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Florida Department of State
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
Seacoast Banking Corporation of Florida

Certificate of Status	0
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Page Count	04
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
OF
GULFSHORE BANCSHARES, INC.
 (a Florida corporation)
WITH AND INTO
SEACOAST BANKING CORPORATION OF FLORIDA
 (a Florida corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of 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 GulfShore Bancshares, Inc. (the "Merging Corporation") with and into Seacoast Banking Corporation of Florida (the "Surviving Corporation").

First: The name and jurisdiction of the Surviving Corporation is Seacoast Banking Corporation of Florida, a Florida corporation.

Second: The name and jurisdiction of the Merging Corporation is GulfShore Bancshares, Inc., a Florida corporation.

Third: The Agreement and Plan of Merger provides as follows:

- i. At the effective time of the merger, the Merging Corporation shall merge with and into the Surviving Corporation, and the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall survive and continue to exist as a corporation incorporated under the laws of the State of Florida.
- ii. Upon completion of the merger, each outstanding share of the Merging Corporation's common stock will be converted into the right to receive a combination of \$1.47 in cash and 0.4807 shares of the Surviving Corporation's common stock (the "Merger Consideration"). Each outstanding share of the Surviving Corporation's common stock will remain outstanding and be unaffected by the merger.
- iii. Each stock option of the Merging Corporation 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 shares of the Merging Corporation subject to such option multiplied by the excess of the per share Merger Consideration value over the exercise price of such option.
- iv. There will be no changes to the Articles of Incorporation of the Surviving Corporation resulting from the merger.

Fourth: The Agreement and Plan of Merger was approved by the Board of Directors and the shareholders of the Merging Corporation on November 3, 2016 and March 27, 2017, respectively.

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Fifth: The Agreement and Plan of Merger was approved by the Board of Directors of the Surviving Corporation on November 3, 2016. The Surviving Corporation's shareholders were not required to approve such Agreement and Plan of Merger.

Sixth: The merger will be effective at 5:01 p.m. EST on the date the Articles of Merger are filed with the Florida Department of State.

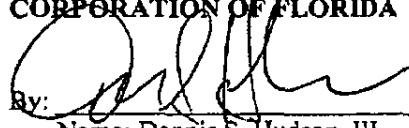
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IN WITNESS WHEREOF, the undersigned has caused these Articles of Merger to be executed on the 7th day of April, 2017.

**SEACOAST BANKING
CORPORATION OF FLORIDA**

By: 

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

**GULFSHORE BANCSHARES,
INC.**

By: _____

Name: Joseph Caballero
Title: President and Chief
Executive Officer

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IN WITNESS WHEREOF, the undersigned has caused these Articles of Merger to be executed on the 7th day of April, 2017.

SEACOAST BANKING CORPORATION OF FLORIDA

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

GULFSHORE BANCSHARES, INC.

By:  _____
Name: Joseph Caballero
Title: President and Chief Executive Officer

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