



500 Laurel Street, Ste. 101  
Baton Rouge, LA 70801  
Phone: 225.248.7600  
Toll Free: 877.614.7600

**BUSINESS FIRST BANCSHARES, INC.  
500 Laurel Street, Suite 101  
Baton Rouge, Louisiana 70801**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD SEPTEMBER 28, 2017**

TO THE SHAREHOLDERS OF BUSINESS FIRST BANCSHARES, INC.:

A special meeting of the shareholders of Business First Bancshares, Inc. will be held on Thursday, September 28, 2017 at 8:00 a.m., local time, at 500 Laurel Street, Suite 101, Baton Rouge, Louisiana. At the meeting, you will be asked to consider and vote upon a proposal to amend and restate the Articles of Incorporation of Business First Bancshares, Inc. The proposal to be considered at the special meeting is more fully discussed in the attached proxy statement, which we urge you to read carefully. The text of the proposed amended and restated Articles of Incorporation of Business First Bancshares, Inc. is also included as Appendix A to this proxy statement.

We have fixed the close of business on August 23, 2017 as the record date for the special meeting. Accordingly, only shareholders of record as of that date are entitled to notice of, to attend and to vote at the special meeting and any adjournment or postponement of the special meeting.

**Your vote is very important, and you are cordially invited to attend the meeting in person. However, whether or not you expect to attend the meeting in person, we urge you to sign, date and return the enclosed proxy card at your earliest convenience. This will ensure the presence of a quorum at the meeting and that your shares are voted in accordance with your wishes. For your convenience, we have enclosed a self-addressed, stamped envelope for the return of your proxy. Internet voting of your proxy is also available. Please see instructions on your proxy card. Your prompt response will help reduce proxy solicitation costs, which are paid for by us.** Sending in your proxy will not prevent you from voting your stock at the meeting if you desire to do so, as your proxy is revocable at your option. You may revoke your proxy at any time before it is voted at the meeting in the manner described in the proxy statement.

BY ORDER OF THE BOARD OF DIRECTORS

A handwritten signature in blue ink that reads 'Heather Roemer'.

Heather Roemer  
Secretary

August 23, 2017  
Baton Rouge, Louisiana



**BUSINESS FIRST BANCSHARES, INC.**  
**500 Laurel Street, Suite 101**  
**Baton Rouge, Louisiana 70801**

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**PROXY STATEMENT**  
**FOR THE**  
**SPECIAL MEETING OF SHAREHOLDERS**  
**to be held on September 28, 2017**

The date of this proxy statement is August 23, 2017

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This proxy statement contains information about the special meeting of the shareholders of Business First Bancshares, Inc. The meeting is scheduled to be held on Thursday, September 28, 2017, beginning at 8:00 a.m., local time, at 500 Laurel Street, Suite 101, Baton Rouge, Louisiana. We are providing these proxy materials to you in connection with the solicitation of proxies by our board of directors for the special meeting and for any adjournment or postponement of the special meeting. *In this proxy statement, when we refer to “Business First Bancshares,” “the Company,” “our Company,” “we,” “our” and “us,” we are referring to Business First Bancshares, Inc. When we refer to “the Bank,” we are referring to Business First Bank.*

**GENERAL INFORMATION ABOUT THE SPECIAL MEETING**

**Purpose of the special meeting**

At the special meeting, you will be asked to consider and vote upon a proposal to amend and restate the Company’s Articles of Incorporation, which is described in more detail in this proxy statement. The full text of the proposed amended and restated Articles of Incorporation is included in Appendix A to this proxy statement.

We are currently limited in our ability to issue additional shares of capital stock due to our relatively small number of authorized, but unissued, shares of capital stock. As of the date of this proxy statement, 6,932,570 shares of our common stock and no shares of our preferred stock were issued and outstanding, with an additional 1,011,105 shares of our common stock reserved for outstanding equity awards and 500,000 shares reserved for future issuances of equity awards under our 2017 Equity Incentive Plan. As a result, only 1,556,325 shares of our common stock are currently available for issuance.

