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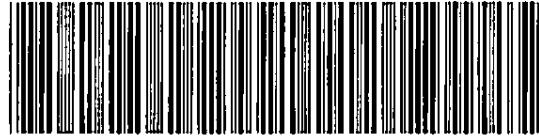
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17 DEC 29 AM 11:36
STATE OF CALIFORNIA
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17 DEC 29 AM 11:02

merger
R. WHITE
JAN 02 2018

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

ACCOUNT NO. : I20000000195
REFERENCE : 985970 6519A
AUTHORIZATION : 
COST LIMIT : \$ 70.00

ORDER DATE : December 28, 2017
ORDER TIME : 9:19 AM
ORDER NO. : 985970-005
CUSTOMER NO: 6519A

ARTICLES OF MERGER

HCBF HOLDING COMPANY, INC.

INTO

CENTERSTATE BANK CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Roxanne Turner

EXAMINER'S INITIALS: _____

**ARTICLES OF MERGER
OF
HCBF HOLDING COMPANY, INC.
WITH AND INTO
CENTERSTATE BANK CORPORATION**

FILED
17 DEC 29 AM 11:36
ST. JAMES
TALLAHASSEE, FLA.

Pursuant to the provisions of the Florida Business Corporation Act, HCBF Holding Company, Inc. and CenterState Bank Corporation do hereby adopt the following Articles of Merger for the purpose of merging HCBF Holding Company, Inc. with and into CenterState Bank Corporation.

FIRST: The names of the corporations which are parties to the merger (the "Merger") contemplated by these Articles of Merger are HCBF Holding Company, Inc., a Florida corporation, and CenterState Bank Corporation, a Florida corporation. The surviving corporation in the Merger is CenterState Bank Corporation, which shall continue to conduct its business following effectiveness of the Merger under the name "CenterState Bank Corporation."

SECOND: The Plan of Merger is set forth in the Plan of Merger dated as of August 12, 2017, by and between CenterState Bank Corporation and HCBF Holding Company, Inc. (the "Plan of Merger"). A copy of 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 shall become effective at 12:01 a.m., Eastern Time, on January 1, 2018.

FOURTH: The Plan of Merger was adopted by the shareholders of HCBF Holding Company, Inc., on December 13, 2017 and by the shareholders of CenterState Bank Corporation on December 13, 2017.

FIFTH: The Articles of Incorporation of CenterState Bank Corporation shall serve as the Articles of Incorporation of the surviving corporation, until amended thereafter in accordance with applicable law.

[Signature page follows]

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed effective as of December 28, 2017.

HCBF HOLDING COMPANY, INC.

CENTERSTATE BANK
CORPORATION

By: Michael J. Brown, Sr.
Michael J. Brown, Sr.
Chairman and Chief Executive Officer

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

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed effective as of December 28, 2017.

HCBF HOLDING COMPANY, INC.

CENTERSTATE BANK
CORPORATION

By: _____
Michael J. Brown, Sr.
Chairman and Chief Executive Officer

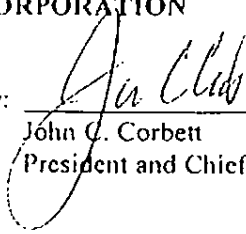
By:  _____
John C. Corbett
President and Chief Executive Officer

EXHIBIT A

PLAN OF MERGER HCBF HOLDING COMPANY, INC. with and into CENTERSTATE BANK CORPORATION

Pursuant to this Plan of Merger dated as of August 12, 2017, HCBF Holding Company, Inc., a Florida corporation ("HCBF"), shall be merged with and into CenterState Bank Corporation, a Florida corporation ("CenterState").

SECTION 1 DEFINITIONS

1.1 Effective Time. "Effective Time" shall mean the date and time on which the Merger contemplated by this Plan of Merger becomes effective pursuant to the laws of the State of Florida, as determined in accordance with Section 2.2 of this Plan of Merger.

1.2 Merger. "Merger" shall refer to the merger of HCBF with and into CenterState, as provided in Section 2.1 of this Plan of Merger.

SECTION 2 TERMS OF MERGER

2.1 Merger. Subject to the terms and conditions set forth in this Plan of Merger, at the Effective Time, HCBF shall be merged with and into CenterState in accordance with the Florida Business Corporation Act. CenterState shall be the surviving corporation resulting from the Merger (the "Surviving Entity") and shall continue to exist and to be governed by the laws of the State of Florida under the corporate name "CenterState Bank Corporation" The Surviving Entity shall assume all of the liabilities of HCBF.

