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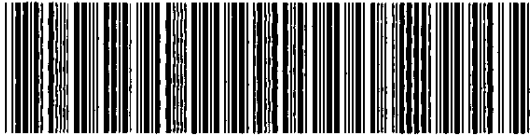
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FILED
2010 JAN 20 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

**WATKINS LUDLAM
WINTER & STENNIS**
P.A.

Linda S. Dale, CP
Paralegal

Direct Dial (601) 949-4967
Main (601) 949-4900
Fax (601) 949-4804
ldale@watkinsludlam.com

January 19, 2010

Via FedEx - 850-245-6050

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

Re: Articles of Merger

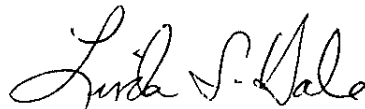
Dear Sir:

Enclosed are an original and one (1) copy of Articles of Merger with exhibits and our check in the amount of \$78.75 for your filing fee and a Certified Copy. Please file the Articles of Merger as soon as possible and return a Certified Copy to me at the address above.

We appreciate your assistance in this matter.

Sincerely,

WATKINS LUDLAM WINTER & STENNIS, P.A.



Linda S. Dale

LSD/
Enclosures

ARTICLES OF MERGER

OF

**HANCOCK BANK OF FLORIDA
TALLAHASSEE, FLORIDA**

WITH AND INTO

**HANCOCK BANK
GULFPORT, MISSISSIPPI**

FILED
2010 JAN 20 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, Hancock Bank of Florida, Tallahassee, Florida, is a state banking corporation operating under a Charter and Articles of Incorporation granted by the State of Florida; and

WHEREAS, the said Charter and Articles of Incorporation of Hancock Bank of Florida was granted on March 12, 2004; and

WHEREAS, on October 20, 2009, 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 Merger Agreement effective as of receipt of all regulatory approvals whereby Hancock Bank of Florida would be merged into Hancock Bank; and

WHEREAS, on October 20, 2009, Hancock Bank of Florida, acting by its Board of Directors pursuant to the provisions of *Fla. Stat. Ann.*, Section 658.253, as amended, adopted and executed a Bank Merger Agreement effective as of receipt of all regulatory approvals whereby Hancock Bank of Florida would be merged into Hancock Bank; and

WHEREAS, the Bank Merger Agreement was ratified and confirmed by the sole shareholder of both Hancock Bank and Hancock Bank of Florida by waiver of notice and unanimous consent of shareholders on October 20, 2009, with shareholders owning at least two-thirds (2/3) of the outstanding capital stock of Hancock Bank of Florida voting in the affirmative; and

WHEREAS, on December 10, 2009, 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 merger; and

WHEREAS, by separate resolutions, the respective Boards of Directors of Hancock Bank and Hancock Bank of Florida have resolved that the merger between the two institutions be consummated effective immediately after to the close of business on December 31, 2009; and

WHEREAS, the matters recited above are evidenced by certain documents, copies of which are attached as part of the annexed Application of Merger of Hancock Bank of Florida, Tallahassee, Florida into Hancock Bank, Gulfport, Mississippi, and made a part of these Articles of Merger, which documents are identified as follows:

- A. Bank Merger Agreement between Hancock Bank and Hancock Bank of Florida.
- B. Certified copy of the Board of Directors Resolution approving the Bank Merger Agreement as taken from the minutes of the meeting of Board of Directors of Hancock Bank on October 20, 2009.
- C. Certified copy of the Board of Directors Resolution approving the Bank Merger Agreement as taken from the minutes of the meeting of the Board of Directors of the Hancock Bank of Florida, on October 20, 2009.
- D. Certified copy of the Resolution of Hancock Holding Company as sole shareholder of both banks approving the Bank Merger Agreement adopted by Waiver of Notice and Unanimous Consent of the Sole Shareholder of Hancock Bank and Hancock Bank of Florida on October 20, 2009.

