

Fax Audit No. H17000195410 3

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**ARTICLES OF MERGER
OF
JEFFERSON BANKSHARES, INC.
WITH AND INTO
HCBF HOLDING COMPANY, INC.**

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 Jefferson Bankshares, Inc., a Florida corporation ("JBI"), with and into HCBF Holding Company, Inc., a Florida corporation ("HCBF"), with HCBF as 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 Holding Company, Inc., a Florida corporation, and Jefferson Bankshares, Inc., a Florida corporation.

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

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

(ii) The name of the surviving corporation shall be HCBF Holding Company, Inc.

(iii) Upon effectiveness of the merger, each share of JBI common stock (excluding shares held by JBI 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 January 20, 2017, by and among HCBF, JBI, and Jefferson Bank of Florida, a Florida-chartered commercial bank.

(iv) Upon effectiveness of the merger, (1) JBI 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 JBI or which would inure to JBI shall immediately, by operation of law and without any conveyance, transfer or further action, become the property of HCBF; and (3) HCBF shall be deemed to be a continuation of JBI, the rights and obligations of which shall succeed to such rights and obligations and the duties and liabilities connected therewith.

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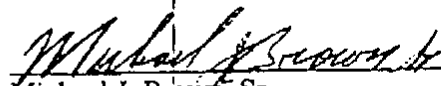
(v) The Articles of Incorporation of HCBF shall be the Articles of Incorporation of the surviving corporation.

2. The Board of Directors of JBI approved the Plan of Merger on January 20, 2017, and the shareholders of JBI approved and adopted the Plan of Merger on July 19, 2017.
3. The Board of Directors of HCBF approved the Plan of Merger on January 20, 2017 and the shareholders of HCBF were not required to approve the Plan of Merger.
4. The Merger shall become effective on July 28, 2017, 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 28th day of July, 2017.

HCBF HOLDING COMPANY, INC.

By:



Michael J. Brown, Sr.
Chairman and Chief Executive Officer

JEFFERSON BANKSHARES, INC.

By:

Robert B. McGivney
Chief Executive Officer

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

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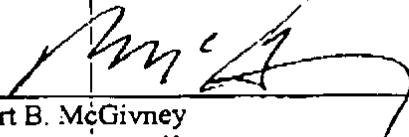
HCBF HOLDING COMPANY, INC.

By:

 Michael J. Brown, Sr.
 Chairman and Chief Executive Officer

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By:



 Robert B. McGivney
 Chief Executive Officer