

POWER OF ATTORNEY
GENERAL AND DURABLE

KNOW ALL MEN BY THESE PRESENTS, that I, MARVIN CHARLES BAGLEY, SR.,
an adult resident citizen of Southaven, Desoto County, Mississippi, do
hereby make, constitute and appoint JOHN E. HUDSON, Social Security
number 408-72-8622, of 918 Pine Birch Place, Southaven, Desoto County,
Mississippi 38671, my true and lawful attorney in fact for me and 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:

William Seal
1271 Poplar
Mphs, In. 38104
722-8188

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

(b) To request, ask, demand, sue for, recover, collect, receive
and hold and possess all such sums of money, debts, dues,
commercial paper, checks, drafts, accounts, deposits,
legacies, bequests, devises, annuities, pension and
retirement benefits, insurance benefits and proceeds,
notes, interests, stock certificates, bonds, dividends,
certificates of deposit, any and all documents of title,
choices in action, personal and real property, intangible
and tangible property and property rights, and demands
whatsoever, liquidated or unliquidated, as now are, or
shall hereafter become, owned by, or due, owing, payable,
or belonging to me, or in which I have or may have
hereafter acquire interest, to have, use, and take all
lawful means and equitable and legal remedies, procedures,
and writs in my name for the collection and recovery
thereof, and to adjust, sell, compromise, and agree for the
same, and to make, execute, and deliver for me, on my
behalf, and in my name, all endorsements, acquittances,
releases, receipts, or other sufficient discharges for the
same.

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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 agree, bargain and contract for the lease, purchase, exchange and acquisition of, and to accept, take, receive, and possess any real or personal property whatsoever, tangible or intangible, or interest thereon, on such terms and conditions, and under such covenants, as said attorney in fact shall deem proper.
- (e) To maintain, repair, improve, manage, insure, rent, lease, sell, convey, subject to liens, mortgage, subject to deeds of trust, and hypothecate, and in any way or manner deal with all or any part of any real or personal property whatsoever, tangible or intangible, or any interest therein, that I now own or may hereafter acquire, for me, in my behalf, and in my name and under hereafter acquire, for me, in my behalf, and in my name and under such terms and conditions, and under such covenants, as said attorney in fact shall deem proper.
- (f) To conduct, engage in, and transact any and all lawful business of whatever nature or kind for me, on my behalf, and in my name.
- (g) To make, receive, sign, endorse, execute, acknowledge, deliver and possess such applications, contracts, agreements, options, covenants, conveyances, deeds, trust deeds, insurance policies, bills of lading, warehouse receipts, documents of title, bills, bonds, debentures, checks, drafts, bills of exchange, letters of credit, notes, stock certificates, proxies, warrants, commercial paper, receipts, withdrawal receipts and deposit instruments relating to accounts or deposits in, or certificates of deposit of, banks, savings and loan or other institutions or associations, proofs of loss, evidence of debts, releases and satisfactions of mortgages, liens, judgments, security agreements and other debts and obligations and such other instruments in writing or whatever kind and nature as may be necessary or proper in the exercise of the rights and powers herein granted.
- (h) 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.

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

- (n) to exercise any powers and any duties vested in me, whether solely or jointly, with any other or others as executor, administrator or trustee or in any other fiduciary capacity, so far as such power or duty is capable of validly being delegated.
- (o) 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 \$10,000.00 per donee per calendar year.
- (p) In general, to do all other acts, deeds, matters and things whatsoever in or about my estate, property and affairs, or to concur with person jointly interested with my self 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) 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 or specific items, acts, powers or rights 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.

(3) REVOCATION OF PREVIOUS POWER OF ATTORNEY. This general power of attorney revokes any previous power of attorney granted by me.

(4) SUBSEQUENT MENTAL OR PHYSICAL DISABILITY. Pursuant to Mississippi Code Annotated, Section 87-3-105, 107, this durable power of attorney shall not be affected by any subsequent mental or physical disability, or incapacity of the principal, or lapse of time. This

power of attorney shall remain in full force and effect and shall not be involved by operation of law. 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.

(5) 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.

(6) BOND WAIVED. My attorney-in-fact shall not be obligated to furnish bond or other security.

(7) COMPENSATION OF ATTORNEY-IN-FACT. My attorney-in-fact shall be entitled to reasonable compensation for services rendered.

(8) 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 my attorney-in-fact, as that term is defined in Section 2041 of the Internal Revenue Code.

(9) 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.

(10) 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 sustaining or incur in connection with carrying out the authority

granted in this power of attorney.

(11) RIGHTS, POWERS AND AUTHORITY OF MY ATTORNEY-IN-FACT. My attorney-in-fact is hereby granted all of the rights, powers and authority under the Mississippi Uniform Durable Power of Attorney Act, in the Mississippi Code Annotated, Sections 87-3-101, et seq, and these powers, rights and authority of my attorney-in-fact herein granted shall commence on the execution of this general power of attorney and shall remain in full force and effect until revoked in the manner as provided by law.

WITNESS MY SIGNATURE, on this, the 22nd day of June, 1998.

Marvin C Bagley, Sr.
MARVIN CHARLES BAGLEY, SR.
7686 Juniper Lane, Apartment # 3
Southaven, MS 38671
601-349-8544
Social Security No.249-28-3811

STATE OF TENNESSEE
COUNTY OF SHELBY

PERSONALLY CAME AND APPEARED BEFORE ME, the undersigned authority at law, in and for the jurisdiction aforesaid, the within named, MARVIN CHARLES BAGLEY, SR., who, after being duly sworn, acknowledged that she signed and delivered the above and foregoing General and Durable Power of Attorney for the purposes therein mentioned.

GIVEN UNDER MY HAND AND OFFICIAL SEAL, on this the 22nd day of June, 1998.

William B Seale
NOTARY PUBLIC

My commission expires:

My Commission Expires Sep. 25, 2001