- E. Notarized Affidavit of Carl J. Chaney, President and CEO of Hancock Bank and Hancock Bank of Florida concerning director and shareholder approval of the Bank Merger Agreement.
- F. Order of Federal Deposit Insurance Corporation approving the Application for Merger.
- G. Certified copy of the resolution directing that the merger be consummated effective immediately after to the close of business on December 31, 2009, as taken from the minutes of the Board of Directors of Hancock Bank.
- H. Certified copy of the resolution directing that the merger be consummated effective immediately after to the close of business on December 31, 2009, as taken from the minutes of the Board of Directors of Hancock Bank of Florida.

NOW, THEREFORE, Hancock Bank, Gulfport, Mississippi and Hancock Bank of Florida, Tallahassee, Florida, 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 Merger subject to the terms of the annexed Bank Merger Agreement such merger to be effective immediately after to the close of business on December 31, 2009, to attach his Certificate of Approval thereto and to forward these Articles of Merger 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.

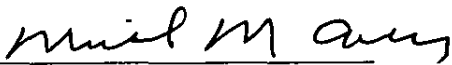
THIS the 16 day of December, 2009.

Respectfully submitted,

HANCOCK BANK
Gulfport, Mississippi

BY: 
CARL J. CHANEY, President/CEO

ATTEST:

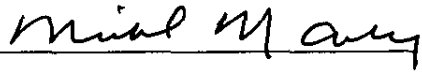


CFD

HANCOCK BANK OF FLORIDA
Tallahassee, Florida

BY: 
JOHN HAIRSTON, CEO/COO

ATTEST:

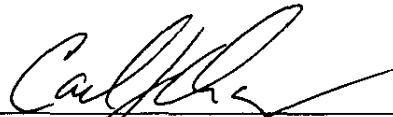


STATE OF MISSISSIPPI
COUNTY OF Harrison

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:

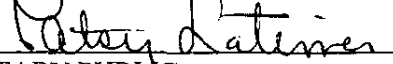
I, the undersigned CARL J. CHANEY, President/CEO of Hancock Bank, Gulfport, Mississippi, do hereby certify that the matters set forth in the foregoing Articles of Merger are true and correct as therein stated, and that I have signed the foregoing Articles of Merger on behalf of Hancock Bank, having full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

IN WITNESS WHEREOF, I have affixed my signature on this the 16 day of December, 2009.

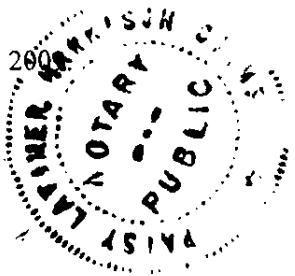


CARL J. CHANEY, President/CEO

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 16 day of December, 2009.



NOTARY PUBLIC
My Commission Expires: Feb 22, 2011



My Commission Expires: _____

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:

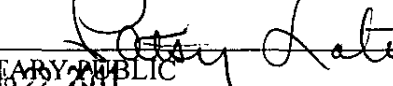
I, the undersigned JOHN HAIRSTON, CEO/COO of Hancock Bank of Florida, Tallahassee, Florida, do hereby certify that the matters set forth in the foregoing Articles of Merger are true and correct as therein stated, and have signed the foregoing Articles of Merger on behalf of Hancock Bank of Florida, having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

IN WITNESS WHEREOF, I have affixed my signature on this the 16 day of December, 2009.



JOHN HAIRSTON, CEO

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 16 day of December, 2009.



NOTARY PUBLIC
My Commission Expires: Feb 22, 2011



My Commission Expires: _____

EXHIBIT A

BANK MERGER AGREEMENT

BANK MERGER AGREEMENT

BY AND BETWEEN

HANCOCK BANK
Gulfport, Mississippi

AND

HANCOCK BANK OF FLORIDA
Tallahassee, Florida

Dated as of October 20, 2009

BANK MERGER AGREEMENT

By and Between

HANCOCK BANK
Gulfport, Mississippi

and

HANCOCK BANK OF FLORIDA
Tallahassee, Florida

This Bank Merger Agreement is made and entered into as of the 20th day of October, 2009, between HANCOCK BANK, Gulfport, Mississippi, a Mississippi banking corporation maintaining its principal office in Gulfport, Mississippi ("HBMS") and HANCOCK BANK OF FLORIDA, Tallahassee, Florida, a Florida banking corporation maintaining its principal office in Tallahassee, Florida ("HBFL") (the "Bank Merger Agreement").

