STATE MS.-DESOTO CO.
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BK 73 PG 687
W.E. DAVIS CH. CLK.

DURABLE POWER OF ATTORNEY

FROM: ONETA S. PEARSON TO: JOHN A. PEARSON, JR.

KNOW ALL PERSONS BY THESE PRESENTS:

That I, the undersigned, Oneta S. Pearson, a resident of DeSoto County, Mississippi, do hereby make, constitute and appoint my son, John A. Pearson, Jr., as my true and lawful attorney, to act for me and in my name, place and stead, in any way that I myself could do if I were personally present, with respect to the management, conduct and control of my business, financial and personal affairs of every kind and nature whatsoever, in which I am now interested, or shall at any time be interested, such powers specifically including, but not limited to, the following:

1. To ask, demand, sue for, collect and receive all sums of money, debts, dividends, interest, payments, and other property, now due, or hereafter to become due, to me, whether from rents, accounts, securities, mortgages, or otherwise, and upon payment therefor, with full power and authority, to endorse my name thereon for that purpose.

2. To transact all of my ordinary bank business in any bank or banks in which I may now, or any time hereafter have an account; to open or close accounts in my name in any bank or banks; to draw checks or drafts against my account in any such banks, including checks drawn to or for the account of my said attorney; to endorse notes, checks and drafts which may require my endorsement for deposits as cash or for collection in any said banks; to withdraw any and all funds from said banks and to deposit any and all funds in any such banks in any form, whether a checking account, savings account, certificates of deposit, or otherwise, and to settle and adjust any such accounts with any bank.

3. To sell, lease, mortgage, give deeds of trust upon, and otherwise deal in, any and all real estate which I may now own or which I may subsequently acquire, and to convey same by good and valid warranty deed, and to give a valid receipt for the payment of consideration or purchase price therefor, as fully and effectually in all respects as I myself could do, so that all my estate, right, title or interest in and to such real estate included in any such sale may be effectually and absolutely conveyed and warranted to the purchasers thereof; and in that regard, to purchase and obtain abstracts and to take any action necessary to clear any defects in title to such land, as fully as I might do if present.

4. To borrow money upon the security of any one or more parcels of realty which I may now own, or may in the future acquire, and in my name and stead, to execute and deliver promissory notes or other evidences of indebtedness therefor; and to mortgage, convey by deed of trust, hypothecate or otherwise create a lien upon any portion of any real estate in which I have an interest or in which I may acquire an interest in the future, and for such purposes, to sign, execute, acknowledge and deliver all such mortgages, deeds of trust or other instruments as may be necessary fully and completely to effectuate same.

5. To enter into contracts for me, and in my place and stead, for the repair, improvement, construction, alteration, modification and erection of improvements upon any real estate owned by me, or for the demolition of any improvements owned by me, and to execute, sign acknowledge and deliver any such contracts as may be necessary for the effectuation of this power.

6. To sell, lease, mortgage, pledge or hypothecate all or any part of any personal property which I now own or which I may hereafter become seized and possessed of; such sales, leases, mortgages, pledges or hypothecations to be upon such terms and for such amounts and at such time or times as my attorney may deem best.

7. To subscribe for and purchase, in my name, shares of the capital stock of any corporation or corporations organized or to be organized, and to pay for such shares of stock in cash or by promissory note or by any other kind of consideration, payable at such time and in such manner as my attorney shall determine; and to sell and transfer unto any person or persons whomsoever, and for such price and upon such terms as my attorney shall think fit, any or all shares of stock which I may own at any time, and to execute all necessary documents, assignments and muniments of title for the consummation of such sale, and to receive and give valid receipts for the consideration derived therefrom; and also, for me, and in my name, place and stead, to receive and give receipts for all interest and dividends which may become due upon any stock now or hereafter owned by me; and for me and in my behalf, to assign, pledge, mortgage or hypothecate such stock upon such terms as he may deem expedient, and to vote said stock at the meetings of the company or companies and otherwise to act as my proxy or representative in respect to any shares which may be acquired by me, and for that purpose, to execute any proxy or other instrument in my name and on my behalf; and in general, perform any act with respect to such stock which I might or could perform if I were present.

8. To pay in full, settle or compromise any account or indebtedness made by me or on my behalf, specifically including, but not limited to, hospital bills, doctor bills, nurse hire, any bills past due or about to become due, and all bills for incidental expenses incurred for my use or comfort, and to do whatever other things that are necessary or proper for the conduct of my business affairs during any illness which I may incur.

9. To commence, prosecute and enforce, defend, or oppose any and all actions, suits or other legal proceedings before any Court, board or commission, pertaining to any matters in which I

am now or hereafter may be concerned; and to commence and prosecute any suit or suits, action or actions which may arise out of or proceed from any trespass, waste or other damages to any real or personal property in which I have any estate or interest and to collect any and all damages which may be awarded in my favor in any such action which she may deem necessary in any Court to recover the possession to any land which I have a right of possession to; and to compromise and settle any matters referred to in this paragraph.

10. No person dealing with my said attorney shall be under any obligation to determine what disposition is made of any funds paid to my said attorney.

It is my intention that my attorney shall have all the power that is necessary to manage fully all of my business, financial and personal affairs, as I myself could do if personally present, and the enumeration of specific powers in Paragraphs 1 through 9 herein are for the purpose of clarification and do not limit or in any way diminish the general powers herein granted.

This power of attorney shall not be affected by subsequent disability or incapacity of the principal. The powers herein granted to my attorney shall remain valid and in full force until revoked by written notice given by me to my said attorney.

IN WITNESS WHEREOF, I have hereunto set my hand this the 4th day of February, 1997.

Oneta S. Pearson

ONETA S. PEARSON

STATE OF TENNESSEE)

COUNTY OF SHELBY)

Personally appeared before me, a Notary Public in and for the said state and county duly commissioned and qualified, the within named Oneta S. Pearson, to me known to be the person described in and who executed, signed and delivered the foregoing four page instrument, and who acknowledged that she executed, signed and delivered the same as her free act and deed for the purpose therein contained on the day and year herein mentioned.

John L. Koelz

NOTARY PUBLIC

JOHN L. KOELZ NOTARY PUBLIC AT LARGE SHELBY COUNTY, TENN.

My Commission Expires;

6/23/98

This Instrument prepared by:

John L. Koelz #4234
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