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CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 690717 7347882

AUTHORIZATION :

COST LIMIT : \$70.00

ORDER DATE : June 30, 2015

ORDER TIME : 1:0 PM

ORDER NO. : 690717-020

CUSTOMER NO: 7347882

ARTICLES OF MERGER

COMMUNITY SOUTHERN HOLDINGS,  
INC.

INTO

SUNSHINE BANCORP, INC.

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CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS:

10

## ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Sunshine Bancorp, Inc.	Maryland	F14000001813

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Community Southern Holdings, Inc.	Florida	P05000065302
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** 06 / 30 / 2015 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on  
February 4, 2015 \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on May 22, 2015 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on  
\_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

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Typed or Printed Name of Individual & Title

**Andrew S. Samuel, President and CEO**

**Andrew S. Samuel, President and CEO**

**AGREEMENT OF MERGER BETWEEN  
COMMUNITY SOUTHERN HOLDINGS, INC.,  
A FLORIDA CORPORATION AND  
SUNSHINE BANCORP, INC.,  
A MARYLAND CORPORATION**

**THIS AGREEMENT OF MERGER** (the "Subsequent Merger Agreement"), dated as of June 30, 2015, is made by and between Community Southern Holdings, Inc., a Florida corporation ("CS Holdings") and Sunshine Bancorp, Inc., a Maryland corporation ("Sunshine Bancorp"). Capitalized terms have the respective meanings given them in the Agreement and Plan of Merger by and among CS Holdings, Sunshine Bancorp and Sunshine Interim Corp., a Florida corporation, unless otherwise defined herein (the "Agreement").

**R E C I T A L S:**

1. CS Holdings is a Florida corporation that owns 100% of the common stock of Community Southern Bank, a Florida-chartered commercial bank.

2. Sunshine Bancorp is a Maryland corporation that owns 100% of the common stock of CS Holdings and owns 100% of the common stock of Sunshine Bank, a federal stock savings bank.

3. At least a majority of the members of the boards of directors of CS Holdings and Sunshine Bancorp have approved this Subsequent Merger Agreement whereby CS Holdings will be merged with Sunshine Bancorp with Sunshine Bancorp as the resulting corporation (the "Subsequent Merger"), and authorized the execution and delivery thereof.

**NOW, THEREFORE**, in consideration of the premises and mutual agreements contained herein, the parties hereto have agreed as follows:

1. **Merger.** At and on the Effective Date of the Subsequent Merger, CS Holdings will merge with Sunshine Bancorp with Sunshine Bancorp as the resulting corporation (the "Resulting Corporation"), whereby Community Southern Bank will become the wholly-owned subsidiary of Sunshine Bancorp. As a result of the Subsequent Merger, (i) each share of common stock, par value \$1.00 per share, of CS Holdings issued and outstanding immediately prior to the Effective Time shall be canceled and (ii) each share of common stock, par value \$0.01 per share, of Sunshine Bancorp issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding and shall constitute the only shares of common stock of Sunshine Bancorp issued and outstanding immediately after the Effective Time.

2. **Effective Date.** The Subsequent Merger shall not be effective until after the Merger by and between Sunshine Interim Corp. and CS Holdings is effective and the approval of the Subsequent Merger by the sole stockholder of CS Holdings.

3. **Name.** The name of the Resulting Corporation shall be Sunshine Bancorp, Inc.

4. **Offices.** The main office of the Resulting Corporation shall be 102 West Baker Street, Plant City, Florida 33563.

5. **Directors and Executive Officers.** The directors and executive officers of Sunshine Bancorp immediately prior to the Effective Date shall be the directors and executive officers of the Resulting Corporation after the Effective Date, except that Kenneth H. Compton will join the board of directors of Sunshine Bancorp immediately after the Effective Date.

6. **Rights and Duties of the Resulting Corporation.** At the Effective Date, CS Holdings shall merge with Sunshine Bancorp, with Sunshine Bancorp as the Resulting Corporation. The business of the Resulting Corporation shall be that of a Maryland corporation as provided in its Articles of Incorporation. All assets, rights, interests, privileges, powers, franchises and property (real, personal and mixed) of CS Holdings and Sunshine Bancorp shall be transferred automatically to and vested in the Resulting Corporation by virtue of the Subsequent Merger without any deed or other document of transfer. The Resulting Corporation, without any order or action on the part of any court or otherwise and without any documents of assumption or assignment, shall hold and enjoy all of the properties, franchises and interests, including appointments, powers, designations, nominations and all other rights and interests as the agent or other fiduciary in the same manner and to the same extent as such rights, franchises, and interests and powers were held or enjoyed by CS Holdings and Sunshine Bancorp. The Resulting Corporation shall be responsible for all of the liabilities, restrictions and duties of every kind and description of CS Holdings and Sunshine Bancorp immediately prior to the Subsequent Merger, including liabilities for all debts, obligations and contracts of CS Holdings and Sunshine Bancorp, matured or unmatured, whether accrued, absolute, contingent or otherwise and whether or not reflected or reserved against on balance sheets, books of accounts or records of CS Holdings or Sunshine Bancorp. The stockholders of Sunshine Bancorp shall possess all voting rights with respect to the shares of stock of the Resulting Corporation. All rights of creditors and other obligees and all liens on property of CS Holdings and Sunshine Bancorp shall be preserved and shall not be released or impaired.

7. **Rights of the Sole Stockholder.** At the Effective Date, Sunshine Bancorp, as the sole stockholder of CS Holdings immediately prior to the Subsequent Merger, will have its shares of CS Holding common stock cancelled and the holder of the CS Holdings Series A Preferred Stock immediately prior to the Subsequent Merger will exchange its shares of CS Holdings Series A Preferred Stock for Sunshine Bancorp Series A Preferred Stock on a one-for-one basis with the Sunshine Bancorp Series A Preferred Stock having rights, preferences, privileges and voting powers, and limitations and restrictions that are equivalent to the rights, preferences, privileges and voting powers, and limitations and restrictions of the CS Holding's Series A Preferred Stock immediately prior to the completion of the Subsequent Merger.

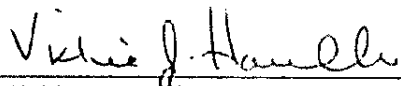
8. **Other Terms.** All terms used in this Subsequent Merger Agreement shall, unless defined herein, have the meanings set forth in the Agreement. The Agreement is incorporated herein by this reference and made a part hereof to the extent necessary or appropriate to effect and consummate the terms of this Subsequent Merger Agreement and the Merger.


[Signature page follows]

IN WITNESS WHEREOF, CS Holdings and Sunshine Bancorp have caused this Subsequent Merger Agreement to be executed as of the date first above written.

**Community Southern Holdings, Inc.**  
(a Florida corporation)

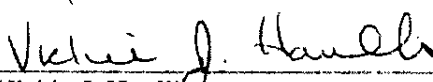
ATTEST:

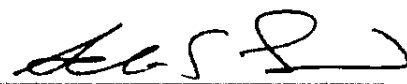
  
\_\_\_\_\_  
Vickie J. Houllis  
Corporate Secretary

By:   
\_\_\_\_\_  
Andrew S. Samuel  
President and Chief Executive Officer

**Sunshine Bancorp, Inc.**  
(a Maryland corporation)

ATTEST:

  
\_\_\_\_\_  
Vickie J. Houllis  
Corporate Secretary

By:   
\_\_\_\_\_  
Andrew S. Samuel  
President and Chief Executive Officer