

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Pulaski Bank and Trust Company		05/04/2009	Federal Thrift Institution: UNITED STATES
RECEIVING PARTY DATA			
Name:	IBERIABANKfsb		
Street Address:	5800 "R" Street		
City:	Little Rock		
State/Country:	ARKANSAS		
Postal Code:	72207		
Entity Type:	Federal Savings Bank: UNITED STATES		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	76588767	PULASKI BANK	
CORRESPONDENCE DATA			
Fax Number:	(501)918-7202		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	501-688-8820		
Email:	hivester@mwlaw.com		
Correspondent Name:	Hermann Ivester		
Address Line 1:	425 West Capitol Avenue		
Address Line 2:	Suite 1800		
Address Line 4:	Little Rock, ARKANSAS 72201		
ATTORNEY DOCKET NUMBER:	20339-1		
NAME OF SUBMITTER:	Hermann Ivester		
Signature:	s/Hermann Ivester/s		

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**TRADEMARK
 REEL: 003990 FRAME: 0771**

Date:

05/20/2009

Total Attachments: 8

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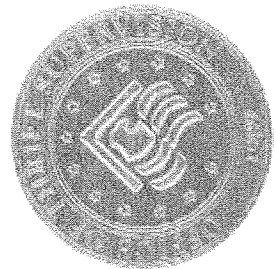
Certificate of Charter

*This is to certify that in accordance with the provisions
of Section 5 of the Home Owners Loan Act,
a charter was issued to*

IBERIABANKfsb

with its home office at

Little Rock, Arkansas



TRADEMARK
REEL: 003990 FRAME: 0773

Attest:

Barbara J. Proctor
Corporate Secretary

Washington, D.C., Effective Date:

May 4, 2009

Office of Thrift Supervision
Department of the Treasury

By *William C. Brown*
Acting Director



Office of Thrift Supervision
Department of the Treasury

Western Region

225 East John Carpenter Freeway, Suite 500, Irving, TX 75062-2326 • Telephone: (972) 277-9500
P.O. Box 619027, Dallas/Fort Worth, TX 75261-9027 • Fax: (972) 277-9501

April 1, 2009

Mr. Edward B. Crossland, Jr.
Jones Walker, L.L.P.
The Watergate
2600 Virginia Avenue, N.W., Suite 1113
Washington, D.C. 20037

RE: Proposed change in corporate title for Pulaski Bank and Trust Company, Little Rock, Arkansas
(#3401)(Bank) with concomitant amendments to the Bank's Charter and Bylaws
NATS No. 's R409-0070 & R409-0071

Dear Mr. Crossland:

This is to acknowledge receipt of the notice filed pursuant to 12 C.F.R. Section 543.1 on behalf of the Bank proposing to change the corporate title of the Bank to "IBERIABANK *fsb*". This is also to acknowledge receipt of the Bank's charter and bylaw amendment notices amending the corporate title of the Bank to "IBERIABANK *fsb*". We note that on March 16, 2009, the Bank's board and sole shareholder, IBERIABANK Corporation, approved this amendment to the Bank's charter and bylaws. We also understand that the Bank desires to make these changes effective May 4, 2009. We consider these to be pre-approved charter and bylaw amendments and accordingly, they require no action by this Office. In accordance with the provisions of 12 C.F.R. Sections 552.4(b)(1) and 552.5(b)(1)(iii), we consider such amendments properly adopted with an effective date of May 4, 2009. In accordance with the provisions of 12 C.F.R. Section 552.4(d), the Bank may apply to have its charter reissued reflecting the new name of the Bank. If the Bank chooses to have its charter and charter certificate reissued, please forward four executed originals of the Bank's revised charter along with a check in the amount of \$100.

If you have any questions concerning this matter, please contact Applications Analyst Robert Gaffney at (972) 277-9581.

