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## Section 1: 8-K

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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### FORM 8-K

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**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of**  
**The Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): July 24, 2018

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**First Horizon National Corporation**  
(Exact Name of Registrant as Specified in Charter)

**TN**  
(State or other jurisdiction  
of incorporation)

**001-15185**  
(Commission File Number)

**62-0803242**  
(IRS Employer Identification No.)

**165 MADISON AVENUE MEMPHIS, TENNESSEE**  
(Address of principal executive office)

**38103**  
(Zip Code)

Registrant's telephone number, including area code: **(901) 523-4444**

(Former name or former address, if changed from last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**ITEM 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

***Restatement of Charter***

On July 24, 2018, the Company's Board of Directors approved the restatement of the Company's Charter. The restatement was filed with the Tennessee Secretary of State on July 25, 2018 and was effective immediately upon filing.

The restatement integrated into a single Charter document various technical amendments which were approved by the shareholders at the annual meeting on April 24, 2018 and filed with the Tennessee Secretary of State shortly afterward.

The Restated Charter document is filed herewith as Exhibit 3.1.

***Amendment of Bylaws***

On July 24, 2018, the Company's Board of Directors amended several sections of the Company's Bylaws. The amendments are effective immediately.

The amendments modernized, updated, and clarified the Bylaws in a number of technical areas. Specifically: the language of section 2.1 was modernized; section 3.5 now allows one-director committees to be formed, consistent with current Tennessee law and the modernization of the Company's Charter approved by shareholders at the 2018 annual meeting; section 3.10 was updated and now makes clear that each board committee may revise its meeting calendar; the old reference in section 3.11 to committee "chairperson" was changed to "chair", and the notice provisions for special board meetings were updated and simplified; officer committees under section 4.23 may consist of a single officer, consistent with section 3.5, and the language regarding committees consisting of both officers and directors was updated; an out of date (2009) reference in section 7.1 was deleted; and section 9.2 now makes clear that, in an emergency, publication by the Company of certain director meeting notices may be done using a wide range of communication methods.

The Bylaws document, as amended and restated, is filed herewith as Exhibit 3.2.

**ITEM 9.01. Financial Statements and Exhibits**

(d) Exhibits

The following exhibits are filed herewith:

<u>Exhibit #</u>	<u>Description</u>
3.1	<a href="#"><u>Restated Charter of First Horizon National Corporation</u></a>
3.2	<a href="#"><u>Bylaws of First Horizon National Corporation, as amended and restated effective July 24, 2018</u></a>

All summaries and descriptions of documents, and of amendments thereto, set forth above are qualified in their entirety by the documents themselves, whether filed as an exhibit hereto or filed as an exhibit to a later report.

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 25, 2018

First Horizon National Corporation  
(Registrant)

By: /s/ Clyde A. Billings, Jr.  
Clyde A. Billings, Jr.  
Senior Vice President, Assistant General  
Counsel, and Corporate Secretary

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## Section 2: EX-3.1

**Exhibit 3.1**

### RESTATED CHARTER OF FIRST HORIZON NATIONAL CORPORATION

Pursuant to the provisions of Section 48-20-107 of the Tennessee Business Corporation Act, the undersigned Corporation adopts the following Restated Charter:

**1. NAME.**

The name of the Corporation shall be:

FIRST HORIZON NATIONAL CORPORATION.

**2. DURATION.**

The duration of the Corporation is perpetual.

**3. ADDRESS.**

The address of the principal office of the Corporation in the State of Tennessee shall be: 165 Madison Avenue, Memphis, Tennessee 38103.

**4. PROFIT.**

The Corporation is for profit.

**5. PURPOSES AND POWERS.**

The Corporation is organized: to conduct one or more financial services businesses, including any and all related, ancillary, or supportive businesses; to own other companies or enterprises (or interests therein) which conduct financial services businesses, including any and all related, ancillary, or supportive businesses; to engage in any lawful act or activity for which corporations may be organized now or hereafter under the Tennessee Business Corporation Act or other statutes or law of Tennessee; and for every other lawful purpose or purposes. Except as provided otherwise in this Restated Charter, the Corporation has each and every power enumerated in or permitted now or hereafter by the statutes or law of Tennessee, and all powers ancillary thereto.

**6. SHARES.**

The maximum number of shares which the Corporation shall have authority to issue is as follows:

(a) Four Hundred Million (400,000,000) shares of common stock of a par value of \$0.625 each; and

(b) Five Million (5,000,000) shares of preferred stock, having no par value.

**7. [reserved]**

**8. [reserved]**

**9. COMMON STOCK.**

The entire voting power of the Corporation shall be vested in the common stock; provided, however, that the Board of Directors is authorized by this Charter to issue, from time to time, serial preferred stock of the Corporation in one or more series each of which constitutes a separate class, and prior to issuance to fix and determine the distinguishing characteristics and rights, privileges and immunities of each such series. Such characteristics and rights, privileges and immunities may include, but are not limited to, the voting rights of such serial preferred stock, and such voting rights of such serial preferred stock may, if so determined by the Board of Directors prior to the issuance of such serial preferred stock, give to the holders of such serial preferred stock voting rights equal to, greater than or less than those of the holders of the common stock.

**10. SERIAL PREFERRED STOCK.**

The shares of any preferred class may be divided into and issued in series. If the shares of any such class are to be issued in series, then each series shall be so designated to distinguish the series thereof from all the shares of all other series and classes. All shares of the same series shall be identical. Any or all of the series of any class may vary in the relative rights and preferences as between the different series to the extent permitted by the statutes of Tennessee. The Board of Directors shall have the authority to divide any or all such classes into series and, within the limitation of the statutes and law of Tennessee, particularly Section 48-16-102 of the Tennessee Business Corporation Act or any successor provision thereto, fix and determine the relative rights and preferences of the shares of any series so established.

The Board of Directors is authorized to issue the preferred stock, without par value, in one or more series, from time to time with such voting powers, full or limited, or without voting powers, and with such designations, preferences and relative participating, optional or other special rights and qualifications, limitations and restrictions thereof, as may be provided in a resolution or resolutions adopted by the Board of Directors. The authority of the Board of Directors shall include, but not be limited to, the determination or fixing of the following with respect to shares of such class or any series thereof: (1) the number of shares and designation; (2) the dividend rate and whether dividends are to be cumulative; (3) whether shares are to be redeemable and,

if so, the terms and amount of any sinking fund for the purchase or redemption of such shares; (4) whether shares shall be convertible and, if so, the terms and provisions applying; (5) what voting rights are to apply, if any; and (6) what restrictions are to apply, if any, on the issue or re-issue of any additional preferred stock.

(a) Non-Cumulative Perpetual Preferred Stock, Series A

(1) Designation and Number of Shares. There is hereby created out of the authorized and unissued shares of Preferred Stock of the Corporation a series of Preferred Stock designated as the “Non-Cumulative Perpetual Preferred Stock, Series A” (hereinafter called “Series A Preferred Stock”) initially consisting of 1,000 shares. The number of shares constituting the Series A Preferred Stock may be increased from time to time by resolution of the Board of Directors, without the vote or consent of the holders of Series A Preferred Stock in accordance with law up to the maximum number of shares of Preferred Stock authorized to be issued under the Restated Charter, less all shares at the time authorized of any other series of Preferred Stock. Shares of Series A Preferred Stock shall be dated the date of issue; provided, that any such additional shares of Series A Preferred Stock are not treated as “disqualified preferred stock” within the meaning of Section 1059(f)(2) of the Internal Revenue Code of 1986, as amended, or any successor provision, and such additional shares of Series A Preferred Stock are otherwise treated as fungible with the initial 1,000 shares of Series A Preferred Stock for U.S. federal income tax purposes. Shares of outstanding Series A Preferred Stock that are redeemed, purchased or otherwise acquired by the Corporation shall, after such redemption, purchase or acquisition, be cancelled and shall revert to authorized but unissued shares of Preferred Stock undesignated as to series until such shares are once more designated as part of a particular series by the Board of Directors.

(2) Standard Provisions. The Standard Provisions contained in Annex A attached hereto are incorporated herein by reference in their entirety and shall be deemed to be a part of this Article 10(a) to the same extent as if such provisions had been set forth in full herein.

(3) Definitions. The following terms are used in this Article 10(a) (including the Standard Provisions in Annex A hereto) as defined below:

“Board of Directors” means the Board of Directors of the Corporation or any duly authorized committee thereof.

“Common Stock” means the common stock, par value \$0.625 per share, of the Corporation.

“Dividend Payment Date” means each January 10, April 10, July 10 and October 10, commencing April 10, 2013; *provided, however*, that if any such date is not a Business Day, then such date shall nevertheless be a Dividend Payment Date but dividends on the Series A Preferred Stock, when, as and if declared, shall be paid on the next succeeding Business Day (without interest or any other adjustment in the amount of the dividend per share of Series A Preferred Stock).

“Junior Stock” means (A) the Common Stock and (B) any other class or series of capital stock of the Corporation now or hereafter authorized, issued or outstanding that, by its terms, does not expressly provide that it ranks *pari passu* with or senior to the Series A Preferred Stock as to (i) payment of dividends and/or (ii) distributions upon the liquidation, dissolution or winding-up of the Corporation.

“Preferred Stock” means any and all series of preferred stock, having no par value, of the Corporation, including the Series A Preferred Stock.

“Series A Liquidation Amount” means \$100,000 per share of Series A Preferred Stock.

(4) Certain Voting Matters. Holders of shares of Series A Preferred Stock will be entitled to one vote for each such share on any matter on which holders of Series A Preferred Stock are entitled to vote, including any action by written consent.

## **11. MANAGEMENT BY BOARD OF DIRECTORS.**

(a) All corporate powers shall be exercised by, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. The Board of Directors may exercise all powers conferred or permitted by the statutes or law of Tennessee.

(b) Without in any way limiting any of the objects or purposes or powers of the Board of Directors, whether primary or secondary, it is hereby expressly declared and provided that the Board of Directors shall have the power to remove any director for cause, within the meaning of applicable statutes or law of Tennessee, by a vote of a majority of the entire Board of Directors.

## **12. NUMBER, ELECTION AND TERMS OF DIRECTORS.**

(a) The number of directors of the Corporation which shall constitute the entire Board of Directors shall be fixed from time to time in the Bylaws of the Corporation. Any such determination shall continue in effect unless and until changed,

but no such changes shall affect the term of any director then in office. At the annual meeting of shareholders that is held in calendar year 2008, the successors of the directors whose terms expire at that meeting shall be elected for a term expiring at the annual meeting of shareholders that is held in calendar year 2011; provided, however, that any director whose term expires at the 2008 annual meeting solely due to the operation of Section 48-18-105(d) of the Tennessee Business Corporation Act shall be elected for the remainder of the term of the class of directors to which he or she has been assigned. Commencing at the annual meeting of shareholders that is held in calendar year 2009, directors shall be elected annually for terms of one year, except that any director in office at the 2009 annual meeting whose term expires at the annual meeting of shareholders held in calendar year 2010 or 2011 shall continue to hold office until the end of the term for which such director was elected. In all cases, directors shall hold office until their respective successors are duly elected and qualified.

(b) Newly created directorships resulting from any increase in the authorized number of directors or any vacancies on the Board of Directors resulting from death, resignation, retirement, disqualification or any other cause (except removal from office) shall be filled only by the Board of Directors, provided that a quorum is then in office and present, or only by a majority of the directors then in office, if less than a quorum is then in office, or by the sole remaining director. Any vacancies on the Board of Directors resulting from removal from office may be filled by the affirmative vote of the holders of at least a majority of the voting power of all outstanding voting stock or, if the shareholders do not so fill such a vacancy, by a majority of the directors then in office. Directors of the Corporation may be removed by the shareholders only for cause by the affirmative vote of the holders of at least a majority of the voting power of all outstanding voting stock.

(c) The Bylaws or any Bylaw of the Corporation may be adopted, amended or repealed only by the affirmative vote of not less than a majority of the directors then in office at any regular or special meeting of directors, or by the affirmative vote of the holders of at least eighty percent (80%) of the voting power of all outstanding voting stock at any annual meeting or any special meeting called for that purpose. Any provision of the Charter which is inconsistent with any provision of the Bylaws of the Corporation may be adopted only by the affirmative vote of the holders of at least eighty percent (80%) of the voting power of all outstanding voting stock at any annual meeting or any special meeting called for that purpose.

