

# F030000000981

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(Requestor's Name)

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(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

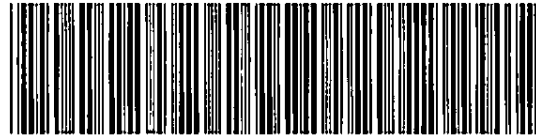
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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FILED  
2018 MAY 30 PM 4:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C GOLDEN  
MAY 31 2018

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** WHITNEY 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:

Craig N. Landrum, Esq.

Name of Contact Person

Jones Walker LLP

Firm/Company

190 E Capitol St., Suite 800 (P. O. Box 427, Jackson, MS 39205-0427)

Address

Jackson, MS 39201

City/State and Zip Code

Teressa Lygate@hanncockwhitney.com

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

For further information concerning this matter, please call:

Craig N. Landrum

Name of Contact Person

at ( 801 ) 949-4973 OR 4967

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

www.FLOFR.com

**DREW J. BREAKSPEAR**  
COMMISSIONER

May 17, 2018

Ms. Linda Dale  
Jones Walker  
190 East Capitol Street  
Jackson, MS 39201

Re: Hancock Whitney Bank

Dear Ms. Dale:

Reference is made to your recent letter requesting approval to register the above-referenced fictitious name with the Florida Secretary of State by Hancock Whitney Bank, which is a FDIC regulated state chartered bank located in Gulfport, Mississippi.

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. Therefore, this Office will not object to the use of the above referenced name being registered to transact business in the state of Florida. However, this correspondence is not intended to grant the authority to act in any licensed capacity until all licensing requirements have been met within this state.

Sincerely,

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

Jeremy W. Smith  
Director  
Division of Financial Institutions

JWS:trd

cc: Lyn Shoffstall, 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  
MAY 30 PM 4:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. WHITNEY BANK  
(Name of corporation as it appears on the records of the Department of State)
2. Mississippi 3. February 26, 2003  
(Incorporated under laws of) (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? May 25, 2018

5. HANCOCK 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

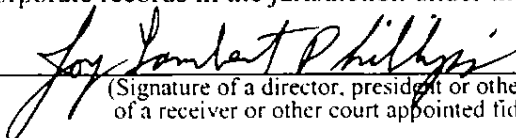
(New duration)

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.



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

Joy Lambert Phillips

(Typed or printed name of person signing)

Executive Vice President

(Title of person signing)



DELBERT HOSEMANN  
*Secretary of State*

**Office of the Secretary of State**  
Jackson, Mississippi

HANCOCK WHITNEY BANK

Business ID: 409871

The attached 13 pages are true and correct copies of documents filed in the Mississippi Secretary of State's Office pursuant to the Mississippi Code of 1972 Annotated.

This the 29th day of May, 2018.

Given under my hand and seal of office  
the 29th day of May, 2018

*C. Delbert Hosemann, Jr.*

C. DELBERT HOSEMANN, JR.  
*Secretary of State*

Certificate Number: CN18052510

Verify this certificate online at <http://corp.sos.ms.gov/corpconv/verifycertificate.aspx>

F0012

2018/15780  
20181/5/80



DELBERT HOSEMANN  
Secretary of State

Business ID: 409871  
Filed: 05/25/2018 08:13 AM  
C. Delbert Hosemann, Jr.  
Secretary of State

Fee: \$ 50

P.O. BOX 136  
JACKSON, MS 39205-0136

TELEPHONE: (601) 359-1633

## Articles/Certificate of Amendment

### Business Details

**Business ID:** 409871

**Business Name:** WHITNEY BANK

**Future Effective Date:** 05/25/2018

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### Current Business Name

**Business Name:** WHITNEY BANK

### Amended Business Name

**Business Name:** HANCOCK WHITNEY BANK

### Adoption and Approval Voting

The amendment(s) was(were) adopted on 02/22/2018.

- ☐ The Incorporators.
- ☐ The Directors without shareholder action and shareholder action was not required.
- ☒ The shareholders in the manner required by the Mississippi Business Corporation Act and the Articles of Incorporation.

### Signature

By entering my name in the space provided, I certify that I am authorized to file this document on behalf of this entity, have examined the document and, to the best of my knowledge and belief, it is true, correct and complete as of this day **04/24/2018**.

