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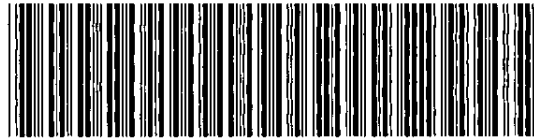
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MAY 31 2017
C McNAIR

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

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ACCOUNT NO. : I20000000195
REFERENCE : 662164 8134867
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 70.00

ORDER DATE : May 30, 2017
ORDER TIME : 12:41 PM
ORDER NO. : 662164-005
CUSTOMER NO: 8134867

ARTICLES OF MERGER

CENTERSTATE BANKS, INC.

INTO

GATEWAY ASSET HOLDINGS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Melissa Zender

EXAMINER'S INITIALS: _____

**ARTICLES OF MERGER
OF
GATEWAY ASSET HOLDINGS, INC.
WITH AND INTO
CENTERSTATE BANKS, INC.**

FILED
SECRETARY OF CORPORATIONS
2017 MAY 30 PM 3:33

Pursuant to the provisions of the Florida Business Corporation Act (the "Act"), CenterState Banks, Inc. (a Florida corporation) ("CenterState") and Gateway Asset Holdings, Inc. (a Florida corporation) ("GAH") do hereby adopt the following Articles of Merger for the purpose of merging GAH with and into CenterState:

FIRST: The names of the corporations which are parties to the merger (the "Merger") contemplated by these Articles of Merger are CenterState Banks, Inc. and Gateway Asset Holdings, Inc. The surviving corporation in the Merger is CenterState Banks, Inc.

SECOND: The Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.

THIRD: The Merger of GAH with and into CenterState shall become effective upon the filings of these Articles of Merger with the Florida Secretary of State in accordance with the provisions of the Act.

FOURTH: The Plan of Merger was adopted by the sole shareholder of GAH pursuant to the applicable provisions of the Act on May 25, 2017. The Plan of Merger was adopted by the board of directors of CenterState and does not require shareholder approval.

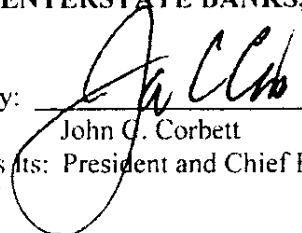
FIFTH: The address of CenterState is 1101 First Street South, Winter Haven, Florida 33880.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of May 25, 2017.

GATEWAY ASSET HOLDINGS, INC.

By: _____
David K. Maholias
As Its: President

CENTERSTATE BANKS, INC.

By:  _____
John C. Corbett
As Its: President and Chief Executive Officer

**ARTICLES OF MERGER
OF
GATEWAY ASSET HOLDINGS, INC.
WITH AND INTO
CENTERSTATE BANKS, INC.**

Pursuant to the provisions of the Florida Business Corporation Act (the "Act"), CenterState Banks, Inc. (a Florida corporation) ("CenterState") and Gateway Asset Holdings, Inc. (a Florida corporation) ("GAH") do hereby adopt the following Articles of Merger for the purpose of merging GAH with and into CenterState:

FIRST: The names of the corporations which are parties to the merger (the "Merger") contemplated by these Articles of Merger are CenterState Banks, Inc. and Gateway Asset Holdings, Inc. The surviving corporation in the Merger is CenterState Banks, Inc.

SECOND: The Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.

THIRD: The Merger of GAH with and into CenterState shall become effective upon the filings of these Articles of Merger with the Florida Secretary of State in accordance with the provisions of the Act.

FOURTH: The Plan of Merger was adopted by the sole shareholder of GAH pursuant to the applicable provisions of the Act on May 15, 2017. The Plan of Merger was adopted by the board of directors of CenterState and does not require shareholder approval.

FIFTH: The address of CenterState is 1101 First Street South, Winter Haven, Florida 33880.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of May 30, 2017.

GATEWAY ASSET HOLDINGS, INC.

By: _____

David K. Maholias

As Its: President

CENTERSTATE BANKS, INC.

