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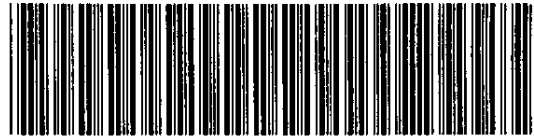
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Eff: 08/28/13

Merger
08/29/13
DC

FILED
13 AUG 27 PM 4:03
SECRETARY OF STATE
HARRISBURG, PA 17104



DREW J. BREAKSPEAR
Commissioner

INTEROFFICE COMMUNICATION

DATE: August 27, 2013

TO: Brenda Tadlock, Department of State
Division of Corporations - Bureau of Commercial Recordings

FROM: John A. Pullen, Division of Financial Institutions *John A. Pullen*

SUBJECT: Merger of Bank of St. Augustine into Harbor Community Bank

Please file the attached "Merger Documents" (an original and 2 copies) for the above-referenced institutions, using 5:10 PM on August 28, 2013, as the effective time and date for the merger.

Please make the following distribution of certified copies of the merger documents:

- (1) One copy to: Office of Financial Regulation
Division of Financial Institutions
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) One copy to: Brian D. Christiansen, Esquire
Skadden, Arps, Slate, Meagher & Flom LLP
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111

Also attached a check, in the amount of \$122.50, which represent payment of applicable fees. If there is an over-payment of fees, please remit a refund to Skadden, Arps, Slate, Meagher & Flom LLP at the above address.

If there is an under-payment, or if you have any questions, please call Brian D. Christiansen, Esquire at (202) 371-7852.

Attachments

OFFICE OF FINANCIAL REGULATION



Having been approved by the Commissioner of the Office of Financial Regulation on July 25, 2013, to merge Bank of St. Augustine, St. Augustine, St. Johns County, Florida, and Harbor Community Bank, Indiantown, Martin County, Florida, and being satisfied that the conditions of approval have been met, I approve for filing with the Florida Department of State, the attached "Agreement and Plan of Merger," which contains the Articles of Incorporation of Harbor Community Bank (the resulting bank), so that, effective on August 28, 2013, they shall read as stated herein.

Signed on this 23RD day
of August, 2013.


Robert D. Hayes, Director
Division of Financial Institutions

**PLAN OF MERGER
AND MERGER AGREEMENT**

FILED
13 AUG 27 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FL

Pursuant to the provisions of Section 658.42 of the Florida Statutes, the undersigned banks do hereby adopt and enter into this Plan of Merger and Merger Agreement (this "Agreement") for the purpose of merging (the "Merger") Bank of St. Augustine, a federal savings bank ("Bank"), with and into Harbor Community Bank, a Florida-chartered commercial bank ("Harbor");

(a) The name of each constituent bank and the specific location of its main office are as follows:

1. Harbor Community Bank
15588 SW Warfield Blvd.
Indiantown, FL 34956

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

2. Bank of St. Augustine
120 State Road 312 West
St. Augustine, FL 32086

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

(b) With respect to the resulting state bank:

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

Harbor Community Bank
15588 SW Warfield Blvd.
Indiantown, FL 34956

The name of each of its branch offices will be Harbor Community 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 \$1.00 per share ("Resulting Bank Common Stock"), consisting of 10,000,000 authorized shares, of which 7,500,000 will be outstanding. The amount of the surplus fund will be \$74,128,000 and the amount of retained earnings will be \$1,695,000.
5. The complete articles of incorporation under which the resulting bank will operate are attached hereto as Schedule 6.

(c) The terms for the exchange of shares of the constituent banks are as follows:

1. At the Effective Time (as defined below), each issued and outstanding share of the common stock of Bank, par value \$1.00 per share, shall, by virtue of the Merger and without any action by the holder thereof, be extinguished. At the Effective Time, each of the 7,500,000

issued and outstanding shares of the common stock of Harbor, par value \$1.00 per share, shall continue to be outstanding and held by HCBF Holding Company, Inc., a Florida corporation, and shall constitute all of the issued and outstanding Resulting Bank Common Stock.

2. The "Effective Time" shall mean 5:10 p.m. on August 28, 2013, or as soon as practicable thereafter after the delivery of this Agreement and certified resolutions to the Florida Office of Financial Regulation (the "Office").
- (d) This Agreement is subject to (1) approval by the Office and by the shareholders of Bank and Harbor and (2) the provision of all required notices to the Office of the Comptroller of the Currency.

IN WITNESS WHEREOF, the parties have duly executed this Agreement as of the 20th day of August, 2013.

HARBOR COMMUNITY BANK

By: Michael Brown Sr.
Name: Michael Brown, Sr.
Title: Chairman

BANK OF ST. AUGUSTINE

By: _____
Name: John A. Lester
Title: Vice Chairman

issued and outstanding shares of the common stock of Harbor, par value \$1.00 per share, shall continue to be outstanding and held by HCBF Holding Company, Inc., a Florida corporation, and shall constitute all of the issued and outstanding Resulting Bank Common Stock.