As part of our growth strategy, we regularly evaluate strategic opportunities that we believe have the potential to provide attractive risk-adjusted returns to our shareholders, including both organic growth opportunities and potential acquisitions of other financial institutions and other businesses. Our ability to efficiently execute our growth strategy is directly related to, and dependent upon, our ability to issue additional shares of capital stock. For example, in connection with potential acquisition opportunities, we could be required to issue shares of capital stock directly to an acquisition target’s shareholders as a component of the purchase price or to outside investors in order to fund a cash purchase price and maintain our regulatory capital position. We might also issue shares, or reserve shares for future issuance under equity incentive awards, to our employees to help attract and retain talented bankers. We also may need to raise additional capital in the future, whether through public or private offerings of our capital stock, in order to support our anticipated organic growth and maintain our regulatory capital

position. While we are not currently a party to any definitive acquisition agreement, we seek to be in a position to quickly and efficiently take advantage of attractive growth opportunities we see in our markets and that may otherwise arise from time to time. Accordingly, we are proposing to amend our Articles of Incorporation to increase our authorized shares of capital stock.

In connection with this proposal, we are also proposing certain other amendments to our Articles of Incorporation to ensure they are consistent with current Louisiana law and aligned with the business needs and current corporate practices of our organization.

### **Voting at the special meeting; solicitation and revocation of proxies**

You are entitled to one vote on the proposal for every share of common stock that you owned at the close of business on August 23, 2017, our record date. At the close of business on August 23, 2017, 6,932,570 shares of our common stock were issued and outstanding.

In order for business to be conducted at the special meeting, a quorum must be present. A quorum consists of a majority of the shares of our common stock entitled to vote at the special meeting. Shares of our common stock represented at the special meeting in person or by a properly executed proxy (including shares that abstain or do not vote with respect to one or more of the matters to be acted upon) will be counted for purposes of determining whether a quorum exists. If a quorum does not exist, the special meeting will be adjourned until a quorum is obtained. **Accordingly, we urge you to vote by proxy even if you plan to attend the meeting so that we will know as soon as possible that enough votes will be present for us to hold the meeting.**

You may vote by completing and returning the enclosed proxy card, online, or in person at the meeting. We encourage you to attend the special meeting, and execution of the enclosed proxy will not affect your right to attend the meeting and vote in person. However, to ensure that your shares are voted in accordance with your wishes and that a quorum is present at the meeting so that we can transact business, we urge you to complete, sign and return the enclosed proxy card to us as promptly as possible in the enclosed, self-addressed, stamped envelope. Please refer to instructions on your proxy card. Your prompt response will help reduce proxy costs, which are paid for by us.

***Voting by proxy.*** If you vote by proxy, your proxy will be voted in accordance with your instructions, unless you earlier revoke your proxy using any of the methods described below. If you execute a proxy card, but do not specify a choice with respect to the proposal to amend and restate our Articles of Incorporation, your proxy will be voted “FOR” such proposal.

***Voting in person.*** If you attend the meeting, you may deliver your completed proxy card in person or you may vote by completing a ballot, which will be available at the meeting.

***Voting online.*** You may complete and electronically sign your proxy card by going to [www.voteproxy.com](http://www.voteproxy.com) and following the instructions on your proxy card.

***Revocation of Proxies.*** You may change your vote by revoking your proxy in either of the following ways:

- by providing a written notice of revocation to our Secretary at or before the meeting; or
- by completing, signing and dating another proxy card and filing it with our Secretary at or before the meeting.

Mere attendance at the special meeting will not of itself revoke a proxy. To be effective, a new proxy card or written revocation must be received by our Secretary prior to the exercise of the proxy at the special meeting. If the special meeting is postponed or adjourned, your proxy will still be valid and may be voted at the postponed or adjourned meeting when it is reconvened. You will still be able to change or revoke your proxy until it is voted.

***Shares registered in another name.*** If your shares are not registered in your name, you will need to bring appropriate documentation from the record shareholder to vote in person at the special meeting. If you have any questions regarding the documentation required, please contact our Secretary, Heather Roemer, at (225) 248-7635.