By: _____

John C. Corbett

As Its: President and Chief Executive Officer

EXHIBIT A
PLAN OF MERGER

PLAN OF MERGER
GATEWAY ASSET HOLDINGS, INC.
with and into
CENTERSTATE BANKS, INC.

THIS PLAN OF MERGER is made and entered into this 30th day of May, 2017, between CenterState Banks, Inc. ("CenterState" or the "Resulting Corporation"), a Florida corporation with its main office located at 1101 First Street South, Winter Haven, Florida 33880 and Gateway Asset Holdings, Inc. ("GAH" or the "Merging Corporation"), a Florida corporation, with its main office located at 1950 W. International Speedway Boulevard, Daytona Beach, Florida 32114.

WHEREAS, CenterState owns all of the outstanding shares of GAH;

WHEREAS, each company believes it is in its best interest to merge GAH with and into CenterState in compliance with Section 607.1104 of the Florida Statutes, with CenterState being the surviving corporation;

NOW, THEREFORE, for and in consideration of the premises and the mutual promises and agreements herein contained, the parties hereto agree as follows:

SECTION 1

GAH hereby shall be merged with and into CenterState pursuant to Section 607.1104 of the Florida Statutes, with CenterState as the Resulting Corporation. The Merger shall become effective at the time the Articles of Merger are filed with the Secretary of State of Florida.

SECTION 2

The name of the Resulting Corporation shall be "CenterState Banks, Inc.," which shall continue to conduct its business at its main office located at 1101 First Street South, Winter Haven, Florida 33880.

SECTION 3

Upon the Merger becoming effective, the amount of issued and outstanding capital stock of the Merging Corporation shall be cancelled with no consideration being paid therefore, and amount of the issued and outstanding capital stock of the Resulting Corporation shall be the same as issued and outstanding immediately prior to the Merger becoming effective.

SECTION 4

All assets of the Merging Corporation as they exist at the effective time of the Merger shall pass to and vest in the Resulting Corporation without any conveyance or other transfer; and the Resulting Corporation shall be considered the same business and corporate entity as each constituent corporation, with all the rights, powers and duties of each, and the Resulting

Corporation shall be responsible for all the liabilities of the Merging Corporation existing as of the effective time of the Merger, all in accordance with the provisions of the Florida Business Corporation Act.

SECTION 5

This Plan of Merger has been approved by CenterState which owns all of the outstanding shares of GAH. CenterState hereby waives any notice of mailing of the Plan of Merger.

SECTION 6

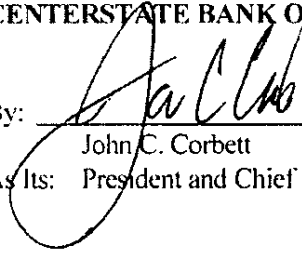
This Plan of Merger shall be governed by Florida law and may be executed in counterparts (including by facsimile or optically-scanned electronic mail attachment), each of which shall be deemed to be original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have signed this Plan of Merger effective as of the date and year first set forth above.

GATEWAY ASSET HOLDINGS, INC.

By: _____
David K. Maholias
As Its: President

CENTERSTATE BANK OF FLORIDA, N.A.

By:  _____
John C. Corbett
As Its: President and Chief Executive Officer

Corporation shall be responsible for all the liabilities of the Merging Corporation existing as of the effective time of the Merger, all in accordance with the provisions of the Florida Business Corporation Act.

SECTION 5

This Plan of Merger has been approved by CenterState which owns all of the outstanding shares of GAH. CenterState hereby waives any notice of mailing of the Plan of Merger.

SECTION 6

This Plan of Merger shall be governed by Florida law and may be executed in counterparts (including by facsimile or optically-scanned electronic mail attachment), each of which shall be deemed to be original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have signed this Plan of Merger effective as of the date and year first set forth above.

GATEWAY ASSET HOLDINGS, INC.

By: _____

David K. Maholias
As Its: President

CENTERSTATE BANK OF FLORIDA, N.A.

By: _____

John C. Corbett
As Its: President and Chief Executive Officer