(d) Notwithstanding any other provisions of this Charter or the Bylaws of the Corporation (and notwithstanding the fact that a lesser percentage or separate class vote may be specified by law, this Charter, the Bylaws of the Corporation or otherwise), the affirmative vote of the holders of at least eighty percent (80%) of the voting power of all outstanding voting stock shall be required to adopt any provisions inconsistent with, or to amend or repeal, this Article 12.

(e) Notwithstanding the foregoing, whenever the holders of any one or more classes or series of preferred stock issued by the Corporation shall have the right, voting separately by class or by series, to elect directors at an annual or special meeting of shareholders, the election, term of office, filling of vacancies and other features of such directorships shall be governed by the terms of this Charter applicable thereto.

### **13. VOTE REQUIREMENT FOR ELECTION OF DIRECTORS.**

Except as provided in Article 12, each director shall be elected by the affirmative vote of a majority of the votes cast with respect to the director at any meeting of shareholders for the election of directors at which a quorum is present, provided that if, as of (a) the expiration of the time fixed under Section 3.6 of the Corporation's Bylaws (or any successor provision) for advance notice of nomination of a director by a shareholder or, (b) in the absence of any such provision, a date that is fourteen (14) days in advance of the date the Corporation files its definitive proxy statement (regardless of whether or not thereafter revised or supplemented) with the Securities and Exchange Commission, the number of nominees exceeds the number of positions on the Board of Directors to be filled by election at the meeting, the directors shall be elected by the vote of a plurality of the votes cast by the shares entitled to vote in the election at any such meeting. For purposes of this section, the "affirmative vote of a majority of the votes cast" means that the number of votes cast "for" a director exceeds the number of votes cast "against" that director.

### **14. DIRECTOR LIABILITY.**

No director shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) under Section 48-18-302, or any successor provision thereto, of the Tennessee Business Corporation Act.

### **15. REGISTERED AGENT AND OFFICE.**

The Corporation's registered office is 165 Madison Avenue, Memphis, Shelby County, Tennessee 38103, and its registered agent at that office is Clyde A. Billings, Jr.

DATED: July 24, 2018

FIRST HORIZON NATIONAL CORPORATION

By: /s/ Clyde A. Billings, Jr.  
Clyde A. Billings, Jr., Corporate Secretary

## ANNEX A

### STANDARD PROVISIONS

Section 1. General Matters. Each share of Series A Preferred Stock shall be identical in all respects to every other share of Series A Preferred Stock. The Series A Preferred Stock shall be perpetual, subject to the provisions of Section 5 of these Standard Provisions that form a part of the Articles of Amendment.

Section 2. Definitions. As used herein with respect to the Series A Preferred Stock:

“Appropriate Federal Banking Agency” means the “appropriate federal banking agency” with respect to the Corporation as defined in Section 3(q) of the Federal Deposit Insurance Act (12 U.S.C. § 1813(q)), or any successor provision.

“Articles of Amendment” means the Articles of Amendment relating to the Series A Preferred Stock, of which these Standard Provisions form a part, as it may be amended from time to time.

“Business Day” means each weekday that is not a legal holiday in New York, New York and is not a day on which banking institutions in New York, New York are authorized or obligated by law, regulation or executive order to close.

“Bylaws” means the Bylaws of the Corporation, as may be amended from time to time.

“Charter” means the Restated Charter of the Corporation, as may be amended from time to time.

“Dividend Parity Stock” means any other class or series of capital stock of the Corporation now or hereafter authorized, issued or outstanding that, by its terms, expressly provides that it ranks *pari passu* with the Series A Preferred Stock as to the payment of dividends (regardless whether such capital stock bears dividends on a non-cumulative or cumulative basis).

“Dividend Period” means each period from and including a Dividend Payment Date to, but excluding, the next succeeding Dividend Payment Date, except that the initial Dividend Period shall commence on and include the Original Issue Date.

“Dividend Record Date” has the meaning specified in Section 3(a).

“DTC” means The Depository Trust Company, together with its successors and assigns.

“Liquidation Junior Stock” means any other class or series of capital stock of the Corporation now or hereafter authorized, issued or outstanding that, by its terms, does not expressly provide that it ranks *pari passu* with or senior to the Series A Preferred Stock as to distributions upon the liquidation, dissolution or winding-up of the Corporation.

“Liquidation Parity Stock” means any other class or series of capital stock of the Corporation now or hereafter authorized, issued or outstanding that, by its terms, expressly provides that it ranks *pari passu* with the Series A Preferred Stock as to distributions upon the liquidation, dissolution or winding-up of the Corporation.

“Liquidation Preference” means, with respect to any class or series of capital stock of the Corporation, the amount otherwise payable upon such class or series of capital stock in connection with any distribution upon the liquidation, dissolution or winding-up of the Corporation (assuming no limitation on the assets of the Corporation available for such distribution), including an amount equal to any declared but unpaid dividends (and in the case of any holder of capital stock on which dividends accrue on a cumulative basis, an amount equal to any unpaid, accrued, cumulative dividends, whether or not declared, as applicable).

“Nonpayment Event” has the meaning set forth in Section 6(c)(i).

“Original Issue Date” means the first date on which any share of Series A Preferred Stock is issued and outstanding.

“Preferred Stock Director” has the meaning set forth in Section 6(c)(i).

“Redemption Date” has the meaning set forth in Section 5(b).

“Redemption Depository” has the meaning set forth in Section 5(e).

“Redemption Price” means an amount equal to the Series A Liquidation Amount plus the per share amount of any declared but unpaid dividends on the Series A Preferred Stock prior to the Redemption Date (but with no amount in respect of any dividends that have not been declared prior to the Redemption Date).

“Regulatory Capital Treatment Event” means the good faith determination by the Corporation that, as a result of (i) any amendment to, clarification of, or change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of any share of Series A Preferred Stock, (ii) any proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of any share of Series A Preferred Stock, or (iii) any official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced after the initial issuance of any share of Series A Preferred Stock, there is more than an insubstantial risk that the Corporation will not be

entitled to treat the full Series A Liquidation Amount of Series A Preferred Stock then outstanding as “tier 1 capital” (or its equivalent) for purposes of the capital adequacy guidelines of the Board of Governors of the Federal Reserve System (or, as and if applicable, the capital adequacy guidelines or regulations of any successor Appropriate Federal Banking Agency) as then in effect and applicable.

“Standard Provisions” means these Standard Provisions that form a part of the Articles of Amendment.

“Voting Parity Stock” means, with regard to any matter as to which the holders of Series A Preferred Stock are entitled to vote as specified in Section 6, any and all series of Dividend Parity Stock having voting rights equivalent to those described in Section 6(c).

### Section 3. Dividends.

(a) Rate and Payment. Holders of Series A Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of assets legally available therefor, non-cumulative cash dividends at a rate equal to 6.20% of the Series A Liquidation Amount *per annum*, payable in arrears, on each Dividend Payment Date with respect to the Dividend Period (or portion thereof) ending on the day preceding such respective Dividend Payment Date. Dividends that are payable on the Series A Preferred Stock on any Dividend Payment Date shall be payable to holders of record of Series A Preferred Stock as they appear on the Corporation’s stock register on the applicable record date, which shall be the 15th calendar day before the applicable Dividend Payment Date, or such other record date, no more than 60 calendar days nor less than 10 calendar days before the applicable Dividend Payment Date, as shall be fixed by the Board of Directors (the “Dividend Record Date”). A Dividend Record Date established for the Series A Preferred Stock need not be a Business Day. Any such day that is a Dividend Record Date shall be a Dividend Record Date whether or not such day is a Business Day. Dividends payable on Series A Preferred Stock shall be computed on the basis of a 360-day year consisting of twelve 30-day months. Dollar amounts resulting from that calculation shall be rounded to the nearest cent, with one-half cent being rounded upward. The Corporation shall not pay interest or any sum of money instead of interest on any dividend payment that may be in arrears on the Series A Preferred Stock.

(b) Dividends Non-Cumulative. Dividends on the Series A Preferred Stock will not be cumulative and will not be mandatory. If the Board of Directors does not declare a dividend on the Series A Preferred Stock in respect of a Dividend Period, then no dividend shall be deemed to have accrued for such Dividend Period, no dividend shall be payable on the related Dividend Payment Date, and the Corporation shall have no obligation to pay any dividend for such Dividend Period, whether or not the Board of Directors declares a dividend for any future Dividend Period with respect to the Series A

Preferred Stock or at any future time with respect to any other class or series of the Corporation's capital stock.

(c) Priority Regarding Dividends. So long as any share of Series A Preferred Stock remains outstanding, unless (A) the full dividends for the most recently completed Dividend Period have been declared and paid (or declared and a sum sufficient for the payment thereof has been set aside) on all outstanding shares of Series A Preferred Stock and (B) the Corporation is not in default on its obligation to redeem any shares of Series A Preferred Stock that have been called for redemption:

(i) no dividend shall be declared, paid or set aside for payment, and no distribution shall be declared, made or set aside for payment, on any Junior Stock, other than (1) a dividend payable solely in Junior Stock or (2) any dividend in connection with the implementation of a stockholders' rights plan, or the redemption or repurchase of any rights under any such plan;

(ii) no shares of Junior Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation, directly or indirectly, other than (1) as a result of a reclassification of Junior Stock for or into other Junior Stock, (2) the exchange or conversion of Junior Stock for or into other Junior Stock, (3) through the use of the proceeds of a sale of other shares of Junior Stock within the preceding 180 days, (4) purchases, redemptions or other acquisitions of shares of Junior Stock in connection with any employment contract, benefit plan or other similar arrangement with or for the benefit of employees, officers, directors or consultants, (5) purchases of shares of Junior Stock pursuant to a contractually binding requirement to buy Junior Stock existing prior to the most recently completed Dividend Period, including under a contractually binding stock repurchase plan (including a so-called Rule 10b5-1(c) purchase plan), (6) the purchase of fractional interests in shares of Junior Stock pursuant to the conversion or exchange provisions of such stock or the security being converted or exchanged, (7) purchases or other acquisitions by any of the Corporation's broker-dealer subsidiaries solely for the purpose of market making, stabilization or customer facilitation transactions in Junior Stock in the ordinary course of business, (8) purchases by any of the Corporation's broker-dealer subsidiaries of the Corporation's capital stock for resale pursuant to an offering by the Corporation of such capital stock underwritten by such broker-dealer subsidiary, or (9) the acquisition by the Corporation or any of the Corporation's subsidiaries of record ownership in Junior Stock for the beneficial ownership of any other persons (other than for the beneficial ownership by the Corporation or any of the Corporation's subsidiaries), including as trustees or custodians, nor shall any monies be paid to or made available for a sinking fund for the redemption of any such securities by the Corporation, and

(iii) no shares of Dividend Parity Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Corporation, directly or indirectly, other than (1) pursuant to *pro rata* offers to purchase all, or a *pro rata* portion, of the Series A

Preferred Stock and such Dividend Parity Stock, (2) as a result of a reclassification of Dividend Parity Stock for or into other Dividend Parity Stock, (3) the exchange or conversion of Dividend Parity Stock for or into other Dividend Parity Stock, (4) through the use of the proceeds of a sale of other shares of Dividend Parity Stock within the preceding 180 days, (5) purchases of shares of Dividend Parity Stock pursuant to a contractually binding requirement to buy Dividend Parity Stock existing prior to the most recently completed Dividend Period, including under a contractually binding stock repurchase plan (including a so-called Rule 10b5-1(c) purchase plan), (6) the purchase of fractional interests in shares of Dividend Parity Stock pursuant to the conversion or exchange provisions of such stock or the security being converted or exchanged, (7) purchases or other acquisitions by any of the Corporation's broker-dealer subsidiaries solely for the purpose of market making, stabilization or customer facilitation transactions in Dividend Parity Stock in the ordinary course of business, (8) purchases by any of the Corporation's broker-dealer subsidiaries of the Corporation's capital stock for resale pursuant to an offering by the Corporation of such capital stock underwritten by such broker-dealer subsidiary, or (9) the acquisition by the Corporation or any of the Corporation's subsidiaries of record ownership in Dividend Parity Stock for the beneficial ownership of any other persons (other than for the beneficial ownership by the Corporation or any of the Corporation's subsidiaries), including as trustees or custodians, nor shall any monies be paid to or made available for a sinking fund for the redemption of any such securities by the Corporation.

