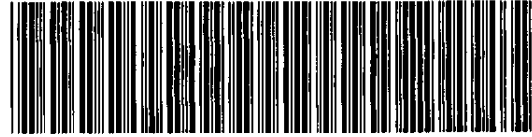


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DIVISION OF CORPORATIONS  
11 JUN 23 AM 9:41

Name chg  
cc  
@ 6/27/11

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

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Special Instructions to Filing Officer:

Office Use Only



Linda S. Dale, CP  
Paralegal  
Direct Dial (601) 949-4967  
Main (601) 949-4900  
Fax (601) 949-4804  
ldale@watkinsludlam.com

June 22, 2011

**Via FedEx - 850-245-6052**

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

**Re: Hancock Bank of Louisiana – Amendment to Application for Authorization  
to Transact Business in Florida**

Dear Sir:

Enclosed for filing are duplicate originals of an Amendment to Application by Foreign Corporation for Authorization to Transact Business in Florida. Also enclosed are a Certificate of Merger and Articles of Amendment as filed with the Louisiana Office of Financial Institutions, a “no objection” letter for the use of the name “Whitney Bank” from the Florida Office of Financial Regulation, and a check in the amount of \$43.50 for the filing fee which includes the cost for a certified copy.

Please file the Amendment to the Application and return the certificate and certified copy to me at the address above. If you need additional information, please let me know. We appreciate your assistance in this matter.

Sincerely,

WATKINS LUDLAM WINTER & STENNIS, P.A.

Linda S. Dale  
Paralegal

:ld  
Enclosures

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** HANCOCK BANK OF LOUISIANA  
Name of Corporation

**DOCUMENT NUMBER:** F11000001257

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Linda S. Dale  
Name of Contact Person

Watkins Ludlam Winter & Stennis, P.A.  
Firm/Company

P. O. Box 427 (190 E. Capitol St., Jackson, MS 39201)  
Address

Jackson, MS 39205-0427  
City/State and Zip Code

robbie\_davidson@hancockbank.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Linda Dale at ( 601 ) 949-4967  
Name of Contact Person 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



STREET ADDRESS: 101 East Gaines Street, Suite 636 • PHONE (850) 410-9800 • FAX (850) 410-9548  
MAILING ADDRESS: Division of Financial Institutions, 200 East Gaines Street, Tallahassee, FL 32399-0371  
Visit us on the web: [WWW.FLOFR.COM](http://WWW.FLOFR.COM) • Toll Free: (800) 848-3792

**J. THOMAS CARDWELL**  
COMMISSIONER

June 22, 2011

Mr. Craig N. Landrum  
Watkins Ludlam Winter & Stennis, P.A.  
190 E. Capitol Street, #800  
Jackson, MS 39201

Re: Whitney Bank

Reference is made to your recent letter requesting approval of the above name, formerly Hancock Bank of Louisiana, a state chartered bank located in New Orleans, Louisiana.

As 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 to transact business in the state of Florida. This does not authorize the institution to engage in banking, trust or insurance business or any other licensed activity in the state of Florida. Proper regulatory approvals will be required.

Sincerely,

Linda B. Charity  
Director

LBC:bk

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,  
Department of State

FINANCIAL SERVICES COMMISSION

RICK SCOTT  
GOVERNOR

PAM BONDI  
ATTORNEY  
GENERAL

JEFF ATWATER  
CHIEF FINANCIAL  
OFFICER

ADAM PUTNAM  
COMMISSIONER OF  
AGRICULTURE

**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)**

F11000001257  
(Document number of corporation (if known))

1. HANCOCK BANK OF LOUISIANA, INC.  
(Name of corporation as it appears on the records of the Department of State)

2. LOUISIANA  
(Incorporated under laws of)

3. MARCH 23, 2011  
(Date authorized to do business in Florida)

RECEIVED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 JUN 23 AM 9:41

**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? 11:45 p.m. on June 4, 2011

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)

(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.

Michael M. Achary

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

Michael M. Achary  
(Typed or printed name of person signing)

Chief Financial Officer  
(Title of person signing)

RECEIVED

JUN 01 2011

ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
HANCOCK BANK OF LOUISIANA  
Baton Rouge, Louisiana

OFFICE OF  
FINANCIAL INSTITUTIONS  
BATON ROUGE, LOUISIANA

\*\*\*\*\*

Pursuant to the provisions of the *LA R.S. 6:231*, et seq., as amended, the undersigned corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is HANCOCK BANK OF LOUISIANA.

SECOND: The following Amendments to the Articles of Incorporation were adopted by the Sole Shareholder by unanimous consent as of February 16, 2011, in the manner prescribed by law:

RESOLVED, that effective upon the merger of Whitney National Bank into Hancock Bank of Louisiana, the Articles of Incorporation of Hancock Bank of Louisiana shall be amended as provided in the Bank Merger Agreement to change the Articles of Incorporation of Hancock Bank of Louisiana by deleting Articles I. and II. which presently read as follows:

ARTICLE I. NAME AND DURATION

This corporation shall be known as and its title is declared to be: Hancock Bank of Louisiana and under said name, style and title, it shall have and enjoy perpetual duration from the date hereof, unless sooner dissolved according to law.