### **Vote required to approve the proposal**

The proposal to amend and restate the Articles of Incorporation of Business First Bancshares, Inc. requires the affirmative vote of the holders of at least a majority of the outstanding shares entitled to vote on the proposal.

Your board of directors unanimously recommends that you vote “FOR” the proposal to amend and restate our Articles of Incorporation. Abstentions will be counted as present for determining the presence of a quorum but will not be counted as a vote “FOR” or “AGAINST” the proposal. However, because this proposal requires a specific number of affirmative votes to be approved, an abstention will have the same effect as a vote against the proposal. If you return a signed proxy card, the persons named in the enclosed proxy will vote it “FOR” the proposal, unless you indicate a vote against the proposal or abstain from voting by marking the proxy to that effect.

### **Record date**

Our board of directors has fixed the close of business on August 23, 2017, as the record date for the special meeting or any adjournment or postponements thereof. Only shareholders of record of our common stock at the close of business on the record date are entitled to receive notice of, to attend and to vote at the special meeting.

### **Expense of solicitation**

Proxies are being solicited by and on behalf of our board of directors. We will bear the costs of preparing and mailing the proxy materials to our shareholders in connection with the special meeting. We will solicit proxies by mail, and our directors, officers, and employees may also solicit proxies by telephone or personal interview. These persons will receive no additional compensation for these services but may be reimbursed for reasonable out-of-pocket expenses.

### **Recommendation of the board**

Our board of directors has considered the proposal to be presented to our shareholders at the special meeting and unanimously recommends that our shareholders vote “FOR” the proposal to amend and restate our Articles of Incorporation.

**PROPOSAL TO APPROVE THE AMENDED AND RESTATED ARTICLES OF  
INCORPORATION OF BUSINESS FIRST BANCSHARES, INC.**

**General**

At the special meeting, you will be asked to consider a proposal to amend and restate the Articles of Incorporation of the Company. For the reasons set forth herein, our board of directors has determined that it is in the best interest of our shareholders to increase the authorized capital stock of the Company. Additionally, in connection with our decision to propose an increase in our authorized capital stock, our board of directors and management, with the assistance of legal counsel, recently conducted a comprehensive review of our existing Articles of Incorporation. Our Articles of Incorporation were originally prepared under the terms of the Louisiana Business Corporation Law, which had governed Louisiana corporations since 1968 until it was repealed and replaced by the newly enacted Louisiana Business Corporation Act (“LBCA”), which became effective in 2015. The purpose of the review by our board of directors was to ensure that our Articles of Incorporation were consistent with the new law and to consider whether any further changes were appropriate to align our Articles of Incorporation with the business needs and current corporate practices of our organization, including our future capital needs. We also considered certain best practices related to corporate governance recommended by reputable institutional investors and proxy advisory firms as a part of our review, as well as the corporate practices of other similarly-situated bank holding companies, and eliminated certain provisions of our Articles that were not required by the LBCA to be included therein.

Following that review, our board of directors adopted the form of amended and restated Articles of Incorporation attached as Appendix A to this proxy statement, which restates in its entirety our current Articles of Incorporation, and our board of directors is submitting the form of amended and restated Articles of Incorporation for your consideration and approval at the special meeting. While we believe that the following section describes the material implications of the proposed amendments, this summary may not contain all of the information that is important to you. Therefore, we encourage you to read the full text of the proposed amended and restated Articles of Incorporation attached as Appendix A to this proxy statement.

Approval of this proposal would not materially affect the rights or privileges of our current shareholders, nor would it, on its face, cause any dilution to current shareholders’ interests in the Company. However, if the additional authorized shares of capital stock are issued in the future, our existing shareholders could, depending upon the price realized and the extent (if any) of their participation in the issuance, experience dilution of book value per share, earnings per share and percentage ownership. When and if additional shares of our capital stock are issued, these new shares would have the same voting and other rights and privileges as the currently issued and outstanding shares of capital stock, including voting rights and the right to participate in dividends as, when and if declared by the board of directors. Existing shareholders do not have preemptive or similar rights to subscribe for or purchase any additional shares of capital stock that we may issue in the future, and will not obtain any such rights as a result of this proposal.

