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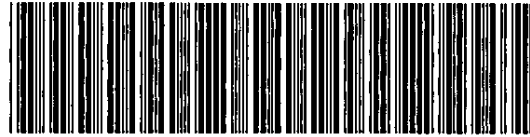
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D CUSHING



**DREW J. BREAKSPEAR**  
Commissioner

**INTEROFFICE COMMUNICATION**

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DATE: September 14, 2016

TO: Ms. Diane Cushing, Department of State  
Division of Corporations

FROM: Jason Guevara, Licensing and Chartering

SUBJECT: Stonegate Bank

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Please file the attached merger documents for the above-reference institutions, using **September 15, 2016** as the effective date.

Please make the following distribution of copies:

- (1) One certified copy to: Jason Guevara  
Office of Financial Regulation  
Licensing & Chartering  
200 East Gaines Street  
Tallahassee, FL 32399
- (2) Two certified copies to: Anthony Fabiano  
Stonegate Bank  
400 N. Federal Highway  
Pompano Beach, FL 33062
- (3) One uncertified copy to: Deona Payne  
Federal Deposit Insurance Corporation  
10 Tenth Street, N.W.  
Suite 800  
Atlanta, GA 30309

SECRETARY  
TALLAHASSEE, FL 32399  
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Also attached are checks that represents payment of the filing fees, charter tax, and certified copies. If you have any questions please call (850) 410-9513.



## FLORIDA OFFICE OF FINANCIAL REGULATION

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**DREW J. BREAKSPEAR**  
COMMISSIONER

Having been approved by The Commissioner of the Office of Financial Regulation ("OFR") on September 9, 2016, to establish Stonegate Acquisition Sub II, Inc., to merge Regent Bancorp, Inc., and its wholly-owned subsidiary, Regent Bank, with and into Stonegate Acquisition Sub II, Inc., and to merge Stonegate Acquisition Sub II, Inc. with and into Stonegate Bank, 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 Incorporation" for Stonegate Acquisition Sub II, Inc., "Articles of Merger" and the "Articles and Plan of Merger" which contains the Articles of Incorporation of Stonegate Bank (the resulting bank), so that effective on September 15, 2016, they shall read as stated herein.

Signed on this 12<sup>th</sup> day of  
September 2016.

  
\_\_\_\_\_  
J. Martin Stubblefield, Director  
Division of Financial Institutions

# OFFICE OF FINANCIAL REGULATION

## CERTIFICATE OF MERGER

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

WHEREAS, Stonegate Acquisition Sub II, Inc., has been organized as a successor institution/constituent bank as prescribed by Section 658.40(4), Florida Statutes;

WHEREAS, I am satisfied that the terms of the Articles and Plan of Merger Agreement between the financial institutions described below comply with Section 658.43(3), Florida Statutes, and that the other regulatory conditions of the Office have been met; and

NOW, THEREFORE, I, J. Martin Stubblefield, Director of the Division of Financial Institutions, Office of Financial Regulation, do hereby issue this Certificate authorizing consummation of the merger of the following constituent financial institutions:

Regent Bank Charter #918  
Davie, Broward County, Florida

Stonegate Acquisition Sub II, Inc.  
Pompano Beach, Broward County, Florida


Stonegate Bank Charter #1149  
Pompano Beach, Broward County, Florida

under the charter of: Stonegate Bank  
under the title of: Stonegate Bank  
under State Charter No: 1149

And, I further authorize Stonegate Bank to continue the transaction of a general banking business with main offices at 400 North Federal Highway, Pompano Beach, Broward County, Florida, and with branch offices as authorized by law. On the effective date of merger, September 15, 2016, the charters and franchises of Regent Bank and Stonegate Acquisition Sub II, Inc., shall be deemed terminated and surrendered.

Signed and Sealed this 12<sup>th</sup> day  
of September 2016.



