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**MERGER OR SHARE EXCHANGE  
OGS INVESTMENTS, INC.**

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**ARTICLES OF MERGER  
OF  
HCBF MERGER SUB IV, INC.  
WITH AND INTO  
OGS INVESTMENTS, 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 IV, Inc., a Florida corporation ("Merger Sub"), with and into OGS Investments, Inc., a Florida corporation ("OGS"), with OGS as 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 HCBF Merger Sub IV, Inc., a Florida corporation, and OGS Investments, 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 OGS, and Merger Sub will cease to exist as a separate corporation. Merger Sub and OGS 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 OGS Investments, Inc.

(iii) Upon effectiveness of the merger, each share of OGS common stock (excluding shares held by OGS 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 July 14, 2015, by and among HCBF Holding Company, Inc., a Florida corporation, OGS, and Florida Citizens 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 Sub shall immediately, by operation of law and without any conveyance, transfer or

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further action, become the property of OGS; and (3) OGS 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 OGS approved the Plan of Merger on July 14, 2015, and the shareholders of OGS approved and adopted the Plan of Merger on September 29, 2015.
3. The Board of Directors of Merger Sub approved the Plan of Merger on December 3, 2015 and the shareholder of Merger Sub approved the Plan of Merger on December 3, 2015, 2015.
4. The Merger shall become effective on December 4, 2015, 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 4<sup>th</sup> day of December, 2015.

**HCBF MERGER SUB IV, INC.**

By: \_\_\_\_\_

Randall A. Ezell  
Vice President

**OGS INVESTMENTS, INC.**

By: \_\_\_\_\_

Carl Walls  
Chief Executive Officer

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further action, become the property of OGS; and (3) OGS 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 OGS approved the Plan of Merger on July 14, 2015, and the shareholders of OGS approved and adopted the Plan of Merger on September 29, 2015.
3. The Board of Directors of Merger Sub approved the Plan of Merger on December 3, 2015 and the shareholder of Merger Sub approved the Plan of Merger on December 3, 2015, 2015.
4. The Merger shall become effective on December 4, 2015, 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 4<sup>th</sup> day of December, 2015.

**HCBF MERGER SUB IV, INC.**

By: \_\_\_\_\_

Randall A. Ezell  
Vice President

**OGS INVESTMENTS, INC.**

By: \_\_\_\_\_

*Carl Walls*  
Carl Walls  
Chief Executive Officer