

HANCOCK HOLDING COMPANY  
GULFPORT, MISSISSIPPI

BYLAWS

ARTICLE I. OFFICES

SECTION 1.01. Principal Office. The principal office shall be at Gulfport, Harrison County, Mississippi. The corporation may have such other offices as are allowable by the laws of the State of Mississippi and as the Board of Directors may designate or the business of the corporation may require from time to time.

SECTION 1.02. Registered Office. The registered office of the corporation required by the Mississippi Business Corporation Act to be maintained in the State of Mississippi may be, but need not be identical with, the principal office in the State of Mississippi, and the address of the registered office may be changed from time to time by the Board of Directors as provided by law.

## ARTICLE II. STOCKHOLDERS

**SECTION 2.01. Annual Meeting.** The annual meeting of the stockholders for the purpose of electing directors and for the transaction of such other business as may come before the meeting shall be held on such date and at such time as the Board of Directors shall each year fix, which date shall be no later than 13 months subsequent to the last annual meeting of stockholders. The date fixed for the annual meeting may not be a legal holiday in the State of Mississippi. The annual meeting of stockholders may be held conjointly with the annual meeting of the Board of Directors.

**SECTION 2.02. Special Meetings.** Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of the holders of not less than one-tenth of all the votes entitled to be cast on any issue proposed to be considered at the meeting. Such request shall be signed and dated, shall state the purposes of the proposed meeting, and shall be delivered to the Corporation's Secretary. Business transacted at all special meetings shall be confined to the objects stated in the notice thereof.

**SECTION 2.03. Place of Meeting.** The Board of Directors may designate any place, either within or without the State of Mississippi, as the place of meeting for any annual meeting or for any special meeting of the stockholders. If no designation is made, the place of meeting shall be at the principal office of the corporation in Gulfport, Harrison County, Mississippi.

**SECTION 2.04. Notice of Meeting.** Written or printed notice stating the place, day and hour of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 nor more than 60 days before the date of the meeting, either personally or by first-class mail, by or at the direction of the President or the Secretary, or the officer or persons calling the meeting, to each stockholder of record entitled to vote at such meeting (or the beneficial owner of shares to the extent of the rights by a nominee certificate on file with the corporation). If notice is mailed at least 30 days before the date of the meeting, it may be done by a class of United States mail other than first class. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the stockholder at his address as it appears on the stock transfer books of the corporation, with postage thereon prepaid.

**SECTION 2.05. Fixing of Record Date.** For the purpose of determining stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or entitled to receive payment of any dividend, or in order to make a

determination of stockholders for any other proper purpose, the Board of Directors may fix in advance a date as the record date for any such determination of stockholders, such date to be not more than 70 days and in case of a meeting of stockholders, not less than 10 days, prior to the date on which the particular action, requiring such determination of stockholders, is to be taken. If no record date is fixed for the determination of stockholders entitled to notice of or to vote at a meeting of stockholders, or stockholders entitled to receive payment of a dividend, the day before the date on which the first notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of stockholders. When a determination of stockholders entitled to vote at any meeting of stockholders has been made as provided in this section, such determination shall apply to any adjournment thereof unless the Board of Directors fixes a new record date.

**SECTION 2.06. Presiding Officer and the Secretary.** The President, or, in his absence, an officer designated by the Board of Directors shall preside at all stockholder meetings, and the Secretary shall serve as secretary. Otherwise, a chairman or secretary shall be elected by the stockholders present to act in the absence of those officers.

**SECTION 2.07. Voting Lists.** The officer or agent having charge of the stock transfer books for shares of the corporation shall make, after the record date for a meeting of stockholders is fixed, a complete list of the stockholders entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each. Such list shall be kept on file at the principal office of the corporation and shall be subject to inspection by any stockholder at any time during usual business hours, beginning two business days after notice of the meeting is given and continuing through the meeting. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any stockholder during the whole time of the meeting.