WITNESSETH:

WHEREAS, HBMS and HBFL (collectively, the "Constituent Banks") and their respective Boards of Directors deem it advisable that HBFL be merged into HBMS (the "Bank Merger") pursuant to the provisions of Miss. Code Ann. §81-5-85, as amended (the "Bank Merger Statute"), Miss. Code Ann. §81-23-1, *et seq.*, as amended (the "Mississippi Interstate Bank Branching Act"), Fla. Stat. Ann. §658.2953, and upon the terms and conditions hereinafter set forth; and

WHEREAS, HBMS and HBFL are affiliated institutions insasmuch as they are each wholly owned subsidiaries of a common bank holding company, Hancock Holding Company, Gulfport, Mississippi.

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

ARTICLE I.

THE BANK MERGER

Upon the terms and subject to the conditions hereinafter set forth and as provided by applicable law, on the Effective Date (as defined in Article II hereof) HBFL shall be merged into HBMS and the separate existence of HBFL shall cease.

ARTICLE II.

NAME AND MAIN OFFICE OF SURVIVING CORPORATION

At the time the Bank Merger becomes effective, the name of HBMS, as the surviving corporation, shall remain Hancock Bank, and its main office shall remain the same.

ARTICLE III.

EFFECTIVE DATE AND TIME

The Bank Merger shall be effective as of the date and time stated in Articles of Merger certified, signed and acknowledged in the manner required by law and filed with the Mississippi Department of Banking and Consumer Finance ("MDBCFC"), such date to be determined by resolution of the Board of Directors of HBMS (such time and date being herein referred to as the "Effective Time" and the "Effective Date," respectively).

ARTICLE IV.

CONVERSION AND CANCELLATION OF SHARES

On the Effective Date each issued and outstanding share of HBFL Common Stock shall be canceled.

ARTICLE V.

EFFECTS OF BANK MERGER

The Bank Merger shall have the effects set forth in the Bank Merger Statute. Upon the Effective Date, the main office and each branch office maintained by HBFL as a branch office immediately before the Bank Merger becomes effective, shall become a branch office of HBMS. 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 HBFL, 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 HBMS, 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 HBFL prior to such merger; and HBMS shall be deemed to be and shall be a continuation of the original entities and all of the rights and obligations of HBFL shall remain unimpaired, and HBMS, on the Effective Date of the Bank Merger, shall succeed to all such rights, obligations, duties and liabilities connected therewith.

The Charter and Articles of Incorporation and Bylaws of HBMS shall be the Charter and Articles of Incorporation and Bylaws of the merged corporation following the Effective Date of the Merger, 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 HBMS after the merger shall be the members of the Board of Directors of HBMS prior to the merger except as may be changed or modified by the holding company Board of Directors. The Officers of HBFL shall after the merger become Officers of HBMS, as the same may be modified and adjusted by

the HBMS board of directors. The shares of common stock of HBMS as the surviving corporation outstanding immediately prior to the Effective Date of the Merger shall remain outstanding. The authorized capital stock of HBMS as the surviving corporation following the Effective Date of the Merger shall be unchanged, unless and until the same shall be changed in accordance with the applicable law.

ARTICLE VI.

FILING OF ARTICLES OF MERGER

If this Bank Merger Agreement is approved by the federal and state banking regulatory authorities having jurisdiction over the Constituent Banks and by the shareholders of HBFL and HBMS, then the fact of such approval shall be certified in Articles of Merger which shall be signed and acknowledged by the President or Vice President of each of the Constituent Banks. Thereafter, an original of the Articles of Merger, so certified, signed and acknowledged, shall be delivered to the MDBC for filing in the manner required by law

ARTICLE VII.

MISCELLANEOUS

At any time prior to the Effective Date, this Bank Merger 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 as of the date first above written.