  
J. Martin Stubblefield, Director  
Division of Financial Institutions

ARTICLES AND PLAN OF MERGER  
OF  
REGENT BANK  
AND  
STONEGATE ACQUISITION SUB II, INC.  
WITH AND INTO  
STONEGATE BANK

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SECRETARY OF STATE  
TALLAHASSEE  
FLORIDA

Effective Date: September 15, 2016

Pursuant to the provisions of Sections 607.1105 and 658.42 of the Florida Statutes, the undersigned banks and successor institution do hereby adopt and enter into these Articles and Plan of Merger (this "Plan") for the purpose of merging (the "Merger") Regent Bank, a Florida-chartered commercial bank ("Regent") and Stonegate Acquisition Sub II, Inc., a Florida corporation and successor institution ("Merger Sub"), with and into Stonegate Bank, a Florida-chartered commercial bank ("Stonegate"):

(a) The name of each constituent bank and successor institution and the specific location of their respective main offices are as follows:

1. Regent Bank  
2205 South University Drive  
Davie, FL 33324

The specific location of each of its branch offices is set forth on Schedule 1 attached hereto.

2. Stonegate Acquisition Sub II, Inc.  
400 North Federal Highway  
Pompano Beach, FL 33062

Merger Sub does not have any branch offices.

3. Stonegate Bank  
400 North Federal Highway  
Pompano Beach, FL 33062

The specific location of each of its branch offices is set forth on Schedule 2 attached hereto.

(b) With respect to the resulting Florida-chartered commercial bank:

1. The name and the specific location of the proposed main office are:

Stonegate Bank  
400 North Federal Highway  
Pompano Beach, FL 33062

The name of each of its branch offices will be Stonegate Bank. The specific location of each of its existing and proposed branch offices is set forth on Schedule 3 attached hereto.

2. The name and address of each director who is to serve until the next meeting of the shareholders at which directors are elected are set forth on Schedule 4 attached hereto.
3. The name and address of each executive officer are set forth on Schedule 5 attached hereto.
4. The resulting bank will have a single class of common stock, par value \$5.00 per share, consisting of 20,000,000 authorized shares, of which 14,170,294 will be outstanding, and a single class of undesignated blank-check preferred stock, consisting of 4,000,000 authorized shares, of which no shares will be outstanding. The amount of the surplus fund will be \$175,925,306 and the amount of retained earnings will be \$87,919,854.
5. The resulting bank will not have trust powers.
6. The complete articles of incorporation under which the resulting bank will operate are attached hereto as Schedule 6.

(c) The terms of the Merger of the constituent banks and successor institution are as follows (Capitalized terms not defined herein shall have the meanings ascribed to them in the Merger Agreement):

1. At the Effective Time, each of Merger Sub and Regent Bank shall be merged with and into Stonegate Bank and Merger Sub and Regent Bank will each cease to exist as a separate corporation. Stonegate Bank, Regent Bank and Merger Sub shall thereupon become a single entity which shall continue its existence as a resulting Florida-chartered commercial bank under the Articles of Incorporation of Stonegate Bank, as amended, a copy of which are attached hereto as Schedule 6.
2. At the Effective Time, each share of Regent Bank and Merger Sub capital stock issued and outstanding shall cease to be outstanding and shall be extinguished from and after such time without consideration.
3. At the Effective Time, all outstanding arrangements, calls, commitments, contracts, options, rights to subscribe to, scrip, understandings, warrants, or other binding obligations of any character whatsoever relating to, or securities or rights convertible into or exchangeable for, shares of the capital stock of Regent Bank or Merger Sub or by which Regent Bank or Merger Sub is or may be bound to issue additional shares of its capital stock or other equity rights shall be cancelled and extinguished without consideration.
4. At the Effective Time, (1) each of Regent Bank and 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 Regent Bank and Merger Sub or which would inure to Regent Bank or Merger Sub shall immediately, by operation of law and without any conveyance, transfer or further action, become the property of Stonegate; and (3) Stonegate shall be deemed to be a continuation of Regent Bank and Merger Sub, the rights and obligations of which shall succeed to such rights and obligations and the duties and liabilities connected therewith.