**SECTION 2.08. Quorum and Manner of Acting.** A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of stockholders. If less than a majority of the shares entitled to vote are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time, without further notice if the new date, time and place for the meeting are announced at the meeting before adjournment, unless a new record date is fixed. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. Once a share is represented for any purpose at a meeting, it is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting.

unless a new record date is or must be set for that adjourned meeting. If a quorum exists, action on a matter (other than the election of directors) is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless the articles of incorporation or law requires a greater number of affirmative votes.

SECTION 2.09. Proxies. At all meetings of stockholders, a stockholder may vote by proxy executed in writing by the stockholder or by his duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of meeting. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

SECTION 2.10. Action by Stockholders Without a Meeting. Any action required to be taken at a meeting of the stockholders of the corporation, or any action which may be taken at a meeting of the stockholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the stockholders entitled to vote with respect to the subject matter thereof.

SECTION 2.11. Stockholder Nominations for Directors. Director nominations, other than those made by or at the direction of the Board of Directors, may be made by any stockholder by delivering written notice to the Secretary of the corporation not less than 50 nor more than 90 days prior to the meeting at which directors are to be elected, provided that the corporation has mailed the first notice of the meeting at least 60 days prior to the meeting date. If the corporation has not given such notice, stockholder nominations must be submitted within 10 days following the earlier of (i) the date that notice of the date of the meeting was first mailed to the stockholders or (ii) the day on which public disclosure of such date was made. The stockholder's notice must set forth as to each nominee (i) the name, age, business address and residence address of such nominee, (ii) the principal occupation or employment of such nominee, (iii) the class and number of shares of the corporation which are beneficially owned by such nominee, and (iv) any other information relating to such nominee that is required under federal securities laws to be disclosed in solicitations of proxies for the election of directors, or is otherwise required (including, without limitation, such nominee's written consent to being named in a proxy statement as a nominee and to serving as a director if elected). The stockholder's notice also must set forth as to the stockholder giving the name (i) the name and address of such stockholder and (ii) the class and amount of such stockholder's beneficial ownership of the corporation's capital stock. If the information supplied by the stockholder is deficient in any material aspect or if the foregoing procedure is not followed, the chairman of the meeting may determine that such stockholder's

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nomination should not be brought before the meeting and that such nominee shall not be eligible for election as a director of the corporation.

### ARTICLE III. BOARD OF DIRECTORS

**SECTION 3.01. Election of Directors.** Directors of the corporation shall be elected annually by the stockholders at the annual meeting of the stockholders. If the election of directors shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Directors are elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present.

**SECTION 3.02. Number and Term.** The number of directors which shall constitute the whole Board of Directors shall be fixed from time to time only by a resolution adopted by a majority of the whole Board of Directors in its discretion, without stockholder approval; provided, however, that such number shall never be less than nine and no decrease in the number of directors constituting the whole Board of Directors shall shorten the term of any incumbent director. The directors shall be divided into three classes as nearly as equal in size as is possible, with the term of office of directors of the first class to expire at the first annual meeting of the stockholders after their election, that of the second class to expire at the second annual meeting after their election, and that of the third class to expire at the third annual meeting after their election, and in all cases as to each director until his successor shall be elected and shall qualify. At each annual meeting, directors to replace those of a class whose terms expire at such annual meeting shall be elected to hold office until the third succeeding annual meeting and until their respective successors shall have been elected and shall qualify. If the number of directors is changed, any newly created directorships or decrease in directorships shall be so apportioned among the classes as to make all classes as nearly equal in number as is possible.

**SECTION 3.03. Regular Meetings.** A regular meeting of the Board of Directors shall be held without other notice than this bylaw, immediately after or conjointly with, and at the same place as, the annual meeting of stockholders. The Board of Directors shall provide, by resolution, the time and place, either within or without the State of Mississippi, for the holding of additional meetings without other notice than such resolution.

**SECTION 3.04. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President, Chairman of the Board of Directors or by a majority of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Mississippi, as the place for holding any special meeting of the Board of Directors called by them.