2.2 Effective Time. The Merger contemplated by this Plan of Merger shall be effective upon the later of (i) the date and time of the filing of the Articles of Merger with the Secretary of State of Florida (the "Articles of Merger"), or (ii) the date and time when the Merger becomes effective as set forth in the Articles of Merger.

2.3 Articles of Incorporation and Bylaws. At the Effective Time, the articles of incorporation of CenterState in effect immediately prior to the Effective Time shall be the articles of incorporation of the Surviving Entity until thereafter amended in accordance with applicable law. The amended and restated bylaws of CenterState in effect immediately prior to the Effective Time shall be the amended and restated bylaws of the Surviving Entity until thereafter amended in accordance with applicable law and the terms of such amended and restated bylaws.

2.5 Board of Directors. The directors of the Surviving Entity from and after the Effective Time shall be increased by one (1) director and shall consist of the directors of CenterState in office immediately prior to the Effective Time as well as one (1) current director of HCBF selected by HCBF in its sole and absolute discretion after consultation with CenterState (the "HCBF Designee"), who shall serve as directors of the Surviving Entity until the next annual meeting of the Surviving Entity's shareholders and until their respective successors are duly elected, appointed or qualified or until their earlier death, resignation or removal in accordance with the articles of incorporation and amended and restated bylaws of the Surviving Entity. Following the Effective Time, CenterState shall nominate the HCBF Designee at the next annual meeting of the Surviving Entity's shareholders to serve as a director of the Surviving Entity in accordance with the articles of incorporation and bylaws of the Surviving Entity.

2.6 Officers. The officers of CenterState shall, from and after the Effective Time, continue as the officers of the Surviving Entity until their successors shall have been duly elected, appointed or qualified or until their earlier death, resignation or removal in accordance with the articles of incorporation and amended and restated bylaws of the Surviving Entity.

SECTION 3 MANNER OF CONVERTING SHARES

Each share of common stock of CenterState issued and outstanding immediately prior to the Effective Time shall remain outstanding following the Effective Time and shall be unchanged by the Merger.

Each share of common stock of HCBF owned directly by CenterState, HCBF or any of their respective subsidiaries (other than shares in trust accounts, managed accounts and the like for the benefit of customers or shares held as collateral for outstanding debt previously contracted) immediately prior to the Effective Time shall be cancelled and retired at the Effective Time without any conversion thereof, and no payment shall be made with respect thereto.

Each share of common stock of HCBF issued and outstanding immediately prior to the Effective Time (other than dissenting shares, treasury stock and shares described in the immediately preceding paragraph), shall be converted into the right to receive (i) 0.675 shares of CenterState common stock, and (ii) a cash amount equal to \$1.925 plus any cash dividends payable with respect to shares of the CenterState common stock that are payable to CenterState shareholders of record as of any date on or after the closing of the Merger, regardless of the issuance of certificates for shares of CenterState common stock to the former holders of HCBF common stock, and any cash in lieu of fractional shares.

Each option to purchase shares of common stock of HCBF that is outstanding immediately prior to the Effective Time shall automatically and without any action on the part of the holder thereof, become fully vested and be converted into and become an option to purchase that number of shares of common stock of CenterState as shall equal the product obtained by multiplying 0.75x (the "Option Exchange Ratio") by that number of shares of common stock of HCBF which such HCBF option entitled the holder thereof to purchase (rounded down to the nearest whole share), and at an

exercise price equal to the quotient obtained by dividing the exercise price per share of the HCBF option by the Option Exchange Ratio (rounded up to the nearest whole cent), subject to certain anti-dilution adjustments.

SECTION 4
MISCELLANEOUS

4.1 Further Assurances. Each party to this Plan of Merger agrees to do such things as may be reasonably requested by the other party in order to more effectively consummate or document the transactions contemplated by this Plan of Merger.

[Signatures on Following Page]

IN WITNESS WHEREOF, the undersigned corporations have caused this Plan of Merger to be executed by their duly authorized officers as of the date first above written.

HCBF HOLDING COMPANY, INC.

By: /s/ Michael J. Brown, Sr.
Name: Michael J. Brown, Sr.
Title: Chairman and Chief Executive Officer

CENTERSTATE BANK CORPORATION

By: /s/ John C. Corbett
Name: John C. Corbett
Title: President and Chief Executive Officer