

F03000000981

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

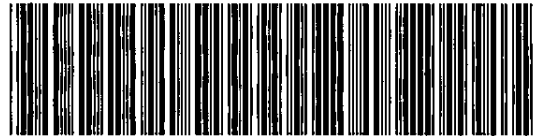
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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06/04/14--01019--018 **43.75

*Name Change
Amended*

FILED
2014 JUN -4 PM 5:02
CLERK OF STATE
TALLAHASSEE, FLORIDA

DR
6/17/14

WHITNEY BANK

Legal Department

228 St. Charles Avenue, Suite 626, New Orleans, LA 70130
(504) 586-3446 Fax: (504) 619-4155 Email: Teresa.Lygate@whitneybank.com

Teresa Z. Lygate
Vice President / Senior Assistant Corporate Secretary

June 3, 2014

Sent Via Federal Express

Florida Department of State
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

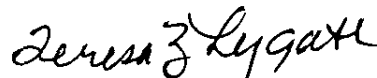
Re: Hancock Bank, Document Number F03000000981
Amendment to Application for Authorization to Transact Business

Gentlemen:

Hancock Bank (a MS state chartered bank) recently changed its name to Whitney Bank in connection with the consolidation of Whitney Bank (a LA state chartered bank) with and into Hancock Bank, effective immediately prior to the close of business on March 31, 2014. We are amending the filing of Hancock Bank (MS) to reflect the consolidation and name change. In this regard, enclosed for filing are duplicate originals of our Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida. Also enclosed are Articles of Consolidation as filed with the MS Secretary of State on April 29, 2014, a "no objection" letter for the use of the name "Whitney Bank" from the Florida Office of Financial Regulation, and our check in the amount of \$43.75 to cover the filing fee and a certified copy.

We ask that you file the application for amendment and return a certified copy to me at the above address. Please do not hesitate to contact me if you have any questions or if you require additional information to process this filing. Thank you in advance for your prompt assistance.

Sincerely,



Teresa Z. Lygate

tzl/72846v1
Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Hancock Bank

Name of Corporation

DOCUMENT NUMBER: F03000000981

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Teresa Z. Lygate

Name of Contact Person

Whitney Bank

Firm/Company

228 St. Charles Ave., Suite 626

Address

New Orleans, LA 70130

City/State and Zip Code

teresa.lygate@whitneybank.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Teresa Z. Lygate

Name of Contact Person

at (**504**) **586-3446**

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA OFFICE OF FINANCIAL REGULATION

DREW J. BREAKSPEAR
COMMISSIONER

May 27, 2014

Ms. Teresa Z. Lygate
Vice President
Whitney Bank Legal Department
228 St. Charles Avenue, Suite 626
New Orleans, LA 70130

Re: Whitney Bank

Dear Ms. Lygate:

Reference is made to your recent letter requesting approval of the above name, which is a state-chartered bank located in Gulfport, Mississippi. On June 21, 2011, this office approved the name Whitney Bank, Louisiana, as a corporate name. As stated in your letter, you will be withdrawing the registration of this name in Florida.

Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banco," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner in its corporate name. The Office will not object to the use of the above name being registered as a foreign corporation. This does not authorize the institution to engage in any business licensed activity in the state of Florida without prior receipt of regulatory approvals.

Sincerely,

A handwritten signature in black ink, reading "Robert D. Hayes". The signature is written in a cursive style with a large, stylized "R" and "H".

Robert D. Hayes
Director

RDH:bk

cc: Brenda Tadlock, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F03000000981

(Document number of corporation (if known))

FILED
2014 JUN -4 PM 5:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Hancock Bank

(Name of corporation as it appears on the records of the Department of State)

2. Mississippi

(Incorporated under laws of)

3. 02/26/2003

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 4-29-14

5. Whitney Bank

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

N/A

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Teresa Z. Lygate

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Teresa Z. Lygate

(Typed or printed name of person signing)

Vice President

(Title of person signing)

STATE OF MISSISSIPPI
SECRETARY OF STATE'S OFFICE
C. DELBERT HOSEMAN, JR.
SECRETARY OF STATE
JACKSON, MISSISSIPPI

I, C. Delbert Hosemann, Jr., as Secretary of State of the Great State of Mississippi do hereby certify this Articles of Consolidation for the consolidation of:

Whitney Bank
New Orleans, Orleans Parish, Louisiana

With and Into the Charter of
Hancock Bank
Gulfport, Harrison County, Mississippi

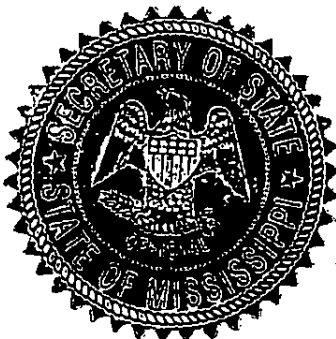
Changing its name to
WHITNEY BANK
Gulfport, Harrison County, Mississippi

is hereby approved

was pursuant to the provisions of the Laws of Mississippi recorded in the Records of Incorporations in Photostat Book 396 in this office. Accordingly, the undersigned, as such Secretary of State, and by virtue of the authority vested in him, by law, issues this Articles of Consolidation.

I have hereunto set my hand and caused the Seal of the Great State of Mississippi to be affixed this the 29th day of April, 2014.

C. Delbert Hosemann, Jr.
C. DELBERT HOSEMAN, JR.



3357037

STATE OF MISSISSIPPI

Office of the Governor



The within and foregoing Certificate approving the Article of Consolidation
for the consolidation
of

Whitney Bank
New Orleans, Orleans Parish, Louisiana

With and Into the Charter of
Hancock Bank
Gulfport, Harrison County, Mississippi

Changing its name to
WHITNEY BANK
Gulfport, Harrison County, Mississippi

is hereby approved.

In testimony whereof, I have hereunto set
my hand and caused the Great Seal of the
State of Mississippi to be affixed this 24th
day of April, 2014.



PHIL BRYANT
GOVERNOR

ATTEST:

C. DELBERT HOSEMANN, JR.
SECRETARY OF STATE

3357037

Received at the Office of the Secretary of State, this the 8th day of April
A.D., 2014, together with the sum of \$50 deposited to cover
the recording fee and referred to the Attorney General for his opinion.

C. Delbert Harrison, Jr.

SECRETARY OF STATE

JACKSON, MISSISSIPPI

April 16, 2014

I have examined this Articles of Consolidation to the Charter of
Incorporation of Hancock Bank, Gulfport, Harrison County,
Mississippi, by which Whitney Bank, New Orleans, Orleans Parish
Louisiana consolidating into and under the Charter of the Hancock
Bank, Gulfport, Harrison County, Mississippi who is also changing the
name of Hancock Bank to Whitney Bank, and am of the opinion that it
is not violative of the Constitution and laws of this State, or of the
United States.

JIM HOOD
ATTORNEY GENERAL OF MISSISSIPPI

BY:

Geoffrey Morgan
GEOFFREY MORGAN

ASST. ATTORNEY GENERAL

335 7037

MISSISSIPPI

DEPARTMENT OF BANKING AND CONSUMER FINANCE

The within and foregoing Articles of Consolidation for the consolidation of

Whitney Bank
New Orleans, Orleans Parish, Louisiana

With and Into the Charter of
Hancock Bank
Gulfport, Harrison County, Mississippi

Changing its name to
WHITNEY BANK
Gulfport, Harrison County, Mississippi

is hereby approved.



In testimony whereof, I have hereunto set my hand and caused the Seal of the Department of Banking and Consumer Finance, State of Mississippi, to be affixed, this the 31st day of March, 2014.