**Name:**

Joy Lambert Phillips  
Vice President

**Address:**

2510 14th Street  
Gulfport, MS 39501

**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 Application for Amendment to the Charter of Incorporation and Approval thereof*

**WHITNEY BANK  
GULFPORT, HARRISON COUNTY, MISSISSIPPI**

**Changing its Name to**

**HANCOCK 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 404 in this office. Accordingly, the undersigned, as such Secretary of State, and by virtue of the authority vested in him, by law, issues this Application of Amendment.*

*I have hereunto set my hand and caused the Seal of the Great State of Mississippi to be affixed this the 25th day of May, 2018*



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

STATE OF MISSISSIPPI

*Office of the Governor*



The within and foregoing Amendment of the Charter of Incorporation of

**Whitney Bank  
Gulfport, Harrison County, Mississippi**

**Changing its Name to**

**Hancock 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 15<sup>th</sup> day of May, 2018.

A handwritten signature in black ink, reading "Phil Bryant".

PHIL BRYANT  
GOVERNOR

ATTEST:

A handwritten signature in black ink, reading "C. Delbert Hosemann, Jr.".

C. DELBERT HOSEMAN, JR.  
SECRETARY OF STATE



# MISSISSIPPI

## DEPARTMENT OF BANKING AND CONSUMER FINANCE

**The within and foregoing Amendment of the Charter of Incorporation of**

**Whitney Bank  
Gulfport, Harrison County, Mississippi**

**Changing its Name to**

**Hancock 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 24th day of  
April, 2018**



*Charlotte N. Corley*

**Charlotte N. Corley  
Commissioner**

Received at the Office of the Secretary of State, this the 24th day of  
April, 2018, 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.*

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SECRETARY OF STATE

JACKSON, MISSISSIPPI

*April 25, 2018*

I have examined this Amendment of the Charter of Incorporation of  
Whitney Bank, Gulfport, Harrison County, Mississippi changing its  
name to Hancock Whitney Bank, Gulfport, Harrison County,  
Mississippi 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

ASSISTANT ATTORNEY GENERAL

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
WHITNEY BANK  
Gulfport, Mississippi**

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Pursuant to the provisions of *Miss. Code Ann.*, §§ 79-4-10.01 through 79-4-10.09 and §81-3-15, as amended, the undersigned banking corporation hereby adopts the following Articles of Amendment to the Articles of Incorporation of Whitney Bank:

FIRST: The name of the banking corporation is WHITNEY BANK.

SECOND: The following resolutions for amendment to the Articles of Incorporation of Whitney Bank were adopted by the Sole Shareholder, Hancock Holding Company ("Company"), on February 22, 2018, in the manner prescribed by law:

BE IT RESOLVED: That Company as Sole Shareholder of Bank hereby adopts and approves an amendment of the Bank's Articles of Incorporation to change the Bank's name to "Hancock Whitney Bank" (the "Bank Name Change") effective immediately prior to the close of business on May 25, 2018, (the "Effective Date"); and

BE IT FURTHER RESOLVED: That upon the Effective Date, Article I of the Articles of Incorporation of the Bank (the "Articles") shall be amended by deleting ARTICLE I, which currently reads as follows:

***ARTICLE I***

The name of the banking corporation shall be WHITNEY BANK (the "Bank").

and that a new ARTICLE I shall be added in place thereof to read as follows:

***ARTICLE I***

The name of the banking corporation shall be HANCOCK WHITNEY BANK (the "Bank").

THIRD: The designation, number of outstanding shares, number of votes entitled to be cast on the amendment to the Articles of Incorporation, and the number of votes indisputably represented by the vote of Stockholders were as follows:

<u>Designation</u>	<u>Number of Shares Outstanding</u>	<u>Number of Votes Entitled To Be Cast</u>	<u>Number of Votes Indisputably Represented</u>
Common Stock	2,812,733	2,812,733	2,812,733

FOURTH: Of the 2,812,733 shares of common stock indisputably represented, the following votes were cast FOR and AGAINST the amendment to the Articles of Incorporation as follows:

<u>Number of Votes Cast</u>	<u>Total Number of Votes Cast FOR</u>	<u>Total Number of Votes Cast AGAINST</u>	<u>Total Number of Votes ABSTAINING</u>
2,812,733	2,812,733	-0-	-0-

FIFTH: The number of votes cast for the amendment to the Articles of Incorporation was sufficient for approval.