9. The "Effective Time" shall mean 5:01 p.m. on September 15, 2016, or as soon as practicable thereafter after the delivery of this Plan and certified resolutions to the Florida Office of Financial Regulation (the "Office").

(d) This Plan is subject to approval by the Florida Office of Financial Regulation and the shareholders of each of Regent Bank, Merger Sub and Stonegate. This Plan was approved and adopted by the shareholders of: (i) Regent Bank on August 17, 2016, (ii) Stonegate on August 17, 2016, and (iii) Merger Sub on August 30, 2016.

**[Signature Page Follows]**

**IN WITNESS WHEREOF**, each constituent entity has caused these Articles and Plan of Merger to be signed by each such entity's duly authorized officer, as of the 15<sup>th</sup> day of September, 2016.

**REGENT BANK**

By: \_\_\_\_\_

  
Cyril S. Spiro  
Chairman and Chief Executive Officer

**STONEGATE ACQUISITION SUB II, INC.**

By: \_\_\_\_\_

  
David Seleski  
President and Chief Executive Officer

**STONEGATE BANK**

By: \_\_\_\_\_

  
David Seleski  
President and Chief Executive Officer



**Schedule 1**

**Regent Branch Locations**

UNNUM	Number	Name	Address	County	City	State	Zip	Service Type
35789		Regent Bank	2205 South University Drive	Broward	Davie	FL	33324	Full Service Brick and Mortar Office
260019	1	Southeast Third Avenue Branch	1100 Southeast Third Avenue	Broward	Fort Lauderdale	FL	33315	Full Service Brick and Mortar Office
260020	2	Boca Raton Branch	568 Yamato Road, #200	Palm Beach	Boca Raton	FL	33431	Full Service Brick and Mortar Office
363095	3	Palm Beach Lakes Branch	1572 Palm Beach Lakes Boulevard	Palm Beach	West Palm Beach	FL	33401	Full Service Brick and Mortar Office
444998	6	Pompano Beach Branch	1540 South Federal Highway	Broward	Pompano Beach	FL	33062	Full Service Brick and Mortar Office

**Schedule 2**

**Stonegate Branch Locations**

431977		Stonegate Bank	400 North Federal Highway	Broward	Pompano Beach	FL	33062	Full Service Brick and Mortar Office
455725	2	Jupiter Branch	3555 Military Trail	Palm Beach	Jupiter	FL	33458	Full Service Brick and Mortar Office
432623	6	Naples Branch	3021 Airport-Pulling Road North	Collier	Naples	FL	34105	Full Service Brick and Mortar Office
511137	15	Jupiter LPO	3535 Military Trail	Palm Beach	Jupiter	FL	33458	Limited Service Loan Production Office
515742	16	Coral Gables Branch	121 Alhambra Plaza, Suite 1515	Miami-Dade	Coral Gables	FL	33134	Full Service Brick and Mortar Office
445213	17	Fort Myers Branch	12670 Creekside Lane, Suite 101	Lee	Fort Myers	FL	33919	Full Service Brick and Mortar Office
469194	18	Pine Island Office Branch	10530 Stringfellow Road	Lee	Bokeelia	FL	33922	Full Service Brick and Mortar Office
40415	20	Tampa Branch	4600 West Kennedy Boulevard	Hillsborough	Tampa	FL	33609	Full Service Brick and Mortar Office
535206	22	Doral Branch	8630 NW 25th Street	Miami-Dade	Doral	FL	33122	Full Service Brick and Mortar Office
458393	27	Southwest Venice Branch	500 U. S. Highway 41 Bypass North	Sarasota	Venice	FL	34285	Full Service Brick and Mortar Office
479366	28	Englewood Branch	1450 Placida Road	Charlotte	Englewood	FL	34223	Full Service Brick and Mortar Office
535204	31	Sarasota Branch	1680 Fruitville Road	Sarasota	Sarasota	FL	34236	Full Service Brick and Mortar Office