An increase in the authorized number of shares of capital stock could have an anti-takeover effect. If the Company were to issue additional shares in the future, such an issuance could dilute the voting power of a person seeking control of the Company, thereby making an attempt to acquire control of us more difficult or expensive. Neither the board of directors nor management is currently aware of any attempt, or contemplated attempt, to acquire control of Company, and we are not presenting this proposal with the intent that it be used as an anti-takeover device.

## Description of proposed amendments to our Articles of Incorporation

The substantive changes proposed to be made to our Articles of Incorporation include the following:

- ***Increase of authorized capital stock.*** Article III of our current Articles of Incorporation authorizes the issuance of up to 10,000,000 shares of common stock, par value \$1.00 per share, and 1,000,000 shares of preferred stock, no par value per share. As of the date of this proxy statement, 6,932,570 shares of our common stock and no shares of our preferred stock were issued and outstanding, with an additional 1,011,105 shares of our common stock reserved for outstanding equity awards and 500,000 shares reserved for future issuances of equity awards under our 2017 Equity Incentive Plan. As a result, only 1,556,325 shares of our common stock are currently available for issuance, which limits our ability to raise capital.

As part of our growth strategy, we routinely evaluate strategic opportunities that we believe provide attractive risk-adjusted returns to our shareholders, including both organic growth opportunities and potential acquisitions of other financial institutions. Our ability to efficiently execute our growth strategy is directly related to, and dependent upon, our ability to issue additional shares of capital stock. For example, in connection with potential acquisition opportunities, we could be required to issue shares of capital stock directly to an acquisition target's shareholders as a component of the purchase price or to outside investors in order to fund a cash purchase price and maintain our regulatory capital position. Similarly, we may need to raise additional capital in the future, whether through public or private offerings of our capital stock, in order to support our anticipated organic growth and maintain our regulatory capital position. We are not currently a party to any definitive acquisition agreement; however, in order to position us to quickly and efficiently take advantage of attractive growth opportunities that may arise from time to time, our board has determined that an increase in the number of authorized shares of our capital stock is in the best interests of our shareholders.

Accordingly, our board has proposed that our authorized capital stock be increased to 50,000,000 shares of common stock and 5,000,000 shares of preferred stock. The 50,000,000 shares of common stock represents an increase of 40,000,000 in the number of authorized shares of common stock currently authorized, and the 5,000,000 shares of preferred stock represents an increase of 4,000,000 in the number of authorized shares of preferred stock currently authorized. We believe these increases in our authorized capital stock are sufficient for our Company's capital requirements for the foreseeable future.

- ***Election of directors.*** Our Bylaws currently provide that, in any election of directors, directors are elected by a plurality of the votes cast. In response to recent corporate governance trends and recommendations by certain institutional investor and proxy advisory firms, we are proposing to adopt a "majority vote" standard in uncontested elections of directors (i.e., elections where the number of director nominees equals the number of director seats). Under the "majority vote" standard, a director must receive more votes "for" than "against" in order to be elected to the Board. We will retain the plurality vote standard in contested elections of directors (i.e., elections where the number of director nominees exceeds the number of directors being elected).