When dividends are not paid in full upon the shares of Series A Preferred Stock and any Dividend Parity Stock, all dividends paid or declared for payment on a dividend payment date with respect to the Series A Preferred Stock and the Dividend Parity Stock shall be shared (i) first ratably by the holders of any Dividend Parity Stock who have the right to receive dividends with respect to past dividend periods for which such dividends were not declared and paid, in proportion to the respective amounts of the undeclared and unpaid dividends relating to past dividend periods, and thereafter (ii) ratably by the holders of Series A Preferred Stock and any Dividend Parity Stock, in proportion to the respective amounts of the undeclared and unpaid dividends relating to the current dividend period. To the extent a dividend period with respect to any Dividend Parity Stock coincides with more than one Dividend Period with respect to the Series A Preferred Stock, for purposes of the immediately preceding sentence the Board of Directors shall treat such dividend period as two or more consecutive dividend periods, none of which coincides with more than one Dividend Period with respect to the Series A Preferred Stock or in any manner that it deems to be fair and equitable. The term "dividend period" as used in this paragraph means such dividend periods as are provided for in the terms of any Dividend Parity Stock and, in the case of shares of Series A Preferred Stock, Dividend Periods applicable to shares of Series A Preferred Stock; and the term "dividend payment dates" as used in this paragraph means such dividend payment dates as are provided for in the terms of any Dividend Parity Stock and, in the case of shares of Series A Preferred Stock, Dividend Payment Dates applicable to shares of Series A Preferred Stock.

(d) Dividends Generally. Subject to Section 3(c), and not otherwise, dividends (payable in cash, securities or otherwise) as may be determined by the Board of Directors may be declared and paid on any class or series of Junior Stock or Dividend Parity Stock from time to time out of any assets legally available therefor, and the holders of Series A Preferred Stock shall not be entitled to participate in any such dividend. Holders of Series A Preferred Stock shall not be entitled to receive any dividends not declared by the Board of Directors and no interest, or sum of money in lieu of interest, shall be payable in respect of any dividend not so declared.

(e) Limitations Under Applicable Law. Dividends on the Series A Preferred Stock shall not be declared, paid or set aside for payment, if the Corporation fails to comply, or if and to the extent such act would cause the Corporation to fail to comply, with applicable laws and regulations, including any capital adequacy guidelines or regulations of the Board of Governors of the Federal Reserve System (or, as and if applicable, the capital adequacy guidelines or regulations of any successor Appropriate Federal Banking Agency).

#### Section 4. Liquidation.

(a) Voluntary or Involuntary Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, holders of Series A Preferred Stock shall be entitled to receive out of assets of the Corporation or proceeds thereof available for distribution to stockholders of the Corporation, after satisfaction of liabilities or obligations to creditors and subject to the rights of holders of any securities ranking senior to Series A Preferred Stock with respect to distributions upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, before any distribution of assets is made to holders of any Liquidation Junior Stock, a liquidating distribution in an amount equal to (i) the Series A Liquidation Amount plus (ii) the per share amount of any declared and unpaid dividends on the Series A Preferred Stock prior to the date of payment of such liquidating distribution (but without any amount in respect of dividends that have not been declared prior to such payment date). After payment of the full amount of such liquidating distribution, the holders of Series A Preferred Stock shall not be entitled to any further participation in any distribution of assets of the Corporation.

(b) Partial Payment. In any distribution described in Section 4(a), if the assets of the Corporation or proceeds thereof are not sufficient to pay in full the Liquidation Preference to all holders of Series A Preferred Stock and all Liquidation Parity Stock, the amounts paid to the holders of Series A Preferred Stock and to the holders of all Liquidation Parity Stock shall be paid *pro rata* in accordance with the respective aggregate Liquidation Preferences of the Series A Preferred Stock and all other series of Liquidation Parity Stock.

(c) Residual Distributions. If the Liquidation Preference has been paid in full to all holders of Series A Preferred Stock and the Liquidation Preference has been paid in full on all Liquidation Parity Stock, the holders of any Liquidation Junior Stock shall be entitled to receive all remaining assets of the Corporation or proceeds thereof according to their respective rights and preferences.

(d) Merger, Consolidation or Other Business Combination. For purposes of this Section 4, the merger, consolidation or other business combination of the Corporation with or into any other entity, or by another entity with or into the Corporation, including a merger, consolidation or other business combination in which the holders of Series A Preferred Stock receive cash, securities or property for their shares, or the sale, lease, exchange or transfer of all or substantially all of the property or assets of the Corporation (for cash, securities or other property), shall not constitute a liquidation, dissolution or winding-up of the Corporation.

#### Section 5. Redemption.

(a) Mandatory Redemption; Sinking Fund. The Series A Preferred Stock is perpetual and has no maturity date. The Series A Preferred Stock is not subject to any mandatory redemption, sinking fund or other similar provisions. The holders of the Series A Preferred Stock shall not have the right to require the redemption or repurchase of the Series A Preferred Stock.

(b) Optional Redemption. The Corporation may, at its option through a resolution duly adopted by the Board of Directors, redeem the Series A Preferred Stock at a price per share equal to the Redemption Price (1) in whole or in part, from time to time, on any Dividend Payment Date on or after April 10, 2018, or (2) in whole, but not in part, at any time within 90 days following the occurrence of a Regulatory Capital Treatment Event. The Redemption Price shall be payable to the holder of any shares of Series A Preferred Stock redeemed on the date fixed for such redemption (the "Redemption Date") against the surrender of the certificate(s) evidencing such shares to the Corporation or its agent, if the shares of Series A Preferred Stock are issued in certificated form; *provided* that any declared but unpaid dividends payable on a Redemption Date that occurs subsequent to the Dividend Record Date for a Dividend Period shall not be paid to the holder of Series A Preferred Stock entitled to receive the Redemption Price on the Redemption Date, but rather shall be paid to the holder of record of the redeemed shares on such Dividend Record Date relating to the Dividend Payment Date as provided in Section 3 above.

(c) Notice of Redemption. If any shares of Series A Preferred Stock are to be redeemed, a notice of redemption shall be given by first class mail to the holders of record of Series A Preferred Stock to be redeemed at their respective last addresses appearing on the books of the Corporation (provided that, if Series A Preferred Stock is held in book-entry form through DTC, the Corporation may give such notice in any

manner permitted by DTC). Such notice shall be mailed at least 30 days and no more than 60 days before the applicable Redemption Date for such shares. Each such notice of redemption shall include a statement setting forth: (1) the Redemption Date for such shares of Series A Preferred Stock; (2) the number of shares of Series A Preferred Stock to be redeemed and, if less than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (3) the Redemption Price; and (4) the place or places where the certificates evidencing shares of Series A Preferred Stock are to be surrendered for payment of the Redemption Price. Any notice of redemption mailed or otherwise delivered as provided in this Section 5(c) shall be conclusively presumed to have been duly given, whether or not any holder of Series A Preferred Stock receives such notice. Failure to duly give notice by mail or otherwise pursuant to this Section 5(c), or any defect in such notice or in the mailing or provision of such notice, to any holder of shares of Series A Preferred Stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Series A Preferred Stock.

(d) Partial Redemption. In case of any redemption of only part of the shares of Series A Preferred Stock at the time outstanding, the shares of Series A Preferred Stock to be redeemed shall be selected either *pro rata*, by lot or in such other manner as the Corporation, through a resolution duly adopted by the Board of Directors, may determine to be fair and equitable.

(e) Effectiveness of Redemption. If notice of redemption has been duly given and if on or before the Redemption Date specified in such notice all funds necessary for the redemption have been set aside by the Corporation, separate and apart from its other assets, in trust for the *pro rata* benefit of the holders of the shares of Series A Preferred Stock called for redemption, so as to be and continue to be available therefor, or deposited by the Corporation with a bank or trust company selected by the Corporation (the "Redemption Depository") in trust for the *pro rata* benefit of the holders of the shares called for redemption, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the Redemption Date all shares of Series A Preferred Stock called for redemption shall cease to be outstanding, all dividends with respect to such shares of Series A Preferred Stock shall cease to accrue after such Redemption Date, and all rights with respect to such shares shall forthwith on such Redemption Date cease and terminate, except only the right of the holders thereof to receive the amount payable on such redemption from the Redemption Depository at any time after the applicable Redemption Date from the funds so deposited, without interest. The Corporation shall be entitled to receive, from time to time, from the Redemption Depository any interest accrued on such funds, and the holders of any shares called for redemption shall have no claim to any such interest. Any funds so deposited and unclaimed at the end of two years from the applicable Redemption Date shall, to the extent permitted by law, be released or repaid to the Corporation, and in the event of such repayment to the Corporation, the holders of record of the shares of Series A Preferred Stock called for redemption shall thereafter, as

unsecured general creditors of the Corporation, look only to the Corporation for the payment of an amount equivalent to the amount deposited as stated above for the redemption of such shares, but shall in no event be entitled to any interest.

(f) Limitations Under Applicable Law. If then required under the capital adequacy guidelines or regulations of the Board of Governors of the Federal Reserve System (or, if and as applicable, the capital adequacy guidelines or regulations of any successor Appropriate Federal Banking Agency), any redemption of all or part of the Series A Preferred Stock is subject to the receipt by the Corporation of any required prior approval by the Board of Governors of the Federal Reserve System (or such successor Appropriate Federal Banking Agency).

#### Section 6. Voting Rights.

(a) General. Except as provided below or as expressly required by law, the holders of shares of Series A Preferred Stock shall have no voting power, and no right to vote on any matter at any time, either as a separate series or class or together with any other series or class of shares of capital stock of the Corporation, and shall not be entitled to call a meeting of the holders of any series or class of capital stock of the Corporation for any purpose, nor shall they be entitled to participate in any meeting of the holders of the Common Stock. Each holder of Series A Preferred Stock shall have one vote per share (except as set forth otherwise in this Section 6) on any matter on which holders of Series A Preferred Stock are entitled to vote, including when acting by written consent.

(b) Supermajority Voting Rights. So long as any shares of Series A Preferred Stock remain outstanding, in addition to any other vote or consent of stockholders required by law or the Charter, the affirmative vote or consent of the holders of at least two-thirds of all of the shares of Series A Preferred Stock at the time outstanding and entitled to vote thereon, voting separately as a single class, shall be required to:

(i) authorize or increase the authorized amount of, or issue shares of, any class or series of capital stock of the Corporation ranking senior to the Series A Preferred Stock with respect to payment of dividends or as to distributions upon the liquidation, dissolution or winding-up of the Corporation, or issue any obligation or security convertible into or evidencing the right to purchase, any such class or series of capital stock of the Corporation;

(ii) amend the provisions of the Charter or Bylaws so as to materially and adversely affect the special powers, preferences, privileges or rights of Series A Preferred Stock, taken as a whole; or

(iii) consummate a binding share-exchange or reclassification involving the Series A Preferred Stock, or a merger or consolidation of the Corporation with or into another entity, unless the shares of Series A Preferred Stock (i) remain outstanding or (ii) are converted into or exchanged for preference securities of the surviving entity or

any entity controlling such surviving entity and such new preference securities have terms that are not materially less favorable than those of the Series A Preferred Stock; *provided, however*, that, for all purposes of this Section 6(b), the authorization, creation and issuance, or an increase in the authorized or issued amount of, Junior Stock or any series of Preferred Stock, or any securities convertible into or exchangeable or exercisable for Junior Stock or any series of Preferred Stock, that by its terms expressly provides that it ranks *pari passu* with the Series A Preferred Stock with respect to the payment of dividends (whether such dividends are cumulative or non-cumulative) and as to distributions upon the liquidation, dissolution or winding-up of the Corporation shall not be deemed to materially and adversely affect the powers, preferences, privileges or rights of Series A Preferred Stock, and shall not require the affirmative vote or consent of, the holders of any outstanding shares of Series A Preferred Stock.

(c) Election of Directors under Certain Circumstances.