NOW, THEREFORE, Whitney Bank, Gulfport, Mississippi, acting by and through its undersigned officer, hereby requests the Commissioner of the Department of Banking and Consumer Finance to approve the foregoing ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION of the Whitney Bank to be effective immediately prior to the close of business on May 25, 2018, attach her Certificate of Approval thereto, and to forward the Articles of Amendment to the Articles of Incorporation and the Certificate of Approval to the Attorney General for processing and subsequent transmittal to the Governor and the Secretary of State, all in accordance with *Miss. Code Ann. § 81-3-15*, as amended.

*(Remainder of page intentionally left blank.)*

DATED: 4/12, 2018.

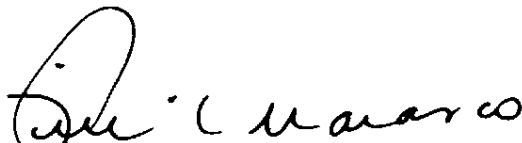
WHITNEY BANK

By:   
JOHN M. HAIRSTON  
Chief Executive Officer

STATE OF MISSISSIPPI

COUNTY OF HARRISON

Personally appeared before me, the undersigned authority in and for the said county and state, on this 12 day of April, 2018, within my jurisdiction, the within named JOHN M. HAIRSTON, who acknowledged that he is Chief Executive Officer of Whitney Bank, a Mississippi Bank, and that for and on behalf of the said Bank, and as its act and deed he executed the above and foregoing instrument, after first having been duly authorized by said Bank so to do.

  
NOTARY PUBLIC

My Commission Expires



**CERTIFICATE**  
**RESOLUTIONS OF BOARD OF DIRECTORS**  
**OF**  
**WHITNEY BANK**

I certify that I am Executive Vice President, General Counsel and Corporate Secretary of Whitney Bank ("Bank"), and that I have been appointed and am presently serving in that capacity in accordance with the Bylaws of the Bank.

I further certify that the Board of Directors of the Bank, at a meeting on the 22<sup>nd</sup> day of February, 2018, adopted the following resolutions which are currently in full force and effect:

BE IT RESOLVED: That the Board of Directors hereby adopts and approves an amendment to Bank's Articles of Incorporation to change the Bank's name to "Hancock Whitney Bank" (the "Bank Name Change") effective immediately prior to the close of business on May 25, 2018, (the "Effective Date"); and

BE IT FURTHER RESOLVED: That upon the Effective Date, Article I of the Articles of Incorporation of the Bank (the "Articles") shall be amended by deleting ARTICLE I, which currently reads as follows:

**ARTICLE I**

The name of the banking corporation shall be WHITNEY BANK (the "Bank").

and that a new ARTICLE I shall be added in place thereof to read as follows:

**ARTICLE I**

The name of the banking corporation shall be HANCOCK WHITNEY BANK (the "Bank").

Dated: April 10, 2018

  
JOY LAMBERT PHILLIPS, Executive Vice President,  
General Counsel and Corporate Secretary

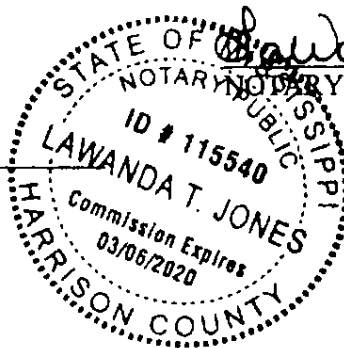
STATE OF MISSISSIPPI

COUNTY OF HARRISON

Personally appeared before me, the undersigned authority in and for the said county and state, on this 10<sup>th</sup> day of April, 2018, within my jurisdiction, JOY LAMBERT PHILLIPS who acknowledged that she is Executive Vice President, General Counsel and Corporate Secretary of Whitney Bank, a Mississippi banking corporation, and that for and on behalf of said corporation, and as its act and deed she executed the above and foregoing instrument, after first having been duly authorized by said corporation so to do.

My Commission Expires:

3/6/2020



Lawanda T. Jones

**CERTIFICATE**  
**RESOLUTIONS OF SOLE SHAREHOLDER**  
**OF**  
**WHITNEY BANK**

I certify that I am the Executive Vice President, General Counsel and Corporate Secretary of Whitney Bank ("Bank"), and that I have been appointed and am presently serving in that capacity in accordance with the Bylaws of the Bank.