- ***Amendment to reduce percentage ownership required for shareholders to call a special meeting of the shareholders.*** Our current Articles of Incorporation are silent regarding the ability of our shareholders to call a special meeting of the shareholders. Our Bylaws currently provide that we must call a special meeting upon the written request of holders of not less than two-thirds (2/3) of all shares entitled to vote at the meeting. The LBCA provides that a corporation must call a shareholders' meeting upon the written demand of shareholders holding at least ten percent (10%) of all the shares entitled to vote at a meeting, unless the corporation's articles provide for a different percentage. The statute permits a corporation to decrease or increase the percentage ownership required to call a special meeting of the shareholders, with a maximum of up to twenty-five percent (25%), but it may only do so through a provision in its articles of incorporation. In light of the foregoing, the existing provision in our Bylaws conflicts with the requirements of the LBCA. To conform this percentage ownership requirement as close as is now permissible to the percentage reflected in our existing Bylaws, the amended and restated Articles of Incorporation include a provision that would decrease the percentage ownership necessary for shareholders to call a special meeting under our existing Bylaws to the maximum of twenty-five percent (25%) permitted by the LBCA.
- ***Eliminating certain other provisions not required by the LBCA.*** The amended and restated Articles of Incorporation eliminate certain other provisions that either are obsolete or no longer required given the changes in applicable Louisiana law. For example, our existing Articles of Incorporation recite the former control share law and business combination law under the former Louisiana Business Corporation Law that are no longer applicable under the new LBCA.

Other than as described above, the proposed amendments to our Articles of Incorporation contain substantially the same rights, preferences and limitations contained in our current Articles of Incorporation. Our board of directors has adopted resolutions approving the proposed amendments to our Articles of Incorporation, and we believe that the revisions described above enhance our corporate governance practices to the benefit of our shareholders.

The affirmative vote of the holders of at least a majority of the outstanding shares entitled to vote is required to approve this proposal. If you return a proxy, but fail to indicate your vote with respect to this proposal, the persons named in the enclosed proxy will vote "FOR" the proposal.

**Your board of directors unanimously recommends a vote "FOR" the proposal to amend and restate our Articles of Incorporation. If you return a signed proxy card, the persons named in the enclosed proxy will vote "FOR" this proposal, unless you indicate a vote against the proposal or abstain from voting by marking the proxy to that effect.**

**PLEASE VOTE:  
SUBMIT YOUR PROXY  
ONLINE OR BY MAIL TODAY**

**APPENDIX A**

<b>UNITED STATES OF AMERICA</b>	§	<b>ARTICLES OF AMENDMENT OF THE</b>
<b>STATE OF LOUISIANA</b>	§	<b>ARTICLES OF INCORPORATION</b>
<b>PARISH OF EAST BATON ROUGE</b>	§	<b>OF</b>
	§	<b>BUSINESS FIRST BANCSHARES, INC.</b>

BE IT KNOWN, that on this \_\_\_\_ day of \_\_\_\_\_, 2017,

BEFORE ME, the undersigned Notary Public, duly appointed and commissioned in the State and Parish aforesaid,

PERSONALLY CAME AND APPEARED David R. Melville III, President and Chief Executive Officer of Business First Bancshares, Inc., a Louisiana corporation (the "Corporation"), and Heather Roemer, its Secretary, both of whom are duly authorized to act for the Corporation pursuant to a resolution adopted by the Corporation's board of directors.

WHO DECLARED UNTO ME, Notary, in the presence of the undersigned competent witnesses, as follows:

At a duly called and convened special meeting of the shareholders of the Corporation held on September 28, 2017, there were [•] (or approximately [•]%) of the [•] shares of the Corporation then outstanding present, in person or by proxy.

By a vote of [•] shares (or approximately [•]%) voting "FOR," [•] shares voting "AGAINST," and [•] shares abstaining, the shareholders of the Corporation approved an amendment to the Corporation's Articles of Incorporation deleting all of the existing articles thereof and replacing them in their entirety with the following, such that the Articles of Incorporation of the Corporation shall henceforth read as follows:

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**ARTICLE I**  
**Name**

The name of this Corporation is Business First Bancshares, Inc.

**ARTICLE II**  
**Objects and Purposes**

The objects and purposes for which the Corporation is organized are to engage in any lawful business or activity for which corporations may be organized and in which they may engage under the laws of the State of Louisiana.

**ARTICLE III**  
**Capital Stock**

The total number of shares of capital stock which the Corporation shall have the authority to issue is 55,000,000 shares, which shall consist of 50,000,000 shares of \$1.00 par value common stock and 5,000,000 shares of no par value preferred stock. No holder or owner of shares of any class of capital stock of this Corporation shall have any preemptive or preferential right to purchase any share of any class of stock of this Corporation, whether now or hereafter authorized, or any obligations convertible into stock of this Corporation, nor any right of subscription to any of the foregoing, other than such right, if any, as the board of directors, in its sole discretion, may from time to time establish.

