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TALLAHASSEE, FLORIDA

Amended + Restated



DREW J. BREAKSPEAR
Commissioner

INTEROFFICE COMMUNICATION

DATE: January 15, 2014

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 Florida Shores Bank-Southeast and Florida Shores Bank-Southwest into Stonegate Bank and creation of Stonegate Bank Senior Non-Cumulative Perpetual Preferred Stock, Series A

Attached are an original and one copy of the merger-related documents to be filed at the designated times on January 15, 2014:

- Articles of Merger (Florida Shores Bancorp, Inc. into Stonegate Acquisition Sub I, Inc.)
- Amended and Restated Articles of Incorporation (to convert Stonegate Acquisition Sub I, Inc. into a successor institution)
- Articles and Bank Plan of Merger (merger of the two Florida Shores Banks with and into the successor institution and subsequent merger of the combined entity into Stonegate Bank)
- Articles of Amendment to the Stonegate Bank Articles of Incorporation (to create the Series A SBLF preferred stock)

The sequence and timing of the components of the merger transaction are:

1. The merger of Florida Shores Bancorp into Stonegate Acquisition Sub I, Inc. will be effective at 5:00 p.m.
2. The Amended and Restated Articles of Incorporation for Stonegate Acquisition Sub I, Inc. will be effective at 5:01 p.m. and will convert that entity into a successor institution.
3. Florida Shores Bank-Southeast and Florida Shores Bank-Southwest will merge with and into Stonegate Acquisition Sub I, Inc. effective at 5:02 p.m.
4. Stonegate Acquisition Sub I, Inc. will merge with and into Stonegate Bank effective at 5:03 p.m.

Please also file the attached articles of amendment to create the Stonegate Bank Senior Non-Cumulative Perpetual Preferred Stock, Series A.

Please provide one certified copy of these documents to my attention at:

Office of Financial Regulation
Division of Financial Institutions
200 East Gaines Street
Tallahassee, Florida 32399-0371

Attached is a \$315.00 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, Esquire at (954) 468-1373.

Attachments

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
STONEGATE ACQUISITION SUB I, INC.**

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14 JAN 15 PM 5:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as director(s) for the purpose of amending and restating its Articles of Incorporation, adopt(s) the following Amended and Restated Articles of Incorporation which shall take effect as of 5:01 p.m., local time, on January 15, 2014.

ARTICLE I

The name of the corporation shall be **STONEGATE ACQUISITION SUB I, INC.** and its place of business shall be 1430 North Federal Highway, Fort Lauderdale, Florida 33304.

ARTICLE II

This corporation shall be organized as a successor institution in accordance with Section 658.40(4), Florida Statutes.

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be 1,000,000. Such shares shall be of a single class and shall have a par value of \$5.00 per share. The corporation shall begin business with at least \$50.00 in paid-in capital stock to be divided into 10 shares. The amount of surplus with which the corporation will begin business will be not less than \$50.00 and the amount of undivided profits, not less than \$950.00 all of which (capital stock, surplus, and undivided profits) shall be paid in cash.

ARTICLE IV

The term for which said corporation shall exist shall be one (1) year.

ARTICLE V

The board of directors shall consist of at least five (5) members. The names and street addresses

of the directors of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
David Seleski	1430 North Federal Hwy. Fort Lauderdale, FL 33304
Dr. Robert Burke	844 Harbour Isle Pl. North Palm Beach, FL 33410
Jeff Holding	778 Middle River Dr. Fort Lauderdale, FL 33304
Dr. Gerald Laboda	5285 Summerin Rd. Fort Myers, FL 33919
Jeff Nudelman	3000 Meadow Ln. Weston, FL 33331
Raul Rodriguez	1430 North Federal Hwy. Fort Lauderdale, FL 33304
Gary Rotella	2833 NE 24th Ct. Fort Lauderdale, FL 33305
Larry Sideman	100 Misty Ln. Parsippany, NJ 07054
Robert Souaid	201 Lakeview Dr. Gulf Stream, FL 33483
Glenn Straub	804 Harbour Isles Pl. Palm Beach Gardens, FL 33410

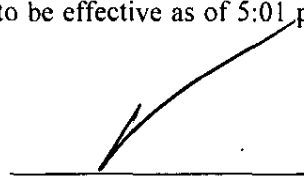
ARTICLE VI

The corporation's registered agent is Gerald W. Oliver and the address of the corporation's registered agent shall be 1430 North Federal Highway, Fort Lauderdale, Florida 33304.

The number of votes cast for the amendment of the corporation's articles of incorporation was sufficient for approval.

[Signature Page Follows]

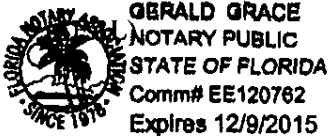
IN WITNESS WHEREOF, the undersigned director has executed these Amended and Restated Articles of Incorporation for the purpose of forming a successor institution pursuant to Section 658.40, Florida Statutes, this ___ day of January 2014, to be effective as of 5:01 p.m., local time, on January 15, 2014.

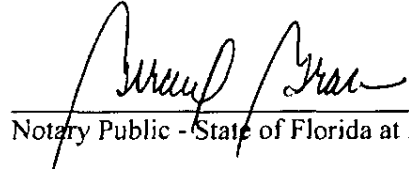


David Seleski
Director

STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 10 day of January, 2014, by David Seleski, who is personally known to me or who has produced _____ as identification and who did take an oath.

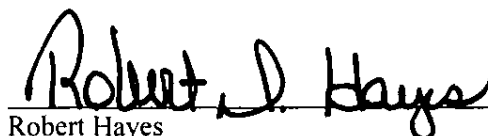




Notary Public - State of Florida at Large

My Commission Expires: 12-9-15

Approved by the Office of Financial Regulation this 15th day of January, 2014 in Tallahassee, Florida.



Robert Hayes
Director

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14 JAN 15 PM 5:01
TALLAHASSEE, FLORIDA
SECRETARY OF STATE