(i) If and when dividends on the Series A Preferred Stock and any other class or series of Voting Parity Stock have not been declared and paid (i) in the case of the Series A Preferred Stock and any other class or series of Voting Parity Stock bearing non-cumulative dividends, in full for at least six quarterly dividend periods or their equivalent (whether or not consecutive) or (ii) in the case of any class or series of Voting Parity Stock bearing cumulative dividends, in an aggregate amount equal to full dividends for at least six quarterly dividend periods or their equivalent (whether or not consecutive) (each, a “Nonpayment Event”), the number of directors then constituting the Board of Directors shall automatically be increased by two and the holders of Series A Preferred Stock, together with the holders of any outstanding shares of Voting Parity Stock, voting together as a single class, shall be entitled to elect the two additional directors (the “Preferred Stock Directors”) at any annual or special meeting of stockholders at which directors are to be elected or any special meeting of the holders of the Series A Preferred Stock and any Voting Parity Stock for which dividends have not been paid; *provided* that it shall be a qualification for election for any such Preferred Stock Director that the election of such director shall not cause the Corporation to violate the corporate governance requirement of the New York Stock Exchange (or any other securities exchange or other trading facility on which securities of the Corporation may then be listed or traded) and *provided, further*, that the Board of Directors shall at no time include more than two Preferred Stock Directors (including, for purposes of this limitation, all directors that the holders of any series of Voting Parity Stock are entitled to elect pursuant to like voting rights).

(ii) In the event that the holders of Series A Preferred Stock and, if applicable, such other holders of Voting Parity Stock shall be entitled to vote for the election of the Preferred Stock Directors following a Nonpayment Event, such directors shall be initially elected following such Nonpayment Event only at a special meeting called by the Secretary of the Corporation or at the written request of the holders of

record of at least 20% of the aggregate number of shares of Series A Preferred Stock and each other series of Voting Parity Stock which then have the right to exercise voting rights similar to those described above then outstanding (unless such request for a special meeting is received less than 90 days before the date fixed for the next annual or special meeting of the stockholders of the Corporation, in which event such election shall be held only at such next annual or special meeting of stockholders), and at each subsequent annual meeting of stockholders of the Corporation. Such request to call a special meeting for the initial election of the Preferred Stock Directors after a Nonpayment Event shall be made by written notice, signed by the requisite holders of Series A Preferred Stock or Voting Parity Stock, and delivered to the Secretary of the Corporation in such manner as provided for in Section 10 below, or as may otherwise be required by applicable law. If the Secretary of the Corporation fails to call a special meeting for the election of the Preferred Stock Directors within 20 days of receiving proper notice, any holder of Series A Preferred Stock may call such a meeting at the Corporation's expense solely for the election of the Preferred Stock Directors, and for this purpose only such Series A Preferred Stock holder shall have access to the Corporation's stock ledger. The Preferred Stock Directors elected at any such special meeting shall hold office until the next annual meeting of the stockholders if such office shall not have previously terminated as below provided.

(iii) When dividends have been paid in full on the Series A Preferred Stock and any and all series of non-cumulative Voting Parity Stock (other than the Series A Preferred Stock) for consecutive Dividend Periods equivalent to at least one year after a Nonpayment Event and all dividends on any cumulative Voting Parity Stock have been paid in full, then the right of the holders of Series A Preferred Stock to elect the Preferred Stock Directors shall cease (but subject always to re-vesting of such voting rights in the case of any future Nonpayment Event), and, if and when any rights of holders of Series A Preferred Stock and Voting Parity Stock to elect the Preferred Stock Directors shall have ceased, the terms of office of all the Preferred Stock Directors shall forthwith terminate and the number of directors constituting the Board of Directors shall automatically be reduced accordingly.

(iv) Any Preferred Stock Director may be removed at any time without cause by the holders of record of a majority of the outstanding shares of Series A Preferred Stock and Voting Parity Stock, when they have the voting rights described above (voting together as a single class). In case any vacancy shall occur among the Preferred Stock Directors, a successor shall be elected by the Board of Directors to serve until the next annual meeting of the stockholders upon the nomination of the then remaining Preferred Stock Director or, if no Preferred Stock Director remains in office, by the vote of the holders of record of a majority of the outstanding shares of Series A Preferred Stock and such Voting Parity Stock, voting as a single class. The Preferred Stock Directors shall each be entitled to one vote per director on any matter that shall come before the Board of Directors for a vote.

(d) Changes after Provision for Redemption. The voting rights provided in this Section 6 shall not apply if, at or prior to the time when the act with respect to which such vote or consent would otherwise be required shall be effected, all outstanding shares of Series A Preferred Stock have been redeemed or called for redemption upon proper notice and sufficient funds have been set aside in accordance with Section 5(e).

(e) Changes for Clarification. Without the consent of the holders of Series A Preferred Stock, so long as such action does not materially and adversely affect the rights, preferences, privileges and voting powers, and limitations and restrictions thereof, of the Series A Preferred Stock, the Corporation may amend, alter, supplement or repeal any terms of the Series A Preferred Stock:

(i) to cure any ambiguity, or to cure, correct or supplement any provision contained in this Articles of Amendment that may be defective or inconsistent; or

(ii) to make any provision with respect to matters or questions arising with respect to the Series A Preferred Stock that is not inconsistent with the provisions of this Articles of Amendment.

(f) Procedures for Voting and Consents. The rules and procedures for calling and conducting any meeting of the holders of Series A Preferred Stock (including, without limitation, the fixing of a record date in connection therewith), the solicitation and use of proxies at such a meeting, the obtaining of written consents and any other aspect or matter with regard to such a meeting or such consents shall be governed by any rules the Board of Directors, in its discretion, may adopt from time to time, which rules and procedures shall conform to the requirements of the Charter, the Bylaws, applicable law and any national securities exchange or other trading facility on which the Series A Preferred Stock is listed or traded at the time. Whether the vote or consent of the holders of a majority or other portion of the shares of Series A Preferred Stock and any Voting Parity Stock has been cast or given on any matter on which the holders of shares of Series A Preferred Stock are entitled to vote shall be determined by the Corporation by reference to the respective liquidation preference amounts of the shares of Series A Preferred Stock and Voting Parity Stock voted or covered by the consent.

Section 7. Conversion Rights. The holders of shares of Series A Preferred Stock shall not have any rights to convert such shares into shares of any other class or series of securities of the Corporation.

Section 8. Preemptive Rights. The holders of shares of Series A Preferred Stock shall have no preemptive rights with respect to any shares of the Corporation's capital stock or any of its other securities convertible into or carrying rights or options to purchase any such capital stock.

Section 9. Record Holders. To the fullest extent permitted by applicable law, the Corporation and the transfer agent for the Series A Preferred Stock may deem and treat the record holder of any share of Series A Preferred Stock as the true and lawful owner thereof for all purposes, and neither the Corporation nor such transfer agent shall be affected by any notice to the contrary.

Section 10. Notices. All notices or communications in respect of the Series A Preferred Stock shall be sufficiently given if given in writing and delivered in person or by first class mail or if giving in such other manner as may be permitted herein, in the Charter or Bylaws or by applicable law. Delivery of a notice or communication to the Company will be effective upon receipt. Delivery of a notice or communication to holders of shares of Series A Preferred Stock will be effective upon, in the case of personal delivery, receipt or, in the case of mailing, deposit in the mail, postage prepaid. Notwithstanding the foregoing, if shares of Series A Preferred Stock or depositary shares representing an interest in shares of Series A Preferred Stock are issued in book-entry form through DTC, such notices may be given to the holders of the Series A Preferred Stock in any manner permitted by DTC.

Section 11. Stock Certificates. The Corporation may at its option issue shares of Series A Preferred Stock without certificates.

Section 12. Other Rights. The Series A Preferred Stock shall not have any powers, preferences, privileges or rights other than as set forth herein or in the Charter or as provided by applicable law.

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## Section 3: EX-3.2

Exhibit 3.2

### BYLAWS OF FIRST HORIZON NATIONAL CORPORATION (As Amended and Restated Effective July 24, 2018)

#### ARTICLE ONE OFFICES

**1.1 Principal Office.** The principal office of First Horizon National Corporation (the “Corporation”) shall be 165 Madison Avenue, Memphis, Tennessee.

**1.2 Other Offices.** The Corporation may have offices at such other places, either within or without the State of Tennessee, as the Board of Directors may from time to time designate or as the business of the Corporation may from time to time require.

**1.3 Registered Office.** The registered office of the Corporation required to be maintained in the State of Tennessee shall be the same as its principal office and may be changed from time to time as provided by law.

#### ARTICLE TWO SHAREHOLDERS

**2.1 Place of Meetings.** Meetings of the shareholders of the Corporation may be held either in the State of Tennessee or elsewhere at a place fixed by the Board of Directors. If no place is so fixed for a particular meeting, it shall be held at the principal office of the Corporation in the State of Tennessee.

**2.2 Quorum and Adjournments.** The holders of a majority of the shares issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall be requisite, and shall constitute a quorum at all meetings of the shareholders, for the transaction of business, except as otherwise provided by law, the Restated Charter of the Corporation, as amended from time to time (the “Charter”), or these Bylaws. In the event a quorum is not obtained at the meeting, the holders of a majority of the shares entitled to vote thereat, present in person or by proxy, shall have power to adjourn the meeting from time to time and, whether or not a quorum is obtained at the meeting, the Chairman of the meeting shall have the power to adjourn the meeting from time to time, in either case without notice, except as otherwise provided by law, other than announcement at the meeting. At such adjourned meeting at which the requisite amount of voting shares shall be represented, any business may be transacted which might have been transacted at the meeting as originally notified.

**2.3 Notice of Meetings.** Unless otherwise required by applicable law, written notice of the annual and each special meeting stating

the date, time and place of the meeting shall be mailed, postage prepaid, or otherwise delivered to each shareholder entitled to vote thereat at such address as appears on the records of shareholders of the Corporation, at least ten (10) days, but not more than two (2) months, prior to the meeting date. In addition, notice of any special meeting shall state the purpose or purposes for which the meeting is called and the person or persons calling the meeting. In the event of an adjournment of a meeting to a date more than four months after the date fixed for the original meeting or the Board of Directors fixes a new record date for the adjourned meeting, a new notice of the adjourned meeting must be given to shareholders as of the new record date. Any previously scheduled meeting may be postponed, and any special meeting may be canceled, by resolution of the Board of Directors upon public notice given prior to the date scheduled for such meeting.

**2.4 Annual Meetings.** The annual meeting of shareholders for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held each year on such date and at such time as the Board of Directors may fix by resolution by vote of a majority of the entire Board of Directors. At the meeting, the shareholders shall elect by ballot directors to succeed the directors whose terms expire at the meeting and may transact such other business as may properly come before the meeting.

**2.5 Special Meetings.** Special meetings of the shareholders for any purpose or purposes, unless otherwise prescribed by statute, may be called by Chairman of the

Board and shall be called by the Chairman of the Board or the Secretary at the request in writing of a majority of the Board of Directors. Only such business within the purpose or purposes described in the notice of the meeting may be conducted at the meeting.

**2.6 Waiver of Notice.** Any shareholder may waive in writing notice of any meeting either before, at or after the meeting. Attendance by a shareholder in person or by proxy at a meeting shall constitute a waiver of objection to lack of notice or defective notice and a waiver of objection to consideration of a matter that was not described in the meeting notice unless the shareholder objects in the manner required by law.

**2.7 Voting.** Unless otherwise required by the Charter, at each meeting of shareholders, each shareholder shall have one vote for each share of stock having voting power registered in the shareholder's name on the records of the Corporation on the record date for that meeting, and every shareholder having the right to vote shall be entitled to vote in person or by proxy appointed by instrument in writing or any other method permitted by law.