Jerry T. Wilson

Jerry T. Wilson
Commissioner

3357037



DEPARTMENT OF BANKING AND CONSUMER FINANCE

Certificate of Consolidation Approval

WHEREAS the Hancock Bank, Gulfport, Harrison County, Mississippi, and Whitney Bank, New Orleans, Orleans Parish, Louisiana, have applied to the Commissioner, Department of Banking and Consumer Finance, State of Mississippi, for permission to consolidate Whitney Bank, under the charter of and with the title, Hancock Bank, with Articles of Incorporation of Hancock Bank to be amended to change its name to WHITNEY BANK and the resulting bank to be known as WHITNEY BANK, as provided for under Miss. Code Ann. §81-5-85, and other restrictions as prescribed in §81-7-8 and §81-23-7(1); and

WHEREAS the terms and conditions of the consolidation agreement are lawful, having been duly approved by the Board of Directors of both institutions desiring to consolidate, and having been ratified by the sole shareholder of both Hancock and Whitney Bank on January 23, 2014, statutory notice having been duly given; and

WHEREAS at such time as the consolidation is consummated, the present main office of Whitney Bank, 228 St. Charles Avenue, New Orleans, Orleans Parish, Louisiana 70161 will continue to operate as branch bank; as well as its branches located as listed below:

3357037

Office Address	City (USPS)	Zip	Popular Name
LOUISIANA			
Ascension Parish			
38012 Highway 3089	Donaldsonville	70346	Donaldsonville
908 North Airline Highway	Gonzales	70737	Church Point Road
1505 South Burnside Avenue	Gonzales	70737	Burnside
17254 Airline Highway	Prairieville	70769	Prairieville
Calcasieu Parish			
2828 Highway 14	Lake Charles	70601	Oak Park
3401 Ryan Street	Lake Charles	70605	Ryan Street
1901 Country Club	Lake Charles	70605	Country Club
1805 Ruth Street	Sulphur	70663	Sulphur
1415 Sampson Street	Westlake	70669	Westlake
East Baton Rouge Parish			
3033 Ray Weiland	Baker	70714	Baker
445 North Boulevard	Baton Rouge	70802	City Plaza
2700 Plank Road	Baton Rouge	70805	Plank
5640 Airline Highway	Baton Rouge	70805	Airline
8287 Goodwood Boulevard	Baton Rouge	70806	Tara
5328 Government Street	Baton Rouge	70806	Government Street
7117 Perkins Road	Baton Rouge	70808	Perkins
3135 College Drive	Baton Rouge	70808	College
5379 Highland Road	Baton Rouge	70808	Highland
7980 Jefferson Highway	Baton Rouge	70809	Bocage
11033 Industriplex Boulevard	Baton Rouge	70809	Industriplex
8778 Bluebonnet Boulevard	Baton Rouge	70810	Bluebonnet
17742 Highland Road	Baton Rouge	70810	Highland Crossing
8166 Plank Road	Baton Rouge	70811	Harding
9494 Greenwell Springs Road	Baton Rouge	70814	Greenwell Springs
9808 Florida Boulevard	Baton Rouge	70815	Broadmoor
3617 South Sherwood Forest Boulevard	Baton Rouge	70816	Sherwood Forest
13380 Coursey Boulevard	Baton Rouge	70816	Coursey
13585 Hooper Road	Baton Rouge	70818	Hooper Road
14340 Greenwell Springs Road	Greenwell Springs	70739	Bellingrath
5440 Main Street	Zachary	70791	Zachary
Evangeline Parish			
233 West Main Street	Ville Platte	70586	Ville Platte Main
Iberia Parish			
1011 E. Admiral Doyle Drive	New Iberia	70560	Admiral Doyle
Jefferson Parish			
2100 Belle Chase Highway	Gretna	70056	Gretna
1501 Lapalco Boulevard	Harvey	70058	Lapalco
900 Airline Highway	Kenner	70062	Airport
2609 Veterans Memorial Blvd	Kenner	70062	Kenner
3509 Williams Boulevard	Kenner	70065	Driftwood
4301 Lapalco Blvd	Marrero	70072	Marrero
2200 Clearview Parkway	Metairie	70001	Clearview
N 4454 Transcontinental Drive	Metairie	70002	Transcontinental
3060 North Causeway Boulevard	Metairie	70002	Lakeside
1441 Metairie Road	Metairie	70005	Metairie Road
615 Veterans Highway	Metairie	70005	Wilshire
4845 Veterans Boulevard	Metairie	70006	Veterans

3357037

Office Address	City (USPS)	Zip	Popular Name
400 Labarre Road	New Orleans	70121	Labarre Road
6318 Jefferson Highway	New Orleans	70123	Harahan
200 Midway Drive	New Orleans	70123	River Ridge
5200 Mounes Street	New Orleans	70123	Elmwood
Lafayette Parish			
106 Castille Avenue	Lafayette	70501	Castille Avenue
911 Lee Avenue	Lafayette	70501	Lee Avenue
3600 Johnston Street	Lafayette	70503	Johnston Street
223 Audubon Boulevard	Lafayette	70503	Oil Center
4524 Ambassador Caffery Parkway	Lafayette	70508	Ambassador Caffery
1245 Camellia Boulevard	Lafayette	70508	River Ranch
2408 West Pinhook Road	Lafayette	70508	Pinhook
331 Iberia Street	Youngsville	70592	Youngsville
Lafourche Parish			
16176 West Main Street	Galliano	70354	Galliano
4550 LA Highway 1	Raceland	70394	Raceland
716 North Canal Boulevard	Thibodaux	70301	Thibodaux
Livingston Parish			
29435 South Montpelier Avenue	Albany	70711	Albany
523 Florida Avenue, S.W.	Denham Springs	70726	Denham Springs
34830 LA Highway 16	Denham Springs	70726	Watson
2303 South Range Avenue	Denham Springs	70726	Plaza
27373 Louisiana Highway 42	Springfield	70462	Springfield
29500 Walker South Road	Walker	70785	Walker
Orleans Parish			
1250 Poydras Street	New Orleans	70113	Poydras Plaza
3001 Holiday Drive	New Orleans	70114	Holiday Drive
5335 Tchoupitoulas Street	New Orleans	70115	Tchoupitoulas
2421 St. Claude Avenue	New Orleans	70117	Third District
1324 S. Carrollton Avenue	New Orleans	70118	Carrollton
29c McAlister Drive	New Orleans	70118	Tulane University
3311 Canal Street	New Orleans	70119	Mid City
3740 Elysian Fields Avenue	New Orleans	70122	Gentilly
875 Harrison Avenue	New Orleans	70124	Lakeview
5775 Read Boulevard	New Orleans	70127	Read Boulevard
1320 St. Charles Avenue	New Orleans	70130	St. Charles
430 Chartres Street	New Orleans	70130	Morgan State
610 Poydras Street	New Orleans	70130	Poydras Street
228 St. Charles Avenue (Main)	New Orleans	70130	New Orleans Main
Plaquemines Parish			
8300 Highway 23	Belle Chasse	70037	Belle Chasse
St. Bernard Parish			
3131 Paris Road	Chalmette	70043	Paris Road
St. Landry Parish			
2250 West Laurel Avenue	Eunice	70535	Westgate
5672-1-49 North Service Road	Opelousas	70570	Opelousas
St. Mary Parish			
300 Canton Street	Berwick	70342	Berwick

Office Address	City (USPS)	Zip	Popular Name
414 Main Street	Franklin	70538	Franklin
1274 Belleview Road	Morgan City	70380	Bayou Vista
1100 Brashcar Avenue	Morgan City	70380	Brashcar
St. Tammany Parish			
103 East 21st Avenue	Covington	70433	Downtown Covington
1300 North Highway 190	Covington	70433	Covington
805 N. Collins Boulevard	Covington	70433	Collins Blvd.
69285 Highway 21	Covington	70433	Highway 21
1902 Florida St	Mandeville	70448	Old Mandeville
735 North Causeway Boulevard	Mandeville	70448	Mandeville Causeway
4005 Highway 59	Mandeville	70471	Highway 59
3201 Highway 190	Mandeville	70471	Mandeville
1411 Gause Boulevard	Slidell	70458	Slidell
2065 First Street	Slidell	70458	Olde Towne
2250 Gause Boulevard	Slidell	70461	Gause Boulevard
Tangipahoa Parish			
700 Southwest Railroad Avenue	Hammond	70401	Hammond
2305 West Thomas Street	Hammond	70401	Town & Country
1855 South Morrison Boulevard	Hammond	70403	South Morrison
583 West Railroad Avenue	Independence	70443	Independence
54025 Highway 1062	Loranger	70446	Loranger
545 W. Pine Street	Ponchatoula	70454	Ponchatoula
Terrebonne Parish			
1499 S. St. Charles Avenue	Houma	70360	Summerfield
7910 Main Street	Houma	70360	Main Street
720 Grand Caillou Road	Houma	70363	East Houma
6311 West Park Avenue	Houma	70364	Bayou Cane
Washington Parish			
300 Austin Street	Bogalusa	70427	Austin Street
919 Washington Street	Franklinton	70438	Franklinton
West Feliciana Parish			
12320 Jackson Road	Saint Francisville	70775	St. Francisville
TEXAS			
Harris County			
5115 Main Street	Houston	77002	Museum District
2979 North Loop West Freeway	Houston	77008	Northwest
12600 Memorial Drive	Houston	77024	Memorial
4265 San Felipe Road	Houston	77027	River Oaks
8002 Kirby Drive	Houston	77054	Medical Center
6767 Fm 1960 West	Houston	77069	Champions
CAYMAN ISLANDS			
68 Fort Street - Butterfield House	Cayman Kyl-1107		Cayman

WHEREAS the consolidation application has been carefully considered by the Commissioner who is of the opinion that said consolidation should be approved.

NOW THEREFORE, I, Jerry T. Wilson, Commissioner, Department of Banking and Consumer Finance, State of Mississippi, by virtue of authority vested in me under Miss. Code Ann. §81-5-85, do hereby approve the consolidation of Whitney Bank with and under the charter of Hancock Bank, to be known as WHITNEY BANK.