550070	32	North Federal Highway Branch	1430 North Federal Highway	Broward	Fort Lauderdale	FL	33304	Full Service Brick and Mortar Office
360796	33	Dania Beach Branch	1991 Stirling Road	Broward	Dania Beach	FL	33004	Full Service Brick and Mortar Office
363177	35	Hollywood Branch	4600 Hollywood Boulevard	Broward	Hollywood	FL	33023	Full Service Brick and Mortar Office
363598	36	Coral Springs Branch	3111 North University Drive, Suite 101	Broward	Coral Springs	FL	33065	Full Service Brick and Mortar Office
364235	37	Weston Branch	1504 Weston Road	Broward	Weston	FL	33326	Full Service Brick and Mortar Office
364302	38	Hallandale Beach Branch	929 East Hallandale Beach Boulevard	Broward	Hallandale	FL	33009	Full Service Brick and Mortar Office
364806	39	Administrative Office Branch	2400 North Commerce Parkway	Broward	Weston	FL	33326	Limited Service Administrative Office
419807	40	Fort Lauderdale Branch	2929 East Commercial Blvd.	Broward	Fort Lauderdale	FL	33308	Full Service Brick and Mortar Office
429375	41	Davie/Cooper City Branch	10310 Griffin Road	Broward	Cooper City	FL	33328	Full Service Brick and Mortar Office
441354	42	Plantation Branch	510 N Pine Island Road	Broward	Plantation	FL	33324	Full Service Brick and Mortar Office
571960	43	Boca Raton Branch	3850 North Federal Highway	Palm Beach	Boca Raton	FL	33431	Full Service Brick and Mortar Office
580567	44	West Palm Beach Branch	105 South Narcissus Avenue	Broward	West Palm Beach	FL	33401	Limited Service Administrative Office
580568	45	Jacksonville Branch	12724 Gran Bay Parkway West, Suite 410	Broward	Jacksonville	FL	32258	Limited Service Administrative Office

**Schedule 3**

**Resulting Bank Branch Locations**

UNNUM	Number	Name	Address	County	City	State	Zip	Service Type
431977		Stonegate Bank	400 North Federal Highway	Broward	Pompano Beach	FL	33062	Full Service Brick and Mortar Office
455725	2	Jupiter Branch	3555 Military Trail	Palm Beach	Jupiter	FL	33458	Full Service Brick and Mortar Office
432623	6	Naples Branch	3021 Airport-Pulling Road North	Collier	Naples	FL	34105	Full Service Brick and Mortar Office
511137	15	Jupiter LPO	3535 Military Trail	Palm Beach	Jupiter	FL	33458	Limited Service Loan Production Office
515742	16	Coral Gables Branch	121 Alhambra Plaza, Suite 1515	Miami-Dade	Coral Gables	FL	33134	Full Service Brick and Mortar Office
445213	17	Fort Myers Branch	12670 Creekside Lane, Suite 101	Lee	Fort Myers	FL	33919	Full Service Brick and Mortar Office
469194	18	Pine Island Office Branch	10530 Stringfellow Road	Lee	Bokeelia	FL	33922	Full Service Brick and Mortar Office
40415	20	Tampa Branch	4600 West Kennedy Boulevard	Hillsborough	Tampa	FL	33609	Full Service Brick and Mortar Office
535206	22	Doral Branch	8630 NW 25th Street	Miami-Dade	Doral	FL	33122	Full Service Brick and Mortar Office
458393	27	Southwest Venice Branch	500 U. S. Highway 41 Bypass North	Sarasota	Venice	FL	34285	Full Service Brick and Mortar Office
479366	28	Englewood Branch	1450 Placida Road	Charlotte	Englewood	FL	34223	Full Service Brick and Mortar Office
535204	31	Sarasota Branch	1680 Fruitville Road	Sarasota	Sarasota	FL	34236	Full Service Brick and Mortar Office