**2.8 Procedures for Bringing Business before Shareholder Meeting.** At an annual or special meeting of shareholders, only such business shall be conducted, and only such proposals shall be acted upon, as shall have been properly brought before an annual or special meeting of shareholders. To be properly brought before an annual or special meeting of shareholders, business must be (i) in the case of a special meeting called by the Chairman of the Board or at the request of the Board of Directors, specified in the notice of the special meeting (or any supplement thereto), or (ii) in the case of an annual meeting properly brought before the meeting by or at the direction of the Board of Directors or (iii) otherwise properly brought before the annual or special meeting by a shareholder. For business to be properly brought before such a meeting of shareholders by a shareholder, the shareholder must have given timely notice thereof in writing to the Secretary of the Corporation. To be timely, a shareholder's notice must be delivered to or mailed and received at the principal executive offices of the Corporation not less than 90 days nor more than 120 days prior to the date of the meeting; provided, however, that if fewer than 100 days' notice or prior public disclosure of the date of the meeting is given or made to shareholders, notice by the shareholders to be timely must be so delivered or received not later than the close of business on the 10th day following the earlier of (i) the day on which such notice of the date of such meeting was mailed or (ii) the day on which such public disclosure was made. A shareholder's notice to the Secretary shall set forth as to each matter the shareholder proposes to bring before a meeting of shareholders (i) a brief description of the business desired to be brought before the meeting and the reasons for conducting such business at the meeting, (ii) the name and address, as they appear on the Corporation's books, of the shareholder proposing such business and any other shareholders known by such shareholder to be supporting such proposal, (iii) the class and number of shares of the Corporation which are beneficially owned by such shareholder on the date of such shareholder's notice and by any other shareholders known by such shareholder to be supporting such proposal on the date of such shareholder's notice, and (iv) any material interest of the shareholder in such proposal. Notwithstanding anything in these Bylaws to the contrary, no business shall be conducted at a meeting of shareholders except in accordance with the procedures set forth in this Section 2.8. The Chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that the business was not properly brought before the meeting in accordance with the procedures prescribed by these Bylaws, and if the Chairman should so determine, the Chairman shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted.

**2.9 SEC Proxy Rules.** In addition to complying with the provisions of Section 2.8, a shareholder shall also comply with all applicable requirements of the Securities Exchange Act of 1934 and the rules and regulations thereunder with respect to the matters set forth in Section 2.8. Nothing in Section 2.8 shall be deemed to affect any rights of shareholders to request inclusion of proposals in the Corporation's proxy statement pursuant to rules of the Securities and Exchange Commission. For such proposals to be acted upon at a meeting, however, compliance with the notice provisions of Section 2.8 is also required.

### **ARTICLE THREE** **DIRECTORS**

**3.1 Powers of Directors.** The business and affairs of the Corporation shall be managed under the direction of and all corporate powers shall be exercised by or under the authority of the Board of Directors.

**3.2 Number and Qualifications.** The Board of Directors shall consist of twelve members. The Board of Directors has the power to change from time to time the number of directors specified in the preceding sentence. Any such change in the number of directors constituting the Corporation's Board Directors must be made exclusively by means of an amendment to these Bylaws adopted by a majority of the entire Board of Directors then in office. Directors need not be shareholders of the Corporation nor residents of the State of Tennessee.

**3.3 Term of Office.** Except as otherwise provided by law or by the Charter, the term of each director hereafter elected shall be from the time of his or her election and qualification until the annual meeting next following such election and until a successor shall have been duly elected and qualified; subject, however, to the right of the removal of any director as provided by law, by the Charter or by these Bylaws.

**3.4 Compensation.** The directors shall be paid for their services on the Board of Directors and on any Committee thereof such compensation (which may include cash, shares of stock of the Corporation and options thereon) and benefits together with reasonable expenses, if any, at such times as may, from time to time, be determined by resolution adopted by a majority of the entire Board of Directors; provided that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and being compensated therefor; provided further that if the Chairman of the Board is at the same time serving as the Chief Executive Officer of the Corporation, he or she will not be compensated as a non-employee director for his or her service as Chairman.

**3.5 Committees.** The directors, by resolution adopted by a majority of the entire Board of Directors, may designate an executive committee and other committees, consisting of one or more directors, and may delegate to such committee or committees all such authority of the Board of Directors that it deems desirable, including, without limitation, authority to appoint corporate officers, fix their salaries, and, to the extent such is not provided by law, the Charter or these Bylaws, to establish their authority and responsibility, except that no such committee or committees shall have and exercise the authority of the Board of Directors to:

- (a) authorize distributions (which include dividend declarations), except according to a formula or method prescribed by the Board of Directors,
- (b) fill vacancies on the Board of Directors or on any of its committees,
- (c) adopt, amend or repeal bylaws,
- (d) authorize or approve the reacquisition of shares, except according to a formula or method prescribed by the Board of Directors, or
- (e) authorize or approve the issuance or sale or contract for sale of shares, or determine the designation and relative rights, preferences and limitations of a class or series of shares, except that the Board of Directors may authorize a committee to do so within limits specifically prescribed by the Board of Directors.

**3.6 Procedures for Director Nominations.** Except as provided in Section 3.7 with respect to vacancies on the Board of Directors, only persons nominated in accordance with the procedures set forth in this Section 3.6 shall be eligible for election as directors. Nominations of persons for election to the Board of Directors may be made at a meeting of shareholders (i) by or at the direction of the Board of Directors, or (ii) by any shareholder of the Corporation entitled to vote for the election of directors at such meeting who complies with the notice procedures set forth in this Section 3.6. Such nominations, other than those made by or at the direction of the Board of Directors, shall be made pursuant to timely notice in writing to the Secretary of the Corporation. To be timely, a shareholder's notice must be delivered to or mailed and received at the principal executive offices of the Corporation not less than 90 days nor more than 120 days prior to the date of a meeting; provided, however, that if fewer than 100 days' notice or prior public disclosure of the date of the meeting is given or made to shareholders, notice by the shareholder to be timely must be so delivered or received not later than the close of business on the 10th day following the earlier of (i) the day on which such notice of the date of such meeting was mailed or (ii) the day on which such public disclosure was made. A shareholder's notice to the Secretary shall set forth (i) as to each person whom the shareholder proposes to nominate for election or reelection as a director (a) the name, age,

business address and residence address of such person, (b) the principal occupation or employment of such person, (c) the class and number of shares of the Corporation which are beneficially owned by such person on the date of such shareholder's notice and (d) any other information relating to such person that is required to be disclosed in solicitations of proxies for election of directors or, is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (including, without limitation, such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected); and (ii) as to the shareholder giving the notice (a) the name and address, as they appear on the Corporation's books, of such shareholder and any other shareholders known by such shareholder to be supporting such nominees and (b) the class and number of shares of the Corporation which are beneficially owned by such shareholder on the date of such shareholder's notice and by any other shareholders known by such shareholder to be supporting such nominees on the date of such shareholder's notice. No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the procedures set forth in this Section 3.6. The Chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the procedures prescribed by these Bylaws, and if the Chairman should so determine, the Chairman shall so declare to the meeting and the defective nomination shall be disregarded.

**3.7 Vacancies; Removal from Office.** Except as otherwise provided by law or by the Charter, newly created directorships resulting from any increase in the authorized number of directors or any vacancies on the Board of Directors resulting from death, resignation, retirement, disqualification or any other cause (except removal from office) shall be filled only by the Board of Directors, provided that a quorum is then in office and present, or only by a majority of the directors then in office, if less than a quorum is then in office or by the sole remaining director. Any vacancies on the Board of Directors resulting from removal from office may be filled by the affirmative vote of the holders of at least a majority of the voting power of all outstanding voting stock or, if the shareholders do not so fill such a vacancy, by a majority of the directors then in office. Directors elected to fill a newly created directorship or other vacancy shall hold office for a term expiring at the next shareholders' meeting at which directors are elected and until such director's successor has been duly elected and qualified. A director of the Corporation may be removed by the shareholders only for cause by the affirmative vote of the holders of at least a majority of the voting power of all outstanding voting stock.

**3.8 Place of Meetings.** The directors may hold meetings of the Board of Directors or of a committee thereof at the principal office of the Corporation in Memphis, Tennessee, or at such other place or places, either in the State of Tennessee or elsewhere, as the Board of Directors or the members of the committee, as applicable, may from time to time determine by resolution or by written consent or as may be specified in the notice of the meeting.

**3.9 Quorum.** A majority of the directors shall constitute a quorum for the transaction of business, but a smaller number may adjourn from time to time, without further notice, if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken and if the period of adjournment does not exceed thirty (30) days in any one (1) adjournment. The vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law, the Charter, or these Bylaws.

**3.10 Regular Meetings.** Following each annual meeting of shareholders, the newly elected directors shall meet for the purpose of organization, the appointment of officers and the transaction of other business, and, if a majority of the directors be present at such place, day and hour, no prior notice of such meeting shall be required to be given to the directors. The place, day and hour of such meeting may also be fixed by resolution or by written consent of the directors. In addition, the Board of Directors may approve an annual schedule for regular meetings of the Board of Directors and of committees thereof, and any committee may revise its annual schedule for regular meetings thereof.

**3.11 Special Meetings.** Special meetings of the Board of Directors may be called by the Chairman of the Board, the Chief Executive Officer, or the President, and shall be called by the Chairman of the Board or Secretary on the written request of a majority of directors then in office. Special meetings of any committee of the Board of Directors may be called by the person or persons specified in the resolution of the Board of Directors establishing the committee or, for any standing committee, by its chair. Advance notice of any special meeting shall be given to each director or committee member, as appropriate, as provided in this section. The person or persons calling the meeting, or the Secretary, shall endeavor in good faith to provide at least two days' advance notice, if

practicable. In any case, each special meeting shall be called on at least two hours' advance notice, given personally or by telephone, by facsimile transmission, by any means of physical delivery, or by any means of electronic transmission. The notice shall state the day and hour of the meeting and the place where the meeting is to be held. Special meetings of the directors may be held at any time on written waiver of notice or by consent of all the directors, either of which may be given before, at the time of, or after the meeting. Electronic transmission to a director may be by electronic mail or message to an address provided by the director, or by any other electronic transmission method to which the director has consented. Each director is deemed to agree and consent to receive a notice of any meeting in electronic form delivered by electronic transmission, provided however that a director may deliver to the Secretary and the Chairman of the Board an explicit objection to such form or delivery method, in which case notice will be given to that director in another form or by another method, as applicable. Any such objection shall apply only to the meeting to which it relates unless it explicitly provides for ongoing effect; no such ongoing objection shall continue in effect after the director's then-current term ends.

### **3.12 Action without a Meeting.**

(a) In lieu of a meeting of the Board of Directors or of a committee thereof, directors may take any action which they are required or permitted to take, without a meeting, by written consent setting forth the action so taken. Such written consent, singly or in counterparts, shall be signed by each of the directors entitled to vote thereon and shall be delivered to an Authorized Recipient. The following persons are Authorized Recipients of written consents: the Corporation's Secretary, any Assistant Secretary, or any other person authorized by the Board of Directors, the Secretary, or an Assistant Secretary in a particular case to receive written consents. If all the directors entitled to vote consent to taking such action without a meeting, the affirmative vote of the number of directors necessary to authorize or take such action at a meeting is the act of the Board of Directors or committee, as appropriate.

(b) Without limiting the generality of the foregoing, any such action may be signed and delivered to the Corporation in conformity with any of, or any combination of, the following:

- (i) A written consent may be signed manually or by facsimile. For this purpose "facsimile" includes any image of a manual signature, whether on paper or in an electronic format.
- (ii) A written consent may be signed electronically as permitted by law, except to the extent explicitly limited by these bylaws or by Board action. Examples of electronic signatures include: the manual signature of the director created and placed on an electronic written consent using a stylus or otherwise; the typed or other written name of the director appearing in an email, text message, or other electronic communication where the context indicates the director's intent for the name to constitute or have the effect of a signature; and, within any electronic system which the Secretary or any Assistant Secretary has selected to use for this purpose, marking or otherwise indicating electronically the director's approval, disapproval, or other vote. Neither such communication, nor any vote record created or retained by the system, need include the text of or a copy of the written consent which is signed electronically so long as the Authorized Recipient can reasonably determine the relationship of the signature to the consent signed.
- (iii) A signed written consent on any physical medium may be delivered by any physical means.
- (iv) A facsimile of a signed written consent may be delivered by any physical means or by any electronic transmission, subject to paragraph (vi). Examples of the latter include: transmitting to an Authorized Recipient by email a scanned image of the manually signed written consent or of a manually signed signature page thereof; and, transmitting to an Authorized Recipient by email the electronic written consent document with the director's signature, or a facsimile, electronically placed within the document.
- (v) If a written consent is signed electronically, delivery to the Corporation may be accomplished by any electronic transmission, subject to paragraph (vi). For example, the transmission by a director to an Authorized Recipient of an email which refers to a written consent document previously

delivered to the director, which indicates his or her vote(s) or recusal, and which includes an electronic signature would be an acceptable means of delivery.

