

F04000002409

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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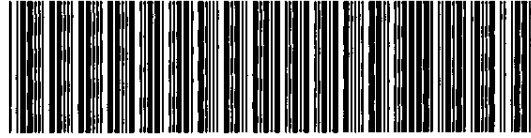
(Business Entity Name)

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12/27/11--01021--017 \*\*78.75

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

TH DEC 27 PM 1:05

FILED

*Merger  
Tewis  
1-5-12*

**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

Contact Person

Jones, Walker, Waechter, Poitevent, Carrere & Denege

Firm/Company

190 E. Capitol Street, Suite 900 (P.O. Box <sup>427</sup>~~470~~)

Address

Jackson, MS 39201 (P.O. Box Zip is 39205)

City/State and Zip Code

roberta\_davidson@hancockbank.com

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

For further information concerning this matter, please call:

Linda 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



Lawyers at Watkins Ludlam Winter & Sternis, P.A. joined the law firm of Jones Walker effective November 5, 2011, and will continue to provide legal services under the name of Jones Walker.

Linda S. Dale, CP  
Paralegal

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

January 4, 2012

Via FedEX - 850-245-6052

Florida Department of State  
ATTN: Ms. Thelma Lewis  
Division of Corporations/Amendment Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: **Southern Coastal Insurance Agency, Inc. Merger into Hancock Insurance Agency- Resend of Document sent December 22, 2011**

Dear Ms. Lewis:

Per our telephone conversation today, enclosed is the document entitled "Articles of Merger" providing for the merger of Southern Coastal Insurance Agency, Inc., a Florida corporation, with and into Hancock Insurance Agency, a Mississippi corporation which now has the language required by your department included on page 1 of the Articles of Merger. If you would like for me to e-mail you a copy of the boards of directors' resolutions, just let me know.

Also enclosed are an extra copy for your use in providing a certified copy and a copy of our check as cashed by your office in the amount of \$78.75 for the filing fee which includes the cost for a certified copy.

Please file the Application and return the certificate to me in the enclosed pre-paid, and pre-addressed FedEx envelope. If you need additional information, please call me. We appreciate your assistance in this matter.

Sincerely,

Linda S. Dale  
Paralegal

RECEIVED  
12 JAN 5 AM 10:01  
Enclosures  
JONES, WALKER, WAECHTER, POITEVENT, CARRÈRE & DENÈGRE L.L.P.

4186648.2/07816.37842

JONES, WALKER, WAECHTER, POITEVENT, CARRÈRE & DENÈGRE L.L.P.

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

ALABAMA ARIZONA DISTRICT OF COLUMBIA FLORIDA LOUISIANA MISSISSIPPI TEXAS



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 30, 2011

LINDA S. DALE  
JONES, WALKER, WAECHTER, POITEVENT  
P. O. BOX 470 437  
JACKSON, MS 39205

SUBJECT: HANCOCK INSURANCE AGENCY, INC.  
Ref. Number: F04000002409

We have received your document for HANCOCK INSURANCE AGENCY, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

For each corporation, the document must contain the date of adoption of the plan of merger by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6905.

Thelma Lewis  
Document Specialist Supervisor

Letter Number: 311A00028966

OFFICE OF THE MISSISSIPPI SECRETARY OF STATE  
P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333  
Articles of Merger or Share Exchange  
Profit Corporation



The undersigned corporation pursuant to Section 79-4-11.05, as amended, hereby executes the following document and sets forth:

1. Name of Corporation 1

HANCOCK INSURANCE AGENCY

2. Name of Corporation 2

SOUTHERN COASTAL INSURANCE AGENCY, INC.

3. Name of Corporation 3

4. The future effective date is  
(Complete if applicable)

DECEMBER 30, 2011

5. The plan of merger or share exchange. (Attach page)

6. Mark appropriate box.

(a) Shareholder approval of the plan of merger or share exchange was not required.  
The Plan of Merger was adopted by the board of directors of the surviving corporation on December 14, 2011, and shareholder approval was not required.  
OR  
The Plan of Merger was adopted by the board of directors of the merging corporation on December 14, 2011, and shareholder approval was not required.

