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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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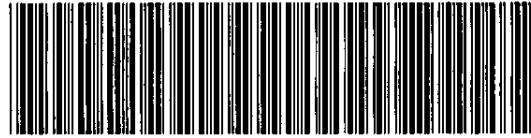
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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MRD  
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## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** HANCOCK HOLDING COMPANY  
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Linda S. Dale, CP

Name of Person

Jones, Walker, Waechter, Poitevent, Carrere & Denegree, L.L.P.

Firm/Company

190 E. Capitol Street, Ste. 800 (P. O. Box 427, Jackson, MS 39205)

Address

Jackson, MS 39201

City/State and Zip code

ldale@joneswalker.com

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

For further information concerning this matter, please call:

Linda S. Dale

Name of Person

at ( 601 ) 949-4967

Area Code & Daytime Telephone Number

**STREET/COURIER ADDRESS:**

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &  
Certificate of Status

☒ \$78.75 Filing Fee &  
Certified Copy

☐ \$87.50 Filing Fee,  
Certificate of Status &  
Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. HANCOCK HOLDING COMPANY

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

HBHC Company

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Mississippi

(State or country under the law of which it is incorporated)

3. 64-0693170

(FEI number, if applicable)

4. April 6, 1984

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. \_\_\_\_\_

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2510 14th Street, Gulfport, MS 39501-1947

(Principal office address)

Post Office Box 4019, Gulfport, MS 39502-4019

(Current mailing address)

8. Engaging in any lawful business authorized under the laws of the State of Mississippi

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: C T Corporation

Office Address: 1200 South Pine Island Road

Plantation

(City)

, Florida 33324

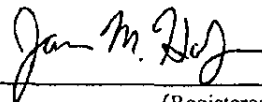
(Zip code)

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10. **Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



James M. Halpin  
Assistant Secretary

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: Carl J. Chaney

Address: 2510 14th Street  
Gulfport, MS 39501

Vice Chairman: (See attached for additional directors.)

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: Carl J. Chaney, CEO

Address: 2510 14th Street  
Gulfport, MS 39501

Vice President: (See attached for additional officers.)

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. \_\_\_\_\_

*Carl J. Chaney*  
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. \_\_\_\_\_

Carl J. Chaney, President & CEO  
(Typed or printed name and capacity of person signing application)

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**ATTACHMENT TO APPLICATION FOR AUTHORIZATION  
TO TRANSACT BUSINESS IN FLORIDA**

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TALLAHASSEE, FLORIDA**

12: Names and business addresses of directors and officers of Hancock Holding Company.

Name	Business Address	Title
Michael M. Achary	2600 CitiPlace Drive, Baton Rouge, LA 70808	Exec. Vice Pres. & Chief Financial Officer
Alton G. Bankston	Post Office Box 4019, Gulfport, MS 39502	Director
Frank E. Bertucci	Post Office Box 4019, Gulfport, MS 39502	Director
Carl J. Chaney	Post Office Box 4019, Gulfport, MS 39502	President, CEO, Director
Richard Crowell	Post Office Box 4019, Gulfport, MS 39502	Director
Don P. Descant	2600 CitiPlace Drive, Baton Rouge, LA 70808	Director
James B. Estabrook, Jr.	Post Office Box 4019, Gulfport, MS 39502	Chairman of the Board, Director
Edward G. Francis	2600 CitiPlace Drive, Baton Rouge, LA 70808	Exec. Vice Pres. Commercial Banking
Hardy Fowler	Post Office Box 4019, Gulfport, MS 39502	Director
John M. Hairston	Post Office Box 4019, Gulfport, MS 39502	CEO, Chief Operating Officer, Director
Terence Hall	Post Office Box 4019, Gulfport, MS 39502	Directpr

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Name	Business Address	
Randall W. Hanna	Post Office Box 4019, Gulfport, MS 39502	Director
Richard T. Hill	2600 CitiPlace Drive, Baton Rouge, LA 70808	Exec. Vice Pres., Retail Banking
James H. Horne	Post Office Box 4019, Gulfport, MS 39502	Director
Samuel B. Kendricks	Post Office Box 4019, Gulfport, MS 39502	Sr. Vice Pres., Chief Credit Officer
Jerry L. Levens	Post Office Box 4019, Gulfport, MS 39502	Director
D. Shane Loper	Post Office Box 4019, Gulfport, MS 39502	Exec. Vice Pres., Chief Risk Officer, Chief Administrative Officer
King Milling	Post Office Box 4019, Gulfport, MS 39502	Director
Thomas H. Olinde	2600 CitiPlace Drive, Baton Rouge, LA 70808	Director
Eric Nickelsen	Post Office Box 4019, Gulfport, MS 39502	Director
John H. Pace	2600 CitiPlace Drive, Baton Rouge, LA 70808	Director
Joy Lambert Phillips	Post Office Box 4019, Gulfport, MS 39502	Exec. Vice Pres., & General Counsel
Christine L. Pickering	Post Office Box 4019, Gulfport, MS 39502	Director
Robert W. Roseberry	Post Office Box 4019, Gulfport, MS 39502	Director

Name	Business Address	Title
Clifton J. Saik	2600 CitiPlace Drive, Baton Rouge, LA 70808	Exec. Vice Pres., Wealth Mgmt
Robert A. Seals, Jr.	2600 CitiPlace Drive, Baton Rouge, LA 70808	Sr. Vice Pres., Marketing & Strategic Planning Director
Anthony J. Topazi	Post Office Box 4019, Gulfport, MS 39502	Director

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**State of Mississippi**  
**Office of the Secretary of State**  
**C. Delbert Hosemann, Jr., Secretary of State**  
**Jackson, Mississippi**

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TALLAHASSEE, FLORIDA

**CERTIFICATE**

I, C. DELBERT HOSEMAN, JR., Secretary of State of the State of Mississippi, and as such, the legal custodian of the corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify:

That on April 6, 1984, the State of Mississippi issued a Charter/Certificate of Authority to:

HANCOCK HOLDING COMPANY

That the state of incorporation is MISSISSIPPI.

That the period of duration is perpetual.

That according to the records of this office, Articles of Dissolution or a Certificate of Withdrawal have not been filed.

That according to the records of this office, a current Annual Report has been delivered to the Office of the Secretary of State.

I further certify that all fees, taxes and penalties owed to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.



Given under my hand  
and seal of office  
December 13, 2011

*C. Delbert Hosemann, Jr.*

C. Delbert Hosemann, Jr.  
Secretary of State