UNIFORM	Number	Name	Address	County	City	State	Zip	Service Type
550070	32	North Federal Highway Branch	1430 North Federal Highway	Broward	Fort Lauderdale	FL	33304	Full Service Brick and Mortar Office
360796	33	Dania Beach Branch	1991 Stirling Road	Broward	Dania Beach	FL	33004	Full Service Brick and Mortar Office
363177	35	Hollywood Branch	4600 Hollywood Boulevard	Broward	Hollywood	FL	33023	Full Service Brick and Mortar Office
363598	36	Coral Springs Branch	3111 North University Drive, Suite 101	Broward	Coral Springs	FL	33065	Full Service Brick and Mortar Office
364235	37	Weston Branch	1504 Weston Road	Broward	Weston	FL	33326	Full Service Brick and Mortar Office
364302	38	Hallandale Beach Branch	929 East Hallandale Beach Boulevard	Broward	Hallandale	FL	33009	Full Service Brick and Mortar Office
364806	39	Administrative Office Branch	2400 North Commerce Parkway	Broward	Weston	FL	33326	Limited Service Administrative Office
419807	40	Fort Lauderdale Branch	2929 East Commercial Blvd.	Broward	Fort Lauderdale	FL	33308	Full Service Brick and Mortar Office
429375	41	Davie/Cooper City Branch	10310 Griffin Road	Broward	Cooper City	FL	33328	Full Service Brick and Mortar Office
441354	42	Plantation Branch	510 N Pine Island Road	Broward	Plantation	FL	33324	Full Service Brick and Mortar Office
571960	43	Boca Raton Branch	3850 North Federal Highway	Palm Beach	Boca Raton	FL	33431	Full Service Brick and Mortar Office
580567	44	West Palm Beach Branch	105 South Narcissus Avenue	Broward	West Palm Beach	FL	33401	Limited Service Administrative Office
580568	45	Jacksonville Branch	12724 Gran Bay Parkway West, Suite 410	Broward	Jacksonville	FL	32258	Limited Service Administrative Office
35789		Regent Bank	2205 South University	Broward	Davie	FL	33324	Full Service Brick and Mortar Office

UNINUM	Number	Name	Address	County	City	State	Zip	Service Type
			Drive					Mortar Office
260019	1	Southeast Third Avenue Branch	1100 Southeast Third Avenue	Broward	Fort Lauderdale	FL	33315	Full Service Brick and Mortar Office
260020	2	Boca Raton Branch	568 Yamato Road. #200	Palm Beach	Boca Raton	FL	33431	Full Service Brick and Mortar Office
363095	3	Palm Beach Lakes Branch	1572 Palm Beach Lakes Boulevard	Palm Beach	West Palm Beach	FL	33401	Full Service Brick and Mortar Office
444998	6	Pompano Beach Branch	1540 South Federal Highway	Broward	Pompano Beach	FL	33062	Full Service Brick and Mortar Office

**Schedule 4**

**Resulting Bank Directors**

<b>Director Name</b>	<b>Address</b>
William J. Gallo	400 North Federal Highway Pompano Beach, FL 33062
Jeffrey Holding	400 North Federal Highway Pompano Beach, FL 33062
Bruce Keir	400 North Federal Highway Pompano Beach, FL 33062
Jeffrey Nudelman	400 North Federal Highway Pompano Beach, FL 33062
Ariel I. Pereda	400 North Federal Highway Pompano Beach, FL 33062
Lawrence Seidman	400 North Federal Highway Pompano Beach, FL 33062
David Seleski	400 North Federal Highway Pompano Beach, FL 33062
Glenn Straub	400 North Federal Highway Pompano Beach, FL 33062
John Tomlinson	400 North Federal Highway Pompano Beach, FL 33062

**Schedule 4**

**Resulting Bank Executive Officers**

<b>Executive Officer Name</b>	<b>Address</b>
David Seleski President and Chief Executive Officer	400 North Federal Highway Pompano Beach, FL 33062
Steve Cameron Executive Vice President and Chief Operating Officer	400 North Federal Highway Pompano Beach, FL 33062
Sharon Jones Senior Vice President and Chief Financial Officer	400 North Federal Highway Pompano Beach, FL 33062



**Schedule 6**

**Articles of Incorporation of Stonegate Bank**

**[See attached]**