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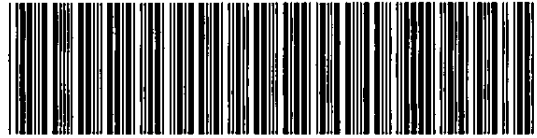
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SECOND JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

Amend

SP 4114



**FINANCIAL SERVICES
COMMISSION**

CHARLIE CRIST
GOVERNOR

BILL McCOLLUM
ATTORNEY GENERAL

ALEX SINK
CHIEF FINANCIAL OFFICER

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

DON B. SAXON
COMMISSIONER

OFFICE OF FINANCIAL REGULATION

April 10, 2008

Ms. Susan Payne
Corporate Filings
Division of Corporations
Clifton Building
2661 Executive Center Circle West

Subject: *Amendments to Articles of Incorporation*
Hancock Bank of Florida, Tallahassee, Florida

Dear Ms. Payne:

Please file the attached article amendment and make the following distribution of certified copies:

- (1) Return one copy to: Office of Financial Regulation
 Bureau of Bank Regulation
 200 E. Gaines Street
 Tallahassee, Florida 32399-0371
- (2) Mail one copy to: Mr. Wayne Wortmann, Jr.
 Manager Trust Technology & Compliance
 Hancock Bank of Florida
 Post Office Box 4019
 Gulfport, MS 39502

Also attached is a check for filing fees and certified copies. If you have any questions, please contact me at 410-9508.

Sincerely,

David Burgess
Financial Control Analyst
Bureau of Bank Regulation

db

cc: Federal Deposit Insurance Corporation, Atlanta, Georgia
Board of Directors, Hancock Bank of Florida
Area Financial Managers, Tallahassee and Tampa Regional Office

FILED

08 APR 11 PM 4:05

**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF
HANCOCK BANK OF FLORIDA
TALLAHASSEE, FLORIDA**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of *Fla. Stat.* § 655.043 (as amended); the undersigned banking corporation hereby adopts the following Articles of Amendment to the Articles of Incorporation of Hancock Bank of Florida, Tallahassee, Florida:

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

SECOND: The following amendments to the Articles of Incorporation were adopted by the Board of Directors of Hancock Bank of Florida and, thereafter, adopted by the Sole Shareholder by Waiver of Notice and Unanimous Consent to Action of Stockholders dated as of October 30, 2006, in compliance with *Fla. Stat.* § 607.1006 and the Articles of Incorporation and Bylaws of said Bank. There is only one class of stock, and a majority, which was sufficient for approval, approved the following amendments:

RESOLVED: That the Articles of Incorporation of Hancock Bank of Florida shall be amended by deleting ARTICLE II which currently reads as follows:

ARTICLE II

The general nature of the business to be transacted by this corporation shall be: That of a general commercial banking business with all the rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes, regulating the organization, powers, and management of banking corporations.

and adding a new ARTICLE II in place thereof to read as follows:

ARTICLE II

The general nature of the business to be transacted by this corporation shall be that of a general commercial banking business, with the right and authority to engage in the trust business and act as fiduciary to the fullest extent permitted by law, and with all the rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes, regulating the organization, powers, and management of banking corporations.

RESOLVED FURTHER: That the Articles of Incorporation of Hancock Bank of Florida shall be further amended by deleting ARTICLE III which currently reads as follows:

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be one hundred thousand (250,000) common shares shall be of a single class and shall have

a par value of Ten Dollars (\$10.00) per share. The corporation shall begin business with at least \$2,500,000.00 in paid-in common capital stock to be divided into 250,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$2,500,000.00, all of which (capital stock and surplus) shall be paid in cash.

and adding a new ARTICLE III in place thereof to read as follows:

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be two hundred fifty thousand (250,000) common shares shall be of a single class and shall have a par value of Ten Dollars (\$10.00) per share. The corporation shall begin business with at least \$2,500,000.00 in paid-in common capital stock to be divided into 250,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$2,500,000.00, all of which (capital stock and surplus) shall be paid in cash.

RESOLVED, FURTHER, that the Effective Date for these amendments shall be upon filing with the Florida Office of Financial Regulation and the Florida Department of State.

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

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 Waiver of Notice and Unanimous Consent to Action 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	250,000	250,000	250,000

FOURTH: Of the 250,000 shares of common stock indisputably represented by the Waiver of Notice and Unanimous Consent to Action of Stockholders, the following votes were cast FOR and AGAINST the Amendments 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>
250,000	250,000	-0-	-0-

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


NOW, THEREFORE, Hancock Bank of Florida, Tallahassee, Florida, acting by and through its undersigned officer, hereby requests the Commissioner of the Office of Financial Regulation to approve

the foregoing ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION of Hancock Bank of Florida, Tallahassee, Florida, and authorizes the Office of Financial Regulation to file the Articles of Amendment to the Articles of Incorporation and their Certificate of Approval with the Division of Corporations.

DATED: October 30th, 2006.

HANCOCK BANK OF FLORIDA
Tallahassee, Florida

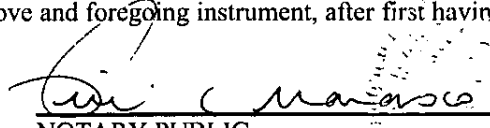
By: 
George A. Schloegel, President

By: 
Carl J. Chaney, EVP & Chief Financial Officer

STATE OF MISSISSIPPI

COUNTY OF HARRISON


Personally appeared before me, the undersigned authority in and for the said county and state, on this 30 day of October, 2006, within my jurisdiction, the within named George A. Schloegel and Carl J. Chaney, who acknowledged that they are the President and the EVP/Chief Financial Officer, respectively, of Hancock Bank of Florida, a Florida banking corporation, 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: 09/20/08

Approved by the Office of Financial Regulation this 9th day of April, 2008.