In testimony whereof, I have hereunto set my hand and caused the Seal of the Department of Banking and Consumer Finance, State of Mississippi, to be affixed, this the 31st day of March, 2014.



Jerry T. Wilson

Jerry T. Wilson
Commissioner

**BEFORE THE COMMISSIONER
DEPARTMENT OF BANKING AND CONSUMER FINANCE
OF THE STATE OF MISSISSIPPI**

IN THE MATTER OF A CONSOLIDATION BETWEEN

HANCOCK BANK, GULFPORT, MISSISSIPPI
AND
WHITNEY BANK, NEW ORLEANS, LOUISIANA

**APPLICATION FOR APPROVAL OF CONSOLIDATION
OF
WHITNEY BANK
NEW ORLEANS, LOUISIANA
INTO
HANCOCK BANK
GULFPORT, MISSISSIPPI**

Under the Charter of Hancock Bank
With Resulting Bank to be Known as

WHITNEY BANK

COME NOW Whitney Bank, New Orleans, Louisiana, and Hancock Bank, Gulfport, Mississippi, acting by and through their attorney, and respectively make application, pursuant to *Miss. Code Ann. § 81-5-85*, as amended, *Miss. Code Ann. § 81-23-1, et seq.* and *LA R.S., §6:533 and §6:536*, as amended, to consolidate Whitney Bank, New Orleans, Louisiana, with and into Hancock Bank, Gulfport, Mississippi, under the Charter of Hancock Bank, with Articles of Incorporation of Hancock Bank to be amended to change its name to WHITNEY BANK and the resulting bank to be known as WHITNEY BANK, and the offices of Whitney Bank to become branches of Hancock Bank, all in accordance with a written Bank Consolidation Agreement. In support hereof, Hancock Bank, Gulfport, Mississippi, ("HBMS"), and Whitney Bank, New Orleans, Louisiana ("WB") (both institutions hereinafter sometimes referred to as "Applicants"), would show unto the Commissioner, Department of Banking and Consumer Finance the following:

1.

HBMS is a state banking corporation organized and chartered under the laws of the State of Mississippi. HBMS has its domicile and principal place of business in the City of Gulfport, Harrison County, Mississippi, where it has continually served its community since 1899. Whitney Bank is a Louisiana banking corporation organized and chartered under the laws of the State of Louisiana. WB has its domicile and principal place of business in the City of New Orleans, Orleans Parish, Louisiana, where it has continually served its community since August 2, 1990. WB has been in continuous operation as a state chartered bank for more than 5 years. Inasmuch as Hancock Bank and its holding company, Hancock Holding Company, will be the surviving entities of the transaction, the provisions of *Miss. Code Ann.* § 81-8-3 do not apply.

2.

The Applicants, as state banking corporations, are permitted to consolidate under the authority granted by *Miss. Code Ann.* § 81-5-85 and § 81-23-7(1) and *LA R.S.*, §6:533 and §6:536. The resulting bank will not control in excess of twenty-five percent (25%) of the total deposits of all offices located in the State of Mississippi of commercial banks, savings banks, savings and loan associations and credit unions in the State of Mississippi as determined according to *Miss. Code Ann.* § 81-7-8.

3.

The Applicants have entered into a Bank Consolidation Agreement ("Agreement"). A copy of the Agreement is attached hereto as Exhibit "A" as a part of this Application. If this consolidation transaction is approved, WB will consolidate with and into HBMS under the charter of HBMS with the resulting bank to be known as WHITNEY BANK. Both HBMS and WB are wholly owned subsidiaries of Hancock Holding Company, Gulfport, Mississippi; and, therefore, the proposed transaction is a consolidation of two affiliate banks. If this consolidation transaction is approved, the corporate existence of WB shall be consolidated into and continued in HBMS and HBMS shall amend its

charter to change the name to WHITNEY BANK. All rights, franchises and interests of WB, in and to every type of property (real, personal, and mixed) and choses in action shall be deemed to be transferred to and vested in HBMS without any deed or other transfer, and the said HBMS, without any order or other action on the part of any court or otherwise, shall hold and enjoy the same and all rights of property, franchises and interests, including appointments, designations and nominations, and all other rights and interests as trustee, executor, administrator, registrar or transfer agent of stocks and bonds, guardian, conservator, assignee, receiver, and in every other fiduciary capacity, in the same manner and to the same extent as was held or enjoyed by WB prior to consolidation.

4.

At such time as the consolidation is consummated, the present main office of HBMS in Gulfport, Harrison County, Mississippi, will continue as the main office of the resulting bank. The present main office of WB located at 228 St. Charles Avenue, New Orleans, Louisiana 70161 and all the branches of WB, with addresses as listed below, will become branches of HBMS and, after the charter amendment, will be known as WHITNEY BANK.

Office Address	City (USPS)	Zip	Popular Name
LOUISIANA			
38012 Highway 3089	Donaldsonville	70346	Donaldsonville
908 North Airline Highway	Gonzales	70737	Church Point Road
1505 South Burnside Avenue	Gonzales	70737	Burnside
17254 Airline Highway	Prairieville	70769	Prairieville
2828 Highway 14	Lake Charles	70601	Oak Park
3401 Ryan Street	Lake Charles	70605	Ryan Street
1901 Country Club	Lake Charles	70605	Country Club
1805 Ruth Street	Sulphur	70663	Sulphur
1415 Sampson Street	Westlake	70669	Westlake
3033 Ray Weiland	Baker	70714	Baker
445 North Boulevard	Baton Rouge	70802	City Plaza
2700 Plank Road	Baton Rouge	70805	Plank

Office Address	City (USPS)	Zip	Popular Name
5640 Airline Highway	Baton Rouge	70805	Airline
8287 Goodwood Boulevard	Baton Rouge	70806	Tara
5328 Government Street	Baton Rouge	70806	Government Street
7117 Perkins Road	Baton Rouge	70808	Perkins
3135 College Drive	Baton Rouge	70808	College
5379 Highland Road	Baton Rouge	70808	Highland
7980 Jefferson Highway	Baton Rouge	70809	Bocage
11033 Industriplex Boulevard	Baton Rouge	70809	Industriplex
8778 Bluebonnet Boulevard	Baton Rouge	70810	Bluebonnet
17742 Highland Road	Baton Rouge	70810	Highland Crossing
8166 Plank Road	Baton Rouge	70811	Harding
9494 Greenwell Springs Road	Baton Rouge	70814	Greenwell Springs
9808 Florida Boulevard	Baton Rouge	70815	Broadmoor
3617 South Sherwood Forest Boulevard	Baton Rouge	70816	Sherwood Forest
13380 Coursey Boulevard	Baton Rouge	70816	Coursey
13585 Hooper Road	Baton Rouge	70818	Hooper Road
14340 Greenwell Springs Road	Greenwell Springs	70739	Bellingrath
5440 Main Street	Zachary	70791	Zachary
233 West Main Street	Ville Platte	70586	Ville Platte Main
1011 E. Admiral Doyle Drive	New Iberia	70560	Admiral Doyle
2100 Belle Chase Highway	Gretna	70056	Gretna
1501 Lapalco Boulevard	Harvey	70058	Lapalco
900 Airline Highway	Kenner	70062	Airport
2609 Veterans Memorial Blvd	Kenner	70062	Kenner
3509 Williams Boulevard	Kenner	70065	Driftwood
4301 Lapalco Blvd	Marrero	70072	Marrero
2200 Clearview Parkway	Metairie	70001	Clearview
N 4454 Transcontinental Drive	Metairie	70002	Transcontinental
3060 North Causeway Boulevard	Metairie	70002	Lakeside
1441 Metairie Road	Metairie	70005	Metairie Road
615 Veterans Highway	Metairie	70005	Wilshire
4845 Veterans Boulevard	Metairie	70006	Veterans
400 Labarre Road	New Orleans	70121	Labarre Road
6318 Jefferson Highway	New Orleans	70123	Harahan
200 Midway Drive	New Orleans	70123	River Ridge
5200 Mounes Street	New Orleans	70123	Elmwood
106 Castille Avenue	Lafayette	70501	Castille Avenue
911 Lee Avenue	Lafayette	70501	Lee Avenue
3600 Johnston Street	Lafayette	70503	Johnston Street
223 Audubon Boulevard	Lafayette	70503	Oil Center
4524 Ambassador Caffery Parkway	Lafayette	70508	Ambassador Caffery
1245 Camellia Boulevard	Lafayette	70508	River Ranch
2408 West Pinhook Road	Lafayette	70508	Pinhook
331 Iberia Street	Youngsville	70592	Youngsville