ARTICLE II. DOMICILE

The domicile of this corporation and the place where its main office shall be located and its general business conducted, shall be the City of Baton Rouge, Parish of East Baton Rouge, State of Louisiana.

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

ARTICLE I. NAME AND DURATION

This corporation shall be known as and its title is declared to be: Whitney Bank and under said name, style and title, it shall have and enjoy perpetual duration from the date hereof, unless sooner dissolved according to law.

OFFICE OF FINANCIAL INSTITUTIONS  
STATE OF LOUISIANA  
CERTIFIED AND TRUE COPY

Pamela C. Skelton  
Administrative Program Specialist

## ARTICLE II. DOMICILE

The domicile of this corporation and the place where its main office shall be located and its general business conducted, shall be the City of New Orleans, Parish of Orleans, State of Louisiana.

THIRD: The designation, number of outstanding shares, number of votes entitled to be cast on the Amendment, and the number of votes indisputably represented 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	500,000	500,000	500,000

FOURTH: Of the 500,000 shares of common stock indisputably represented, the following votes were cast FOR and AGAINST the Amendment as follows:

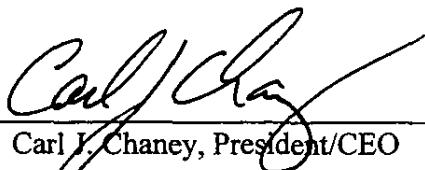
<u>Number of Votes Cast</u>	<u>Total Number of Votes Cast FOR</u>	<u>Total Number of Votes Cast AGAINST</u>	<u>Total Number of Votes ABSTAINING</u>
500,000	500,000	-0-	-0-

FIFTH: The number of votes cast for the amendments to the Articles of Incorporation by each voting group was sufficient for approval by the voting group.

NOW, THEREFORE, Hancock Bank of Louisiana, Baton Rouge, Louisiana, acting by and through its undersigned officer, hereby requests the Louisiana Office of Financial Institutions to approve the foregoing Articles of Amendment to the Articles of Incorporation of Hancock Bank of Louisiana effective at the time of the merger of Whitney National Bank into Hancock Bank of Louisiana, attach his Certificate to the Articles of Amendment to the Articles of Incorporation for subsequent filing with the Louisiana Secretary of State and the recorder of mortgages of East Baton Rouge Parish and Orleans Parish .

DATED: May 16, 2011.

HANCOCK BANK OF LOUISIANA

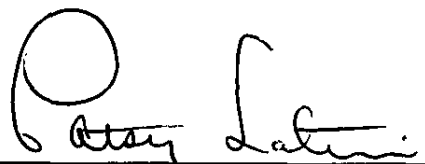
By:   
Carl J. Chaney, President/CEO

STATE OF MISSISSIPPI

COUNTY OF HARRISON

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named CARL J. CHANEY, who being by me personally sworn, declared that he is the President and CEO, of Hancock Bank of Louisiana, that he executed the foregoing document as President and CEO of the corporation on its behalf, he being so authorized to do; and that the statements contained therein are true.

GIVEN UNDER MY HAND AND OFFICIAL SEAL on this the 16 day of May, 2011.

  
Patsy Latimer NOTARY PUBLIC  
Notary # 1

My Commission Expires





## **PRESIDENT'S CERTIFICATE**

### **RESOLUTION OF SOLE STOCKHOLDER APPROVING AMENDMENT OF THE ARTICLES OF INCORPORATION OF HANCOCK BANK OF LOUISIANA BATON ROUGE, LOUISIANA**

I certify that I am the President of Hancock Holding Company, sole shareholder of Hancock Bank of Louisiana, and that I have been appointed and am presently serving in that capacity in accordance with the by-laws of this Corporation.

I further certify that the Sole Stockholder of Hancock Bank of Louisiana adopted by Waiver of Notice and Unanimous Consent to Action dated the 16<sup>th</sup> day of February, 2011, the following resolutions which are currently in full force and effect:

WHEREAS, that, effective upon the merger of Whitney National Bank into Hancock Bank of Louisiana, the Articles of Incorporation of Hancock Bank of Louisiana shall be amended as provided in the Bank Merger Agreement to change the name and the domicile;

THEREFORE, BE IT RESOLVED, that effective upon the merger of Whitney National Bank into Hancock Bank of Louisiana, the Articles of Incorporation of Hancock Bank of Louisiana shall be amended as provided in the Bank Merger Agreement to change the Articles of Incorporation of Hancock Bank of Louisiana by deleting Articles I. and II. which presently read as follows:

#### **ARTICLE I. NAME AND DURATION**

This corporation shall be known as and its title is declared to be: Hancock Bank of Louisiana and under said name, style and title, it shall have and enjoy perpetual duration from the date hereof, unless sooner dissolved according to law.

