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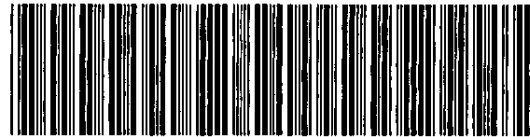
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SECRETARY OF STATE
TALLAHASSEE, FL

SEP 15 2016

D CUSHING



DREW J. BREAKSPEAR
Commissioner

INTEROFFICE COMMUNICATION

DATE: September 14, 2016

TO: Ms. Diane Cushing, Department of State
Division of Corporations

FROM: Jason Guevara, Licensing and Chartering

SUBJECT: Stonegate Bank

Please file the attached merger documents for the above-reference institutions, using **September 15, 2016** as the effective date.

Please make the following distribution of copies:

- (1) One certified copy to: Jason Guevara
Office of Financial Regulation
Licensing & Chartering
200 East Gaines Street
Tallahassee, FL 32399
- (2) Two certified copies to: Anthony Fabiano
Stonegate Bank
400 N. Federal Highway
Pompano Beach, FL 33062
- (3) One uncertified copy to: Deona Payne
Federal Deposit Insurance Corporation
10 Tenth Street, N.W.
Suite 800
Atlanta, GA 30309

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TALLAHASSEE, FLORIDA

Also attached are checks that represents payment of the filing fees, charter tax, and certified copies. If you have any questions please call (850) 410-9513.



FLORIDA OFFICE OF FINANCIAL REGULATION

www.FLOFR.com

DREW J. BREAKSPEAR
COMMISSIONER

Having been approved by The Commissioner of the Office of Financial Regulation ("OFR") on September 9, 2016, to establish Stonegate Acquisition Sub II, Inc., to merge Regent Bancorp, Inc., and its wholly-owned subsidiary, Regent Bank, with and into Stonegate Acquisition Sub II, Inc., and to merge Stonegate Acquisition Sub II, Inc. with and into Stonegate Bank, and being satisfied that the conditions of approval have been met, I hereby approve for filing with the Department of State, the attached "Articles of Incorporation" for Stonegate Acquisition Sub II, Inc., "Articles of Merger" and the "Articles and Plan of Merger" which contains the Articles of Incorporation of Stonegate Bank (the resulting bank), so that effective on September 15, 2016, they shall read as stated herein.

Signed on this 12th day of
September 2016.



J. Martin Stubblefield, Director
Division of Financial Institutions

**ARTICLES OF INCORPORATION OF
STONEGATE ACQUISITION SUB II, INC.**

The undersigned director, for the purpose of forming a successor institution in accordance with Section 658.40(4) of the Laws of the State of Florida, adopts the following Articles of Incorporation:

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation shall be **STONEGATE ACQUISITION SUB II, INC.** and its place of business shall be 400 North Federal Highway, Pompano Beach, Florida 33062.

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 \$950.00 and the amount of undivided profits, not less than \$0.00 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>
William Gallo	400 North Federal Hwy. Pompano Beach, FL 33062
Jeffrey Holding	400 North Federal Hwy. Pompano Beach, FL 33062
Bruce Keir	400 North Federal Hwy. Pompano Beach, FL 33062
Jeff Nudelman	400 North Federal Hwy. Pompano Beach, FL 33062
Ariel I. Pereda	400 North Federal Hwy. Pompano Beach, FL 33062
Lawrence Seidman	400 North Federal Hwy. Pompano Beach, FL 33062
David Seleski	400 North Federal Hwy. Pompano Beach, FL 33062
Glenn Straub	400 North Federal Hwy. Pompano Beach, FL 33062
John Tomlinson	400 North Federal Hwy. Pompano Beach, FL 33062

ARTICLE VI

The corporation's registered agent is Anthony Fabiano and the address of the corporation's registered agent shall be 400 North Federal Highway, Pompano, Florida 33062. Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

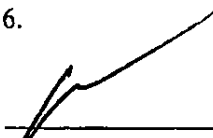


Anthony Fabiano, Registered Agent

[Signature Page Follows]

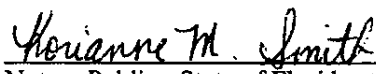
/Incorporator

IN WITNESS WHEREOF, the undersigned director has executed these Articles of Incorporation for the purpose of forming a successor institution pursuant to Section 658.40(4), Florida Statutes, this 31st day of MAY 2016.



David Seleski
Director/Incorporator

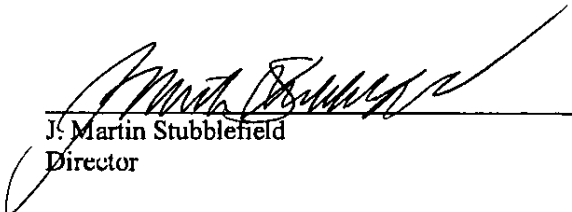




Korianne M. Smith
Notary Public - State of Florida at Large

My Commission Expires: March 12, 2020

Approved by the Office of Financial Regulation this 15th day of
September, 2016 in Tallahassee, Florida.



J. Martin Stubblefield
Director