Office Address	City (USPS)	Zip	Popular Name
Acadiane Parish			
16176 West Main Street	Galliano	70354	Galliano
4550 LA Highway 1	Raceland	70394	Raceland
716 North Canal Boulevard	Thibodaux	70301	Thibodaux
Livingston Parish			
29435 South Montpelier Avenue	Albany	70711	Albany
523 Florida Avenue, S.W.	Denham Springs	70726	Denham Springs
34830 LA Highway 16	Denham Springs	70726	Watson
2303 South Range Avenue	Denham Springs	70726	Plaza
27373 Louisiana Highway 42	Springfield	70462	Springfield
29500 Walker South Road	Walker	70785	Walker
Orleans Parish			
1250 Poydras Street	New Orleans	70113	Poydras Plaza
3001 Holiday Drive	New Orleans	70114	Holiday Drive
5335 Tchoupitoulas Street	New Orleans	70115	Tchoupitoulas
2421 St. Claude Avenue	New Orleans	70117	Third District
1324 S. Carrollton Avenue	New Orleans	70118	Carrollton
29c Mcalister Drive	New Orleans	70118	Tulane University
3311 Canal Street	New Orleans	70119	Mid City
3740 Elysian Fields Avenue	New Orleans	70122	Gentilly
875 Harrison Avenue	New Orleans	70124	Lakeview
5775 Read Boulevard	New Orleans	70127	Read Boulevard
1320 St. Charles Avenue	New Orleans	70130	St. Charles
430 Chartres Street	New Orleans	70130	Morgan State
610 Poydras Street	New Orleans	70130	Poydras Street
228 St. Charles Avenue (Main)	New Orleans	70130	New Orleans Main
Piangipite Parish			
8300 Highway 23	Belle Chasse	70037	Belle Chasse
St. Bernard Parish			
3131 Paris Road	Chalmette	70043	Paris Road
St. Landry Parish			
2250 West Laurel Avenue	Eunice	70535	Westgate
5672-1-49 North Service Road	Opelousas	70570	Opelousas
St. Mary Parish			
300 Canton Street	Berwick	70342	Berwick
414 Main Street	Franklin	70538	Franklin
1274 Belleview Road	Morgan City	70380	Bayou Vista
1100 Brashear Avenue	Morgan City	70380	Brashear
St. Tammany Parish			
103 East 21st Avenue	Covington	70433	Downtown Covington
1300 North Highway 190	Covington	70433	Covington
805 N. Collins Boulevard	Covington	70433	Collins Blvd.
69285 Highway 21	Covington	70433	Highway 21
1902 Florida St	Mandeville	70448	Old Mandeville
735 North Causeway Boulevard	Mandeville	70448	Mandeville Causeway

Office Address	City (USPS)	Zip	Popular Name
4005 Highway 59	Mandeville	70471	Highway 59
3201 Highway 190	Mandeville	70471	Mandeville
1411 Gause Boulevard	Slidell	70458	Slidell
2065 First Street	Slidell	70458	Olde Towne
2250 Gause Boulevard	Slidell	70461	Gause Boulevard
Tangipahoa Parish			
700 Southwest Railroad Avenue	Hammond	70401	Hammond
2305 West Thomas Street	Hammond	70401	Town & Country
1855 South Morrison Boulevard	Hammond	70403	South Morrison
583 West Railroad Avenue	Independence	70443	Independence
54025 Highway 1062	Loranger	70446	Loranger
545 W. Pine Street	Ponchatoula	70454	Ponchatoula
Terrebonne Parish			
1499 S. St. Charles Avenue	Houma	70360	Summerfield
7910 Main Street	Houma	70360	Main Street
720 Grand Caillou Road	Houma	70363	East Houma
6311 West Park Avenue	Houma	70364	Bayou Cane
Washington Parish			
300 Austin Street	Bogalusa	70427	Austin Street
919 Washington Street	Franklinton	70438	Franklinton
West Feliciana Parish			
12320 Jackson Road	Saint Francisville	70775	St. Francisville
TEXAS			
Harris County			
5115 Main Street	Houston	77002	Museum District
2979 North Loop West Freeway	Houston	77008	Northwest
12600 Memorial Drive	Houston	77024	Memorial
4265 San Felipe Road	Houston	77027	River Oaks
8002 Kirby Drive	Houston	77054	Medical Center
6767 Fm 1960 West	Houston	77069	Champions
CAYMAN ISLANDS			
68 Fort Street - Butterfield House	Cayman Kyl-1107		Cayman

5.

The said Bank Consolidation Agreement, previously identified as Exhibit "A", was unanimously adopted by the Board of Directors of HBMS and WB as of January 23, 2014. Certified copies of the Resolutions approving the Bank Consolidation Agreement, as taken from the minutes of the meetings of the respective Boards of Directors, are attached hereto as Exhibits "B" and "C" and made a part of this Application.

6.

The Bank Consolidation Agreement has been ratified and approved by the sole shareholder owning all of the outstanding voting capital stock of WB as well as the sole shareholder of HBMS. A certified copy of the resolutions approving the Agreement adopted by the sole shareholder of HBMS and WB, after due notice or waiver thereof, is attached hereto as Exhibit "D" and made a part of this Application.

7.

As further evidence of the action of HBMS and WB in approving the said Agreement, Carl J. Chaney, President and CEO of Hancock Bank, and CEO of Whitney Bank, has executed a notarized Affidavit certifying approval of the Agreement. A copy of the notarized Affidavit is attached hereto as Exhibit "E" and made a part of this application.

8.

The capital stock of the resulting bank will not be less than that required under the banking laws of the State of Mississippi.

9.

If the consolidation requested herein is approved, all the rights, franchises, and interests of the Applicant banks in and to every species of property, real, personal, and mixed, and choses in action thereto belonging, will be deemed to be vested in the resulting bank without any deed or other transfer, and the resulting bank will hold and enjoy the same in all rights of property, franchises, and interest in the same manner and to the same extent as have been held and enjoyed by HBMS and WB, respectively.

10.

The proposed consolidation will be in the best interest of the shareholders and depositors of both Applicant banks and to the banking public. As a result of the greater economic strength flowing from the consolidation, the resulting bank will be able to render increased banking services to the banking

public in the respective relevant geographic markets of each of the banks party to this transaction. The consolidation will further the economic progress and development of nineteen (19) parishes in Louisiana and one (1) county in Texas as well as provide convenient banking services for its Mississippi customers traveling in these Louisiana parishes. Since the relevant geographic market areas of HBMS and WB do not presently overlap, the proposed consolidation will not adversely affect any existing banking institution and will not result in any significant lessening of competition.

11.

HBMS and WB are each state non-member banking corporations insured by the Federal Deposit Insurance Corporation. Pursuant to the requirements of Section 18(c) of the Federal Deposit Insurance Act, as amended, 12 U.S.C. §1828(c), the consolidation must be approved by the Federal Deposit Insurance Corporation before it can become effective. An application for such approval was submitted to the Federal Deposit Insurance Corporation on January 31, 2014, and approval was received by letter dated March 3, 2014. A copy of the letter and Order approving the Application for Consolidation is attached hereto as Exhibit "F".

12.

WHEREFORE, Hancock Bank, Gulfport, Mississippi, and Whitney Bank, New Orleans, Louisiana, respectfully move the Commissioner of Banking and Consumer Finance of the State of Mississippi, in accordance with the provisions of *Miss. Code Ann.* §§ 81-5-85 and 81-23-1, *et seq.*, to approve the consolidation of Whitney Bank into Hancock Bank under the Charter of Hancock Bank, Gulfport, Mississippi, with the resulting bank's name to be changed by amendment to the charter of Hancock Bank to be known as WHITNEY BANK and to issue a Certificate of Authority therefor. The Applicant banks move for such other and general relief as to which they may be entitled.

THIS the 26th day of March, 2014.

Respectfully submitted,

HANCOCK BANK
Gulfport, Mississippi, Applicant

WHITNEY BANK
Baton Rouge, Louisiana, Applicant

JONES WALKER LLP
Attorneys for Applicants

BY: 
Craig N. Landrum

ARTICLES OF CONSOLIDATION

OF

WHITNEY BANK
NEW ORLEANS, LOUISIANA

WITH AND INTO

HANCOCK BANK
GULFPORT, MISSISSIPPI

WITH AN AMENDMENT TO THE
ARTICLES OF INCORPORATION OF HANCOCK BANK
TO CHANGE ITS NAME TO

WHITNEY BANK

WHEREAS, Hancock Bank, Gulfport, Mississippi is a state chartered bank operating under a Charter of Incorporation granted by the State of Mississippi; and

WHEREAS, the said Charter and Articles of Incorporation of Hancock Bank was granted on August 29, 1899; and

WHEREAS, Whitney Bank, New Orleans, Louisiana, is a state banking corporation operating under a Charter and Articles of Incorporation granted by the State of Louisiana; and

WHEREAS, the said Charter and Articles of Incorporation of Whitney Bank was granted on August 2, 1990; and

WHEREAS, on January 23, 2014, Hancock Bank, acting by its Board of Directors pursuant to the provisions of *Miss. Code Ann. § 81-5-85*, as amended, and *Miss. Code Ann. § 81-23-1, et seq.*, as amended, adopted and executed a Bank Consolidation Agreement effective as of receipt of all regulatory approvals whereby Whitney Bank would be consolidated into Hancock Bank; and