2. The "Effective Time" shall mean 5:10 p.m. on August 28, 2013, or as soon as practicable thereafter after the delivery of this Agreement and certified resolutions to the Florida Office of Financial Regulation (the "Office").

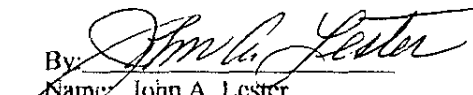
- (d) This Agreement is subject to (1) approval by the Office and by the shareholders of Bank and Harbor and (2) the provision of all required notices to the Office of the Comptroller of the Currency.

IN WITNESS WHEREOF, the parties have duly executed this Agreement as of the 20th day of August, 2013.

HARBOR COMMUNITY BANK

By: _____
Name: Michael Brown, Sr.
Title: Chairman

BANK OF ST. AUGUSTINE

By: 
Name: John A. Lester
Title: Vice Chairman

SCHEDULE 1

BANKING OFFICES OF HARBOR COMMUNITY BANK

Main Office:

15588 SW Warfield Blvd.
Indiantown, FL 34956

Branch Offices:

2550 US Highway 441 South
Okeechobee, FL 34974

11680 E. State Road 78
Moore Haven, FL 33471

2991 SW High Meadow Avenue
Palm City, FL 34990

4009 Okeechobee Road
Fort Pierce, FL 34947

3250 SE Federal Highway
Stuart, FL 34997

50 N. State Road 19
Palatka, FL 32177

2300 Ponce De Leon Blvd
St. Augustine, FL 32084

3275 US Highway 1 South
St. Augustine, FL 32086

3240 Cardinal Drive
Vero, Beach, Florida 32963

200 S. Indian River Drive
Fort Pierce, FL 34950

1549 N.W. St. Lucie West Blvd.
Port St. Lucie, FL 34986

6736 West Indiantown Road
Jupiter, FL 33458

7510 S. US Highway 1
Port St. Lucie, FL 34952

SCHEDULE 2

BANKING OFFICES OF BANK OF ST. AUGUSTINE

Main Office

120 State Road 312 West
St. Augustine, FL 32086

Branch Offices:

81 King Street
St. Augustine, FL 32084

900 State Road 16
St. Augustine, FL 32084

1975 A1A South
St. Augustine, FL 32080

SCHEDULE 3

**BANKING OFFICES OF HARBOR COMMUNITY BANK AFTER
CONSUMMATION OF THE MERGER**

Main Office:

15588 SW Warfield Blvd.
Indiantown, FL 34956

Branch Offices:

2550 US Highway 441 South
Okeechobee, FL 34974

11680 E. State Road 78
Moore Haven, FL 33471

2991 SW High Meadow Avenue
Palm City, FL 34990

4009 Okeechobee Road
Fort Pierce, FL 34947

3250 SE Federal Highway
Stuart, Florida 34997

50 N. State Road 19
Palatka, FL 32177

2300 Ponce De Leon Blvd
St. Augustine, FL 32084

3275 US Highway 1 South
St. Augustine, FL 32086

3240 Cardinal Drive
Vero, Beach, FL 32963

200 S. Indian River Drive
Fort Pierce, FL 34950

1549 N.W. St. Lucie West Blvd.
Port St. Lucie, Florida 34986

6736 West Indiantown Road
Jupiter, FL 33458

7510 S. US Highway 1
Port St. Lucie, FL 34952

120 State Road 312 West
St. Augustine, FL 32086

81 King Street
St. Augustine, FL 32084

900 State Road 16
St. Augustine, FL 32084

1975 A1A South
St. Augustine, FL 32080

SCHEDULE 4

HARBOR COMMUNITY BANK DIRECTORS

Michael Brown, Sr.
3117 S. Indian River Drive
Ft. Pierce, FL 34982

J. Hal Roberts, Jr.
105 N. E. Charleston Oaks Drive
Port St. Lucie, FL 34983

Frank H. Fee, III
2821 S. Indian River Drive
Ft. Pierce, FL 34982

Richard Lynch
2505 N. Indian River Drive
Ft. Pierce, FL 34946

Cynthia Angelos
1566 Ballantrae Court
Port St. Lucie, FL 34952

David Bessette
5155 Palmetto Avenue
Ft. Pierce, FL 34982-7266

Jeffrey Leslie
111 Golfview Drive
Tequesta, FL 33469

Andrew Taylor
1025 Winding River Road
Vero Beach, FL 32963

Bobby Tucker
5108 SW Hammock Creek Drive
Palm City, FL 34990

SCHEDULE 5

HARBOR COMMUNITY BANK EXECUTIVE OFFICERS

Michael Brown, Sr., Chairman and Chief Executive Officer
3117 S. Indian River Drive
Ft. Pierce, FL 34982

Randall A. Ezell, Chief Financial Officer
610 Malabar Avenue
Fort Pierce, FL 34949