I further certify that the Sole Shareholder of the Bank, Hancock Holding Company ("Company"), approved and adopted the following resolutions as submitted by the Board of Directors of Whitney Bank on the 22<sup>nd</sup> day of February, 2018, and that such resolutions are currently in full force and effect:

BE IT RESOLVED: That Company as Sole Shareholder of Bank hereby adopts and approves an amendment of the Bank's Articles of Incorporation to change the Bank's name to "Hancock Whitney Bank" (the "Bank Name Change") effective immediately prior to the close of business on May 25, 2018, (the "Effective Date"); and

BE IT FURTHER RESOLVED: That upon the Effective Date, Article I of the Articles of Incorporation of the Bank (the "Articles") shall be amended by deleting ARTICLE I, which currently reads as follows:

**ARTICLE I**

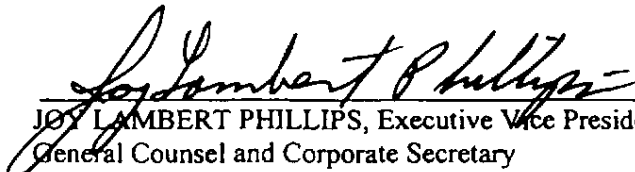
The name of the banking corporation is WHITNEY BANK (the "Bank").

and that a new ARTICLE I shall be added in place thereof to read as follows:

**ARTICLE I**

The name of the banking corporation is HANCOCK WHITNEY BANK  
(the "Bank").

Dated: April 10, 2018

  
JOY LAMBERT PHILLIPS, Executive Vice President,  
General Counsel and Corporate Secretary

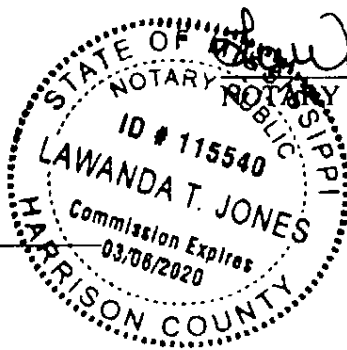


STATE OF MISSISSIPPI  
COUNTY OF HARRISON

Personally appeared before me, the undersigned authority in and for the said county and state, on this 10<sup>th</sup> day of April, 2018, within my jurisdiction, JOY LAMBERT PHILLIPS who acknowledged that she is Executive Vice President, General Counsel, and Corporate Secretary of Whitney Bank, a Mississippi banking corporation, and that for and on behalf of said corporation, and as its act and deed she executed the above and foregoing instrument, after first having been duly authorized by said corporation so to do.

My Commission Expires:

3/6/2020



Lawanda T. Jones


**CERTIFICATE OF AUTHORIZED OFFICER  
OF  
WHITNEY BANK  
Gulfport, Mississippi**

**AS TO**

**NOTICE TO SHAREHOLDERS**

The undersigned JOY LAMBERT PHILLIPS, certifies that she is Executive Vice President, General Counsel and Corporate Secretary of Whitney Bank, and that at a duly noticed and called meeting of the Board of Directors of Hancock Holding Company, the Board, acting as the Sole Shareholder of Whitney Bank, on February 22, 2018, approved and adopted the proposed amendment to the Articles of Incorporation of Whitney Bank changing its name to Hancock Whitney Bank. Such action by the Sole Shareholder was taken pursuant to the Mississippi Business Corporation Act and the Articles of Incorporation of Whitney Bank.

Dated: April 10, 2018.

  
JOY LAMBERT PHILLIPS, Executive Vice  
President, General Counsel, and Corporate  
Secretary

STATE OF MISSISSIPPI

COUNTY OF HARRISON

Personally appeared before me, the undersigned authority in and for the said county and state, on this 10th day of April, 2018, within my jurisdiction, JOY LAMBERT PHILLIPS who acknowledged that she is Executive Vice President, General Counsel and Corporate Secretary of Whitney Bank, a Mississippi banking corporation, and that for and on behalf of said corporation, and as its act and deed she executed the above and foregoing instrument, after first having been duly authorized by said corporation so to do.

My Commission Expires:

3/6/2020

