PREPARED BY:
TAYLOR, JONES, ALEXANDER
SORRELL & MCFALL, LTD.
961 Stateline Road
Southaven, MS 38671
601-342-1300

POWER OF ATTORNEY
General and Durable
(Mississippi)

KNOW ALL MEN BY THESE PRESENTS, that I, EARNEST FLOYD WEBER, the undersigned principal, do hereby appoint my son and daughter-in-law, BOBBIE LEE WEBER and GERALDINE (MOONEY) WEBER, to be my true and lawful co-attorneys-in-fact to act in my name, place and stead and on my behalf to do and execute all or any of the following acts, deeds, and things, to-wit:

1.a. To exercise, do, or perform any act, right, power, duty or obligation whatsoever that I now have or may acquire the legal right, power or capacity to exercise, do or perform in connection with, arising out of or relating to any person, item, thing, transaction, business property, real or personal, tangible or intangible, or matter whatsoever;

b. To ask for, demand, sue for, recover, collect, receive and hold and possess all sums of money, debts, dues, goods, wares, merchandise, chattels, effects, bonds, notes, checks, drafts, accounts, deposits, safe deposit boxes, legacies, bequests, devises, interests, dividends, stock certificates, certificates of deposit, annuities, pension and retirement benefits, stock bonus plan and profit-sharing plan benefits, stock options, insurance benefits and proceeds, documents of title, choices in action, personal and real property, tangible and intangible property and property rights, and demands whatsoever, liquidated or unliquidated, and things of whatsoever nature or description which now or hereafter shall be or become due, owing, payable or belonging to me in or by any right, title, ways or means howsoever, and upon receipt hereof or of any part thereof to make, sign, execute and deliver such receipts, releases or other discharges for the same as my said attorney-in-fact shall think fit or be advised;

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c. To commence, prosecute, discontinue or defend all actions or other legal proceedings touching my estate or any part thereof or touching any matter in which I or my estate may be in any way concerned; and to have, sue and take all lawful ways and means and legal equitable remedies, procedures and writs in my name for the collection or recovery of any item or matter in which I have or may acquire an interest and to compromise, settle and agree for the same and to make, execute and deliver for me and

in my name all endorsements, acquittances, releases, receipts or other sufficient discharges for the same.

d. To lease, purchase, exchange and acquire and to bargain, contract and agree for the lease, purchase and exchange and acquisition of and to take, receive and possess any real or personal property whatsoever, tangible or intangible, or any interest therein, on such terms and conditions and under such covenants as my attorney-in-fact shall deem proper.

e. To enter into and upon all and each of my real properties, and to let, manage and improve the same or any part thereof, and to repair or otherwise improve or alter, and to insure any buildings or structures thereon.

f. To sell, either at public or private sale, or exchange any part or parts of my real estate or personal property for such consideration and upon such terms as my attorney-in-fact shall think fit, and to execute and deliver good and sufficient deeds or other instruments for the conveyance or transfer of the same, with such covenants of warrant or otherwise as my attorney-in-fact shall see fit, and to give receipts for all or any part of the purchase price or other considerations.

g. To engage in and actively transact any and all lawful business of whatever nature or kind for me and in my name.

h. To sign, endorse, execute, acknowledge, deliver, receive and possess such applications, contracts, agreements, options, covenants, deeds, conveyances, trust deeds, security agreements, bills of sale, leases, mortgages, assignments, insurance policies, bills of lading, warehouse receipts, documents of title, bills, bonds, debentures, checks, drafts, bills of exchange, notes, stock certificates, proxies, warrants, commercial paper, receipts, withdrawal receipts and deposit instruments relating to accounts or deposits in, or certificates of deposit or banks, savings and loan or other institutions or associations, proofs of loss, evidences of debts, releases, and satisfaction of mortgages, judgments, liens, security agreements and other debts and obligations, and other instruments in writing of whatever kind and nature as may be necessary or proper in the exercise of the rights and powers herein granted.

i. To deposit any monies which may come to my attorney-in-fact as such attorney-in-fact with any bank or banker or other person in my name, and to employ or expend as my attorney-in-fact shall think fit any of such money or any other money to which I am entitled which now is or shall be so deposited; to withdraw, in the payment of any

debtors, or interest payable by me, or taxes, assessments, insurance and expenses due and payable or to become due and payable on account of my real and personal estate, or in or about any of the purposes herein mentioned, or otherwise for my use and benefit, or to invest in my name or in the name of any nominee in any stocks, shares, bonds, securities or other property, real or personal, as my attorney-in-fact may think proper, and to receive and give receipts for any income or dividend arising from such investments, and to vary or dispose of such investments.

j. To borrow any sum or sums of money on such terms and with such security, whether real or personal property, as my attorney-in-fact may think fit, and for that purpose to execute all promissory notes, bonds, mortgages, deeds of trust, security agreements and other instruments which may be necessary or proper.