Tallahassee, Florida.


Linda B. Charity
Director
Division of Financial Institutions

**WAIVER OF NOTICE AND
UNANIMOUS CONSENT TO ACTION BY THE
BOARD OF DIRECTORS OF
HANCOCK BANK OF FLORIDA
IN LIEU OF MEETING**

The undersigned, constituting all of the Board of Directors of the captioned Florida banking corporation, formed under the laws of the state of Florida, do hereby, pursuant to Chapter 607 of the *Florida Statutes*, as amended, and Bylaws of the Bank, consent in writing to the adoption of the following resolutions and to waiver of all notices required for and the holding of a meeting of the Board of Directors:

RESOLVED: That the Articles of Incorporation of Hancock Bank of Florida shall be amended by deleting ARTICLE II which currently reads as follows:

ARTICLE II

The general nature of the business to be transacted by this corporation shall be: That of a general commercial banking business with all the rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes, regulating the organization, powers, and management of banking corporations.

and adding a new ARTICLE II in place thereof to read as follows:

ARTICLE II

The general nature of the business to be transacted by this corporation shall be that of a general commercial banking business, with the right and authority to engage in the trust business and act as fiduciary to the fullest extent permitted by law, and with all the rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes, regulating the organization, powers, and management of banking corporations.

RESOLVED FURTHER: That the Articles of Incorporation of Hancock Bank of Florida shall be further amended by deleting ARTICLE III which currently reads as follows:

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be one hundred thousand (250,000) common shares shall be of a single class and shall have a par value of Ten Dollars (\$10.00) per share. The corporation shall begin business with at least \$2,500,000.00 in paid-in common capital stock to be divided into 250,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$2,500,000.00, all of which (capital stock and surplus) shall be paid in cash.

and adding a new ARTICLE III in place thereof to read as follows:

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be two hundred fifty thousand (250,000) common shares shall be of a single class and shall have a par value of Ten Dollars (\$10.00) per share. The corporation shall begin business with at least \$2,500,000.00 in paid-in common capital stock to be divided into 250,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$2,500,000.00, all of which (capital stock and surplus) shall be paid in cash.

RESOLVED, FURTHER, that the Effective Date for these amendments shall be upon filing with the Florida Office of Financial Regulation and the Florida Department of State.

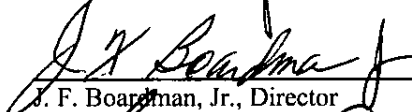
RESOLVED FURTHER, that the foregoing amendments to the Articles of Incorporation of the Bank be presented to the shareholder of the Bank for ratification and approval at a called meeting for such purpose or by unanimous consent of such shareholder upon waiver of notice and execution of a unanimous consent.

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

Dated as of October 30, 2006.



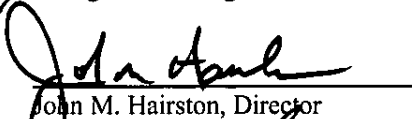
Leo W. Seal, Jr., Director



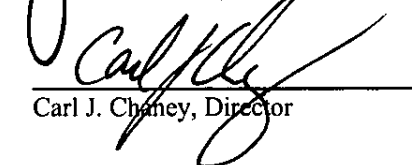
J. F. Boardman, Jr., Director



George A. Schloegel, Director



John M. Hairston, Director



Carl J. Chaney, Director

**WAIVER OF NOTICE AND
UNANIMOUS CONSENT TO ACTION BY THE
SOLE SHAREHOLDER OF
HANCOCK BANK OF FLORIDA
IN LIEU OF MEETING**

The undersigned, constituting the sole shareholder of the captioned Florida banking corporation, formed under the laws of the state of Florida, does hereby, pursuant to Chapter 607 of the *Florida Statutes*, as amended, and Bylaws of the Bank, consent in writing to the adoption of the following resolutions and to waiver of all notices required for and the holding of a meeting of the shareholder:

RESOLVED: That the Articles of Incorporation of Hancock Bank of Florida shall be amended by deleting ARTICLE II which currently reads as follows:

ARTICLE II .

The general nature of the business to be transacted by this corporation shall be: That of a general commercial banking business with all the rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes, regulating the organization, powers, and management of banking corporations.

and adding a new ARTICLE II in place thereof to read as follows:

ARTICLE II

The general nature of the business to be transacted by this corporation shall be that of a general commercial banking business, with the right and authority to engage in the trust business and act as fiduciary to the fullest extent permitted by law, and with all the rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes, regulating the organization, powers, and management of banking corporations.

RESOLVED FURTHER: That the Articles of Incorporation of Hancock Bank of Florida shall be further amended by deleting ARTICLE III which currently reads as follows:

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and adding a new ARTICLE III in place thereof to read as follows:

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be two hundred fifty thousand (250,000) common shares shall be of a single class and shall have a par value of Ten Dollars (\$10.00) per share. The corporation shall begin business with at least \$2,500,000.00 in paid-in common capital stock to be divided into 250,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$2,500,000.00, all of which (capital stock and surplus) shall be paid in cash.

RESOLVED, FURTHER, that the Effective Date for these amendments shall be upon filing with the Florida Office of Financial Regulation and the Florida Department of State.

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

Dated as of October 30, 2006.

HANCOCK HOLDING COMPANY
Sole Shareholder of Hancock Bank of Florida

BY:



LEO W. SEAL, JR., President