Sincerely,

Jearlene Miller
Applications Manager

cc: Mr. Daryl Byrd, President
Pulaski Bank and Trust Company
5800 R Street
Little Rock, Arkansas 72207-4416

FDIC Memphis



Office of Thrift Supervision
Department of the Treasury

Western Region

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May 14, 2009

Mr. Edward B. Crossland, Jr.
Jones Walker, L.L.P.
The Watergate
2600 Virginia Avenue, N.W., Suite 1113
Washington, D.C. 20037

RE: Reissued Charter for IBERIABANK, *fsb*, Little Rock, Arkansas (#3401)(Bank)
NATS No. R409-0086

Dear Mr. Crossland:

On April 1, 2009, we acknowledged receipt of the charter amendment notice from Pulaski Bank and Trust Company, Little Rock, Arkansas (#3401)(Pulaski) to amend the corporate title of Pulaski under Section 1 of the charter to "IBERIABANK, *fsb*". We considered this amendment pre-approved and the Bank adopted the amendment effective May 4, 2009. You also requested that we reissue the Bank's charter to reflect this change. Attached are three (3) executed copies of the charter for the Bank. The charter number is 8096, and the effective date is May 4, 2009. Please make distribution to the appropriate parties. The Bank should maintain its original charter in a secure location. Also enclosed is a Certificate of Charter for the Bank.

If you have any questions concerning this matter, please contact the undersigned at (972) 277-9581.

Sincerely,

Robert G. Gaffney
Applications Analyst

cc: Mr. Daryl Byrd, President
IBERIABANK, *fsb*
5800 R Street
Little Rock, Arkansas 72207-4416

FDIC Memphis

AMENDED AND RESTATED

CHARTER

OF

IBERIABANK *fsb*

Section 1. *Corporate Tide.* The full corporate title of the savings bank is IBERIABANK *fsb*.

Section 2. *Office.* The home office shall be located in Little Rock, Arkansas.

Section 3. *Duration.* The duration of the savings bank is perpetual.

Section 4. *Purposes and Powers.* The purpose of the savings bank is to pursue any or all of the lawful objectives of a Federal savings bank chartered under section 5 of the Home Owners' Loan Act and to exercise all of the express, implied, and incidental powers conferred thereby and by all acts amendatory thereof and supplemental thereto, subject to the Constitution and laws of the United States as they are now in effect, or as they may hereafter be amended, and subject to all lawful and applicable rules, regulations, and orders of the Office of Thrift Supervision ("Office").

Section 5. *Capital Stock.* The total number of shares of all classes of the capital stock which the savings bank has the authority to issue is 30,000,000 of which 20,000,000 shall be common stock of par value of \$.10 per share and of which 10,000,000 shall be preferred stock of par value of \$.10 per share. The shares may be issued from time to time as authorized by the board of directors without further approval of shareholders, except as otherwise provided in this section 5 or to the extent that such approval is required by governing law, rule, or regulation. The consideration for the issuance of the shares shall be paid in full before their issuance and shall not be less than the par value. Neither promissory notes nor further services shall constitute payment or part payment for the issuance of shares of the savings bank. The consideration for the shares shall be cash, tangible or intangible property (to the extent direct investment in such property would be permitted), labor, or services actually performed for the savings bank, or any combination of the foregoing. In the absence of actual fraud in the transaction, the value of such property, labor, or services, as determined by the board of directors of the savings bank shall be conclusive. Upon payment of such consideration, such shares shall be deemed to be fully paid and nonassessable. In the case of a stock dividend, that part of the surplus of the savings bank which is transferred to stated capital upon the issuance of shares as a share dividend shall be deemed to be the consideration for their issuance.

No shares of capital stock (including shares issuable upon conversion, exchange, or exercise of other securities) shall be issued, directly or indirectly, to officers, directors, or controlling persons of the savings bank other than as part of a general public offering or as qualifying shares to a director, unless their issuance or the plan under which they would be issued has been approved by a majority of the total votes eligible to be cast at a legal meeting.