(b) If approval of the shareholders of one or more corporations party to the merger or share exchange was required

(i) the designation, number of outstanding shares, and number of votes entitled to be cast by each class entitled to vote separately on the plan as to each corporation were

Name of Corporation	Designation	No. of outstanding shares	No. of votes entitled to be cast

FILED  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

OFFICE OF THE MISSISSIPPI SECRETARY OF STATE  
P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333  
Articles of Merger or Share Exchange  
Profit Corporation



AND EITHER

a. the total number of votes cast for and against the plan by each class entitled to vote separately on the plan was

Name of Corporation	Class	Total no. of votes cast FOR the Plan	Total no. of votes cast AGAINST the Plan

OR

b. the total number of undisputed votes cast for the plan separately by each class was

Name of Corporation	Class	Total no. of undisputed votes cast FOR the Plan

and the number of votes cast for the plan by each class was sufficient for approval by that class.

Name of Corporation 1

HANCOCK INSURANCE AGENCY

By: Signature

(Please keep writing within blocks)

Printed Name

CARL J. CHANEY

Title

PRESIDENT

OFFICE OF THE MISSISSIPPI SECRETARY OF STATE  
P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333  
Articles of Merger or Share Exchange  
Profit Corporation



Name of Corporation 2

SOUTHERN COASTAL INSURANCE AGENCY, INC.

By: Signature

(Please keep writing within blocks)

Printed Name

STEPHEN E. BARKER

Title

VICE PRESIDENT  
TREASURER

Name of Corporation 3

[Empty box for Name of Corporation 3]

By: Signature

(Please keep writing within blocks)

Printed Name

Title

**NOTE**

1. If shareholder approval is required, the plan must be approved by each voting group entitled to vote on the plan by a majority of all votes entitled to be cast by that voting group unless the Act or the articles of incorporation provide for a greater or lesser vote, but not less than a majority of all votes cast at a meeting.
2. The articles cannot be filed unless the corporation(s) has (have) paid all fees and taxes (and delinquencies) imposed by law.
3. The articles must be similarly executed by each corporation that is a party to the merger.

## AGREEMENT AND PLAN OF MERGER

**THIS AGREEMENT AND PLAN OF MERGER** ("Agreement") made and entered into this as of the 14<sup>th</sup> day of December, 2011, between **SOUTHERN COASTAL INSURANCE AGENCY, INC.** ("SCIA"), a Florida business corporation, and **HANCOCK INSURANCE AGENCY** ("HIA"), a Mississippi business corporation.

**WHEREAS**, the Directors and Shareholders of SCIA and HIA believe that it is in the best interest of each corporation that SCIA be merged into HIA.

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

- I. SCIA shall be merged into HIA by the transfer to HIA of all the assets of SCIA, subject to all of SCIA's liabilities and obligations, which liabilities and obligations HIA shall assume, in complete cancellation of all the common stock of SCIA.
- II. The corporate existence of SCIA 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 SCIA and HIA prior to the merger shall be the agents following the merger.
- IV. The principal office of the surviving corporation shall continue to be 2510 14<sup>th</sup> 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 Camors C. Roth, and the office of the registered agent shall continue to be 114 Main Street, P. O. Box 2490, Bay St. Louis, Mississippi 39520.
- V. The nature and purpose of the corporation, as stated in the existing charter of HIA is broad enough to cover the activities and operations of the combined businesses of SCIA 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 company 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 SCIA into common stock of HIA shall be accomplished by the shareholder of SCIA submitting to the Secretary of HIA all of the certificates evidencing ownership of common stock in SCIA. To avoid the inconvenience and expense of issuing additional stock of HIA, HIA will constructively issue shares in exchange for SCIA'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.

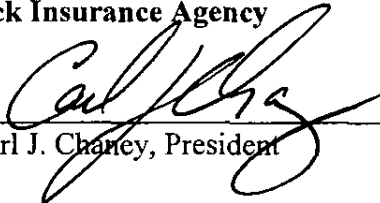
IX. The merger of SCIA into HIA shall be effective at the date and time specified in the Articles of Merger filed with the Mississippi Secretary of State.

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

**Southern Coastal Insurance Agency, Inc.**

By:   
\_\_\_\_\_  
Stephen E. Barker, Vice President / Treasurer

**Hancock Insurance Agency**

By:   
\_\_\_\_\_  
Carl J. Chaney, President