J. Hal Roberts, Jr, President and Chief Operating Officer
105 NE Charleston Oaks Drive
Port St. Lucie, FL 34983

Michael Brown, Jr., Executive Vice President and Chief Lending Officer
2925 S. Indian River Drive
Fort Pierce, FL 34982

SCHEDULE 6

ARTICLES OF INCORPORATION OF HARBOR COMMUNITY BANK

(see attached)

**ARTICLES OF INCORPORATION
OF
HARBOR COMMUNITY BANK**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 JUN 14 AM 8:20

Harbor Community Bank, a commercial bank organized under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I.
Name**

The name of this corporation shall be **HARBOR COMMUNITY BANK** (the "Bank"). The initial street address of the Bank's main office shall be 15588 Southwest Warfield Boulevard, Indiantown, Florida 34956 in Martin County. This Bank is incorporated by conversion from a Federal Stock Savings Bank. These Articles shall be effective upon filing.

**ARTICLE II.
Nature of Business**

The general nature of the business to be transacted shall be that of a general banking business as provided by the laws of the State of Florida with all the rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes regulating the organization, powers and management of banking corporations.

**ARTICLE III.
Capital Stock**

The total number of shares authorized to be issued by the Bank is ten million (10,000,000) shares of common stock, par value one dollar (\$1.00) per share ("Common Stock"), which shall be a single class. The Bank shall begin business with at least \$44,747,000 of paid-in-capital, to be derived from the issuance of 7,500,000 shares of Common Stock.

**ARTICLE IV.
Term of Corporate Existence**

This Bank shall exist perpetually unless terminated pursuant to the Florida Financial Institutions Code.

**ARTICLE V.
Number of Directors**

The Board of Directors of this Bank shall consist of not fewer than five (5) individuals, the exact number of Directors to be fixed and determined from time to time by resolution of the shareholders at any annual meeting thereof; provided, however, that if authorized by a majority of the shareholders by appropriate action at the next annual meeting, a majority of the full Board of Directors may, at any time during the year following the annual meeting of shareholders in which such action has been authorized, increase the number of Directors within the limits specified above, and appoint persons to fill the resulting vacancies, provided further, that in any one year not more than two such additional Directors shall be authorized pursuant to this provision.

**ARTICLE VI.
Initial Board of Directors**

The initial Board of Directors shall consist of eight (8) persons. The initial members of the Board of Directors of this Bank shall hold office until the first annual meeting of the shareholders, and thereafter until their successor or successors are elected. The names and addresses of the initial members of the Board are as follows:

	Names	Addresses
1.	Michael Brown, Sr.	3117 S. Indian River Drive Ft. Pierce, FL 34982
2	J. Hal Roberts, Jr.	105 N. E. Charleston Oaks Drive Port St. Lucie, FL 34983

3. Frank H. Fee, III 2821 S. Indian River Drive
Ft. Pierce, FL 34982
4. Richard Lynch 2505 N. Indian River Drive
Ft. Pierce, FL 34946
5. Cynthia Angelos 1566 Ballantrae Court
Port St. Lucie, FL 34952
6. David Bessette 5155 Palmetto Avenue
Ft. Pierce, FL 34982-7266
7. Jeffrey Leslie 111 Golfview Drive
Tequesta, FL 33469
8. Bobby Tucker 5108 SW Hammock Creek Drive
Palm City, FL 34990

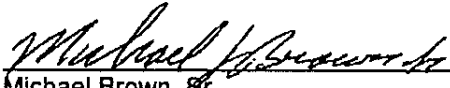
**ARTICLE VII.
Main Office**

The Board of Directors shall have the power to change the location of the main office to any other location, without the approval of shareholders but subject to the approval of the Office of Financial Regulation, State of Florida, and shall have the power to establish or change the location of any branch or branches of the Bank to any other location, without the approval of the shareholders but subject to the approval of the Office of Financial Regulation, State of Florida.

**ARTICLE VIII.
Amendment**

These Articles of Incorporation may be amended at any regular meeting or special meeting of the shareholders by the affirmative vote of the holders of a majority of the stock of this Bank, unless the vote of the holders of a greater amount of stock is required by law, and in that case by the vote of the holders of such greater amount.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 18th day of May, 2012.


Michael Brown, Jr.
Chief Executive Officer

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

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

Having been named as registered agent and to accept service of process for the Bank at the place designated above, GY Corporate Services, Inc. ("GYCS") hereby accepts the appointment as registered agent and agrees to act in this capacity. GYCS further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and GYCS is familiar with and accepts the obligations of the position as registered agent as provided under applicable law.

GY CORPORATE SERVICES, INC.

By: 


Robert C. White, Jr., Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 JUN 14 AM 8:20

APPROVAL FROM
FLORIDA OFFICE OF FINANCIAL REGULATION

The Articles of Incorporation of HARBOR COMMUNITY BANK are hereby approved by
the Office of Financial Regulation this 12th day of June, 2012.

Tallahassee, Florida


Linda B. Charity, Director
Office of Financial Regulation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 JUN 14 AM 8:20