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**MERGER OR SHARE EXCHANGE
HIGHLANDS INDEPENDENT BANCSHARES, INC.**

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Corporate Filing Menu

Help

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FAX AUDIT NUMBER
H14000249612 3

**ARTICLES OF MERGER
OF
HCBF MERGER SUB II, INC.
WITH AND INTO
HIGHLANDS INDEPENDENT BANCSHARES, INC.**

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 HCBF Merger Sub II, Inc., a Florida corporation ("Merger Sub"), with and into Highlands Independent Bancshares, Inc., a Florida corporation ("Highlands"), with Highlands being the surviving corporation:

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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 HCBF Merger Sub II, Inc., a Florida corporation, and Highlands Independent Bancshares, Inc., a Florida corporation.

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

(i) At the effective time of the merger, Merger Sub shall be merged with and into Highlands, and Merger Sub will cease to exist as a separate corporation. Merger Sub and Highlands 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 Highlands Independent Bancshares, Inc.

(iii) Upon effectiveness of the merger, each share of Highlands common stock (excluding shares held by Highlands or any of its subsidiaries 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 date the merger becomes effective 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 May 8, 2014, by and among HCBF Holding Company, Inc., a Florida corporation, Highlands Independent Bank, a Florida chartered commercial bank and Harbor Community Bank, a Florida chartered commercial bank. Upon effectiveness of the merger, each share of Merger Sub common stock issued and outstanding immediately prior to the date the merger becomes effective shall be converted into and become one validly issued share of common stock of the surviving corporation.

(iv) Upon effectiveness of the merger, (1) Merger Sub 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 Merger Sub or which would inure to Merger

FAX AUDIT NUMBER
H14000249612 3

FAX AUDIT NUMBER

H14000249612 3

Sub shall immediately, by operation of law and without any conveyance, transfer or further action, become the property of Highlands; and (3) Highlands shall be deemed to be a continuation of Merger Sub, the rights and obligations of which shall succeed to such rights and obligations and the duties and liabilities connected therewith.


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

2. The Board of Directors of Highlands approved the Plan of Merger on May 8, 2014, and the shareholders of Highlands approved and adopted the Plan of Merger on July 28, 2014.
3. The Board of Directors of Merger Sub approved the Plan of Merger on October 9, 2014 and the shareholder of Merger Sub approved the Plan of Merger on October 9, 2014.
4. The Merger shall become effective on October 24, 2014, at 5:00 p.m., local time.

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 9th day of October, 2014.

HCBF MERGER SUB II, INC.

By:


J. Hal Roberts, Jr.
President

HIGHLANDS INDEPENDENT BANCSHARES, INC.

By:

John C. Shoop
President and Chief Executive Officer

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FAX AUDIT NUMBER

H14000249612 3

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By: _____
J. Hal Roberts, Jr.
President

HIGHLANDS INDEPENDENT BANCSHARES, INC.

By:  _____
John C. Shoop
President and Chief Executive Officer

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