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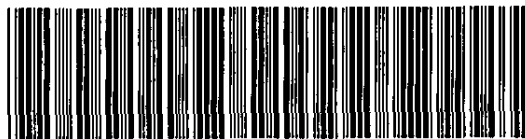
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D CUSHING



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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SECRETARY OF TREASURY
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

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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 MERGER
OF
REGENT BANCORP, INC. - 0000000
WITH AND INTO
STONEGATE ACQUISITION SUB II, INC. - 01600000**

Effective Date: September 15, 2016

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Statutes, the undersigned do hereby adopt, and the surviving corporation delivers for filing, the following Articles of Merger for the purpose of merging Regent Bancorp, Inc., a Florida corporation ("RBI"), with and into Stonegate Acquisition Sub II, Inc., a Florida corporation ("Merger Sub"), with Merger Sub being the surviving corporation:

1. The Plan of Merger is as follows:

(a) The full name and state of each of the constituent entities participating in the merger are Regent Bancorp, Inc., a Florida corporation, and Stonegate Acquisition Sub II, Inc., a Florida corporation.

(b) The terms of the merger are as follows:

(i) At the Effective Time (as defined below), RBI shall be merged with and into Merger Sub, and RBI will cease to exist as a separate corporation. Merger Sub and RBI shall thereupon become a single entity which shall continue its existence as a Florida corporation under the Articles of Incorporation of Merger Sub.

(ii) The name of the surviving corporation shall be Stonegate Acquisition Sub II, Inc.

(iii) At the Effective Time, each share of RBI common stock (excluding shares held by Merger Sub or any subsidiaries thereof, in each case other than in a fiduciary capacity or as a result of debts previously contracted, and excluding shares held by shareholders who perfect their statutory dissenters' rights, if any) issued and outstanding immediately prior to the Effective Time shall cease to be outstanding and shall be converted into and exchanged for the right to receive the consideration provided in Section 2.1 of the Agreement and Plan of Merger, dated as of April 25, 2016, by and among Stonegate, RBI, and Regent Bank (the "Merger Agreement"), which is hereby incorporated by reference and made a part hereof as if restated fully herein.

(iv) At the Effective Time, all outstanding arrangements, calls, commitments, contracts, options, rights to subscribe to, scrip, understandings, warrants, or other binding obligations of any character whatsoever relating to, or securities or rights convertible into or exchangeable for, shares of the capital stock of RBI or by which RBI is or may be bound to issue additional shares of its capital stock or other equity rights shall be cancelled and extinguished.

(vi) At the Effective Time, (1) RBI shall cease to exist; (2) all assets and property (real, personal and mixed, tangible and intangible, choses in action, rights and credits) then owned by RBI or which would inure to Merger Sub shall immediately, by operation of law and without any conveyance, transfer or further action, become the property of Merger Sub; and (3) Merger Sub shall be deemed to be a continuation of RBI, the rights and obligations of which shall succeed to such rights and obligations and the duties and liabilities connected therewith.


(vii) The Articles of Incorporation of Merger Sub shall be the Articles of Incorporation of the surviving corporation.

2. The Board of Directors of RBI approved the Merger Agreement on April 25, 2016, and the shareholders of RBI approved and adopted the Plan of Merger on August 17, 2016.
3. The Board of Directors of Merger Sub approved the Merger Agreement on August 30, 2016 and the shareholder of Merger Sub approved the Plan of Merger on August 30, 2016.
4. The Merger shall become effective on September 15, 2016, at 5:00 p.m., local time (the "Effective Time").

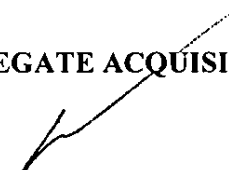
[Signature Page Follows]

IN WITNESS WHEREOF, each constituent entity has caused these Articles of Merger to be signed by each such entity's duly authorized officer, as of the 15th day of September, 2016.

REGENT BANCORP, INC.

By: 
Cyril S. Spiro
Chairman and Chief Executive Officer

STONEGATE ACQUISITION SUB II, INC.

By: 
David Seleski
President and Chief Executive Officer