**HANCOCK BANK
GULFPORT, MISSISSIPPI**

By: [Signature]
Name: John H. Harrison
Title: CEO/COO
Attest: [Signature]

**HANCOCK BANK OF FLORIDA
TALLAHASSEE, FLORIDA**

By: [Signature]
Name: Carl J. Chaney
Title: Pres / CEO
Attest: [Signature]

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 merger of Hancock Bank of Florida, Tallahassee, Florida, with and into Company, which were duly adopted on October 20, 2009, and have not been rescinded as of this date.

This the 16th day of December, 2009.



CARL J. CHANEY, Pres/CEO

ATTEST:



Title: Secretary, CEO, COO

HANCOCK BANK

BOARD OF DIRECTORS RESOLUTION APPROVING BANK MERGER AGREEMENT

WHEREAS, the Board of Directors of Hancock Bank, Gulfport, Mississippi ("HBMS") has determined that it is in the best interest of HBMS and its shareholders to merge Hancock Bank of Florida, Tallahassee, Florida ("HBFL") with and into HBMS;

THEREFORE, BE IT RESOLVED, that the Board of Directors of HBMS hereby accepts, approves and adopts that certain Bank Merger Agreement by and between Hancock Bank of Florida and Hancock Bank, whereby Hancock Bank of Florida, organized under the laws of the State of Florida and having its principal place of business at 1706 West Tennessee Street, Tallahassee, Florida 32301, will be merged with and into HBMS with the title of Hancock Bank;

RESOLVED FURTHER, that the President, Vice President or other appropriate officers of the HBMS 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 the HBMS 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 the HBMS, as they, acting in their sole discretion, may deem necessary and desirable to effectuate the purposes of the foregoing resolutions.

EXHIBIT C

CERTIFICATE

**HANCOCK BANK OF FLORIDA
Board Resolutions**

I, John Hairston, CEO/COO of Hancock Bank of Florida, 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 merger of Company with and into Hancock Bank, adopted on October 20, 2009. These resolutions have not been rescinded as of this date.

This the 16th day of December, 2009.



JOHN HAIRSTON, CEO/COO

Attest:

Maria M. Carey

Title: CFD

HANCOCK BANK OF FLORIDA

BOARD OF DIRECTORS RESOLUTION APPROVING BANK MERGER AGREEMENT

WHEREAS, the Board of Directors of Hancock Bank of Florida, ("HBFL"), a banking institution organized and operating under the laws of the State of Florida, has determined that it is in the best interest of HBFL and its shareholders to merge with and into Hancock Bank, a banking institution organized and operating under the laws of the State of Mississippi ("HBMS");

THEREFORE, BE IT RESOLVED, that the Board of Directors of HBFL hereby accepts, approves and adopts that certain Bank Merger Agreement ("Agreement") by and between Hancock Bank of Florida and Hancock Bank, whereby Hancock Bank of Florida, organized under the laws of the State of Florida and having its principal place of business at 1706 West Tennessee Street, Tallahassee, Florida 32301, will be merged with and into HBMS with the title of Hancock Bank;

RESOLVED FURTHER, that the President, Vice President or other appropriate officers of HBFL 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 the HBFL 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 the HBFL, as they, acting in their sole discretion, may deem necessary and desirable to effectuate the purposes of the foregoing resolutions.

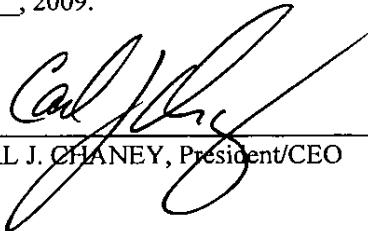
EXHIBIT D

CERTIFICATE

**HANCOCK BANK
Sole Shareholder Resolutions**

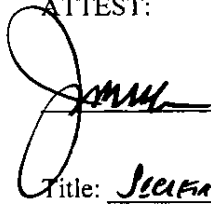
I, Carl J. Chaney, President and CEO of both Hancock Bank, a Mississippi banking corporation, and Hancock Bank of Florida, a Florida banking corporation, (the "Companies"), do hereby certify that the attached is a true and correct copy of the resolutions of the Sole Shareholder, Hancock Holding Company, of the Companies, approving the merger of Hancock Bank of Florida with and into Hancock Bank, which was duly adopted on October 20, 2009, and has not been rescinded as of this date.