WHEREAS, on January 23, 2014, Whitney Bank, acting by its Board of Directors pursuant to the provisions of *LA R.S.*, §6:533 and §6:536, as amended, adopted and executed a Bank Consolidation Agreement effective as of receipt of all regulatory approvals whereby Whitney Bank would be consolidated into Hancock Bank; and

WHEREAS, the Bank Consolidation Agreement was ratified and confirmed by the sole shareholder of both Hancock Bank and Whitney Bank by waiver of notice and unanimous consent of shareholders on January 23, 2014, with shareholders owning at least two-thirds (2/3) of the outstanding capital stock of Whitney Bank voting in the affirmative; and

WHEREAS, on March 3, 2014, the Federal Deposit Insurance Corporation, acting pursuant to Section 18(c) of the Federal Deposit Insurance Act, 12 U.S.C. § 1828(c), entered an Order granting the consent of the Federal Deposit Insurance Corporation to the proposed consolidation; and

WHEREAS, by separate resolutions, the respective Boards of Directors of Hancock Bank and Whitney Bank have resolved that the consolidation between the two institutions be consummated effective immediately prior to the close of business on March 31, 2014; and

WHEREAS, the matters recited above are evidenced by certain documents, copies of which are attached as part of the annexed Application for Consolidation of Whitney Bank, New Orleans, Louisiana into Hancock Bank, Gulfport, Mississippi, and made a part of these Articles of Consolidation, which documents are identified as follows:

- A. Bank Consolidation Agreement between Hancock Bank and Whitney Bank.
- B. Certified copy of the Board of Directors Resolution approving the Bank Consolidation Agreement as taken from the minutes of the meeting of Board of Directors of Hancock Bank as of January 23, 2014
- C. Certified copy of the Board of Directors Resolution approving the Bank Consolidation Agreement as taken from the minutes of the meeting of the Board of Directors of the Whitney Bank as of January 23, 2014.

- D. Certified copy of the Resolution of Hancock Holding Company as sole shareholder of both banks approving the Bank Consolidation Agreement adopted by Waiver of Notice and Unanimous Consent of the Sole Shareholder of Hancock Bank and Whitney Bank as of January 23, 2014.
- E. Notarized Affidavit of Carl J. Chaney, President and CEO of Hancock Bank and CEO of Whitney Bank concerning director and shareholder approval of the Bank Consolidation Agreement.
- F. Order of Federal Deposit Insurance Corporation approving the Application for Consolidation.
- G. Certified copy of the resolution directing that the Consolidation be consummated effective immediately prior to the close of business on March 31, 2014, as taken from the minutes of the Board of Directors of Hancock Bank.
- H. Certified copy of the resolution directing that the Consolidation be consummated effective immediately prior to the close of business on March 31, 2014, as taken from the minutes of the Board of Directors of Whitney Bank.

NOW, THEREFORE, Hancock Bank, Gulfport, Mississippi and Whitney Bank, New Orleans, Louisiana, each respective bank acting by and through its undersigned officers, hereby requests the Commissioner, Mississippi Department of Banking & Consumer Finance, to approve these Articles of Consolidation subject to the terms of the annexed Bank Consolidation Agreement such consolidation to be effective immediately prior to the close of business on March 31, 2014, to attach his Certificate of Approval thereto and to forward these Articles of Consolidation to the Attorney General for processing and subsequent transmittal to the Governor and Secretary of State, all in accordance with Section 81-3-15 of the Mississippi Code of 1972, as amended.

THIS the 20th day of March, 2014.

Respectfully submitted,

HANCOCK BANK
Gulfport, Mississippi

BY: _____

CARL J. CHANEY, President/CEO

ATTEST:

Shirley L. Mansco
Jeanette Bernhardt

WHITNEY BANK
New Orleans, Louisiana

BY:

John Hairston
JOHN HAIRSTON, CEO/COO

ATTEST:

Janet Harbour
Jeanette Bernhardt

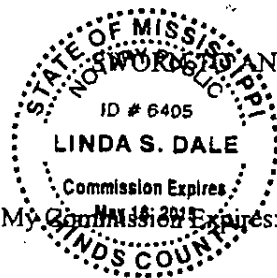
STATE OF MISSISSIPPI
COUNTY OF Leak

PERSONALLY appeared before me, the undersigned authority in and for the said jurisdiction, the within named CARL J. CHANEY, who having been duly sworn by me, stated under oath the following:

I, the undersigned CARL J. CHANEY, President/CEO of Hancock Bank, Gulfport, Mississippi, do hereby certify that the matters set forth in the foregoing Articles of Consolidation are true and correct as therein stated, and that I have signed the foregoing Articles of Consolidation on behalf of Hancock Bank, having full power & authority to do so.

IN WITNESS WHEREOF, I have affixed my signature on this the 20th day of March, 2014.


CARL J. CHANEY, President/CEO



SWORN TO AND SUBSCRIBED BEFORE ME, on this the 20th day of March, 2014.


NOTARY PUBLIC

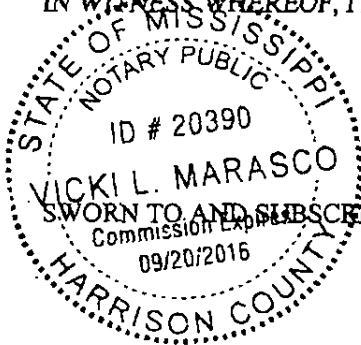
My Commission Expires: 5-16-15

STATE OF MISSISSIPPI
COUNTY OF Harrison

PERSONALLY appeared before me, the undersigned authority in and for the said jurisdiction, the within named JOHN HAIRSTON, who having been duly sworn by me, stated under oath the following:

I, the undersigned JOHN HAIRSTON, CEO/COO of Whitney Bank, New Orleans, Louisiana, do hereby certify that the matters set forth in the foregoing Articles of Consolidation are true and correct as therein stated, and have signed the foregoing Articles of Consolidation on behalf of Whitney Bank, having full power & authority to do so.

IN WITNESS WHEREOF, I have affixed my signature on this the 22nd day of March, 2014.




JOHN HAIRSTON, CEO

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 22nd day of March, 2014.


NOTARY PUBLIC

My Commission Expires: 9.20.16

EXHIBIT A

BANK CONSOLIDATION AGREEMENT

BANK CONSOLIDATION AGREEMENT

BY AND BETWEEN

HANCOCK BANK
Gulfport, Mississippi

AND

WHITNEY BANK
New Orleans, Louisiana

Dated as of January 23, 2014

BANK CONSOLIDATION AGREEMENT

By and Between

HANCOCK BANK
Gulfport, Mississippi

and

WHITNEY BANK
New Orleans, Louisiana

This Bank Consolidation Agreement is made and entered into as of the 23rd day of January, 2014, between HANCOCK BANK, Gulfport, Mississippi, a Mississippi banking corporation maintaining its principal office in Gulfport, Mississippi ("Hancock") and WHITNEY BANK, New Orleans, Louisiana, a Louisiana banking corporation maintaining its principal office in New Orleans, Louisiana ("Whitney") (the "Bank Consolidation Agreement").

WITNESSETH:

WHEREAS, the shareholder of Hancock and Whitney (collectively, the "Constituent Banks") and their respective Boards of Directors deem it advisable that Whitney consolidate with and into HANCOCK (the "Bank Consolidation") pursuant to the provisions of the Mississippi Banking Laws, and upon the terms and conditions hereinafter set forth in the Plan;

NOW THEREFORE, the Constituent Banks hereby make, adopt and approve this Bank Consolidation Agreement and prescribe the terms and conditions of the Bank Consolidation and the mode of carrying the Bank Consolidation into effect as follows:

ARTICLE ONE

The Bank Consolidation

Upon the terms and subject to the conditions set forth in hereinafter, on the Effective Date (as defined in Article Two hereof) Whitney shall be consolidated with and into Hancock as the resulting bank (the "Resulting Bank") and the separate existence of Whitney shall cease.

ARTICLE TWO

Effective Date and Time

The Bank Consolidation shall be effective no earlier than the date and time specified or permitted by the Mississippi Department of Banking and Consumer Finance ("MDBCF") in a Certificate of Consolidation/Merger or other written record issued by the MDBCF, such date to be determined by resolution of the Board of Directors of Hancock (such time and date being herein referred to as the "Effective Time" and the "Effective Date", respectively).

ARTICLE THREE

Conversion and Cancellation of Shares

On the Effective Date each issued and outstanding share of Whitney capital stock shall be canceled.

