

08/28/2013 15:41 FAX

GUNSTER YOAKLEY

001/004

Division of Corporations

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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
BSA Financial Services, Inc.

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**ARTICLES OF MERGER
OF
HCBF MERGER SUB I, INC.
WITH AND INTO
BSA FINANCIAL SERVICES, INC.**

FILED
13 AUG 28 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Statutes, the undersigned do hereby adopt, and the surviving corporation delivers for filing, the following Articles of Merger for the purpose of merging HCBF Merger Sub I, Inc., a Florida corporation ("Merger Sub"), with and into BSA Financial Services, Inc., a Florida corporation ("BSA"), with BSA being the surviving corporation:

1. The Plan of Merger is as follows:

(a) The full name and state of each of the constituent entities participating in the merger are HCBF Merger Sub I, Inc., a Florida corporation, and BSA Financial Services, Inc., a Florida corporation.

(b) The terms of the merger are as follows:

(i) At the effective time of the merger, Merger Sub shall be merged with and into BSA, and Merger Sub will cease to exist as a separate corporation. Merger Sub and BSA shall thereupon become a single entity which shall continue its existence as a Florida corporation under the Articles of Incorporation of Merger Sub.

(ii) The name of the surviving corporation shall be BSA Financial Services, Inc.

(iii) Upon effectiveness of the merger, each share of BSA common stock (excluding shares held by BSA or any of its subsidiaries in each case other than in a fiduciary capacity or as a result of debts previously contracted, and excluding shares held by shareholders who perfect their statutory dissenters' rights, if any) issued and outstanding immediately prior to the date the merger becomes effective shall cease to be outstanding and shall be converted into and exchanged for the right to receive the consideration provided in Section 2.1 of the Agreement and Plan of Merger, dated as of April 24, 2013, by and among HCBF Holding Company, Inc., a Florida corporation, BSA and Bank of St. Augustine, a federal savings association. Upon effectiveness of the merger, each share of Merger Sub common stock issued and outstanding immediately prior to the date the merger becomes effective shall be converted into and become one validly issued share of common stock of the surviving corporation.

(iv) Upon effectiveness of the merger, (1) Merger Sub shall cease to exist; (2) all assets and property (real, personal and mixed, tangible and intangible, choses in action, rights and credits) then owned by Merger Sub or which would inure to Merger Sub shall immediately, by operation of law and without any conveyance, transfer or

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further action, become the property of BSA; and (3) BSA shall be deemed to be a continuation of Merger Sub, the rights and obligations of which shall succeed to such rights and obligations and the duties and liabilities connected therewith.

(v) The Articles of Incorporation of Merger Sub shall be the Articles of Incorporation of the surviving corporation.

2. The Board of Directors of BSA approved the Plan of Merger on April 24, 2013, and the shareholders of BSA approved and adopted the Plan of Merger on June 26, 2013.
3. The Board of Directors of Merger Sub approved the Plan of Merger on August 26, 2013 and the shareholder of Merger Sub approved the Plan of Merger on August 26, 2013.
4. The Merger shall become effective on August 28, 2013, at 5:00 p.m., local time.

IN WITNESS WHEREOF, each constituent entity has caused these Articles of Merger to be signed by each such entity's duly authorized officer, as of the 27th day of August, 2013.

HCBF MERGER SUB I, INC.

By: Michael Brown, Sr.
Michael Brown, Sr., President

BSA FINANCIAL SERVICES, INC.

By: _____
John A. Lester
Chairman

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2. The Board of Directors of BSA approved the Plan of Merger on April 24, 2013, and the shareholders of BSA approved and adopted the Plan of Merger on June 26, 2013.
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By: _____
Michael Brown, Sr., President

BSA FINANCIAL SERVICES, INC.

By: 
John A. Lester
Chairman

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