#### **ARTICLE II. DOMICILE**

The domicile of this corporation and the place where its main office shall be located and its general business conducted, shall be the City of Baton Rouge, Parish of East Baton Rouge, State of Louisiana.

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

ARTICLE I. NAME AND DURATION


This corporation shall be known as and its title is declared to be: Whitney Bank and under said name, style and title, it shall have and enjoy perpetual duration from the date hereof, unless sooner dissolved according to law.

ARTICLE II. DOMICILE

The domicile of this corporation and the place where its main office shall be located and its general business conducted, shall be the City of New Orleans, Parish of Orleans, State of Louisiana.

RESOLVED FURTHER, that the officers of Hancock Bank of Louisiana shall take such other steps as may be necessary and proper to effect the intent of these resolutions.

Dated May 16, 2011.

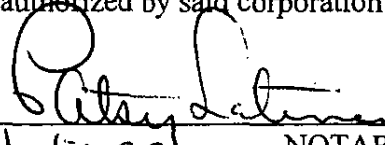
  
\_\_\_\_\_  
CARL J. CHANEY  
PRESIDENT/CEO OF HANCOCK HOLDING  
COMPANY, SOLE SHAREHOLDER of HANCOCK  
BANK OF LOUISIANA

STATE OF MISSISSIPPI

COUNTY OF HARRISON

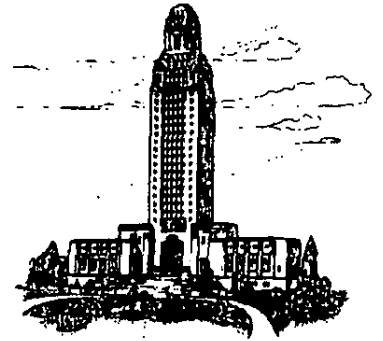
Personally appeared before me, the undersigned authority in and for the said county and state, on this 16 day of May, 2011, within my jurisdiction, the within named CARL J. CHANEY, who acknowledged that he is the President and CEO of Hancock Holding Company, a Mississippi corporation, and that for and on behalf of the said corporation, and as its act and deed he executed the above and foregoing instrument, after first having been duly authorized by said corporation so to do.



  
\_\_\_\_\_  
Patsy Latimer NOTARY PUBLIC  
Notary # \_\_\_\_\_



STATE OF LOUISIANA  
OFFICE OF FINANCIAL INSTITUTIONS  
BATON ROUGE, LOUISIANA



OFFICE OF FINANCIAL INSTITUTIONS  
STATE OF LOUISIANA  
CERTIFIED AND TRUE COPY

*Pamela C. Skilton*  
*Administrative Program Specialist*

**CERTIFICATE OF MERGER**

As Commissioner of Financial Institutions of the State of Louisiana, I do hereby certify that

a Bank Merger Agreement whereby **WHITNEY NATIONAL BANK**, domiciled at New Orleans, Orleans Parish, Louisiana, is merged with and into

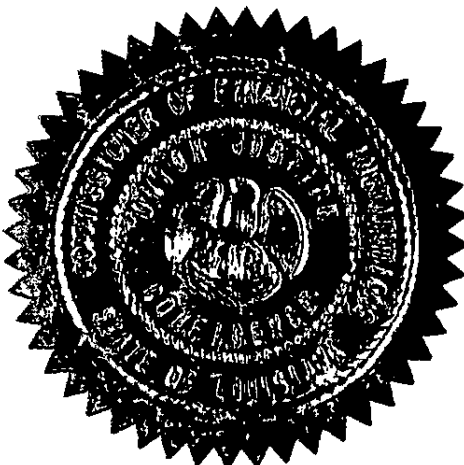
**HANCOCK BANK OF LOUISIANA**

with the title of Whitney Bank, domiciled at New Orleans, Orleans Parish, Louisiana,

Certified by the Secretary of Whitney National Bank as having been approved by the sole shareholder, and signed and acknowledged by the President of Whitney National Bank on April 26, 2011; also, certified by the Secretary of Hancock Bank of Louisiana, as having been approved by the sole shareholder on May 20, 2011, and signed and acknowledged by the President of Hancock Bank of Louisiana on February 16, 2011,

was filed and recorded in this Office on June 1, 2011, with the merger becoming effective at 11:45 p.m. on June 4, 2011.

By virtue of this Agreement, I further certify that **WHITNEY NATIONAL BANK**, domiciled at New Orleans, Orleans Parish, Louisiana, is no longer qualified to transact business in this State as of the effective date of the merger, 11:45 p.m. on June 4, 2011.



In testimony whereof, I have hereunto set my hand and caused the seal of my Office to be affixed at the City of Baton Rouge on June 7, 2011.

*John Ducrest*

John Ducrest, CPA  
Commissioner of Financial Institutions