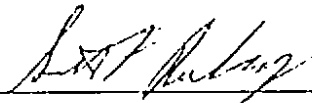
By: _____
Scott F. Rosenberg, President & CEO

By:  _____
Nelson Hinojosa, President & CEO

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2021 AUG 27 AM 11:58
CLERK OF STATE
TALLAHASSEE, FL

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of August 27, 2021.

HOME FEDERAL BANK
OF HOLLYWOOD

By: 
Scott F. Rosenberg, President & CEO

ANCHOR BANK

By: _____
Nelson Hinojosa, President & CEO

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TALLAHASSEE, FL

EXHIBIT A

PLAN OF MERGER

HOME FEDERAL BANK OF HOLLYWOOD

and

ANCHOR BANK

The following describes the terms of the Plan of Merger, which forms an integral part and is evidenced by the Merger Agreement and is submitted in compliance with applicable Florida law, and in accordance with the laws of any other applicable jurisdiction of incorporation:

FIRST: The exact name, form/entity, and jurisdiction for the **merging** party is as follows:

NAME	JURISDICTION	FORM/ENTITY TYPE
HOME FEDERAL BANK OF HOLLYWOOD	Federal Savings Association	Bank

SECOND: The exact name, form/entity, and jurisdiction of the **surviving** party is as follows:

NAME	JURISDICTION	FORM/ENTITY TYPE
ANCHOR BANK	Florida State-Chartered Bank	Bank

THIRD: The following describes certain terms and conditions of the Merger, and the manner and basis of converting the shares of the merged party into shares, obligations, or other securities of the survivor, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire the interests, shares, obligations or other securities of the merged party into rights to acquire shares, obligations, or other securities of the survivor, in whole or in part, into cash or other property:

The Merger: Upon the terms of the Merger Agreement, and subject to the conditions and in reliance upon the representations and warranties made by the parties to each other under the Merger Agreement, at the Effective Time, Home Federal Bank of Hollywood ("**Bank**") will be merged with and into Anchor Bank ("**Purchaser**"). Purchaser shall be the surviving entity in the Merger (hereinafter referred to for the period at and after the Effective Time as "**Surviving Bank**") and shall succeed to and assume all of the rights and obligations of Bank in accordance with Applicable Law. Upon consummation of the Merger, the separate legal existence of Bank shall terminate.

Name of the Surviving Bank: At and after the Effective Time, the Surviving Bank shall continue to conduct its business under the name "Anchor Bank."

Effective Time: On the Closing Date, Purchaser and Bank shall take all actions required to satisfy all requirements under Applicable Law and other conditions specified in the Merger Agreement (if not already satisfied or waived) in order to consummate the Merger, and in either case as set forth in any approval letter(s) from applicable Regulatory Authorities. The Merger shall become effective at 5:00 p.m., Miami, Florida time on August 27, 2021 (the "Effective Time"). The parties agree that the Merger shall be deemed effective for tax, financial reporting and accounting purposes as of the Effective Time.

Effects of Merger: As of the Effective Time, the Merger shall have the effects set forth in the Act and shall have the effects set forth in the section immediately below.

Conversion of Bank Shares; Shareholders of Surviving Bank: At the Effective Time, all issued and outstanding Bank Shares (other than Bank Shares, if any, held as treasury stock, which such Bank Shares shall be cancelled as part of the Merger without any payment or distribution made with respect thereto) shall be cancelled and cease to exist and be converted into the right to receive, the applicable number of shares of common stock of the Surviving Bank as set forth in the Merger Agreement. Upon surrender, Surviving Bank shall cancel all Bank Share Certificates. At the Effective Time, by virtue of the Merger and without any action on the part of any Person, each issued and outstanding Purchaser Share shall continue as a share of common stock of Surviving Bank.

Charter Documents, Directors and Officers of Surviving Bank: Upon consummation of the Merger, the Articles of Incorporation and the Bylaws of Purchaser, in effect at the Effective Time, shall be the Articles of Incorporation and the Bylaws of Surviving Bank until thereafter changed or amended in accordance with the provisions thereof and Applicable Law, and the directors and officers of Purchaser immediately prior to the Effective Time shall be the directors and officers of Surviving Bank.

Merger Consideration: The Merger Consideration shall be right of the holders of Bank Shares to receive shares of common stock of Surviving Bank in exchange for Bank common stock.

Other Terms and Conditions. All capitalized terms used and not otherwise defined herein or in the Articles of Merger shall have the meaning ascribed to such terms in the Merger Agreement. The terms and conditions of the Merger are more specifically detailed in the Merger Agreement, as approved and adopted by the Board of Directors and shareholders of each of Bank and Purchaser.



Commissioner Russell C. Weigel, III

Having been approved by the Office of Financial Regulation on July 7, 2021, to merge Home Federal Bank of Hollywood, Hallandale Beach, Broward County, Florida, with and into Anchor Bank, Palm Beach Gardens, Palm Beach County, Florida, and being satisfied that the conditions of approval have been met, I hereby approve for filing with the Department of State, the attached "Articles of Merger", so that at 5:00 p.m., eastern daylight time on August 27, 2021, they shall read as stated herein.

Signed on this 27th day of
August 2021.

Jeremy W. Smith, Director,
Division of Financial Institutions

OFFICE OF FINANCIAL REGULATION

CERTIFICATE OF MERGER

WHEREAS, Section 658.41, Florida Statutes, provides for the merger and consolidation of financial institutions; and

WHEREAS, the Office of Financial Regulation ("Office") is satisfied that the terms of the Agreement and Plan of Merger between the financial institutions described below comply with the Florida Statutes, and that the other regulatory conditions of the Office have been met,

NOW, THEREFORE, I, Jeremy W. Smith, Director of the Division of Financial Institutions, Office of Financial Regulation, do hereby issue this Certificate authorizing consummation of the merger and consolidation of the following constituent financial institutions:

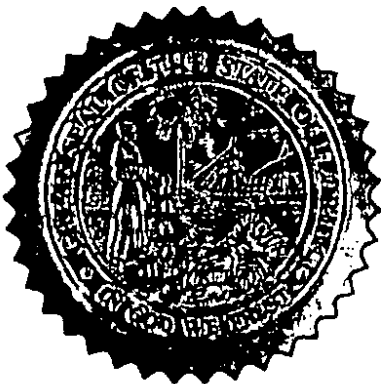
Anchor Bank, Palm Beach Gardens, Palm Beach County, Florida

Charter #1150

Home Federal Bank of Hollywood, Hallandale Beach, Broward County, Florida

under the charter of: Anchor Bank
under the title of: Anchor Bank
under State Charter No: 1150

And, the Office further authorizes Anchor Bank to continue the transaction of a general banking business with main offices at 4500 PGA Boulevard, Palm Beach Gardens, Palm Beach County, Florida, and with branch offices as authorized by law. On the effective date of merger, 5:00 p.m., eastern daylight time on August 27, 2021, the charter and franchise of Home Federal Bank of Hollywood shall be deemed terminated and surrendered.



Signed and Sealed this 27th day
of August 2021.


Jeremy W. Smith, Director
Division of Financial Institutions