- (vi) In the case of any delivery by electronic transmission: (A) the recipient must be able to receive and interpret the transmission either by using the Corporation's equipment and systems or by using other equipment and systems which the recipient has available and is willing to use for this purpose; and (B) transmission may be to the recipient's Corporation-provided email address or text-enabled device, or (to the extent permitted by the recipient either before or after receipt) may be to the recipient's personal email address or text-enabled device. In the latter case, the recipient's permission may be express or implied from his or her actions following receipt.

(c) A director may change or revoke his or her vote related to an action by written consent only if the change or revocation is signed and delivered in a manner permitted for the initial vote as provided in this section and only if the action by written consent has not yet become effective. A director may not revoke his or her consent to take an action without a meeting. A director may instruct an Authorized Recipient to hold the director's signed consent in escrow on the director's behalf, in which case delivery of such consent shall not be effective until released by the director or until the occurrence of one or more events explicitly identified by the director as conditions to his or her delivery. If an escrow has been established, the Authorized Recipient's good faith determination of whether and when delivery is effected shall be conclusive.

(d) The Secretary is authorized to implement, administer, and interpret this Section so as to promote consistency and reliability as well as convenience and efficiency. Each Authorized Recipient is authorized to determine in each case whether and when a written consent has been fully signed and delivered as provided in this section. The records of the Board or Committee, as applicable, may contain, in lieu of or in addition to copies of each manual or facsimile signature, one or more certifications by the Secretary and/or other Authorized Recipient(s) to the effect, collectively, that each director required to sign and deliver the written consent did so, specifying the date on which the last consent to be delivered was delivered.

(e) Each director who signs or delivers an action by written consent using any electronic form or transmission method is deemed to have agreed and consented to the use of such form and method.

(f) If a committee established by the Board of Directors consists of at least one director and at least one non-director officer, each reference in this section and Section 3.13 to "director" shall include each such officer.

**3.13 Teleconference Meetings.** Directors may participate in a meeting of the Board of Directors or of a committee thereof by, or conduct a meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director so participating is deemed to be present in person at such meeting.

**3.14 Chairman of the Board.** The Chairman of the Board shall preside at all meetings of the shareholders and of the Board of Directors (except, with respect to meetings of the Board of Directors, as may be otherwise determined by the Board of Directors) and shall have such powers and perform such duties as may be provided for herein and as are normally incident to the position and as may be assigned by the Board of Directors. If and at such times as the Board of Directors so determines, the Chairman of the Board may also serve as the Chief Executive Officer of the Corporation.

**3.15 Vice Chairmen.** Vice Chairmen shall perform such duties and exercise such powers as may be prescribed by the Board of Directors or the Chairman of the Board.

## **ARTICLE FOUR OFFICERS**

**4.1 Designated Officers.** The officers of the Corporation shall consist of such officers as are required by the Tennessee Business Corporation Act and such other officers, including officers identified in Sections 4.8 through 4.21 below, as the Board of Directors determines from time to time, along with such other officers and

assistant officers as may be from time to time determined and appointed in accordance with the provisions of this Article Four. The title of any officer may include any additional descriptive designation determined to be appropriate. Any person may hold two or more offices, except that the President shall not also be the Secretary or an Assistant Secretary. The officers need not be directors, and officers need not be shareholders.

**4.2 Appointment of Officers.** Except as otherwise provided in this Section 4.2, the officers of the Corporation shall be appointed by the Board of Directors at the annual organizational meeting of the Board of Directors following the annual meeting of shareholders. The Board of Directors hereby delegates to the Compensation Committee of the Board of Directors: (i) the power to create corporate offices; (ii) the power to define the authority and responsibility of such offices, except to the extent such authority or responsibility would not be consistent with the law or the Charter; and (iii) the power to appoint persons to any office of the Corporation except the offices of the Chief Executive Officer; President; Chief Operating Officer; Secretary; and any office the incumbent in which is designated by the Board as an Executive Officer (as defined in Section 4.5 hereof). In addition, the Board of Directors hereby delegates (a) to the Chief Human Resources Officer the authority to appoint persons to any office of the Corporation of the level of Senior Vice President and below at any time and (b) to the Chief Executive Officer the authority to appoint persons to any office of the Corporation of the level of Executive Vice President and below at any time; provided, however, that the Board of Directors may not delegate such authority with respect to those offices to which the Compensation Committee of the Board can not appoint persons pursuant to clause (iii) above. Notwithstanding anything to the contrary in this Article Four of the Bylaws, the Board of Directors retains the authority at any time to create corporate offices; to define the authority and responsibility of such offices, except to the extent such authority or responsibility would not be consistent with the law or the Charter; to appoint all officers and such other officers and agents as it shall deem necessary, who shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors; and, except with respect to the Secretary and to any office the incumbent in which is designated by the Board as an Executive Officer (as defined in Section 4.5 hereof), to delegate all such authority to a committee of the Board of Directors and to delegate only the authority to appoint such officers or agents to one or more officers of the Corporation.

**4.3 Term.** The officers of the Corporation shall be appointed for a term of one (1) year and until their successors are appointed and qualified, subject to the right of removal specified in Section 4.4 of these Bylaws. The designation of a specified term does not grant to any officer any contract rights.

**4.4 Vacancies, Resignations and Removal.** If the office of any officer or officers becomes vacant for any reason, the vacancy may be filled by the Board of Directors or, if such officer was, or could have been, appointed by a committee or another officer, by such committee or such other officer. Any officer may resign at any time by delivering a written notice to the Chairman of the Board, the Chief Executive Officer, the President, the Chief Operating Officer, the Secretary, or that Executive Officer who is the Chief Human Resources Officer (as defined in Section 4.15) or to whom that officer reports, or the designee of any of them, which shall be effective upon delivery unless it specifies a later date acceptable to the Corporation. Any Executive Officer (as defined in Section 4.5 below) and the Secretary shall be subject to removal at any time with or without cause only by the affirmative vote of a majority of the Board of Directors. Any other officer shall be subject to removal at any time with or without cause by the affirmative vote of a majority of the Board of Directors, and in the event the officer was, or could have been, appointed by a committee or another officer, then by such other officer or by the affirmative vote of a majority of either such committee or the Board of Directors.

**4.5 Executive Officers.** “Executive Officers” shall be those officers of the Corporation expressly designated from time to time in a resolution or resolutions of the Board of Directors as being ‘executive officers’ for purposes of these Bylaws or for purposes of any rule or regulation of the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended. The fact that an officer’s title contains the word “executive” and appears in a Board resolution shall not, by itself, constitute an executive officer designation as provided in this Section.

**4.6 Compensation.** The Board of Directors, or a committee thereof, shall fix the compensation of Executive Officers of the Corporation. The compensation of officers who are not Executive Officers shall be fixed by the Board of Directors, by a committee thereof, or by management under such policies and procedures as shall be established by the Board of Directors or a committee thereof.

**4.7 Delegation of Officer Duties.** In case of the absence of any officer of the Corporation, or for any reason that the Board of Directors (or, in addition, in the case of any officer appointed by a committee or another officer, such committee or such officer or any other committee or any other officer which could appoint such officer pursuant to Section 4.2 of these Bylaws) may deem sufficient, the Board of Directors (or committee or other officer, as applicable) may delegate, for the time being, the powers or duties, or any of them, of such officer to any other officer, or to any director.

**4.8 Chief Executive Officer.** The Chief Executive Officer, in the absence of the Chairman of the Board, shall preside at all meetings of the shareholders and of the Board of Directors (except, with respect to meetings of the Board of Directors, as may be otherwise determined by the Board of Directors). The Chief Executive Officer shall be responsible for carrying out the orders of and the resolutions and policies adopted by the Board of Directors and shall have general management of the business of the Corporation and shall exercise general supervision over all of its affairs. In addition, the Chief Executive Officer shall have such powers and perform such duties as may be provided for herein and as are normally incident to the office and as may be prescribed by the Board of Directors. If and at such time as the Board of Directors so determines, the Chief Executive Officer may also serve as the President of the Corporation.

**4.9 President.** The President, in the absence of the Chairman of the Board and the Chief Executive Officer, shall preside at all meetings of the shareholders and of the Board of Directors (except, with respect to meetings of the Board of Directors, as may be otherwise determined by the Board of Directors). The President shall be the Chief Executive Officer of the Corporation unless the Board of Directors has appointed another person to such office, in which case the President shall be the Chief Operating Officer of the Corporation. The President shall have such powers and perform such duties as may be provided for herein and as are normally incident to the office and as may be prescribed by the Board of Directors or the Chief Executive Officer. In addition, unless the Board of Directors has appointed another person to the office of Chief Operating Officer, the President shall also have such powers and perform such duties as may be provided for herein with respect to the Chief Operating Officer and as are normally incident to the office of Chief Operating Officer and as may be prescribed for the Chief Operating Officer by the Board of Directors or the Chief Executive Officer.

**4.10 Chief Operating Officer.** The Chief Operating Officer, if other than the President, shall have charge of the day-to-day operations of the Corporation and shall have such powers and perform such duties as may be provided for herein and as are normally incident to the office and as may be prescribed by the Board of Directors, the Chief Executive Officer, or the President.

**4.11 Chief Financial Officer.** The Chief Financial Officer shall be the principal financial officer of the Corporation. The Chief Financial Officer is authorized to sign any document filed with the Securities and Exchange Commission or any state securities commission on behalf of the Corporation and shall perform such duties and exercise such powers as are normally incident to the office and as may be prescribed by the Board of Directors or the Chief Executive Officer.

**4.12 Chief Credit Officer.** The Chief Credit Officer shall perform such duties and exercise such powers as are normally incident to the office and as may be prescribed by the Board of Directors or the Chief Executive Officer.

**4.13 General Counsel.** The General Counsel is authorized to sign any document filed with the Securities and Exchange Commission or any state securities commission on behalf of the Corporation and shall perform such duties and exercise such powers as are normally incident to the office and as may be prescribed by the Board of Directors or the Chief Executive Officer.

**4.14 Chief Risk Officer.** The officer in charge of overall risk management, whatever his or her title (“Chief Risk Officer”), shall perform such duties and exercise such powers as are normally incident to the office and as may be prescribed by the Board of Directors or the Chief Executive Officer.

**4.15 Chief Human Resources Officer.** The officer in charge of human resources, whatever his or her title (“Chief Human Resources Officer”), shall perform such duties and exercise such powers as are normally incident to the office and as may be prescribed by the Board of Directors or the Chief Executive Officer.

**4.16 Business Segment Presidents and Business Segment Chief Operating Officers.** Each officer of the Corporation who is designated as or has the functions of a president or a chief operating officer of a substantial business line, division, segment, or group (as applicable, a “Business Segment President” or “Business Segment Chief Operating Officer”) shall perform such duties and exercise such powers as are normally incident to his or her office and as may be prescribed by the Board of Directors, the Chief Executive Officer, the President, or the Chief Operating Officer. Two or more persons may share the duties and authorities of a Business Segment President or Business Segment Chief Operating Officer as determined by the Board of Directors, the Chief Executive Officer, the President, or the Chief Operating Officer. For this purpose, a business line, division, segment, or group is substantial if the officer who is designated as or has the functions of its president or chief operating officer is an Executive Officer or if it is expressly identified as a “segment” or “business segment” of the Corporation for financial accounting purposes.

**4.17 Senior Executive Vice Presidents, Executive Vice Presidents, Senior Vice Presidents, and Vice Presidents.** Each Senior Executive Vice President, Executive Vice President, Senior Vice President, and Vice President shall perform such duties and exercise such powers as are normally incident to his or her office and as may be prescribed by the Board of Directors, a committee thereof, the Chief Executive Officer, the President, the Chief Operating Officer or, with respect to Senior Vice Presidents and Vice Presidents only, the Chief Human Resources Officer.

