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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

10.1.2016

Minger/CC

OCT - 4 2016

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Hancock Investment Services, Inc.

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 Dale

Contact Person

Jones Walker LLP

Firm/Company

P. O. Box 427

Address

Jackson, MS 39205-0427

City/State and Zip Code

Teresa.Lygate@hancockwhitney.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

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



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www.joneswalker.com

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

September 27, 2016

Via FedEx – 850-245-6052

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

Re: ***Hancock Investment Services of Florida, Inc.: Merger into Hancock Investment Services, Inc., a Mississippi Corporation***

Dear Sir:

Enclosed for filing are an original and one copy of Articles of Merger providing for the merger of Hancock Investment Services of Florida, Inc. with and into its parent company, Hancock Investment Services, Inc., 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.

Please note that the effective date is October 1, 2016. If anything else is needed, please call me or Craig Landrum (601-949-4973) immediately so that we can timely correct any problems. Thank you for your assistance.

Sincerely,

A handwritten signature in cursive script that reads "Linda S. Dale".

Linda S. Dale
Certified Paralegal

:ld
Enclosures

EFFECTIVE DATE

10.1.2016

ARTICLES OF MERGER

of

HANCOCK INVESTMENT SERVICES OF FLORIDA, INC.

Tampa, Florida

with and into

HANCOCK INVESTMENT SERVICES, INC.

Gulfport, Mississippi

The undersigned corporations, pursuant to the provisions of the Mississippi Business Corporation Act at *Miss. Code Ann.* §79-4-11.05 and 11.06, as amended, (the "Mississippi Act") and the Florida Business Corporation Act at Fla. Stat. §§ 607.1104 and 607.1105 (2016), as amended, (the "Florida Act") hereby execute the following Articles of Merger and set forth:

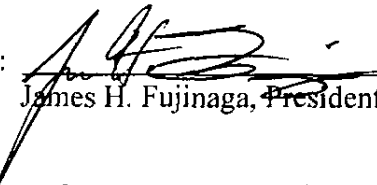
1. The names of the corporations that are parties to the merger (the "Merger") contemplated by these Articles of Merger are Hancock Investment Services of Florida, Inc. ("HIS of FL") and Hancock Investment Services, Inc. ("HIS").
2. The name of the surviving corporation is: Hancock Investment Services, Inc.
3. The name of the Florida corporation to be merged is: Hancock Investment Services of Florida, Inc.
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 HIS of FL shall cease and the corporate existence of HIS 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 (2016)), the Plan of Merger was adopted by the Board of Directors of HIS of FL, the merging corporation and by the Board of Directors of HIS, the surviving corporation, on September 22, 2016, 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 (2016)).
7. The address of HIS is 2510 14th Street, Gulfport, Mississippi 39501.
8. The Articles of Merger shall be effective at 8:00 a.m. on October 1, 2016.

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

FILED
2016 SEP 28 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Hancock Investment Services of Florida, Inc.

By: 
James H. Fujinaga, President

Hancock Investment Services, Inc.


By: 
James H. Fujinaga, 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 the 22nd day of September, 2016, between **HANCOCK INVESTMENT SERVICES OF FLORIDA, INC.** (“HIS of FL”), a Florida business corporation, and **HANCOCK INVESTMENT SERVICES, INC.** (“HIS”), a Mississippi business corporation.

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

WHEREAS, pursuant to Miss. Code Ann. §79-4-11.05(a), as amended, and Fla. Stat. ch. 607.1104 (2016), approval by shareholders is not required for a merger of a subsidiary into its parent corporation.

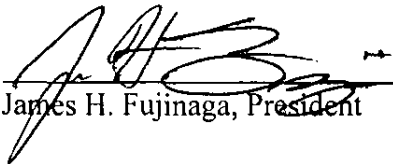
NOW, THEREFORE, in consideration of the promises and undertakings as hereinafter contained, the parties do hereby covenant and agree as follows:

- I. HIS of FL shall be merged with and into HIS by the transfer to HIS of the assets of HIS of FL, subject to all of HIS of FL’s liabilities and obligations, which liabilities and obligations HIS shall assume, in complete cancellation of all the common stock of HIS of FL.
- II. The corporate existence of HIS of FL shall cease and the corporate existence of HIS as the surviving corporation shall continue.
- III. Following the merger, the directors and officers of HIS 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 HIS 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 HIS, as stated in the existing charter of HIS is broad enough to cover the activities and operations of the combined businesses of HIS of FL and HIS 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 HIS.
- VI. The present bylaws of HIS 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 HIS of FL into common stock of HIS shall be accomplished by the shareholder of HIS of FL submitting to the Secretary of HIS all of the certificates evidencing ownership of common stock in HIS of FL. To avoid the inconvenience and expense of issuing additional stock of HIS, HIS will constructively issue shares in exchange for HIS of FL's assets. Such constructive stock issuance shall be the sole consideration for the merger; no additional shares of stock of HIS will actually be issued.
- IX. The merger of HIS of FL with and into HIS shall be effective at 8:00 a.m. on October 1, 2016.

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

Hancock Investment Services of Florida, Inc.

By: 
James H. Fujinaga, President

Hancock Investment Services, Inc.

By: 
James H. Fujinaga, President