

STATE MS.-DESOTO CO.
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BK 89 PG 768
W.F. OAKLEY, CLK.

STATE OF MISSISSIPPI
COUNTY OF DESOTA

DURABLE GENERAL POWER OF ATTORNEY

I, Jack M. Bray, of DeSota County, Mississippi, do hereby make, constitute, and appoint Melva Ware Bray of Southaven, Mississippi, as my true and lawful attorney-in-fact, for me and in my name, place and stead, to exercise the powers and discretions set forth below:

1. To demand, sue for, collect, recover and receive all goods, claims, debts, monies, interest and demands whatsoever now due, or that may hereafter be due to me, and to make, execute and deliver receipts, releases or other discharges therefore;

2. To make, execute, endorse, accept and deliver any and all drafts and notes and to sign and endorse checks and withdrawal requests on any bank accounts or savings accounts or certificates of deposit which I now possess or may acquire in the future;

3. To pay all sums of money that may hereafter be owing by me upon any check, draft, or note made, executed, endorsed, accepted and delivered by me, or for me, and in my name, by my said attorney-in-fact.

4. To sell or exchange any and all shares of stock, bonds or other securities now or hereafter belonging to me that may be issued by any association, trust or corporation, and to make, execute and deliver any assignment of any such shares of stocks, bonds or other securities;

5. To purchase stocks, bonds, negotiable paper or other securities for my account;

6. To endorse and remit for payment, transfer or otherwise dispose of securities issued by the United States Department of the Treasury, including savings bonds, and to otherwise transfer or dispose of such Government securities owned by me;

7. To defend, settle, adjust, and compromise all actions, suits, accounts, claims and demands whatsoever that are not or hereafter shall be pending between me and any person, or entity, in such manner and all respects as my attorney-in-fact shall think fit;

8. To enter into, make, sign, execute and deliver, acknowledge and perform any contract, agreement, writing or thing that may in the opinion of my attorney-in-fact be necessary and proper in the conduct of my business and personal affairs;

9. To enter into a safe deposit box that I may have and remove therefrom any of the contents thereof;

10. To employ such brokers, banks, custodians, investment counsel, attorneys, accountants, and other agents, and to delegate to them such duties, rights, and powers as they may determine and for such periods as my attorney-in-fact deems necessary;

11. To negotiate for the sale of, to sell, exchange or to dispose of any real estate of which I am now seized or possessed in fee simple, or for any less estate, to any person or persons, for any price, or in any manner whatsoever, and for those purposes to execute and acknowledge any deed, lease, or other document with general covenants of warranty against all persons, or any other covenant whatsoever, as my attorney-in-fact may deem expedient;

12. To sell, mortgage, hypothecate and in any and every way and manner deal with any of my real estate, personal property, choses in action and other property, and to sign, execute, acknowledge and deliver any agreements, mortgages and deeds of trust as may be necessary or proper.

13. To lease, rent, or otherwise encumber for a period of months or years, any real estate, personal property, choses in action and other property in which I have any interest, and to sign, seal, execute, acknowledge and deliver any agreements, leases, and contracts as may be necessary for such price and for such periods as my attorney-in-fact shall determine proper;

14. To borrow funds and to mortgage any property which I may own and to execute any and all necessary notes, loan agreements, mortgages, deeds of trust, security agreements, guaranties, or other documents necessary to obtain such loan and to grant my property as security for such borrowing and loans.

15. To make gifts to any person related to my by blood or marriage in such amounts and at such times as my attorney-in-fact may determine after taking into consideration the assets necessary for my support and the estate and gift tax consequences of such gift, and to execute transfer tax returns in my behalf;

16. To transfer, assign, surrender for cash value, exchange or otherwise deal with any insurance policy issued on my life;

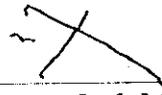
17. To represent me in all tax matters; to prepare, sign, and file federal, state, or local income, gift, other tax returns of all kinds, FICA returns, payroll tax returns, claims for refunds, requests for extensions of time, ruling requests, petitions to the Tax Court or other courts regarding tax matters, and any and all other tax related documents, including, without limitation, receipts, offers, waivers, consents (including, but not limited to, consents and agreements under Internal Revenue Code section 2032A, or any successor section thereto), closing agreements and any power of attorney from required by the Internal Revenue Service, the Mississippi State Tax Commission, or other taxing authority and with respect to any tax period; to pay taxes due, collect funds, post bonds, receive confidential information, and contest deficiencies determined by the Internal Revenue Service, the Mississippi State Tax Commission, or other taxing authorities; to exercise any elections I may have under federal, state or local tax law, and generally to represent me in all tax matters and proceedings of all kinds and for all periods before

all offices and officers of the Internal Revenue Service, the Mississippi State Tax Commission, and any other taxing authority; and

18. Without in any way limiting the foregoing, generally to do, execute and perform any other act, deed, matter or thing whatsoever that ought to be done, executed and performed or that, in the opinion of my attorney-in-fact, ought to be done, executed or performed as fully and effectively as I could do, if personally present. I hereby ratify and confirm all lawful acts done by my attorney-in-fact by virtue hereof.

This power of attorney shall not be affected by subsequent disability or incapacity of the principal, or the lapse of time. It is my express intention that the authority conferred hereunder shall be exercisable by said attorney-in-fact notwithstanding my subsequent disability or incapacity or the lapse of time and that any and all acts done by said attorney-in-fact, during any period of my disability or incapacity shall have the same effect and inure to the benefit of and bind me as Principal and my distributees, devisees, legatees and personal representatives as if I were competent and not disabled, all in accordance with the Uniform Durable Power of Attorney Act, Section 87-3-101, et. seq. Of the Mississippi Code Annotated of 1972, as amended, and this provision of this Durable General Power of Attorney shall be construed and interpreted so as to give effect to my express intention.

IN WITNESS WHEREOF, I have signed and delivered this Durable General Power of Attorney this the 5th day of May, 2001.



Jack M. Bray

WITNESSES:

Jean Allen
Jimmie Stewart

AFFIDAVIT OF SUBSCRIBING WITNESSES

STATE OF MISSISSIPPI

COUNTY OF Lafayette

This day personally appeared before me, the undersigned authority in and for said county and state, Jean Allen and Jimmie Stewart, respectively, whose names appear as subscribing witnesses to the foregoing and attached Durable General Power of Attorney, who after having been duly sworn, say on oath that on the 5th day of May, 2001, Jack M. Bray, was of lawful age and was of sound and disposing mind and memory; that said Jack M. Bray declared his intention to execute the attached Durable General Power of Attorney; that due to physical infirmity, Jack M. Bray was unable to sign his name in full; that in their presence, Jack M. Bray made his mark on said Durable General Power of Attorney; and that in his presence, and in the presence of each other, the said affiants subscribed their names thereto as witnesses to the execution of the attached Durable General Power of Attorney.

Jean Allen
Witness

141 CR 251, Oxford, MS
Address

Jimmie Stewart
Witness

28545 Hwy 35 N., Sardis, MS.
Address

SWORN TO AND SUBSCRIBED before me this the 5th day of May, 2001.

Donna P. Byrum
Notary Public

My Commission Expires:

