

Division of Corporations

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# G19959

Florida Department of State  
Division of Corporations  
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*Merger*  
MAR 14 2016

K. WHITE

To: Division of Corporations  
 Fax Number : (850) 617-6380

From: Account Name : GUNSTER, YOAKLEY & STEWART, P.A.  
 Account Number : 076117000420  
 Phone : (561) 650-0728  
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**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: JOHN.TURGEON@SEACOASTBANK.COM

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DIVISION OF CORPORATIONS  
TALLAHASSEE FLORIDA

**MERGER OR SHARE EXCHANGE**  
**Seacoast Banking Corporation of Florida**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

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**ARTICLES OF MERGER  
OF  
FLORIDIAN FINANCIAL GROUP, INC.  
WITH AND INTO  
SEACOAST BANKING CORPORATION OF FLORIDA**

Pursuant to Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, the undersigned do hereby adopt, and the surviving corporation delivers for filing, the following Articles of Merger for the purpose of merging Floridian Financial Group, Inc., a Florida corporation ("Floridian"), with and into Seacoast Banking Corporation of Florida, a Florida corporation ("Seacoast"), with Seacoast being the surviving corporation:

1. The Agreement and Plan of Merger provides as follows:
  - (a) The full name and state of each of the constituent entities participating in the merger are Seacoast Banking Corporation of Florida, a Florida corporation, and Floridian Financial Group, Inc., a Florida corporation.
  - (b) The terms of the merger are as follows:
    - i. At the effective time of the merger, Floridian shall be merged with and into Seacoast, and Floridian will cease to exist as a separate corporation. Floridian and Seacoast shall thereupon become a single entity which shall continue its existence as a Florida corporation under the Articles of Incorporation of Seacoast.
    - ii. The name of the surviving corporation shall be Seacoast Banking Corporation of Florida.
    - iii. Upon completion of the merger, each outstanding share of Floridian common stock will be converted into the right to receive, at the election of the holder thereof: (1) a combination of \$4.29 in cash and 0.5291 shares of Seacoast common stock (the "Mixed Election Consideration"); (2) \$12.25 in cash (the "Cash Election Consideration"); or (3) 0.8140 shares of Seacoast common stock (together with the Cash Election Consideration and the Mixed Election Consideration, the "Merger Consideration"). Shares of Floridian common stock with respect to which no election is made will receive the Mixed Election Consideration. The foregoing is

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subject to customary proration procedures so that the aggregate amount of cash paid and shares of Seacoast common stock issued in the merger as a whole are equal to the total amount of cash and number of Seacoast shares that would have been paid and issued if all Floridian shareholders received the Mixed Election Consideration. Each outstanding share of Seacoast common stock will remain outstanding and be unaffected by the merger.

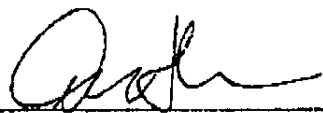
- iv. Each Floridian stock option outstanding and unexercised immediately prior to the effective time of the merger, whether or not vested or exercisable, will be cancelled and automatically converted into the right to receive a cash amount equal to the aggregate number of Floridian shares subject to such option multiplied by the excess of the per share Merger Consideration value over the exercise price of such option.
  - v. There will be no changes to the Articles of Incorporation of Seacoast resulting from the merger.
2. The Board of Directors of Floridian approved the Agreement and Plan of Merger at a board meeting duly called on October 30, 2015. The shareholders of Floridian approved such Agreement and Plan of Merger on February 23, 2016.
  3. The Board of Directors of Seacoast approved the Agreement and Plan of Merger at a board meeting duly called on November 2, 2015. Seacoast's shareholders were not required to approve such Agreement and Plan of Merger.
  4. The merger shall be effective at 5:01 p.m. EST on March 11, 2016.

*[Signatures on following page]*

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IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be signed by their duly authorized officers this 11<sup>th</sup> day of March, 2016.

SEACOAST BANKING CORPORATION OF  
FLORIDA

By:   
Name: Dennis S. Hudson, III  
Title: Chief Executive Officer

FLORIDIAN FINANCIAL GROUP, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

FAX AUDIT NO. H16000062728 3

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be signed by their duly authorized officers this 11<sup>th</sup> day of March, 2016.

SEACOAST BANKING CORPORATION OF FLORIDA

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

FLORIDIAN FINANCIAL GROUP, INC.

By: Thomas H. Dargatzis  
Name: Thomas H. Dargatzis  
Title: CEO