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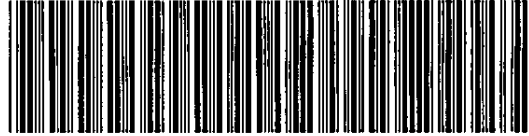
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEC 30 2014
C. CARROTHERS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: HANCOCK INSURANCE AGENCY

Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

LINDA S. DALE, Certified Paralegal

Contact Person

JONES WALKER LLP

Firm/Company

190 EAST CAPITOL, SUITE 800

Address

JACKSON, MS 39201

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:

Linda S. Dale

Name of Contact Person

At (601) 949-4967

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

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

MAILING ADDRESS:

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



190 EAST CAPITOL STREET, SUITE 800 (39201)
P.O. BOX 427
JACKSON, MISSISSIPPI 39205-0427
601-949-4900
FAX 601-949-4804
www.joneswalker.com

Linda S. Dale
Certified Paralegal
Direct Dial: 601-949-4967
ldale@joneswalker.com

December 22, 2015

Via FedEx – 850-245-6052

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

Re: ***Hancock Insurance Agency of Florida, Inc.: Merger into Hancock Insurance Agency***

Dear Sir:

Enclosed for filing are an original and one copy of Articles of Merger providing for the merger of Hancock Insurance Agency of Florida, Inc. with and into its parent company, Hancock Insurance Agency, a Mississippi corporation.

Our check in the amount of \$78.75 is also enclosed for your filing fee and a certified copy. A return pre-paid FedEx envelope is included.

Our client wishes to have the merger completed by year end. Accordingly if anything else is needed, please call me immediately so that we can timely correct any problems. Thank you for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read 'Linda S. Dale'.

Linda S. Dale
Certified Paralegal

:ld
Enclosures

{JX184718.1}

JONES WALKER LLP

ALABAMA ARIZONA CALIFORNIA DISTRICT OF COLUMBIA FLORIDA GEORGIA LOUISIANA MISSISSIPPI NEW YORK OHIO TEXAS

ARTICLES OF MERGER
of
HANCOCK INSURANCE AGENCY OF FLORIDA, INC.
Tampa, Florida
with and into
HANCOCK INSURANCE AGENCY
Gulfport, Mississippi

2015 DEC 23 PM 1:19
SECRETARY OF STATE
TALLAHASSEE
FLORIDA

FILED

The undersigned corporations, pursuant to the provisions of the Mississippi Business Corporation Act at *Miss. Code Ann.* §79-4-11.05 and 11.06 (the "Mississippi Act"), as amended, and the Florida Business Corporation Act at Fla. Stat. §§ 607.1104 and 607.1105 (2015) (the "Florida Act"), as amended, hereby execute the following Articles of Merger and set forth:

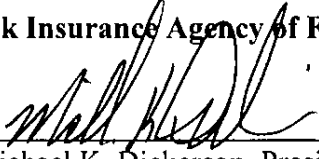
1. The names of the corporations which are parties to the merger (the "Merger") contemplated by these Articles of Merger are Hancock Insurance Agency of Florida, Inc. ("HIA of FL") and Hancock Insurance Agency ("HIA").
2. The name of the surviving corporation is: Hancock Insurance Agency.
3. The name of the Florida corporation to be merged is: Hancock Insurance Agency of Florida, Inc. **P10000007650**
4. An Agreement and Plan of Merger ("Plan of Merger") is attached hereto and incorporated herein for all purposes as Exhibit "A".
5. As provided in the Plan of Merger, the corporate existence of HIA of FL shall cease and the corporate existence of HIA as the surviving corporation shall continue.
6. Pursuant to the applicable provisions of the Mississippi Act (*Miss. Code Ann.* §79-4-11.06) and the Florida Act (Fla. Stat. § 607.1105 (2015)), the Plan of Merger was adopted by the Board of Directors of HIA of FL, the merging corporation and by the Board of Directors of HIA, the surviving corporation, on December 7, 2015, and shareholder approval was not required for either corporation, pursuant to the applicable provisions of the Mississippi Act (*Miss. Code Ann.* §79-4-11.05) and the Florida Act (Fla. Stat. § 607.1104 (2015)).
7. The address of HIA is 2510 14th Street, Gulfport, Mississippi 39501.
8. The Articles of Merger shall be effective at the date and time specified in the Articles of Merger filed with the Mississippi Secretary of State.