ARTICLE FOUR

Effects of Bank Consolidation

The Bank Consolidation shall have the effects set forth in *MISS. CODE ANN. §81-5-85* and *LA. REV. STAT. §§6:351 through 6:355* and specifically §6:355 thereof. Upon the Effective Date, the main office of Whitney and each branch office maintained by Whitney as a branch office immediately before the Bank Consolidation becomes effective shall become a branch office of Hancock and the main office and all branch offices of Hancock immediately before the Bank Consolidation shall remain branches of Hancock. Specifically, but not by way of exclusion, on the Effective Date all of the assets and property of every kind and character, real, personal and mixed, tangible and intangible, choses in action, rights, and credits then owned by Whitney, or which would inure to it, shall immediately by operation of law and without any conveyance or transfer or without any further action or deed, be vested in and become the property of Hancock, which shall have, hold, and enjoy the same in its own right as fully and to the same extent as the same were possessed, held, and enjoyed by Whitney prior to such consolidation; and Hancock shall be deemed to be and shall be a continuation of the original entities and all of the rights and obligations of Whitney shall remain unimpaired, and Hancock, on the Effective Date of the Bank Consolidation, shall succeed to all such rights, obligations, duties and liabilities connected therewith.

The Charter and Articles of Incorporation and Bylaws of Hancock shall be the Charter and Articles of Incorporation and Bylaws of the Resulting Bank following the Effective Date of the Bank Consolidation and shall be amended to change the name "Hancock Bank" to "Whitney Bank", unless and until the same shall be further amended in accordance with the provisions hereof and the applicable statutes. The members of the Board of Directors of Hancock after the Bank Consolidation shall be the members of the Board of Directors of Hancock and Whitney prior to the Bank Consolidation except as may be changed or modified by the Board of Directors of Hancock's holding company as the sole shareholder. The officers of Whitney shall after the Bank Consolidation become officers of Hancock, as the same may be modified and adjusted by the Hancock board of directors. The shares of common stock of Hancock as the Resulting Bank outstanding immediately prior to the Effective Date of the Bank Consolidation shall remain outstanding. The authorized capital stock of Hancock as the Resulting Bank following the Effective Date of the Bank Consolidation shall be unchanged, unless and until the same shall be changed in accordance with the applicable law.

ARTICLE FIVE

Name of Resulting Bank

As a result of the consolidation and upon the Effective Date of the Bank Consolidation, Article I of the Articles of Incorporation of Hancock Bank shall be amended by amending the text of Article I which now reads: "The name of the banking corporation shall be Hancock Bank (the "Bank").", to read as follows: "The name of the banking corporation shall be Whitney Bank (the "Bank")."

ARTICLE SIX

Filing of Bank Consolidation Agreement

The fact of approval of the Bank Consolidation Agreement by the shareholders of Whitney and Hancock shall be certified hereon by the Secretary or Assistant Secretary of the Constituent Banks, and this Bank Consolidation Agreement, as approved and certified, shall be signed and acknowledged by the President or Vice President of each of the Constituent Banks. Thereafter, a multiple original of this Bank Consolidation Agreement, so certified, signed and acknowledged, shall be delivered to the Louisiana Office of Financial Institutions ("OFI") for filing and recordation in the manner required by law; and thereafter, as soon as practicable (but not later than the time required by law), a copy of the Certificate of Merger issued by the OFI shall be filed for record in the mortgage offices for the parish of Orleans and shall also be recorded in the conveyance records for the said parishes and any other parish and county in which Whitney owned real property on the Effective Date of the Bank Consolidation.

ARTICLE SEVEN

Miscellaneous

At any time prior to the Effective Date, this Bank Consolidation Agreement may be terminated by the mutual agreement of the Boards of Directors of the Constituent Banks.

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be executed by their duly authorized representatives and by a majority of the Directors of each of the Constituent Banks as of the date first above written.

WHITNEY BANK
NEW ORLEANS, LOUISIANA

By: _____

Name: Joseph S. Exorcios

Title: President

Attest: _____

HANCOCK BANK
GULFPORT, MISSISSIPPI

By: _____

Name: Carl J. Chaney

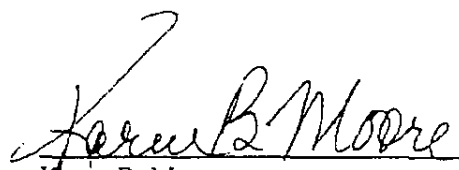
Title: President

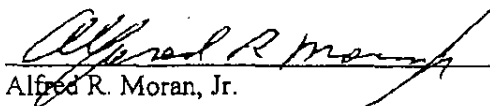
Attest: _____

HANCOCK BANK
By a majority of its Directors


Carl J. Chaney


Henry M. Dick, III


Karen B. Moore

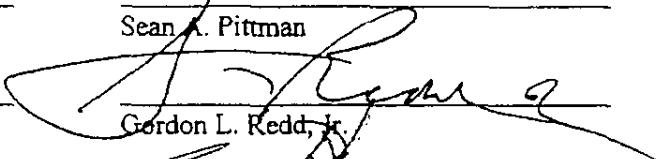

Alfred R. Moran, Jr.

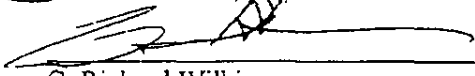
James R. Ginn


John M. Hairston


Dwain G. Luce, Jr.

Sean A. Pittman


Gordon L. Redd, Jr.


C. Richard Wilkins

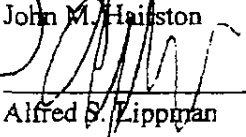
WHITNEY BANK
By a majority of its Directors

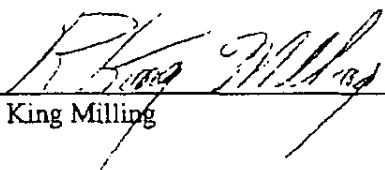

Ronald R. Anderson


Jefferson M. Angers

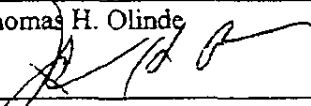

Carl J. Chaney

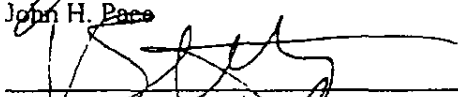

John M. Hairston


Alfred S. Lippman


R. King Milling

Thomas H. Olinde


John H. Pace


Lewis W. Stirling III

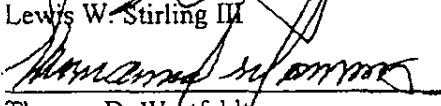

Thomas D. Westfeldt

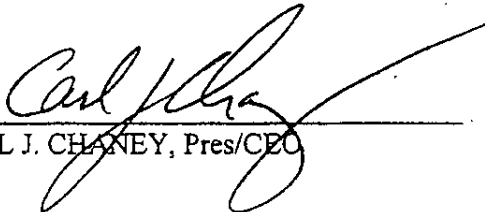
EXHIBIT B

CERTIFICATE

**HANCOCK BANK
Board Resolutions**

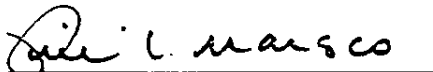
I, Carl J. Chaney, President/CEO of Hancock Bank, a Mississippi banking corporation (the "Company"), do hereby certify that the attached is a true and correct copy of the resolutions of the Board of Directors of the Company, approving the consolidation of Whitney Bank, New Orleans, Louisiana, with and into Company, which were duly adopted on January 23, 2014, and have not been rescinded as of this date.

This the 20th day of March, 2014.



CARL J. CHANEY, Pres/CEO

ATTEST:



Title: Banking Officer

HANCOCK BANK

BOARD OF DIRECTORS RESOLUTION APPROVING BANK CONSOLIDATION AGREEMENT

WHEREAS, the Board of Directors of Hancock Bank, Gulfport, Mississippi, ("Hancock") has determined that it is in the best interests of Hancock to combine with its sister bank, Whitney Bank, New Orleans, Louisiana, ("Whitney") into a single bank under the charter of Hancock Bank; and

WHEREAS, such transaction could best be accomplished by the consolidation of Whitney with and into Hancock, whose name will be changed to Whitney Bank by an amendment incorporated into the consolidation agreement.

THEREFORE, BE IT RESOLVED, that the Board of Directors of Hancock hereby accepts, approves and adopts the following resolutions:

Consolidation of Banks

RESOLVED, that the Board of Directors of Hancock Bank hereby accepts, approves and adopts that certain Bank Consolidation Agreement dated as of January 23, 2014, by and between Hancock and Whitney, whereby Whitney Bank, New Orleans, Louisiana, will be consolidated with and into Hancock Bank, Gulfport, Mississippi, under Hancock's Charter and Articles of Incorporation which will be amended to change the name of Hancock Bank to Whitney Bank with the domicile remaining in Gulfport, Mississippi; and approves the consolidation of Whitney into Hancock;

RESOLVED FURTHER, that the appropriate officers of Hancock be, and they hereby are, authorized and directed to make, execute, and file any and all necessary applications and other documents with the appropriate regulatory agencies in order to obtain approval of the transactions contemplated herein; and

RESOLVED FURTHER, that the appropriate officers of Hancock be, and they hereby are, authorized and directed to undertake such additional actions and to execute any and all other or further documents and agreements, all on behalf of Hancock, as they, acting in their sole discretion, may deem necessary and desirable to effectuate the purposes of the foregoing resolutions.