k. To engage, employ, and dismiss any agents, clerks, servants, attorneys-at-law, accountants, investment advisors, custodians or other persons in and about the performance of these presents as my attorney-in-fact shall think fit.

l. To vote at the meetings of stockholders or other meetings of any corporation or company, or otherwise to act as my attorney-in-fact or proxy in respect of any stocks, shares, or other instruments now or hereafter held by me therein, and for that purpose to execute any proxies or other instruments.

m. To exercise any powers and any duties vested in me, whether solely or jointly, with any other or others as executor, administrator of trustee or in any other fiduciary capacity, so far as such power or duty is capable of validly being delegated.

n. To institute or to continue any annual gift program to my children or my grandchildren, or any other descendants (by birth or adoption), or any one or more of them, by transferring to one or more of these donees such cash, stocks, bonds, securities or other property and interests in property (consisting of any property, real, personal, or mixed, of whatsoever kind, wheresoever located, and whensoever acquired) as and when my attorney-in-fact may think proper, but never to exceed the value of $10,000 per donee per calendar year.

o. In general, to do all other acts, deeds, matters and things whatsoever in or about my estate, property and affairs, or to concur with persons jointly interested with myself therein in doing all acts, deeds, matters, and

things herein, either particularly or generally described, as fully and effectually to all intents and purposes as I could do in my own person if personally present and competent.

2. **Attorney-in Fact May Appoint Successor.** My attorney-in-fact is appointed with full power of substitution, which empowers my said attorney-in-fact to appoint a successor or successors, to act individually or jointly as my attorney-in-fact shall designate.

3. **Construction as to Gender, etc.** Any reference in this power of attorney to any gender shall be deemed to include any other gender, and a reference to the singular shall include the plural, and vice-versa, unless the context indicates that such reading would be inappropriate.

4. **Joint Attorneys-in-Fact.** If I have appointed more than one attorney-in-fact to serve jointly hereunder, they must act jointly and unanimously.

5. **This Instrument Construed to be General Power of Attorney.**

This instrument is to be construed and interpreted as a general power of attorney. The enumeration of specific items, acts, rights or powers herein does not limit or restrict and it is not to be construed or interpreted as limiting or restricting the general power herein granted to my attorney-in-fact.

6. **Revocation of Power of Attorney.** This general power of attorney revokes any previous powers of attorney granted by me. All acts done by an attorney-in-fact pursuant to a durable power of attorney during any period of disability or incapacity of the principal have the same effect and inure to the benefit of and bind the principal and his successors in interest as if the principal

were competent and not disabled. Unless the instrument states a time of termination, the power is exercisable notwithstanding the lapse of time since the execution of the instrument. This general power of attorney may be voluntarily revoked only by my written revocation entered of record in the Chancery Court of DeSoto County, Mississippi.

7. **Subsequent Mental or Physical Debility.** This general power of attorney shall not be affected by any subsequent mental or physical debility, or incapacity of the principal. This general power of attorney shall remain in full force and effect and shall not be revoked by operation of law.

8. **Bond Waived.** My attorney-in-fact shall not be obligated to furnish bond or other security.

9. **Compensation of Attorney-in-Fact.** My attorney-in-fact shall be entitled to reasonable compensation for services rendered.

10. **Authority Limited for Tax Reasons.** Any authority granted to my attorney-in-fact shall be limited so as to prevent this power of attorney from causing my attorney-in-fact to be taxed on my income and from causing my estate to be subject to a general power of appointment by me attorney-in-fact, as that term is defined in Section 2041 of the Internal Revenue Code.

11. **Ratification of Action Taken By Attorney-in-Fact.** I hereby ratify and confirm all that my attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers granted herein.

12. **Indemnification of Attorney-in-Fact.** I hereby bind myself to indemnify my attorney-in-fact against any and all claims,

demands, losses, damages, actions and causes of action, including expenses, costs and reasonable attorney's fees which my attorney-in-fact at any time may sustain or incur in connection with carrying out the authority granted in this power.

WITNESS my hand this the 18th day of July 1996.

Signature of Principal Earnest Floyd Willey
(SS#496-09-8221)

Address of Principal: Southaven Health Care Center
1730 Dorchester Drive
Southaven, Mississippi 38671

STATE OF MISSISSIPPI

COUNTY OF DESOTO

On this date before me, a Notary Public in and for said County and State, personally appeared the above named principal to me known to be the person described in and who executed the foregoing instrument, and acknowledged that the execution of this instrument was done by said principal's free act and deed.

WITNESS my hand this the 18th day of July, 1996.

George McFall
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF MISSISSIPPI AT LARGE
MY COMMISSION EXPIRES: April 26, 1997
BONDED THRU HEIDEN-MARCHETTI, INC