[Remainder of page intentionally left blank. Signature page follows.]

IN WITNESS WHEREOF, the undersigned hereby executes the Articles of Merger as of the effective date set forth above.

Hancock Insurance Agency of Florida, Inc.

By: _____


Michael K. Dickerson, President

Hancock Insurance Agency

By: _____


Michael K. Dickerson, President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") is made and entered into as of the 8th day of December, 2015, between **HANCOCK INSURANCE AGENCY OF FLORIDA, INC.** ("HIA of FL"), a Florida business corporation, and **HANCOCK INSURANCE AGENCY** ("HIA"), a Mississippi business corporation.

WHEREAS, the Directors of HIA of FL and HIA believe that it is in the best interest of each corporation and the shareholders that HIA of FL be merged with and into HIA.

WHEREAS, pursuant to Miss. Code Ann. §79-4-1105(a), as amended, and Fla. Stat. ch. 607.1104 (2015), approval by shareholders is not required for a merger of a subsidiary into its parent corporation.

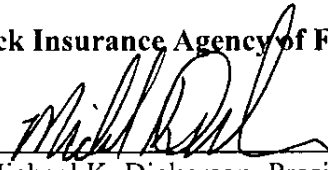
NOW, THEREFORE, in consideration of the promises and undertakings as hereinafter contained, the parties do hereby covenant and agree as follows:

- I. HIA of FL shall be merged with and into HIA by the transfer to HIA of the assets of HIA of FL, subject to all of HIA of FL's liabilities and obligations, which liabilities and obligations HIA shall assume, in complete cancellation of all the common stock of HIA of FL.
- II. The corporate existence of HIA of FL shall cease and the corporate existence of HIA as the surviving corporation shall continue.
- III. Following the merger, the directors and officers of HIA shall be the directors and officers of the surviving corporation and shall hold office until their successors are chosen or appointed according to the bylaws of the surviving corporation. Appointed agents of HIA prior to the merger shall be the agents of the surviving corporation following the merger.
- IV. The principal office of the surviving corporation shall continue to be 2510 14th Street, Gulfport, Mississippi 39501. The name and address of the registered agent of the surviving corporation in the State of Mississippi shall continue to be CT Corporation System, 645 Lakeland East Drive, Suite 101, Flowood, MS 39233.
- V. The nature and purpose of HIA, as stated in the existing charter of HIA is broad enough to cover the activities and operations of the combined businesses of HIA of FL and HIA after the merger. Therefore, the nature of the business and the objects and purposes proposed to be transacted, promoted and carried on by the surviving corporation following the merger shall remain as set forth in the articles of HIA.
- VI. The present bylaws of HIA shall be the bylaws of the surviving corporation following the merger, until amended or repealed as therein provided.

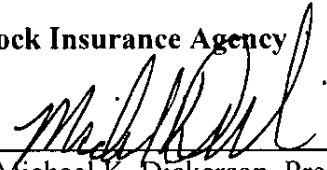
- VII. At any time prior to the filing of this Agreement with the Secretary of State of the State of Mississippi, the merger may be abandoned. To abandon the merger it shall be necessary to have the approval of the majority of the directors of each corporation voting for the abandonment of the merger.
- VIII. The conversion of the common stock of HIA of FL into common stock of HIA shall be accomplished by the shareholder of HIA of FL submitting to the Secretary of HIA all of the certificates evidencing ownership of common stock in HIA of FL. To avoid the inconvenience and expense of issuing additional stock of HIA, HIA will constructively issue shares in exchange for HIA of FL's assets. Such constructive stock issuance shall be the sole consideration for the merger; no additional shares of stock of HIA will actually be issued.
- IX. The merger of HIA of FL with and into HIA shall be effective at the date and time specified in the Articles of Merger filed with the Mississippi Secretary of State.

IN WITNESS WHEREOF the undersigned have executed this Agreement to be effective as of the day and year first above written.

Hancock Insurance Agency of Florida, Inc.

By: 
Michael K. Dickerson, President

Hancock Insurance Agency

By: 
Michael K. Dickerson, President