RESOLVED FURTHER, that Craig N. Landrum be, and he hereby is, authorized and directed to execute, on behalf of Hancock Bank, any appropriate regulatory filings with the Mississippi Department of Banking and Consumer Finance, the Federal Deposit Insurance Corporation, the Louisiana Office of Financial Institutions and the Board of Governors of the Federal Reserve System to effect the intent of the foregoing resolutions.

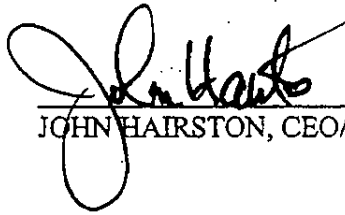
EXHIBIT C

CERTIFICATE

**WHITNEY BANK
Board Resolutions**

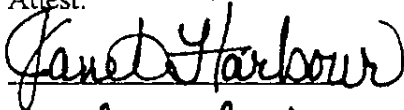
I, John Hairston, CEO/COO of Whitney Bank, a state banking corporation (the "Company"), do hereby certify that the attached is a true and correct copy of the resolutions of the Board of the Company approving the consolidation of Company with and into Hancock Bank, adopted on January 23, 2014. These resolutions have not been rescinded as of this date.

This the 22nd day of March, 2014.



JOHN HAIRSTON, CEO/COO

Attest:



Title: Exec. Asst.

WHITNEY BANK

BOARD OF DIRECTORS RESOLUTION APPROVING BANK CONSOLIDATION AGREEMENT

WHEREAS, the Board of Directors of Whitney Bank, New Orleans, Louisiana, ("Whitney") has determined that it is in the best interests of Whitney to combine with its sister bank, Hancock Bank, Gulfport, Mississippi, ("Hancock") into a single bank under the charter of Hancock Bank; and

WHEREAS, such transaction could best be accomplished by the consolidation of Whitney with and into Hancock, whose name will be changed to Whitney Bank by an amendment incorporated into the consolidation agreement.

THEREFORE, BE IT RESOLVED, that the Board of Directors of Whitney hereby accepts, approves and adopts the following resolutions:

Consolidation of Banks

RESOLVED, that the Board of Directors of Whitney Bank hereby accepts, approves and adopts that certain Bank Consolidation Agreement dated as of January 23, 2014, by and between Hancock and Whitney, whereby Whitney Bank, New Orleans, Louisiana, will be consolidated with and into Hancock Bank, Gulfport, Mississippi, under Hancock's Charter and Articles of Incorporation which will be amended to change the name of Hancock Bank to Whitney Bank with the domicile remaining in Gulfport, Mississippi, and approves the consolidation of Whitney into Hancock;

RESOLVED FURTHER, that the appropriate officers of Whitney be, and they hereby are, authorized and directed to make, execute, and file any and all necessary applications and other documents with the appropriate regulatory agencies in order to obtain approval of the transactions contemplated herein; and

RESOLVED FURTHER, that the appropriate officers of Whitney be, and they hereby are, authorized and directed to undertake such additional actions and to execute any and all other or further documents and agreements, all on behalf of Whitney, as they, acting in their sole discretion, may deem necessary and desirable to effectuate the purposes of the foregoing resolutions.

RESOLVED FURTHER, that Craig N. Landrum be, and he hereby is, authorized and directed to execute, on behalf of Whitney Bank, any appropriate regulatory filings with the Mississippi Department of Banking and Consumer Finance, the Federal Deposit Insurance Corporation, the Louisiana Office of Financial Institutions and the Board of Governors of the Federal Reserve System to effect the intent of the foregoing resolutions.

EXHIBIT D

CERTIFICATE

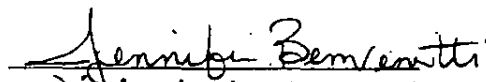
**HANCOCK BANK
Sole Shareholder Resolutions**

I, Carl J. Chaney, President and CEO of Hancock Bank, a Mississippi banking corporation, and CEO of Whitney Bank, a Louisiana banking corporation, (the "Companies"), do hereby certify that the attached is a true and correct copy of the resolutions of the Sole Shareholder, Hancock Holding Company, of the Companies, approving the consolidation of Whitney Bank with and into Hancock Bank, which was duly adopted on January 23, 2014, and has not been rescinded as of this date.

This the 20th day of March, 2014.


CARL J. CHANEY, President/CEO and CEO

ATTEST:


Jennifer Benvenuti
Title: Banking Officer

HANCOCK HOLDING COMPANY
Sole Shareholder
Of
Whitney Bank And Of Hancock Bank

RESOLUTION
APPROVING BANK CONSOLIDATION AGREEMENT

WHEREAS, the Board of Hancock Holding Company ("HHC") has determined that it is in the best interests of its shareholders to combine its subsidiary bank, Whitney Bank, New Orleans, Louisiana, ("Whitney") with its subsidiary bank, Hancock Bank, Gulfport, Mississippi ("Hancock") into a single bank; and

WHEREAS, such transaction could best be accomplished by the consolidation of Whitney with and into Hancock, whose name will be changed to Whitney Bank by an amendment incorporated into the consolidation agreement.

THEREFORE, BE IT RESOLVED, that the Board of Directors, acting as the shareholder of Whitney and the shareholder of Hancock, hereby accepts, approves and adopts the following resolutions:

Consolidation of Subsidiary Banks

RESOLVED, that the Board of Directors of HHC, in its capacity as shareholder of Hancock Bank and as shareholder of Whitney Bank hereby accepts, approves and adopts that certain Bank Consolidation Agreement dated as of January 23, 2014, by and between Hancock and Whitney, whereby Whitney Bank, New Orleans, Louisiana, will be consolidated with and into Hancock Bank, Gulfport, Mississippi, under Hancock's Charter and Articles of Incorporation which will be amended to change the name of Hancock Bank to Whitney Bank with the domicile remaining in Gulfport, Mississippi, and approves the consolidation of Whitney into Hancock;

RESOLVED FURTHER, that the appropriate officers of HHC be, and they hereby are, authorized and directed to make, execute, and file any and all necessary applications and other documents with the appropriate regulatory agencies in order to obtain approval of the transactions contemplated herein; and

RESOLVED FURTHER, that the appropriate officers of HHC be, and they hereby are, authorized and directed to undertake such additional actions and to execute any and all other or further documents and agreements, all on behalf of HHC, as they, acting in their sole discretion, may deem necessary and desirable to effectuate the purposes of the foregoing resolutions.

RESOLVED FURTHER, that Craig N. Landrum be, and he hereby is, authorized and directed to execute, on behalf of HHC, Hancock Bank or Whitney Bank, any appropriate regulatory filings with the Mississippi Department of Banking and Consumer Finance, the Louisiana Office of Financial Institutions and the Board of Governors of the Federal Reserve System to effect the intent of the foregoing resolutions.

EXHIBIT E

AFFIDAVIT OF PRESIDENT

HANCOCK BANK
Gulfport, Mississippi


STATE OF MISSISSIPPI

COUNTY OF Hinds

PERSONALLY appeared before me, the undersigned authority in and for the aforesaid jurisdiction, the within named CARL J. CHANEY, who having been duly sworn by me, stated under the oath the following:

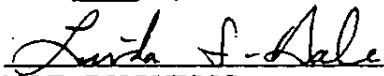
I, the undersigned CARL J. CHANEY, President and CEO of Hancock Bank and CEO of Whitney Bank do hereby state and certify that the Bank Consolidation Agreement (the "Agreement") by which Whitney Bank, will consolidate with and into Hancock Bank was duly adopted by the Board of Directors of Hancock Bank on January 23, 2014, and by the Board of Directors of Whitney Bank on January 23, 2014, and that the said Agreement was ratified and confirmed by Hancock Holding Company, the sole shareholder of Hancock Bank and of Whitney Bank, by written consent on January 23, 2014, with shareholders owning more than two-thirds (2/3) of the shares of outstanding common stock of Hancock Bank and Whitney Bank voting in favor of the ratification and confirmation, all in accordance with *Miss. Code Ann.* § 81-5-85, as amended and *LA R.S.*, §6:533 and §6:536, as amended.

This the 20th day of March, 2014.



CARL J. CHANEY, President/CEO and CEO

SWORN TO AND SUBSCRIBED BEFORE ME, this the 20th day of March, 2014.



