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(City/State/Zip/Phone #)

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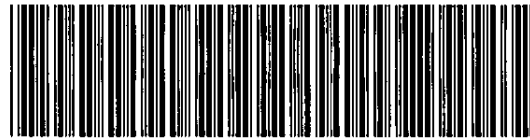
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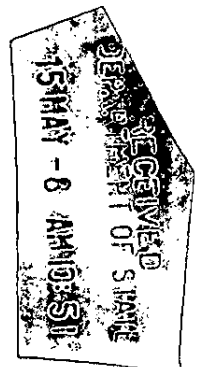
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FILED
15 MAY - 8 PM 5:10
SECRETARY OF STATE
TALLAHASSEE, FL 32309





DREW J. BREAKSPEAR
Commissioner

INTEROFFICE COMMUNICATION

DATE: May 8, 2015

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

FROM: Matthew Kirchharr, Division of Financial Institutions

SUBJECT: Merger of First America Bank and Harbor Community Bank

Please file the attached "Merger Documents" (an original and 3 copies) for the above referenced insitutions, using 5:10 PM May 8, 2015, as the effective date and time 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) Two copies to: Gustav L. Schmidt
Gunster, Yoakley & Stewart, P.A.
450 E. Las Olas Boulevard, Ste. 1400
Fort Lauderdale, FL 33301

Attached is a \$123.25 check which represents payment of applicable fees. If there is an over-payment or under-payment of fees, or if you have any questions, please call Gustav L. Schmidt at (954) 468-1373.

Attachments

FILED
15 MAY -8 PM 5:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICE OF FINANCIAL REGULATION

CERTIFICATE OF MERGER

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

WHEREAS, I am satisfied that the terms of the Articles and Plan of Merger and 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,

NOW, THEREFORE, I, M. Barry Gilman, as 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:

First America Bank
Bradenton, Manatee County, Florida

Charter # 1136

Harbor Community Bank
Indiantown, Martin County, Florida

Charter # 1214

under the charter of: Harbor Community Bank
under the title of: Harbor Community Bank
under State Charter No: 1214

15 MAY - 8 PM 5:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

And, I further authorize Harbor Community Bank to continue the transaction of a general banking business with main offices at 15588 SW Warfield Boulevard, Indiantown, Martin County, Florida, and with branch offices as authorized by law. On the effective date of merger, 5:10 p. m. EDT, May 8, 2015, the charter and franchise of First America Bank shall be deemed terminated and surrendered.

Signed and Sealed this 6 day
of May, 2015.


M. Barry Gilman, Director
Division of Financial Institutions

OFFICE OF FINANCIAL REGULATION



FILED
15 MAY -8 PM 5:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been approved by the Commissioner of the Office of Financial Regulation on May 8, 2015, to merge First America Bank, Bradenton, Manatee 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 "Plan of Merger and Merger Agreement," which contains the Articles of Incorporation of Harbor Community Bank (the resulting bank), so that, effective 5:10 p.m. on May 8, 2015, they shall read as stated herein.

Signed on this 6 day
of May, 2015.


M. Barry Gilman, Director
Division of Financial Institutions

**PLAN OF MERGER
AND MERGER AGREEMENT**

FILED
15 MAY -8 PM 5:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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") First America Bank, a Florida-chartered commercial 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. -- P12 - 53689
Indiantown, FL 34950

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

2. First America Bank
2811 Manatee Avenue West P04 - 53958
Bradenton, Florida 34205

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 34950

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 \$165 million and the amount of retained earnings will be \$13 million.
 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 \$5.00 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 the date requested by Harbor, as soon as practicable after the delivery of this Agreement and certified resolutions to the Florida Office of Financial Regulation (the "Office").
- (d) This Agreement is subject to approval by the Office and by the shareholders of Bank and Harbor.

IN WITNESS WHEREOF, the parties have duly executed this Agreement as of the 8th day of May, 2015.

HARBOR COMMUNITY BANK

By: Michael Brown, Sr.
Name: Michael Brown, Sr.
Title: Chairman and Chief Executive Officer

FIRST AMERICA BANK

By: _____
Name: Daniel S. Hager
Title: Chief Executive Officer

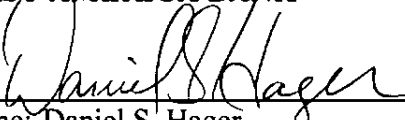
4. The resulting bank will have a single class of common stock, par value \$1.00 per share ("Resulting Bank Common Stock"), consisting of 10,000,000 authorized shares, of which 7,500,000 will be outstanding. The amount of the surplus fund will be \$165 million and the amount of retained earnings will be \$13 million.
 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 \$5.00 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 the date requested by Harbor, as soon as practicable after the delivery of this Agreement and certified resolutions to the Florida Office of Financial Regulation (the "Office").
- (d) This Agreement is subject to approval by the Office and by the shareholders of Bank and Harbor.

IN WITNESS WHEREOF, the parties have duly executed this Agreement as of the 8th day of May, 2015.

