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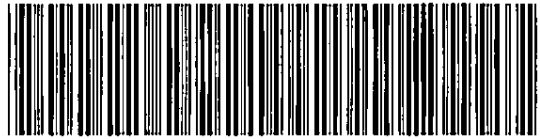
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*M. J. J.*

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

ACCOUNT NO. : I20000000195  
REFERENCE : 984909 6519A  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 70.00

ORDER DATE : December 28, 2017

ORDER TIME : 1:05 PM

ORDER NO. : 984909-005

CUSTOMER NO: 6519A

ARTICLES OF MERGER

SUNSHINE BANCORP, 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: \_\_\_\_\_

FILED

ARTICLES OF MERGER  
OF  
SUNSHINE BANCORP, INC.  
WITH AND INTO  
CENTERSTATE BANK CORPORATION

2017 DEC 23 A 9:44

Pursuant to the provisions of the Florida Business Corporation Act, Sunshine Bancorp, Inc. and CenterState Bank Corporation do hereby adopt the following Articles of Merger for the purpose of merging Sunshine Bancorp, 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 Sunshine Bancorp, Inc., a Maryland 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 Sunshine Bancorp, 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 stockholders of Sunshine Bancorp, Inc., on November 17, 2017. The Plan of Merger was adopted by the Board of Directors of CenterState Bank Corporation on August 12, 2017 and no approval by CenterState Bank Corporation shareholders of the Plan of Merger is required.

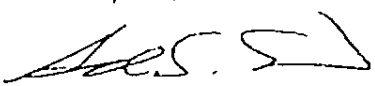
FIFTH: The Articles of Incorporation of CenterState Bank Corporation shall serve as the Articles of Incorporation of the surviving corporation, until amended thereafter in accordance with applicable law.

[Signature page follows]

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

SUNSHINE BANCORP, INC.

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

  
Andrew S. Samuel  
President and Chief Executive Officer

CENTERSTATE BANK CORPORATION

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

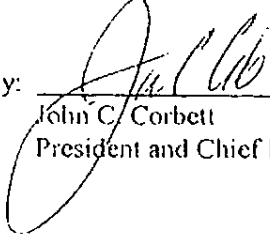
John C. Corbett  
President and Chief Executive Officer

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

**SUNSHINE BANCORP, INC.**

By: \_\_\_\_\_  
Andrew S. Samuel  
President and Chief Executive Officer

**CENTERSTATE BANK  
CORPORATION**

By:  \_\_\_\_\_  
John C. Corbett  
President and Chief Executive Officer

## **EXHIBIT A**

### **PLAN OF MERGER SUNSHINE BANCORP, INC. with and into CENTERSTATE BANK CORPORATION**

Pursuant to this Plan of Merger dated as of August 12, 2017, Sunshine Bancorp, Inc., a Maryland corporation ("Sunshine"), 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 States of Florida and Maryland, as determined in accordance with Section 2.2 of this Plan of Merger.

1.2 Merger. "Merger" shall refer to the merger of Sunshine 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, Sunshine shall be merged with and into CenterState in accordance with the Florida Business Corporation Act and the Maryland General Corporation Law. CenterState shall be the surviving corporation resulting from the Merger (the "Surviving Corporation") 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 Corporation shall assume all of the liabilities of Sunshine.

2.2 Effective Time. The Merger contemplated by this Plan of Merger shall be effective at the date and time set forth in the Articles of Merger filed with the Secretary of State of Florida and with the Maryland State Department of Assessments and Taxation.

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 Corporation 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 Corporation 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 CenterState shall, from and after the Effective Time, continue as the directors of the Surviving Corporation 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 Corporation.

2.6 Officers. The officers of CenterState shall, from and after the Effective Time, continue as the officers of the Surviving Corporation 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 Corporation.

### SECTION 3 MANNER OF CONVERTING SHARES

Each share of CenterState common stock that is 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 Sunshine owned directly by CenterState, Sunshine 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, and each share of Sunshine common stock that is remitted to Sunshine prior to the Effective Time for purposes of repaying amounts owed by the Sunshine Bank Employee Stock Ownership Plan to Sunshine, 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 Sunshine issued and outstanding immediately prior to the Effective Time (other than shares described in Section 3 above), shall be converted into the right to receive 0.89 shares of CenterState common stock (the "Merger Consideration"), and any cash in lieu of fractional shares. CenterState shall pay or cause to be paid to each holder of a fractional share of CenterState common stock, rounded to the nearest one-hundredth of a share, an amount of cash (without interest and rounded to the nearest whole cent) determined by multiplying the fractional share interest in CenterState common stock to which such holder would otherwise be entitled by the average closing price of CenterState common stock as reported on the Nasdaq Stock Market for the ten consecutive trading days ending on the trading day immediately prior to the later of (i) the day on which the last required regulatory approval for consummation of the Merger is obtained without regard to any requisite waiting period, or (ii) the date on which Sunshine shareholders approve the Merger.

If the number of shares of CenterState common stock or Sunshine common stock issued and outstanding prior to the Effective Time shall be increased or decreased as a result of a stock split, stock combination, stock dividend, recapitalization or similar transaction, with respect to such stock, and the record date therefor shall be prior to the Effective Time, the Merger Consideration shall be proportionately adjusted as necessary to preserve the relative economic benefit to CenterState and Sunshine.

### SECTION 4 STOCK-BASED AWARDS

Each valid option to purchase shares of Sunshine common stock (each, a "Sunshine Stock Option"), outstanding and unexercised immediately prior to the Effective Time shall, by virtue of the

Merger, automatically and without any action on the part of the holder thereof, become fully vested and be converted into an option to purchase that number of shares of CenterState common stock as shall equal the product obtained by multiplying the Merger Consideration (the "Option Exchange Ratio") by that number of shares of Sunshine common stock which such option entitled the holder thereof to purchase (rounded to the nearest whole share), and at an exercise price equal to the quotient obtained by dividing the exercise price per share of the Sunshine Stock Option by the Option Exchange Ratio (rounded to the nearest cent); *provided, however*, that if the Merger Consideration is modified as a result of the application of Section 3, then the Option Exchange Ratio shall be appropriately adjusted in order to reflect the impact of such modification to the Merger Consideration.

At the Effective Time, each share of Sunshine restricted stock outstanding immediately prior thereto shall vest in full and the restrictions thereon shall lapse, and shall be treated as issued and outstanding shares of Sunshine common stock for purposes of this Plan of Merger.

#### SECTION 5 MISCELLANEOUS

5.1 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.

**SUNSHINE BANCORP, INC.**

By: /s/ Andrew S. Samuel  
Andrew S. Samuel  
President and Chief Executive Officer

**CENTERSTATE BANK CORPORATION**

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