**SECTION 3.05. Action by Directors Without a Meeting.** Any action required to be taken at a meeting of the directors of the corporation, or any action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

**SECTION 3.06. Notice.** Notice of any special meeting shall be given by oral or written notice delivered personally or mailed to each director at his business address (as shown on the corporation's records), or by telephone or telegram. If notice is by personal delivery, the delivery shall be at least two days prior to the special meeting. If notice is given by mail, such notice shall be deposited in the United States mail and addressed to each director at his business address with postage thereon prepaid, at least seven days prior to any special meeting. If notice is given by telegram, such notice must be received by the director at least two days prior to any special meeting. If notice is given by telephone, such notice shall be made at least two days prior to any special meeting. Any director may waive notice of any meeting. Except as provided in the next sentence, the waiver must be in writing. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, unless the director at the beginning of the meeting (or promptly upon his arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

**SECTION 3.07. Organization and Committees.** The Board of Directors shall elect one of its members Chairman, who shall preside at all meetings of the Board. By resolution the directors may designate from among its members an Executive Committee and other committees, each of which shall have all the authority of the Board of Directors except as limited in such resolution and except as provided by law. All such committees shall keep regular minutes of their meetings and shall report their actions to the Board of Directors at its next meeting.

**SECTION 3.08. Quorum and Manner of Voting.** Except as provided otherwise in the articles of incorporation or these bylaws, (i) a majority of the number of directors that constitutes the whole Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and (ii) if a quorum is present when a vote is taken, the affirmative vote of a majority of directors present shall be the act of the Board of Directors.

**SECTION 3.09. Vacancies.** Vacancies occurring on the board of directors for any reason shall be filled only by vote of a majority of the remaining members of the Board of Directors,

although less than a quorum. The person filling the vacancy shall serve out the remainder of the term of the vacated directorship or, in case the vacancy results from an increase in the number of directors, the term designated for the class of directors of which the directorship is a part.

SECTION 3.10. Removal. Directors may be removed only for cause.

SECTION 3.11. Compensation. The Board of Directors may fix the compensation of directors, including for serving on committees.

SECTION 3.12. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless (i) his dissent or abstention to such action shall be entered in the minutes of the meeting, (ii) he objects at the beginning of the meeting (or promptly upon his arrival) to holding it or transacting business at the meeting or (iii) he delivers written notice of his dissent or abstention to such action to the presiding officer of the meeting before the adjournment thereof or to the Secretary of the corporation immediately after adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.



#### ARTICLE IV. OFFICERS

**SECTION 4.01. Generally.** The officers of the corporation shall consist of a Chairman of the Board, President, a Vice President, a Secretary and a Treasurer. Officers shall be elected by the Board of Directors, which shall consider that subject at its first meeting after every annual meeting of stockholders. Each officer shall hold his office until his successor is elected and qualified or until his earlier resignation or removal. Any one or more offices may be held by the same person, except the offices of President and Secretary. Officers do not have to be stockholders.

**SECTION 4.02. Chairman of the Board.** The Board of Directors shall appoint, from one of its members, a Chairman of the Board to serve in said capacity at the pleasure of the Board. He or the President shall preside at all meetings of the Board and shall supervise the carrying out of the policies adopted or approved by the Board of Directors. He shall have, and may exercise, any other powers and duties as may, from time to time, be conferred upon him by the Board of Directors.

**SECTION 4.03. President.** The Board of Directors shall appoint a President of the corporation to serve at the pleasure of the Board. The President shall supervise the carrying out of the policies adopted or approved by the Board and shall be the Chief Executive Officer of the corporation. He shall have general executive powers, as well as the specific powers conferred by these bylaws. He shall also have and may exercise such further powers and duties as from time to time may be conferred upon, or assigned to, him by the Board of Directors. A Vice President shall be designated by the Board of Directors, in the absence of the President, to perform all the duties of the President.