This the 16th day of December, 2009.



CARL J. CHANEY, President/CEO

ATTEST:



Title: SECRETARY, CEO, COO

HANCOCK HOLDING COMPANY
Sole Shareholder
Of
Hancock Bank of Florida
And
Of
Hancock Bank

RESOLUTION
APPROVING BANK MERGER AGREEMENT

BE IT RESOLVED, that Hancock Holding Company ("HHC"), a Mississippi Corporation and the sole shareholder of Hancock Bank of Florida, a Florida banking corporation ("HBFL") and Hancock Bank, a Mississippi banking corporation ("HBMS"), acting by and through its Board of Directors does hereby determine that the best interests of HHC, HBMS and HBFL, will be served by merging HBFL with and into HBMS, and does hereby accept, approve and adopt that certain Bank Merger Agreement by and between HBMS and HBFL, whereby HBFL, organized under the laws of the State of Florida and having its principal place of business at 1706 West Tennessee Street, Tallahassee, Florida 32301, will be merged with and into HBMS with the title of Hancock Bank, organized under the laws of the State of Mississippi and having its principal place of business at 2510 14th Street, Gulfport, Mississippi, 39501, all in accordance with the attached Bank Merger Agreement (the "Agreement"); and

RESOLVED FURTHER, that the President, Vice President or other appropriate officers of HHC, HBMS or HBFL 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, HBMS or HBFL 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 the HHC, as they, acting in their sole discretion, may deem necessary and desirable to effectuate the purposes of the foregoing resolutions.

EXHIBIT E

AFFIDAVIT OF PRESIDENT

HANCOCK BANK
Gulfport, Mississippi

STATE OF MISSISSIPPI

COUNTY OF _____

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 both Hancock Bank and Hancock Bank of Florida do hereby state and certify that the Bank Merger Agreement (the "Agreement") by which Hancock Bank of Florida, will merge with and into Hancock Bank was duly adopted by the Board of Directors of Hancock Bank on October 20, 2009, and by the Board of Directors of Hancock Bank of Florida on October 20, 2009, and that the said Agreement was ratified and confirmed by Hancock Holding Company, the sole shareholder of Hancock Bank and of Hancock Bank of Florida, by written consent on October 20, 2009, with shareholders owning more than two-thirds (2/3) of the shares of outstanding common stock of Hancock Bank and Hancock Bank of Florida voting in favor of the ratification and confirmation, all in accordance with *Miss. Code Ann.* § 81-5-85, as amended and *Fla. Stat. Ann.*, Section 658.253.

This the 16th day of December, 2009.



CARL J. CHANEY, President/CEO

SWORN TO AND SUBSCRIBED BEFORE ME, this the 16th day of December, 2009.



NOTARY PUBLIC

My Commission Expires: Feb 22, 2011
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

COPY ✓

**Division of Supervision and Consumer Protection
Memphis Area Office**

5100 Poplar Avenue, Suite 1900, Memphis, Tennessee 38137
(901) 685-1603 FAX (901) 821-5308

December 10, 2009

Board of Directors
Hancock Bank
Post Office Box 4019
Gulfport, Mississippi 39502-4019

Dear Members of the Board:

Subject: Application by Hancock Bank, Gulfport, Harrison County, Mississippi, for
Consent to Merge with Hancock Bank of Florida, Tallahassee, Leon County, Florida

Pursuant to the authority delegated by the Board of Directors of the Federal Deposit Insurance Corporation and the Director of its Division of Supervision and Consumer Protection, 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.

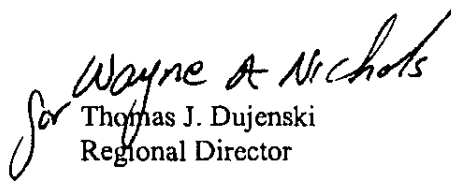
Since your bank will be assuming all the deposits of Hancock Bank of Florida, you will need to provide written certification to this office that its deposit liabilities have been assumed, as required by Section 307.2 of the FDIC Rules and Regulations. A copy of Part 307 is enclosed.