**4.18 Secretary.** The Secretary is authorized to sign any document filed with the Securities and Exchange Commission or any state securities commission on behalf of the Corporation. The Secretary shall attend all sessions of the Board of Directors and of the shareholders and record all votes and the minutes of all proceedings in books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the shareholders and of the Board of Directors, shall authenticate records of the Corporation, and shall perform such other duties as are incident to the office or as may be prescribed by the Board of Directors or the Chief Executive Officer. In the absence or disability of the Secretary, the Assistant Secretary or such other officer or officers as may be authorized by the Board of Directors or Executive & Risk Committee thereof shall perform all the duties and exercise all of the powers of the Secretary and shall perform such other duties as the Board of Directors or the Chief Executive Officer shall prescribe. In addition, from time to time officers holding the office of Limited Assistant Secretary may be appointed with such officer’s power limited to the power to attest the signature of another officer. Such Limited Assistant Secretary will have no other power as an officer.

**4.19 Treasurer.** The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, the Chief Executive Officer, the Chief Financial Officer, the President, or the Chief Operating Officer, taking proper vouchers for such disbursements, and shall render to the Board of Directors, the Chief Executive Officer, the Chief Financial Officer, the President, or the Chief Operating Officer, whenever they may require it, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation, and at a regular meeting of the Board of Directors preceding the annual shareholders’ meeting, a like report for the preceding year. The Treasurer shall keep or cause to be kept an account of stock registered and transferred in such manner and subject to such regulations as the Board of Directors may prescribe. The Treasurer shall give the Corporation a bond, if required by the Board of Directors, in such a sum and in form and with security satisfactory to the Board of Directors for the faithful performance of the duties of the office and the restoration to the Corporation, in case of his or her death, resignation or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession, belonging to the Corporation. The Treasurer shall perform such other duties as the Board of Directors, the Chief Executive Officer, the Chief Financial Officer, the President, or the Chief Operating Officer may from time to time prescribe or require. In the absence or disability of the Treasurer, the Assistant Treasurer shall perform all the duties and exercise all of the powers of the Treasurer and shall perform such other duties as the Board of Directors, the Chief Executive Officer, the Chief Financial Officer, the President, or the Chief Operating Officer shall prescribe.

**4.20 Auditor.** The officer in charge of the internal audit function, whatever his or her title (“Auditor”), shall perform such duties and exercise such powers as are normally incident to the office and as may be prescribed by the Board of Directors or the Audit Committee.

**4.21 Chief Accounting Officer.** The Chief Accounting Officer shall be the principal accounting officer of the Corporation. The Chief Accounting Officer is authorized to sign any document filed with the Securities and Exchange Commission or any state securities commission on behalf of the Corporation and shall assist the management of the Corporation in setting the financial goals and policies of the Corporation, shall provide financial and statistical information to the shareholders and to the management of the Corporation and shall perform such other duties and exercise such other powers as may be prescribed by the Board of Directors, the Chief Executive Officer, the Chief Financial Officer, the President or the Chief Operating Officer.

**4.22 Other Officers.** Officers holding such other offices as may be created pursuant to Sections 4.1 and 4.2 of these Bylaws shall have such authority and perform such duties and exercise such powers as may be prescribed by the Board of Directors, a committee thereof, the Chief Executive Officer, the President, the Chief Operating Officer or, with respect to officers of the level of Senior Vice President and below, the Chief Human Resources Officer.

**4.23 Officer Committees and Mixed Committees.** The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate one or more committees consisting of one or more officers. Similarly, the Board of Directors may appoint one or more directors and one or more officers to serve on the same committee. The Board of Directors may delegate to each such officer committee or mixed committee all such authority that the Board of Directors deems desirable that is permitted by law. Members of such committees may take action without a meeting and may participate in meetings to the same extent and in the same manner that directors may take action and may participate pursuant to Sections 3.12 and 3.13 of these Bylaws.

## **ARTICLE FIVE** **SHARES OF STOCK**

**5.1 Certificates.** The certificates representing shares of stock of the Corporation shall be numbered, shall be entered in the books or records of the Corporation as they are issued, and shall be signed by the Chief Executive Officer and any one of the following: the President, the Treasurer, or the Secretary. Either or both of the signatures upon a certificate may be facsimiles if the certificate is countersigned by a transfer agent, or registered by a registrar other than an officer or employee of the Corporation. Each certificate shall include the following upon the face thereof:

- (a) A statement that the Corporation is organized under the laws of the State of Tennessee;
- (b) The name of the Corporation;
- (c) The name of the person to whom issued;
- (d) The number and class of shares, and the designation of the series, if any, which such certificate represents;
- (e) The par value of each share represented by such certificate; or a statement that the shares are without par value; and
- (f) Such other provisions as the Board of Directors may from time to time require.

**5.2 Shares Not Represented by Certificates.** Notwithstanding the provisions of Section 5.1 of these Bylaws, shares of any class of stock of the Corporation may be issued without certificates. The Corporation shall send to each shareholder to whom uncertificated shares have been issued or transferred at the appropriate time any written statement providing information about such shares, which is required by law.

**5.3 Stock Transfers and Record Dates.** Transfers of shares of stock shall be made upon the books of the Corporation by the record owner or by an attorney, lawfully constituted in writing, and upon surrender of any certificate therefor. The Board of Directors may appoint suitable agents in Memphis, Tennessee, and elsewhere to facilitate transfers by shareholders under such regulations as the Board of Directors may from time to time prescribe. The transfer books may be closed by the Board of Directors for such period, not to exceed 40 days, as may be deemed advisable for dividend or other purposes, or in lieu of closing the books, the Board of Directors may fix in advance a date as the record date for determining shareholders entitled notice of and to vote at a meeting of shareholders, or entitled to payment of any dividend or other distribution. The record date for voting or taking other action as shareholders shall not be less than 10 days nor more than 70 days prior to the meeting date or action requiring such determination of shareholders. The record date for dividends and other distributions shall not be less than 10 days prior to the payment date of the dividend or other distribution. All certificates surrendered to the Corporation for transfer shall be canceled, and no new certificate shall be issued until the former certificate for like number of shares shall have been surrendered and canceled, except that in case of a lost or destroyed certificate a new one may be issued on the terms prescribed by Section 5.5 of these Bylaws.

**5.4 Record Owners.** 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 share on the part of any other person, whether or not it shall have express or other notice thereof, except as required by applicable law.

**5.5 Lost, Destroyed, Stolen or Mutilated Certificates.** The agent for transfer of the Corporation's stock may issue new share certificates in place of certificates represented to have been lost, destroyed, stolen or mutilated upon receiving an indemnity satisfactory to the agent and the Secretary or Treasurer of the Corporation, without further action of the Board of Directors.

## **ARTICLE SIX INDEMNIFICATION**

**6.1 Indemnification of Officers When Wholly Successful.** If any current or former officer of the Corporation [including for purposes of this Article an individual who, while an officer, is or was serving another corporation or other enterprise (including an employee benefit plan and a political action committee, which serves the interests of the employees of the Corporation or any of its subsidiaries) in any capacity at the request of the Corporation and unless the context requires otherwise the estate or personal representative of such officer] is wholly successful, on the merits or otherwise, in the defense of any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal ("Proceeding"), to which the officer was a party because he or she is or was an officer of the Corporation, the officer shall be indemnified by the Corporation against all reasonable expenses, including attorney fees, incurred in connection with such Proceeding, or any appeal therein. As used in this Article, "Proceeding" shall include, but is not limited to, any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, arising out of or alleging any acts, errors, or omissions by the officer in the rendering or failure to render professional services, including legal and accounting services, for or at the request of the Corporation or any of its subsidiaries; provided such professional services are within the reasonably anticipated scope of the officer's duties. Additionally, as used in this Article, "Proceeding" shall include, but is not limited to, any threatened, pending or contemplated action, suit or proceeding arising out of or alleging negligence on the part of the Officer.

**6.2 Indemnification of Officers When Not Wholly Successful.** If any current or former officer of the Corporation has not been wholly successful on the merits or otherwise, in the defense of a Proceeding, to which the officer was or was threatened to be made a party because he or she was or is an officer, the officer shall be indemnified by the Corporation against any judgment, settlement, penalty, fine (including any excise tax assessed with respect to an employee benefit plan), or other liability and any reasonable expenses, including attorney fees, incurred as a result of such Proceeding, or any appeal therein, if authorized in the specific case after a determination has been made that indemnification is permissible because the following standard of conduct has been met:

- (a) The officer conducted himself or herself in good faith, and

- (b) The officer reasonably believed: (i) in the case of conduct in the officer's official capacity as an officer of the Corporation that the officer's conduct was in the Corporation's best interest; and (ii) in all other cases that the officer's conduct was at least not opposed to its best interests; and
- (c) In the case of any criminal proceeding, the officer had no reasonable cause to believe his or her conduct was unlawful;

provided, however, the Corporation may not indemnify an officer in connection with a Proceeding by or in the right of the Corporation in which the officer was adjudged liable to the Corporation or in connection with any other proceeding charging improper benefit to the officer, whether or not involving action in his or her official capacity, in which the officer was adjudged liable on the basis that personal benefit was improperly received by the officer.

**6.3 Procedures for Indemnification Determinations.** The determination required by Section 6.2 herein shall be made as follows:

- (a) By the Board of Directors by a majority vote of a quorum consisting of directors not at the time parties to the Proceeding;
- (b) If a quorum cannot be obtained, by majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate) consisting solely of two or more directors not at the time parties to the Proceeding;
- (c) By independent special legal counsel: (i) selected by the Board of Directors or its committee in the manner prescribed in subsection (a) or (b); or (ii) if a quorum of the Board of Directors cannot be obtained under subsection (a) and a committee cannot be designated under subsection (b), selected by majority vote of the full Board of Directors (in which selection directors who are parties may participate); or, if a determination pursuant to subsections (a), (b), or (c) of this Section 6.3 cannot be obtained, then
- (d) By the shareholders, but shares owned by or voted under the control of directors who are at the time parties to the Proceeding may not be voted on the determination.

**6.4 Serving at the Request of the Corporation.** An officer of the Corporation shall be deemed to be serving another corporation or other enterprise or employee benefit plan or political action committee at the request of the Corporation only if such request is reflected in the records of the Board of Directors or a committee appointed by the Board of Directors for the purpose of making such requests. Approval by the Board of Directors, or a committee thereof, may occur before or after commencement of such service by the officer.

**6.5 Advancement of Expenses.** The Corporation shall pay for or reimburse reasonable expenses, including attorney fees, incurred by an officer who is a party to a Proceeding in advance of the final disposition of the Proceeding if:

- (a) The officer furnishes to the Corporation a written affirmation of the officer's good faith belief that the officer has met the standard of conduct described in Section 6.2 herein;
- (b) The officer furnishes to the Corporation a written undertaking, executed personally or on behalf of the officer, to repay the advance if it is ultimately determined that the officer is not entitled to indemnification; and
- (c) A determination is made that the facts then known to those making the determination would not preclude indemnification under this bylaw.

**6.6 Undertaking Required for Expenses.** The undertaking required by Section 6.5 herein must be an unlimited general obligation of the officer but need not be secured and may be accepted without reference to financial ability to make repayment.

**6.7 Procedures for Expense Determinations.** Determinations and authorizations of payments under Section 6.5 herein shall be made in the same manner as is specified in Section 6.3 herein.

**6.8 Indemnification of Employees and Former Directors.** Every employee and every former director of the Corporation shall be indemnified by the Corporation to the same extent as officers of the Corporation.

**6.9 Nonexclusivity of Right of Indemnification.** The right of indemnification set forth above shall not be deemed exclusive of any other rights, including, but not limited to, rights created pursuant to Section 6.11 of these Bylaws, to which an officer, employee, or former director seeking indemnification may be entitled. No combination of rights shall permit any officer, employee or former director of the Corporation to receive a double or greater recovery.

**6.10 Mandatory Indemnification of Directors and Designated Officers.** The Corporation shall indemnify each of its directors and such of the non-director officers of the Corporation or any of its subsidiaries as the Board of Directors may designate, and shall advance expenses, including attorney's fees, to each director and such designated officers, to the maximum extent permitted (or not prohibited) by law, and in accordance with the foregoing, the Board of Directors is expressly authorized to enter into individual indemnity agreements on behalf of the Corporation with each director and such designated officers which provide for such indemnification and expense advancement and to adopt resolutions which provide for such indemnification and expense advancement.