HARBOR COMMUNITY BANK

By: _____
Name: Michael Brown, Sr.
Title: Chairman and Chief Executive Officer

FIRST AMERICA BANK

By: 
Name: Daniel S. Hager
Title: Chief Executive Officer

SCHEDULE 1

BANKING OFFICES OF HARBOR COMMUNITY BANK

Main Office:

15588 SW Warfield Blvd.
Indiantown, FL 34956

Branch Offices:

251 West First Street
Sanford, FL 32771

2300 Oak Ridge Road
Orlando, FL 32809

2320 S. Orange Avenue
Orlando, FL 32806

2591 Simpson Road
Kissimmee, FL 34743

430 N. Semoran Blvd.
Orlando, FL 32807

100 Park Place Suite 101
Kissimmee, FL 34741

420 E. Altamonte Dr.
Altamonte Springs, FL 32701

11681 S. Orange Blossom Trail, Suite 1
Orlando, FL 32837

2 South Orange Avenue
Orlando, FL 32801

1975 A1A South
St. Augustine, FL 32080

2991 SW High Meadow Avenue
Palm City, Florida 34990

2550 US Highway 441 S
Okeechobee, Florida 34974

200 S. Indian River Drive
Fort Pierce, Florida 34950

4009 Okeechobee Road
Fort Pierce, FL 34947

2300 Ponce De Leon Blvd
St. Augustine, FL 32084

350 N. State Road 19
Palatka, FL 32177

3240 Cardinal Drive
Vero, Beach, Florida 32963

3275 US 1 South
St. Augustine, FL 32086

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

3250 SE Federal Highway
Stuart, Florida 34997

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

81 King Street
St. Augustine, FL 32084

900 State Road 16
St. Augustine, FL 32084

2600 U.S. Highway 27 North
Sebring, Florida 33870

6736 West Indiantown Road
Jupiter, Florida 33458

120 State Road 312 West
St. Augustine, FL 32086

3900 20th Street
Vero Beach, FL 32960

3540 U.S. Highway 27 South
Sebring, Florida 33870

205 West Center Ave.
Sebring, Florida 33870

400 U.S. Highway 27 North
Avon Park, Florida 33825

120 U.S. Highway 27 South
Lake Placid, Florida 33852

SCHEDULE 2

BANKING OFFICES OF FIRST AMERICA BANK

Main Office

2811 Manatee Avenue W.
Bradenton, FL 34205

Branch Offices

15 South Palm Avenue
Sarasota, FL 34236

1307 South Tamiami Trail
Osprey, FL 34229

410 8th Avenue W.
Palmetto, FL 34221

7204 US Hwy. 301 North
Ellenton, FL 34222

Loan Production Office
3800 Colonial Boulevard, Suite 101
Ft. Myers, FL 33279

SCHEDULE 3

BANKING OFFICES OF HARBOR COMMUNITY BANK AFTER CONSUMMATION OF THE MERGER

Main Office:

15588 SW Warfield Blvd.
Indiantown, FL 34956

Branch Offices:

251 West First Street
Sanford, FL 32771

2300 Oak Ridge Road
Orlando, FL 32809

2320 S. Orange Avenue
Orlando, FL 32806

2591 Simpson Road
Kissimmee, FL 34743

430 N. Semoran Blvd.
Orlando, FL 32807

100 Park Place Suite 101
Kissimmee, FL 34741

420 E. Altamonte Dr.
Altamonte Springs, FL 32701

11681 S. Orange Blossom Trail, Suite 1
Orlando, FL 32837

2 South Orange Avenue
Orlando, FL 32801

1975 A1A South
St. Augustine, FL 32080

2991 SW High Meadow Avenue
Palm City, Florida 34990

2550 US Highway 441 S
Okeechobee, Florida 34974

200 S. Indian River Drive
Fort Pierce, Florida 34950

4009 Okeechobee Road
Fort Pierce, FL 34947

2300 Ponce De Leon Blvd
St. Augustine, FL 32084

350 N. State Road 19
Palatka, FL 32177

3240 Cardinal Drive
Vero, Beach, Florida 32963

3275 US 1 South
St. Augustine, FL 32086

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

3250 SE Federal Highway
Stuart, Florida 34997

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

81 King Street
St. Augustine, FL 32084

900 State Road 16
St. Augustine, FL 32084

3540 U.S. Highway 27 South
Sebring, Florida 33870

120 U.S. Highway 27 South
Lake Placid, Florida 33852

6736 West Indiantown Road
Jupiter, Florida 33458

120 State Road 312 West
St. Augustine, FL 32086

2600 U.S. Highway 27 North
Sebring, Florida 33870

205 West Center Ave.
Sebring, Florida 33870

400 U.S. Highway 27 North
Avon Park, Florida 33825

3900 20th Street
Vero Beach, FL 32960

2811 Manatee Avenue W.
Bradenton, FL 34205

15 South Palm Avenue
Sarasota, FL 34236

1307 South Tamiami Trail
Osprey, FL 34229

410 8th Avenue W.
Palmetto, FL 34221

7204 US Hwy. 301 North
Ellenton, FL 34222

Loan Production Office
3800 Colonial Boulevard, Suite 101
Ft. Myers, FL 33279

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

John A. Lester
2752 West Hannon Hill Dr.
Tallahassee, FL 32309

SCHEDULE 5

HARBOR COMMUNITY BANK EXECUTIVE OFFICERS

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

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

Randall A. Ezell, Executive Vice President and Chief Financial Officer
610 Malabar Avenue
Fort Pierce, FL 34949

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 |

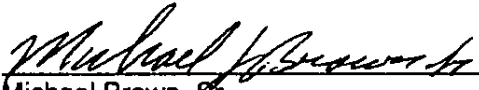
**ARTICLE VII.
Main Office**

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, Sr.
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") heraby 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