Board of Directors
Hancock Bank
Gulfport, Mississippi

-2-

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 Thomas J. Dujenski, Regional Director, Memphis Area Office, 5100 Poplar Avenue, Suite 1900, Memphis, Tennessee 38137.

Sincerely,


Thomas J. Dujenski
Regional Director

Enclosures

cc: Mr. Craig Landrum ✓
Watkins Ludlam Winter & Stennis, P.A.
Post Office Box 427
Jackson, Mississippi 39205

copy /

ATS Number: 20092665

Assigned Basis Number: MEM-12(12-10-2009)

FEDERAL DEPOSIT INSURANCE CORPORATION

Re: Hancock Bank
Gulfport, Mississippi
Application for Consent to Merge and Establish Seven 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 \$3,576,710,000 and total deposits of \$2,798,992,000 as of September 30, 2009, has filed an application for the Corporation's consent to merge with Hancock Bank of Florida, Tallahassee, Leon County, Florida, an insured state nonmember bank with total resources of \$488,314,000 and total deposits of \$294,572,000 as of September 30, 2009, and to establish the seven offices of Hancock Bank of Florida 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, a multi-bank holding company presently controlling four banks with aggregate total resources of \$7,085,403,000 may consolidate some of its operations.

The proposed transaction would not affect the structure of commercial banking or the concentration of banking resources within the relevant market. 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, and the convenience and needs of the community to be served. 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, including any reports on the competitive factors furnished by the Attorney General of the United States, it is the Corporation's judgment that the application should be and hereby is approved.

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 10th day of December, 2009.

FEDERAL DEPOSIT INSURANCE CORPORATION

By:

for Wayne A. Nichols
Thomas J. Dujenski
Regional Director
Dallas Region

EXHIBIT G

**CERTIFICATE OF
HANCOCK BANK**

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

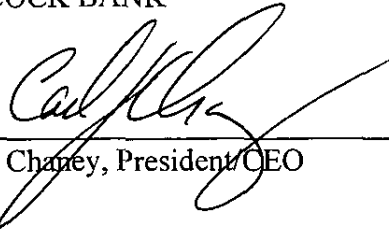
I, Carl J. Chaney, hereby certify that I am the duly elected, qualified and acting President/CEO of Hancock Bank, a Mississippi banking corporation, and that the following resolution has been duly adopted by a majority of its Directors:

BE IT RESOLVED, that the merger of Hancock Bank of Florida and Hancock Bank, Gulfport, Mississippi, be consummated effective immediately after to the close of business on December 31, 2009, based on the financial condition of the banks at the close of the business day.

The above resolution was duly adopted on the 15th day of Dec, 2009, and has not been rescinded or modified and has been duly entered in the minute book of Hancock Bank.

This the 16 day of December, 2009.

HANCOCK BANK



Carl J. Chaney, President/CEO

EXHIBIT H

**CERTIFICATE OF
HANCOCK BANK OF FLORIDA**

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

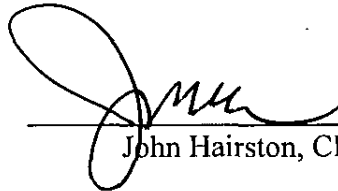
I, John Hairston, hereby certify that I am the duly elected, qualified and acting CEO/COO of Hancock Bank of Florida, a Florida banking corporation, and that the following resolution has been duly adopted by a majority of its Directors:

BE IT RESOLVED, that the merger of Hancock Bank of Florida and Hancock Bank, Gulfport, Mississippi, be consummated effective immediately prior to the close of business on December 31, 2009, based on the financial condition of the banks at the close of the business day.

The above resolution was duly adopted on the 17th day of Dec, 2009, and has not been rescinded or modified and has been duly entered in the minute book of Hancock Bank of Florida.

This the 17 day of December, 2009.

HANCOCK BANK OF FLORIDA



John Hairston, CEO/COO