Nothing contained in this section 5 (or in any supplementary sections hereto) shall entitle the holders of any class or series of capital stock to vote as a separate class or series or to more

than one vote per share, except as to the cumulation of votes for the election of directors; Provided, that this restriction on voting separately by class or series shall not apply:

- (i) To any provision which would authorize the holders of preferred stock, voting as a class or series, to elect some members of the board of directors, less than a majority thereof, in the event of default in the payment of dividends on any class or series of preferred stock;
- (ii) To any provision which would require the holders of preferred stock, voting as a class or series, to approve the merger or consolidation of the savings bank with another corporation or the sale, lease, or conveyance (other than by mortgage or pledge) of properties or business in exchange for securities of a corporation other than the savings bank if the preferred stock is exchanged for securities of such other corporation: Provided, that no provision may require such approval for transactions undertaken with the assistance or pursuant to the director of the Office, the Federal Deposit Insurance Corporation, or the Resolution Trust Corporation;
- (iii) To any amendment which would adversely change the specific terms of any class or series of capital stock as set forth in this section 5 (or in any supplementary sections hereto), including any amendment which would create or enlarge any class or series ranking prior thereto in rights and preferences. An amendment which increases the number of authorized shares of any class or series of capital stock, or substitutes the surviving savings bank in a merger or consolidation for the savings bank, shall not be considered to be such an adverse change.

A description of the different classes and series (if any) of the savings bank's capital stock and a statement of the designations, and the relative rights, preferences, and limitations of the shares of each class and series (if any) are as follows:

A. Common Stock. Except as provided in this section 5 (or in any supplementary sections hereto), the holders of the common stock exclusively possess all voting power. Each holder of shares of common stock shall be entitled to one vote for each share held by such holder; except as to the cumulation of votes for the election of directors.

Whenever there shall have been paid, or declared and set aside for payment, to the holders of the outstanding shares of any class of stock having preference over the common stock as to the payment of dividends, the full amount of dividends and of sinking fund, retirement fund, or other retirement payments, if any, to which such holders are respectively entitled in preference to the common stock, then dividends may be paid on the common stock and on any class or series of stock entitled to participate therewith as to dividends out of any assets legally available for the payment of dividends.

In the event of any liquidation, dissolution, or winding up of the savings bank, the holders of the common stock (and the holders of any class or series of stock entitled to participate with the common stock in the distribution of assets) shall be entitled to receive, in cash or in kind, the assets of the savings bank available for distribution remaining after:

- (a) Payment or provision for payment of the savings bank's debts and liabilities;
- (b) Distributions or provision for distributions in settlement of its liquidation account; and
- (c) Distributions or provision for distributions to holders of any class or series of stock having preference over the common stock in the liquidation, dissolution, or winding up of the savings bank: Each share of common stock shall have the same relative rights as and be identical in all respects with all the other shares of common stock.

B. Preferred Stock. The savings bank may provide in supplementary sections to its charter for one or more classes of preferred stock, which shall be separately identified. The shares of any class may be divided into and issued in series, with each series separately designated so as to distinguish the shares thereof from the shares of all other series and classes. The terms of each series shall be set forth in a supplementary section to the charter. All shares of the same class shall be identical except as to the following relative rights and preferences, as to which there may be variations between different series:

- (a) The distinctive serial designation and the number of shares constituting such series;
- (b) The dividend rate or the amount of the dividends to be paid on the shares of such series, whether dividends shall be cumulative and, if so, from which date(s), the payment date(s) for dividends, and the participating or other special rights, if any, with respect to dividends;
- (c) The voting powers, full or limited, if any, of shares of such series;
- (d) Whether the shares of such series shall be redeemable and, if so, the price(s) at which, and the terms and conditions on which such shares may be redeemed;
- (e) The amount(s) payable upon the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding up of the savings bank;
- (f) Whether the shares of such series shall be entitled to the benefit of a sinking or retirement fund to be applied to the purchase or redemption of such shares, and if so entitled, the amount of such fund and the manner of its application, including the price(s) at which such shares may be redeemed or purchased through the application of such fund;
- (g) Whether the shares of such series shall be convertible into, or exchangeable for, shares of any other class or classes of stock of the savings bank and, if so, the conversion price(s) or the rate(s) of exchange, and the adjustments thereof, if any, at which such conversion or exchange may be made, and any other terms and conditions of such conversion or exchange;

- (h) The price or other consideration for which the shares of such series shall be issued; and
- (i) Whether the shares of such series which are redeemed or converted shall have the status of authorized but unissued shares of serial preferred stock and whether such shares may be reissued as shares of the same or any other series or serial preferred stock.