The board of directors of the Corporation shall have the authority to amend these Articles of Incorporation, without shareholder approval, to establish one or more classes of preferred stock and to fix the preferences, limitations and relative rights of the shares of any class of preferred stock and to establish, and fix variations in relative rights as between, series of any preferred class.

**ARTICLE IV**  
**Board of Directors**

The corporate powers and governance of the Corporation shall be vested in and exercised through a board of directors, comprising not more than 25 nor fewer than one person. The Bylaws of the Corporation shall fix the number, qualifications and compensation of the board of directors, their terms of office and mode and manner of their nomination and election, and provide for the filling of vacancies, removal, the number of directors constituting a quorum, and the duties and responsibilities of the directors. Any director absent from a meeting of the board of directors or any committee thereof may be represented by any other director, who may cast the vote of the absent director according to the written instructions, general or special, of the absent director.

Each director shall be elected by the vote of a majority of the votes cast by the holders of shares entitled to vote at any meeting for the election of directors at which a quorum is present, provided that if the number of director nominees exceeds the number of directors to be elected at such a meeting, the directors shall be elected by a plurality of the votes cast by the holders of shares entitled to vote at such meeting at which a quorum is present. For purposes of this paragraph, (i) a majority of the votes cast shall mean that the number of shares that voted “for” the election of a director exceeds the number of shares voted “against” that director, and (ii) abstentions and broker non-votes shall not be counted as votes cast either “for” or “against” the election of any director. Shareholders shall not have cumulative voting in the election of directors.

**ARTICLE V**  
**Consent in Lieu of a Meeting**

Whenever the affirmative vote of shareholders at a meeting is required to authorize or constitute corporate action under any provision of the LBCA or of the Articles of Incorporation or Bylaws of the Corporation, such action may be taken without a meeting, and without prior notice, if consents in writing setting forth the action so taken are signed by the holders of outstanding shares of the Corporation having not less than the minimum number of votes that would be required to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted.

**ARTICLE VI**  
**Indemnification**

The Corporation may, to the fullest extent permitted by the provisions of the LBCA, as the same may be amended and supplemented, indemnify each director or officer of the Corporation from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, both as to action in his official capacity and as to action in another capacity while holding such office.

The expenses of directors and officers incurred as a party to any threatened, pending or completed proceeding, shall be paid by the Corporation as they are incurred and in advance of the final disposition of the proceeding; provided, however, that the advance payment of expenses shall be made only upon receipt by the Corporation of both a written affirmation from the director or officer of his good faith belief that he has met the standard of conduct necessary for indemnification under the LBCA and an undertaking by or on behalf of the director or officer to repay all amounts so advanced in the event that it is ultimately determined by a final decision, order, or decree of a court of competent jurisdiction that the director or officer has not met the required standards of conduct.

The right to indemnification and the payment or advancement of expenses as they are incurred and in advance of the final disposition of an action, suit, or proceeding shall not be exclusive of any other right to which a person may be entitled under these Articles of Incorporation, the Bylaws, a resolution of shareholders or directors, an agreement, or otherwise; provided, however, that all rights to indemnification and to the payment or advancement of expenses are valid only to the extent that they are consistent with the LBCA. The right to indemnification shall continue for a person who has ceased to be a director or officer and shall inure to the benefit of his heirs, next of kin, executors, administrators and legal representatives.

The Corporation shall not be obligated to reimburse the amount of any settlement unless it has agreed to such settlement. If any person shall unreasonably fail to enter into a settlement of any proceeding within the scope of this Article, offered or assented to by the opposing party or parties and which is acceptable to the Corporation, then notwithstanding any other provision of this Article, the indemnification obligation of the Corporation in connection with such action, suit, or proceeding shall be limited to the total of the amount at which settlement could have been made and the expenses incurred by such person prior to the time the settlement could reasonably have been effected.

