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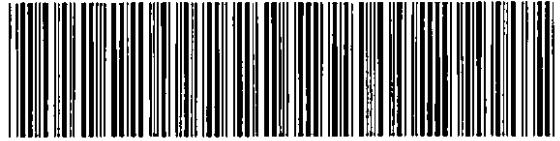
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Effective: 9-1-18

SECRETARY OF STATE
TALLAHASSEE, FL

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**ARTICLES OF MERGER
OF
CHARTER FINANCIAL CORPORATION
WITH AND INTO
CENTERSTATE BANK CORPORATION**

FILED
2018 AUG 29 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FL

Pursuant to the provisions of the Florida Business Corporation Act, Charter Financial Corporation and CenterState Bank Corporation do hereby adopt the following Articles of Merger for the purpose of merging Charter Financial Corporation 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 Charter Financial Corporation, 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 April 24, 2018, by and between CenterState Bank Corporation and Charter Financial Corporation (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 September 1, 2018.

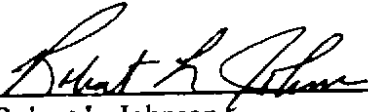
FOURTH: The Plan of Merger was adopted by the stockholders of Charter Financial Corporation on August 21, 2018. The Plan of Merger was adopted by the Board of Directors of CenterState Bank Corporation on April 24, 2018 and no approval by CenterState Bank Corporation shareholders of the Plan of Merger 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 August 28, 2018.

CHARTER FINANCIAL CORPORATION

By: 
Robert L. Johnson
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 August 28, 2018.

CHARTER FINANCIAL CORPORATION

By: _____
Robert L. Johnson
President and Chief Executive Officer

CENTERSTATE BANK CORPORATION

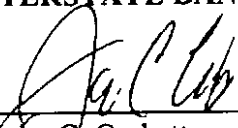
By:  _____
John C. Corbett
President and Chief Executive Officer

EXHIBIT A
PLAN OF MERGER
CHARTER FINANCIAL CORPORATION
with and into
CENTERSTATE BANK CORPORATION

Pursuant to this Plan of Merger dated as of April 24, 2018, Charter Financial Corporation, a Maryland corporation ("**Charter**"), 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 Charter 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, Charter 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 Charter.

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.

2.4 **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.

2.5 **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 Charter owned directly by CenterState, Charter 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 Charter common stock that is remitted to Charter prior to the Effective Time for purposes of repaying amounts owed by the CharterBank Employee Stock Ownership Plan to Charter, 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 Charter issued and outstanding immediately prior to the Effective Time (other than shares described in the immediately preceding paragraph), shall be converted into the right to receive (i) 0.738 shares (the "*Exchange Ratio*") of CenterState common stock (the "*Stock Consideration*") and (ii) \$2.30 in cash, without interest (the "*Cash Consideration*" and, together with the Stock Consideration, the "*Merger Consideration*"), and cash in lieu of any 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 twenty (20) 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 Charter stockholders approve the Merger (the "*CenterState Average Stock Price*").

If the number of shares of CenterState common stock or Charter 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 Charter.

SECTION 4 STOCK-BASED AWARDS

Each valid option to purchase shares of Charter common stock (each, a "*Charter 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, be converted into an obligation of the Surviving Corporation to pay (or cause to be paid) and a right of such holder to receive, in full satisfaction of any rights in respect of the Charter Stock Options, a cash payment equal to the product obtained by multiplying (i) the number of shares of Charter Common Stock underlying such holder's Charter Stock Options by (ii) \$23.00 minus the exercise price per share under such Charter Stock Options (the "*Charter Stock Option Price*"), subject to any income or employment tax withholding required under any provision of applicable law.

The Surviving Corporation shall pay the Charter Stock Option Price owed to each holder of Charter Stock Options outstanding as of the Effective Time within ten (10) business days following the Effective Time.

Effective immediately prior to the Effective Time, each share of restricted stock of Charter outstanding immediately prior thereto shall vest in full and the restrictions thereon shall lapse, and shall be treated as an issued and outstanding share of Charter 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.

[Signature page follows]

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.

CHARTER FINANCIAL CORPORATION

By: 
Robert L. Johnson
President and Chief Executive Officer

CENTERSTATE BANK CORPORATION

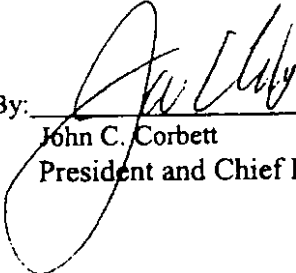
By: _____
John C. Corbett
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