**6.11 Insurance.** Notwithstanding anything in this Article Six to the contrary, the Corporation shall have the additional power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who, while a director, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, political action committee, or other enterprise, against liability asserted against or incurred by the person in that capacity or arising from the person's status as a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against the same liability.

## **ARTICLE SEVEN** **RETIREMENT**

**7.1 Non-Employee Directors.** Directors who are not also officers of the Corporation or its affiliates shall be retired from the Board of Directors as follows:

- (a) Any director who shall attain the age of seventy-two (72) on or before the last day of the term for which he or she was elected shall not be nominated for re-election and shall be retired from the Board of Directors at the expiration of such term; provided, however, that the Board in the exercise of its discretion may increase the mandatory retirement age by three years to age seventy-five (75) for any director.
- (b) For the purpose of maintaining a board of active business and professional persons, directors leaving the principal position (other than by a promotion) held at their last election (by retirement or otherwise) will be expected to tender their resignation for consideration by the Board of Directors within three months following the Board's next regularly scheduled meeting. A resignation will be accepted unless the Board in its judgment determines that (i) the director has assumed another position in which he or she is actively engaged in directing, managing or providing professional services through or to a public, private, non-profit or educational organization or is maintaining sufficient involvement in other activities that would be important to ensure effective service as a Board member, including consideration of the sufficiency of financial, technological, operational, civic, corporate governance-related, governmental or educational activities and/or service as a director of one or more other public companies, (ii) the director is so engaged in a specific project for the Board as to make his or her resignation detrimental to the Corporation, or (iii) it is beneficial to the Board and in the best interests of the Corporation for the director to continue for such period of time as the Board deems appropriate, or to continue subject to the satisfaction of one or more conditions established by the Board.

Except as may be otherwise determined by the Board of Directors, directors who are also officers of the Corporation or any of its affiliates will be retired from the Board of Directors on the date of the annual meeting coincident with or next following the date of the director's retirement from or other discontinuation of active service with the Corporation and its affiliates.

**7.2 Officers and Employees.** Except as provided in the following sentence, the Corporation has no compulsory retirement age for its officers or employees. Each officer or employee who has attained 65 years of age and who, for the two-year period immediately before attaining such age, has been employed in a "bona fide executive" or a "high policy-making" position as those terms are used and defined in the Age Discrimination in Employment Act, Section 12(c), and the regulations relating to that section prescribed by the Equal Employment Opportunity Commission, all as amended from time to time (collectively, the "ADEA"), shall automatically be terminated by way of compulsory retirement and his or her salary discontinued on the first day of the month coincident with or immediately following the 65th birthday, provided such employee is entitled to an immediate nonforfeitable annual retirement benefit, as specified in the ADEA, in the aggregate amount of at least \$44,000. Notwithstanding the prior sentence, the Board of Directors, in its discretion, may continue any such officer or employee in service and designate the capacity in which he or she shall serve, and shall fix the remuneration he or she shall receive. The Board of Directors may also re-employ any former officer who had theretofore been retired.

## **ARTICLE EIGHT**

### **EXECUTION OF DOCUMENTS**

**8.1 Definition of "Document."** For purposes of this Article Eight of the Bylaws, the term "document" shall mean a document of any type, including, but not limited to, an agreement, contract, instrument, power of attorney, endorsement, assignment, transfer, stock or bond power, deed, mortgage, deed of trust, lease, indenture, conveyance, proxy, waiver, consent, certificate, declaration, receipt, discharge, release, satisfaction, settlement, schedule, account, affidavit, security, bill, acceptance, bond, undertaking, check, note or other evidence of indebtedness, draft, guaranty, letter of credit, and order.

**8.2 Execution of Documents.** Except as expressly provided in Section 4.18 of these Bylaws (with respect to the Limited Assistant Secretary) and Section 5.1 of these Bylaws (with respect to signatures on certificates representing shares of stock of the Corporation), the Chief Executive Officer, the President, the Chief Operating Officer, any Business Segment President, any Business Segment Chief Operating Officer, any Senior Executive Vice President, any Executive Vice President, any Senior Vice President, any Vice President, the Chief Financial Officer, the Chief Credit Officer, the General Counsel, the Chief Risk Officer, the Chief Human Resources Officer, the Chief Accounting Officer, the Treasurer, the Secretary, and any other officer, or any of them acting individually, may (i) execute and deliver in the name and on behalf of the Corporation or in the name and on behalf of any division or department of the Corporation any document pertaining to the business, affairs, or property of the Corporation or any division or department of the Corporation, and (ii) delegate to any other officer, employee or agent of the Corporation the power to execute and deliver any such document.

**8.3 Method of Execution by Secretary and Other Officers.** Unless otherwise required by law, the signature of the Secretary on any document may be a facsimile, and the signature of any other officer approved by the Chief Executive Officer or Secretary, before or after the fact, to use a facsimile signature on any document may be a facsimile. The Secretary shall maintain a list of all officers approved to use a facsimile signature.

## **ARTICLE NINE**

### **EMERGENCY BYLAWS**

**9.1 Definition of "Emergency."** The provisions of this Article Nine shall be effective only during an "emergency." An "emergency" shall be deemed to exist whenever any two of the officers identified in Section 9.2 of these Bylaws in good faith determine that a quorum of the directors cannot readily be assembled because of a catastrophic event.

**9.2 Notice of Meeting.** A meeting of the Board of Directors may be called by any one director or by any one of the following officers: Chief Executive Officer, President, the Chief Operating Officer, any Business

Segment President, any Business Segment Chief Operating Officer, any Senior Executive Vice President, any Executive Vice President, Chief Credit Officer, Chief Financial Officer, Chief Accounting Officer, General Counsel, Chief Risk Officer, Chief Human Resources Officer, Secretary, or any Executive Officer. Notice of such meeting need be given only to those directors whom it is practical to reach by any means the person calling the meeting deems feasible, including, but not limited to, by publication. ("Publication" includes, among other means: release to the press; release to or dissemination through print, broadcast, cable, satellite, internet, or other media, including by paid advertisement; posting on the Corporation's website; or posting on or other dissemination through any social media outlet with which the Corporation has an account or relationship). Such notice shall be given at least two hours prior to commencement of the meeting.

**9.3 Quorum and Substitute Directors.** If a quorum has not been obtained, then one or more officers of the Corporation or the Bank present at the emergency meeting of the Board of Directors, as are necessary to achieve a quorum, shall be considered to be substitute directors for purposes of the meeting, and shall serve in order of rank, and within the same rank in order of seniority determined by hire date by the Corporation, the Bank or any of their subsidiaries. In the event that less than a quorum of the directors (including any officers who serve as substitute directors for the meeting) are present, those directors present (including such officers serving as substitute directors) shall constitute a quorum.

**9.4 Action at Meeting.** The Board as constituted pursuant to Section 9.3 and after notice has been provided pursuant to Section 9.2 may take any of the following actions: (i) prescribe emergency powers of the Corporation, (ii) delegate to any officer or director any of the powers of the Board of Directors, (iii) designate lines of succession of officers and agents in the event that any of them are unable to discharge their duties, (iv) relocate the principal office or designate alternative or multiple principal offices, and (v) take any other action that is convenient, helpful, or necessary to carry on the business of the Corporation.

**9.5 Effectiveness of Non-Emergency Bylaws.** All provisions of these Bylaws not contained in this Article Nine, which are consistent with the emergency bylaws contained in Article Nine, shall remain effective during the emergency.

**9.6 Termination of Emergency.** Any emergency causing this Article Nine to become operative shall be deemed to be terminated whenever either of the following conditions is met: (i) the directors and any substitute directors determine by a majority vote at a meeting that the emergency is over or (ii) a majority of the directors elected pursuant to the provisions of these Bylaws other than this Article Nine hold a meeting and determine that the emergency is over.

**9.7 Action Taken in Good Faith.** Any corporate action taken in good faith in accordance with the provisions of this Article Nine binds the Corporation and may not be used to impose liability on any director, substitute director, officer, employee or agent of the Corporation.

## **ARTICLE TEN**

### **MISCELLANEOUS PROVISIONS**

**10.1 Fiscal Year.** The Board of Directors of the Corporation shall have authority from time to time to determine whether the Corporation shall operate upon a calendar year basis or upon a fiscal year basis, and if the latter, said Board of Directors shall have power to determine when the said fiscal year shall begin and end.

**10.2 Dividends.** Dividends on the capital stock of the Corporation may be declared by the Board of Directors at any regular or special meeting pursuant to law. Before payment of any dividend, there may be set aside out of any funds of the Corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve fund to meet contingencies, or for equalizing dividends or for repairing or maintaining any property of the Corporation, or for such other purposes as the directors shall think conducive to the interest of the Corporation.

**10.3 Seal.** This Corporation shall have a Corporate Seal which shall consist of an imprint of the name of the Corporation, the state of its incorporation, the year of incorporation and the words "Corporate Seal." The

Corporate Seal shall not be required to establish the validity or authenticity of any document executed in the name and on behalf of the Corporation.

**10.4 Notices.** Whenever notice is required to be given to any director, officer or shareholder under any of the provisions of the law, the Charter, or these Bylaws (except for notice required by Sections 2.8 and 3.6 of these Bylaws), it shall not be construed to require personal notice, but such notice may be given in writing by depositing the same in the United States mail, postage prepaid, or by telegram, teletype, facsimile transmission or other form of wire, wireless, or other electronic communication or by private carrier addressed to such shareholder at such address as appears on the Corporation's current record of shareholders, and addressed to such director or officer at such address as appears on the records of the Corporation. If mailed as provided above, notice to a shareholder shall be deemed to be effective at the time when it is deposited in the mail. Notice need not be given in the same manner to all shareholders, directors, officers, or other persons. A shareholder's, a director's, an officer's, or another person's address may be a physical location, a mailing address, or an electronic address.

**10.5 Bylaw Amendments.** The Board of Directors shall have power to make, amend and repeal the Bylaws or any Bylaw of the Corporation by vote of not less than a majority of the directors then in office, at any regular or special meeting of the Board of Directors. The shareholders may make, amend and repeal the Bylaws or any Bylaw of this Corporation at any annual meeting or at a special meeting called for that purpose only by the affirmative vote of the holders of at least eighty percent (80%) of the voting power of all outstanding voting stock, and all Bylaws made by the directors may be amended or repealed by the shareholders only by the vote of the holders of at least eighty percent (80%) of the voting power of all outstanding voting stock. Without further authorization, at any time the Bylaws are amended, the Secretary is authorized to restate the Bylaws to reflect such amendment, and the Bylaws, as so restated, shall be the Bylaws of the Corporation.

**10.6 Authority to Vote Shares.** The Chief Executive Officer, the President, the Chief Operating Officer, any Business Segment President or Business Segment Chief Operating Officer who is an Executive Officer, or the designee or designees of them or any of them, are authorized, jointly or severally, to vote all shares (or other indicia of ownership) beneficially owned by the Corporation for any purposes and to take any action on behalf of the Corporation that is required to be taken by the Corporation as a shareholder or other beneficial owner of any entity whose shares (or other indicia of ownership) are beneficially owned by the Corporation, which they, or any of them, deem appropriate at meetings, annual or special, or without a meeting.

**10.7 Forms of Writing and Execution; Methods of Delivery.** Unless otherwise expressly provided by law, in the Charter, or in these Bylaws: the terms "writing" and "written" include any paper or electronic document or record; the terms "sign," "signature," and "execute" include any manual, facsimile, or electronic signature or signature process; and, the terms "deliver," "delivery," and "send" include any physical or electronic method of transmittal.

**10.8 Forum for Adjudication of Disputes.** Unless the Corporation consents in writing to the selection of an alternative forum, the sole and exclusive forum for (i) any derivative action or proceeding brought in the right of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director or officer or other employee of the Corporation to the Corporation or the Corporation's shareholders, (iii) any action asserting a claim against the Corporation or any director or officer or other employee of the Corporation arising pursuant to any provision of the Tennessee Business Corporation Act or the Charter or these Bylaws (in each case, as they may be amended from time to time), or (iv) any action asserting a claim against the Corporation or any director or officer or other employee of the Corporation governed by the internal affairs doctrine shall be a state or federal court located within Shelby County in the State of Tennessee.