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Account Number : 076117000420
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*PLEASE file
prior to filing
of Articles of
Dissolution
of First America
Holdings
Corporation*

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.**

Email Address: randyezell@harborcb.com

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
First America Holdings Corporation

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

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FAX AUDIT NO. H15000111638 3

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OFFICE OF THE
CLERK OF THE COURT
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
HCBF MERGER SUB III, INC.
WITH AND INTO
FIRST AMERICA HOLDINGS CORPORATION**

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 III, Inc., a Florida corporation ("Merger Sub"), with and into First America Holdings Corporation., a Florida corporation ("FA Holdings"), with FA Holdings 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 III, Inc., a Florida corporation, and First America Holdings Corporation, 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 FA Holdings, and Merger Sub will cease to exist as a separate corporation. Merger Sub and FA Holdings 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 First America Holdings Corporation.

(iii) Upon effectiveness of the merger, each share of FA Holdings common stock (excluding shares held by FA Holdings 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 October 14, 2014, by and among HCBF Holding Company, Inc., a Florida corporation, FA Holdings, and First America Bank, a Florida-chartered commercial bank. 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

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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 further action, become the property of FA Holdings; and (3) FA Holdings 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 FA Holdings approved the Plan of Merger on October 14, 2014, and the shareholders of FA Holdings approved and adopted the Plan of Merger on December 16, 2014.
3. The Board of Directors of Merger Sub approved the Plan of Merger on May 8, 2015 and the shareholder of Merger Sub approved the Plan of Merger on May 8, 2015, 2015.
4. The Merger shall become effective on May 8, 2015, 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 8th day of May, 2015.

HCBF MERGER SUB III, INC.

By: _____


Randall A. Ezell
Vice President

FIRST AMERICA HOLDINGS CORPORATION

By: _____

Daniel S. Hager
Chief Executive Officer

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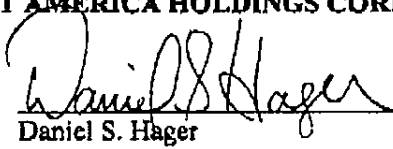
HCBF MERGER SUB III, INC.

By: _____

Randall A. Ezell
Vice President

FIRST AMERICA HOLDINGS CORPORATION

By: _____


Daniel S. Hager
Chairman &
Chief Executive Officer