**SECTION 4.04. Vice Presidents.** The Board of Directors may appoint one or more Vice Presidents and shall have the authority to designate different classes of Vice Presidents, including Executive Vice Presidents, Senior Vice Presidents, Assistant Vice Presidents, and such other classes as from time to time may appear to the Board of Directors to be required or desirable to transact the business of the corporation. Each Vice President shall have such powers and duties as may be assigned to him by the Board of Directors.

**SECTION 4.05. Secretary.** The Board of Directors shall appoint a Secretary, who shall: (i) keep the minutes of the stockholders and of the Board of Directors meetings in one or more books provided for that purpose; (ii) see that all notices are duly given in accordance with the provisions of these bylaws and as required by law; (iii) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized;

(iv) keep a register of the post office address of each stockholder which shall be furnished to the Secretary by each stockholder; (v) sign stock certificates of the corporation; (vi) have general charge of the stock transfer books of the corporation; and (vii) in general perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him by the President or by the Board of Directors.

**SECTION 4.06. Treasurer.** The Board of Directors shall appoint a Treasurer, who shall: (i) have charge and custody of and be responsible for all funds and securities of the corporation; (ii) receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these bylaws; and (iii) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

**SECTION 4.07. Other Officers.** The Board of Directors may appoint one or more such other officers as from time to time may appear to the Board of Directors to be required or desirable to transact the business of the corporation. Such officers shall respectively exercise such powers and perform such duties as pertain to their several offices, or as may be conferred upon, or assigned to, them by the Board of Directors or the President.

**SECTION 4.08. Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed with or without cause by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed, and the election of another person to an office shall automatically remove the incumbent from such office.

**SECTION 4.09. Vacancies.** The Board of Directors shall have authority to fill any vacancy occurring in the offices of the corporation or any office to be created. An officer elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

**SECTION 4.10. Salaries.** The salaries of the officers shall be fixed from time to time by the Board of Directors or a designated committee thereof and no officer shall be prevented from receiving a salary merely be reason of the fact that he is also a director or employee of the corporation. The President may fix the salaries of the employees who are not officers.

ARTICLE V. STOCK CERTIFICATES AND THEIR TRANSFER

SECTION 5.01. Certificates for Shares. Certificates representing shares of the corporation shall be in such form as shall be determined by the Board of Directors. Such certificates shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary and shall be attested by the corporate seal. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, and the number of shares and date of issue, shall be entered on the stock transfer books of the corporation. All certificates surrendered to the corporation for transfer shall be cancelled, and no new certificates shall be issued until the former certificate for a like number of shares shall have been surrendered and cancelled, except that in case of a lost, destroyed or mutilated certificate a new one may be issued therefor upon such terms and indemnity to the corporation as the Board of Directors may prescribe.

SECTION 5.02. Transfer of Shares. Transfer of shares of the corporation shall be made only on the stock transfer books of the corporation by the holder of record thereof or by his legal representative, who shall furnish proper evidence of authority duly executed and filed with the Secretary of the corporation, and on surrender for cancellation of the certificate for such shares. The corporation shall be entitled to treat the holder of record of any share or shares of stock as the holder in fact thereof and accordingly shall not be bound to recognize any equitable or other claim to or interest in such shares on the part of any other person, whether or not it shall have express or other notice thereof, save as may be expressly provided by the laws of Mississippi or these bylaws.

ARTICLE VI. CONTRACTS, LOANS,  
CHECKS, DEPOSITS AND INVESTMENTS

SECTION 6.01. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 6.02. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. Loans may be made by the corporation to its officers or directors subject to the rules imposed by law.

SECTION 6.03. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 6.04. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

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ARTICLE VII. YEAR

The corporation's tax and accounting year shall be a fiscal year ending December 31 of each year.

ARTICLE VIII. SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation, state of incorporation and the words "Corporate Seal."

**ARTICLE IX. AMENDMENTS**

**These bylaws may be amended as provided by law.**