The Corporation, may, but need not, to the extent authorized from time to time by the board of directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation or to any director, officer, employee or agent of any of its subsidiaries to the fullest extent of the provisions of the LBCA and of this Article subject to the imposition of such conditions or limitations as the board of directors of the corporation may deem necessary or appropriate.

The board of directors of the Corporation may establish rules and procedures, not inconsistent with the provisions of this Article, to implement the provisions of this Article.

The provisions of this Article are valid only to the extent that they are consistent with, and are limited by, applicable laws and regulations, including, but not limited to 12 U.S.C. 1828(k) and regulations promulgated thereunder from time to time by applicable federal banking agencies. The invalidity of any provision of this Article will not affect the validity of the remaining provisions of this Article.

**ARTICLE VII**  
**Limitation of Liability**

The personal liability of directors and officers of the Corporation to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer or otherwise, shall be limited or eliminated to the fullest extent permitted by the LBCA, as amended from time to time. Neither the amendment nor repeal of this Article, nor the adoption of any provision of the corporation's Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article, in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article, would accrue or arise prior to such amendment, repeal or adoption of an inconsistent provision.

**ARTICLE VIII**  
**Unclaimed Property**

The shareholders of the Corporation hereby relinquish in favor of the Corporation any and all right to, or title or interest in, and hereby transfer to the Corporation, all cash, property or share dividends, shares issuable to shareholders in connection with a reclassification of stock, and the redemption price of redeemed shares, which are not claimed by the shareholders entitled thereto within a reasonable time as determined by the board of directors (not less than one year) after the dividend or redemption price became payable or the shares became issuable, despite reasonable efforts by the Corporation to pay the dividend or redemption price or to deliver the certificates for the shares to such shareholders within such time, and the same shall, at the expiration of such time, be deemed transferred to and vested in full ownership in the Corporation, and the Corporation's obligation to pay such dividend or redemption price or issue such shares, as the case may be, to any shareholder shall thereupon cease; provided that the board of directors may, in its sole discretion, authorize (i) payment of the amount of any cash or property dividend or redemption price or (ii) issuance of any shares, ownership of which has become vested in the Corporation pursuant hereto, to the person or entity who or which would be entitled thereto had such transfer not occurred.

**ARTICLE IX**  
**Special Meetings of Shareholders**

Special meetings of the shareholders of the Corporation may be called by the board of directors, the Chairman of the Board, the President or the Chief Executive Officer of the Corporation in the manner set forth in the Bylaws, and shall be called by the Secretary of the Corporation upon the written demand of the holders of at least 25% of all shares entitled to vote at the proposed meeting pursuant to a request made in accordance with procedures set forth in the Bylaws. Business transacted at any special meeting shall be confined to the purposes stated in the notice thereof.

**ARTICLE X**  
**Repeal of Articles VI, VII and X**

Notwithstanding any other provision of these Articles, the affirmative vote of at least 80% of the total voting power of the Corporation shall be required to amend or repeal Article VI, Article VII or this Article X, and any repeal or amendment of Article VI, Article VII or this Article X by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation arising from an act or omission occurring prior to the time of such repeal or amendment or the rights of any director or officer to indemnification pursuant to Article VII that may have arisen prior to such appeal or amendment.

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*[Signature Page Follows]*

*[Signature Page to Articles of Amendment of the Articles of Incorporation]*

**THIS DONE AND PASSED** in the Parish of East Baton Rouge, State of Louisiana on the date first set forth above in the presence of the undersigned competent witnesses who sign with me, Notary, and the said appearers, after due reading of the whole.

WITNESSES:

APPEARERS:

\_\_\_\_\_  
Name: \_\_\_\_\_  
(Please Print)

\_\_\_\_\_  
David R. Melville III,  
President and Chief Executive Officer

\_\_\_\_\_  
Name: \_\_\_\_\_  
(Please Print)

\_\_\_\_\_  
Heather Roemer,  
Secretary

\_\_\_\_\_  
Notary Public  
Printed Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

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