Each share of each series of serial preferred stock shall have the same relative rights as and be identical in all respects with all the other shares of the same series.

The board of directors shall have authority to divide, by the adoption of supplementary charter sections, any authorized class of preferred stock into series, and, within the limitations set forth in this section and the remainder of this charter, fix and determine the relative rights and preferences of the shares of any series so established.

Prior to the issuance of any preferred shares of a series established by a supplementary charter section adopted by the board of directors, the savings bank shall file with the Secretary to the Office a dated copy of that supplementary section of this charter establishing and designating the series and fixing and determining the relative rights and preferences thereof.

Section 6. *Preemptive Rights.* Holders of the capital stock of the savings bank shall not be entitled to preemptive rights with respect to any shares of the savings bank which may be issued.

Section 7. *Directors.* The savings bank shall be under the direction of a board of directors. The authorized numbers of directors, as stated in the savings bank's bylaws, shall not be fewer than five or more than fifteen except when a greater number is approved by the Director of the Office.

Section 8. *Priority of Accounts.* In any situation in which the priority of the accounts of the savings bank is in controversy, all such accounts shall, to the extent of their withdrawable value, be debts of the savings bank having at least as high a priority as the claims of general creditors of the savings bank not having priority (other than any priority arising or resulting from consensual subordination) over other general creditors of the savings bank.

Section 9. *Amendment of Charter.* Except as provided in section 5, no amendment, addition, alteration, change or repeal of this charter shall be made, unless such is first proposed by the board of directors of the savings bank, then preliminarily approved by the Office, which preliminary approval may be granted by the Office, pursuant to regulations specifying preapproved charter amendments, and thereafter approved by the shareholders by a majority of the total votes eligible to be cast at a legal meeting. Any amendment, addition, alteration, change or repeal so acted upon shall be effective upon filing with the Office in accordance with regulatory procedures or on such other date as the Office may specify in its preliminary approval.

Section 10. *Liquidation Account.* Pursuant to the requirements of the Office's regulations (12 C.F.R. Subchapter D), the savings bank shall establish and maintain a liquidation account in an amount equal to the greater of: (a) the sum of (i) the percentage of the outstanding

common stock, held by Mutual Holding Company on December 31, 1997, multiplied by the saving bank's stockholders' equity on such date, and (ii) the restricted retained earnings account that reflects certain dividends waived by the Mutual Holding Company as of the date of the completion of the Mutual Holding Company's mutual-to-stock conversion, or (b) the savings bank's retained earnings as of the date that the savings bank reorganized into the mutual holding company structure. The liquidation account shall be established and maintained for the benefit of its savings account holders who had an account balance of at least \$50.00 as of the close of business on either September 30, 1996 or December 31, 1997 ("Eligible Depositors"). In the event of a complete liquidation of the savings bank, it shall comply with such rules and regulations with respect to the amount and the priorities on liquidation of each of the savings bank's Eligible Depositor's inchoate interest in the liquidation account, to the extent it is still in existence. An Eligible Depositor's inchoate interest in the liquidation account shall not entitle such Eligible Depositor to any voting rights at meetings of the savings bank's stockholders.

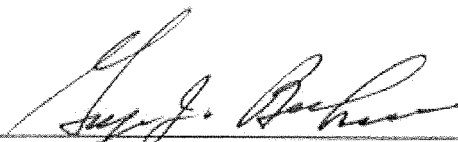
IBERIABANK *fsb*

By:



President and Chief Executive Officer

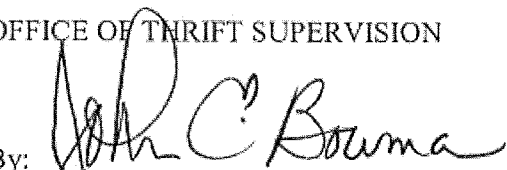
Attest:



Secretary of the Savings Bank


OFFICE OF THRIFT SUPERVISION

By:



Acting Director

Attest:



Secretary of the Office of Thrift Supervision

Effective Date: May 4, 2009