

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION
HCB Holding Company, Inc.

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April 8, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

GUNSTER, YOAKLEY & STEWART, P.A.

SUBJECT: HCBF HOLDING COMPANY, INC.
REF: W10000017320

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ARTICLES OF INCORPORATION**FOR**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**HCBF HOLDING COMPANY, INC.***(A Florida Profit Corporation)*

The undersigned, for the purposes of forming a corporation under the laws of the State of Florida, pursuant to Section 607.0120 of the Florida Business Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation:

FIRST. The name of the corporation shall be: HCBF HOLDING COMPANY, INC. (the "Corporation").

SECOND. The street address of the registered office of the Corporation shall be 777 South Flagler Drive, Suite 500-East, West Palm Beach, Florida 33401, and the registered agent of the Corporation at such address shall be GY Corporate Services, Inc. The principal place of business and the mailing address of the Corporation shall be 311 South Second Street, Fort Pierce, Florida 34950. The Corporation may change its registered agent, the location of its registered office, its principal place of business, or its mailing address, or any of the foregoing, from time to time without amendment of these Articles of Incorporation.

THIRD. The general purpose of this Corporation shall be the transaction of any and all lawful business for which corporations may be incorporated under Section 607 of the Act. The Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

FOURTH. The Corporation is authorized to issue up to 50,000,000 shares of common stock, each having a par value of \$0.001.

FIFTH. The Corporation is authorized to issue up to 5,000,000 shares of preferred stock ("Preferred Stock"), which constitutes a separate and single class of shares, and which may be issued in one or more series. The Board of Directors of the Corporation (the "Board of Directors") is vested with the authority to establish, in its discretion, the voting rights and other designations, preferences, rights, qualifications, limitations and restrictions, if any, of each such series by the adoption and filing in accordance with the Act, before any such issuance of any shares of Preferred Stock of such series, of an amendment or amendments to these Articles of Incorporation determining the terms of such series, which amendment need not be approved by the shareholders or holders of any class or series of shares except as provided for by law. All shares of Preferred Stock of the same series shall be identical with each other in all respects.

SIXTH. Registered Agent, Registered Office, & Registered Agent's Signature:


GY Corporate Services, Inc.
777 South Flagler Drive
Suite 500 East
West Palm Beach, FL 33401

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Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, GY Corporate Services Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. GY Corporate Services Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and GY Corporate Services Inc. is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 607, F.S.

GY CORPORATE SERVICES, INC.

By


Michael V. Mitrione, Vice President

SEVENTH. The name and address of the incorporator of this Corporation follows:

Michael V. Mitrione, Esq.
c/o Gunster, Yoakley & Stewart, P.A.
Phillips Point, Suite 500-East
777 South Flagler Drive
West Palm Beach, Florida 33401

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EIGHTH. Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Act (currently Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Act (subject to any limitations contained in an agreement entered into by such person and the Corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "proceeding") (other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Corporation), or (b) wherein the Corporation and such person are adverse parties except for proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent of the Corporation.

Expenses (including attorney's fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in his or her

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Bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

NINTH. The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and shareholders:

A. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by statute or by these Articles of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

B. Special Meetings of Shareholders of the Corporation may be called by the Board of Directors pursuant to a resolution adopted by a majority of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any such resolution is presented to the Board for adoption) (the "Full Board"), or by the holders of not less than fifty percent (50%) of all the votes entitled to be cast on any issue at the proposed special meeting if such holders of stock sign, date and deliver to the Corporation's Secretary one or more written demands for the meeting describing the purpose or purposes for which the special meeting is to be held.

TENTH. The Board of Directors of the Corporation shall consider all factors it deems relevant in evaluating any proposed tender offer or exchange offer for the Corporation or any subsidiary's stock, any proposed merger or consolidation of the Corporation or a subsidiary with or into another entity and any proposal to purchase or otherwise acquire all or substantially all the assets of the Corporation or any subsidiary. The Board of Directors shall evaluate whether the proposal is in the best interests of the Corporation and its subsidiaries by considering the best interests of the shareholders and other factors the directors determine to be relevant, including the social, legal and economic effects on employees, customers, depositors, and communities served by the Corporation and any subsidiary. The Board of Directors shall evaluate the consideration being offered to the shareholders in relation to the then current market value of the Corporation or any subsidiary in a freely negotiated transaction, and the Board of Directors' estimate of the future value of stock of the Corporation or any subsidiary as an independent entity.

ELEVENTH. The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders of the Corporation if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the Directors.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5TH day of April, 2010.

REQUIRED SIGNATURE:



Michael V. Mitrione, Incorporator.

(In accordance with Section 607.0120, Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true)