NOTARY PUBLIC

My Commission Expires



EXHIBIT F

Federal Deposit Insurance Corporation



Federal Deposit Insurance Corporation
Dallas Regional Office
1601 Bryan Street, Dallas, Texas 75201
(214) 754-0098 FAX (972) 761-2082

Division of Risk Management Supervision
Memphis Area Office
6060 Primacy Parkway, Ste. 300, Memphis, Tennessee 38119
(901) 685-1603 FAX (901) 821-5308

March 3, 2014

Board of Directors
Hancock Bank
2510 14th Street
Gulfport, Mississippi 39501-1947

Dear Members of the Board:

Subject: Application by Hancock Bank, Gulfport, Mississippi for
Consent to Merge with Whitney Bank, New Orleans, Louisiana

Pursuant to the authority delegated by the Board of Directors of the Federal Deposit Insurance Corporation and the Director of its Division of Risk Management Supervision, I have approved this application, subject to the conditions as specified in the enclosed Order and Basis for Corporation Approval. This transaction may be consummated immediately.

Please advise us of the date of consummation of the transaction. If an extension of the six-month time limitation included in the Order becomes necessary, a letter-application requesting a specified extension should be submitted to this office.

This transaction must be consummated as proposed in the application. If any of the terms, conditions, or parties to the transaction change, this office must be notified in writing prior to consummation in order to determine if any additional action by the Corporation is required.

In addition, we expect that the affected depositors will be given timely advance notice that their accounts are being transferred to another financial institution.

Since your bank will be assuming all the deposits of Whitney Bank, you will need to provide written certification to this office that its deposit liabilities have been assumed, as required by Section 307.2 of the FDIC Rules and Regulations. A copy of Part 307 is enclosed.

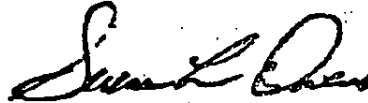
Board of Directors
Hancock Bank
Gulfport, Mississippi

-2-

March 3, 2014

Should you need to contact us, please feel free to call Case Manager Ruth Ellen Cetto at 901/821-5237, or address any correspondence to Kristie K. Elmquist, Regional Director, Memphis Area Office, 6060 Primacy Parkway, Suite 300, Memphis, Tennessee 38119.

Sincerely,



Serena L. Owens
Deputy Regional Director

Enclosure

~~cc~~ Mr. Craig N. Landrum
Jones Walker LLP
Post Office Box 427
Jackson, Mississippi 39205-0427

FEDERAL DEPOSIT INSURANCE CORPORATION

Re: Hancock Bank
Gulfport, Mississippi

Application for Consent to Merge and Establish 120 Branches

ORDER AND BASIS FOR CORPORATION APPROVAL

Pursuant to Section 18(c) and other provisions of the Federal Deposit Insurance ("FDI") Act, Hancock Bank, Gulfport, Harrison County, Mississippi, an insured state nonmember bank with total resources of \$6,615,096,000 and total deposits of \$4,987,789,000 as of December 31, 2013, has filed an application for the Corporation's consent to merge with Whitney Bank, New Orleans, Orleans Parish, Louisiana, an insured state nonmember bank with total resources of \$13,016,484,000 and total deposits of \$10,501,067,000 as of December 31, 2013, under the charter of Hancock Bank and with the title of Whitney Bank, and to establish the 119 domestic offices and one foreign branch of Whitney Bank as branches of the resultant bank. Notice of the proposed transaction, in a form approved by the Corporation, has been published pursuant to the FDI Act.

Essentially a corporate reorganization, the proposal would provide a means by which Hancock Holding Company, Gulfport, Mississippi, may consolidate some of its operations. The proponents have been under common control since 1990. The proposed transaction would not affect the structure of commercial banking or the concentration of banking resources within the relevant markets. Services to be offered in the relevant market by the resultant bank would not differ materially from those presently offered by the proponents.

A review of available information, including the Community Reinvestment Act ("CRA") Ratings of the proponents, discloses no inconsistencies with the purposes of the CRA. The resultant institution is expected to continue to meet the credit needs of its entire community, consistent with the safe and sound operation of the institution.

In connection with the application, the Corporation has also taken into consideration the financial and managerial resources and future prospects of the proponent institutions and the resultant bank, the convenience and needs of the community to be served, and the risk to the stability of the United States banking or financial system. The FDIC has also taken into consideration the effectiveness of the insured depository institutions involved in the proposed merger transaction in combating money laundering activities. Having found favorably on these statutory factors and having considered other relevant information, it is the Corporation's judgment that the application should be and hereby is approved subject to the following conditions relating to the foreign branch:

1. In addition to the records, controls and reports required by Section 347.116(a) of the FDIC Rules and Regulations, the Bank shall take all steps within its control to ensure that the Branch and its officers, employees, agents, affiliates, independent contractors and subcontractors provide the Bank with access to information and records concerning the business operations and transactions of the Branch in Grand Cayman, Cayman Islands, as permitted under Cayman Island law. In addition to the requirements of Section 347.116(b) of the FDIC Rules and Regulations, the Bank shall, upon request in connection with an FDIC examination of the Bank or otherwise, provide such information to the FDIC, written in English and denominated in U.S. dollars.

2. Notwithstanding the provisions of condition (1) above, the Bank shall maintain all books and records pertaining to the subject Branch at its main office in the U.S.
3. The Bank shall ensure that notice and consent provisions are included in appropriate and relevant documents and instruments governing customer relationships of the Branch to permit the Bank to disclose to the FDIC all documents and information concerning customer relationships and accounts of the Branch.
4. The Bank shall ensure that the Branch develops and maintains an enhanced due diligence program acceptable to the FDIC. The program shall be designed to identify and monitor customers and transactions that pose a heightened risk to the Bank.
5. The Bank shall ensure that the Branch does not represent or advertise that deposits taken at the Branch are insured by the FDIC.
6. Notwithstanding the provisions of condition (5) above, the Bank shall, pursuant to Section 360.8(e), disclose to its customers, in writing, that their swept funds are not deposits, as defined by 12 U. S.C. Sec. 1813(1), and shall further disclose the general creditor status or secured creditor status, as applicable, the customers would have in the event of failure of the Bank.
7. The Bank shall notify and obtain the written consent of the FDIC prior to the Branch engaging in any activities that are not specifically described in the application submitted by the Bank.
8. The consent granted herein is based on the facts, circumstances and commitments presented to the FDIC in connection with the application. The Bank shall notify the FDIC of any significant change in the facts, laws or circumstances involving the application. The approval of the FDIC is conditioned on the ability to alter, suspend or withdraw its approval should any development warrant such action, as determined by the FDIC.
9. All necessary and final approvals shall have been obtained from the appropriate State, Federal, and foreign authorities.


The transaction shall not be consummated later than six months after the date of this Order, unless such period is extended for good cause by the Corporation. Until the proposed transaction becomes effective, the Corporation shall have the right to alter, suspend or withdraw its approval should any interim development be deemed to warrant such action.

By Order of the Regional Director of the Dallas Regional Office, acting pursuant to delegated authority for the Board of Directors of the Corporation.

Dated at Memphis, Tennessee this 3rd day of March, 2014.

FEDERAL DEPOSIT INSURANCE CORPORATION

By:



Serena L. Owens
Deputy Regional Director
Dallas Region

EXHIBIT G

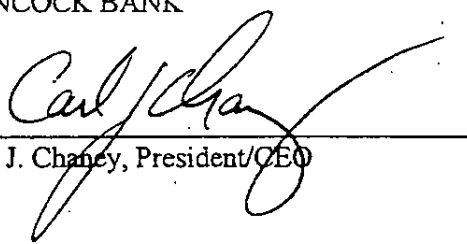
**CERTIFICATE OF
HANCOCK BANK**

**BOARD OF DIRECTORS RESOLUTION
SETTING EFFECTIVE TIME AND DATE**

I, Carl J. Chaney, hereby certify that I am the duly elected, qualified and acting President/CEO of Hancock Bank, a Mississippi banking corporation, and that I have been granted the authority by the Board of Directors to set the effective date and time of the consolidation of Whitney Bank into Hancock Bank, Gulfport, Mississippi, which shall be consummated effective immediately prior to close of business on March 31, 2014, based on the financial condition of the banks at the close of the business day.

This the 20th day of March, 2014.

HANCOCK BANK



Carl J. Chaney, President/CEO

EXHIBIT H

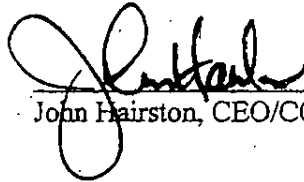
**CERTIFICATE OF
WHITNEY BANK**

**BOARD OF DIRECTORS RESOLUTION
SETTING EFFECTIVE TIME AND DATE**

I, John Hairston, hereby certify that I am the duly elected, qualified and acting CEO/COO of Whitney Bank, a Louisiana banking corporation, and that I have been granted the authority by the Board of Directors to set the effective date and time of the consolidation of Whitney Bank into Hancock Bank, Gulfport, Mississippi, which shall be consummated effective immediately prior to close of business on March 31, 2014, based on the financial condition of the banks at the close of the business day.

This the 22nd day of March, 2014.

WHITNEY BANK

A handwritten signature in black ink, appearing to read "John Hairston", is written over a horizontal line.

John Hairston, CEO/COO