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001/008

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
HCBF Merger Sub II, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
HCBF MERGER SUB II, INC.  
(A Florida For Profit Corporation)**

*The undersigned, for the purpose 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:*

**ARTICLE 1**

**NAME**

The name of the Corporation is HCBF Merger Sub II, Inc. (the "Corporation").

**ARTICLE 2**

**DURATION AND EXISTENCE**

The Corporation shall exist perpetually.

**ARTICLE 3**

**PURPOSE**

The purpose of this Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the Act.

**ARTICLE 4**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office address of the Corporation is c/o HCBF Holding Company, Inc., 2222 Colonial Road, Suite 100, Fort Pierce, Florida 34950.

The initial mailing address of the Corporation is c/o HCBF Holding Company, Inc., 2222 Colonial Road, Suite 100, Fort Pierce, Florida 34950.

**ARTICLE 5**

**CAPITAL STOCK**

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is One Thousand shares of common stock having no par value.

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**ARTICLE 6****INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is c/o HCBP Holding Company, Inc., 2222 Colonial Road, Suite 100, Fort Pierce, Florida 34950, and the name of the initial registered agent of the Corporation at that address is Randall A. Ezell.

**ARTICLE 7****DIRECTORS**

(a) **Number.** The Corporation shall have one (1) initial director. The number of directors may be increased or diminished from time to time in accordance with the bylaws, but shall never be less than one. The name and address of the initial director of the Corporation is:

J. Hal Roberts, Jr.  
2222 Colonial Road, Suite 100  
Fort Pierce, Florida 34950

(b) **Compensation.** The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

**ARTICLE 8****INCORPORATOR**

The name and street address of the incorporator of the Corporation are:

J. Hal Roberts, Jr.  
2222 Colonial Road, Suite 100  
Fort Pierce, Florida 34950

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004/006**ARTICLE 9****INDEMNIFICATION**

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.

Expenses (including attorneys' 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 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.

**ARTICLE 10****BYLAWS**

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 bylaws adopted by shareholders if the shareholders specifically provide such bylaws are not subject to amendment or repeal by the directors.

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**ARTICLE 11**

**AMENDMENT**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on the 9<sup>th</sup> day of October, 2014.

  
L. HAL ROBERTS, JR., Incorporator

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept the service of process for the above-stated Corporation at the place designated in these Articles, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 607, F.S.

  
RANDALL A. EZELL

Dated: October 9, 2014

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