

P BK 95 PG 91  
STATE MS. - DESOTO CO. ps

GENERAL DURABLE POWER OF ATTORNEY

JUL 23 8 32 AM '02

STATE OF MISSISSIPPI  
COUNTY OF DESOTO

BK 95 PG 91  
W.E. DAVIS CH. CLK.

KNOW ALL ME BY THESE PRESENTS:

That I, **Morgan B. McGee**, of DeSoto County, Mississippi, being of sound mind and memory, do hereby make, constitute and appoint Jonathan Allen McGee as my true and lawful agent and attorney in fact (hereinafter sometimes called "my agent"), with full power and authority to act for me, individually, and in my name, place and stead, with reference to the transaction of any and all business, do any and all things, exercise any discretion, and execute and deliver any and all conveyances and other documents of whatsoever kind and character, in or about or with respect to any and all matters and things concerning me or my property, real or personal or mixed, or affairs, as fully and completely as I might lawfully do if present and acting in person with full power of substitution or revocation, and to have all powers and rights that I now possess or may possess hereafter with respect to all of my property.

Without intending in any manner to limit or diminish the foregoing powers granted to my agent, but intending to expand or enlarge upon the same, I specifically authorize and empower my agent, to:

1. Forgive, request, demand, sue for, collect, receive, hold, purchase, invest and re-invest in, transfer, sell, convey, pledge all sums of money, dues, commercial paper, checks, drafts, deposits, legacies, bequests, devises, notes, interest, stock certificates, bonds (including "Bearer Bonds"), dividends, certificates of deposit, annuities (private and public), pension, profit sharing, retirement, social security, disability, insurance and other contractual benefits and proceeds, all documents of title, all property, real or personal, intangible and tangible property and property rights, and demands whatsoever, liquidated, now or hereafter owned by me, or due, owing, payable or belonging to me or in which I have or may hereafter acquire an interest;
2. Make, execute and deliver, in my name and on my behalf, for any consideration whatsoever, for cash or on a deferred payment plan, instruments of conveyance covering real, personal or mixed properties owned or claimed by me, wherever situated, containing such terms, covenants and conditions deemed necessary or advisable by my agent;
3. Manage, maintain, repair, improve, invest, insure, rent, lease, encumber, and in any manner deal with any real or personal property owned by me, tangible or intangible, or any interest therein, that I now own or may hereafter acquire, in my name or for my benefit, enter into any lease agreement or contract for sale or repair of said property with the right to collect all rents or other funds which may be due from said property or properties, including but not limited to the execution of oil, gas and mineral leases, related contracts, agreements and division orders and collection of rents, bonuses and royalties on same, all upon such terms and conditions as my agent shall deem proper;
4. Receive, receipt for, deposit, withdraw and execute, and endorse checks and drafts thereon, in my name and on my behalf, from any bank or any other financial institution, or any investment or brokerage firm or credit union, funds, owned or claimed by me and which are on deposit in my name, including but not limited to negotiating certificates of deposit in my name in banks, savings and loan associations and other institutions and the execution of any papers or documents with the Federal Social Security Administration and/or any other governmental agency, county, state or federal; and to receive and receipt for every sum of money which is now or hereafter shall be due or belonging to me;
5. Have access at any time or times to any safe deposit box rented by me, wheresoever located, and open, enter into and remove, in my name and on my behalf, from any safe deposit box registered in my name, or jointly in my name, located in any bank or any other financial institution, all or any part of the property or contents contained therein, with the further right and power, in my name and on my behalf to sell or otherwise dispose of

such property, and to surrender or relinquish said safe deposit box. Any institution in which any such box may be located shall not incur any liability to me or my estate as a result of permitting my agent to exercise this power;

6. Execute, in my name and on my behalf, such contracts or other assurances as may be requested or required by any bank or other institution or individual when carrying out the powers granted herein; and prepare, execute and file in my name joint or separate federal and state tax returns, declarations of estimated tax for any year or years and related forms on my behalf and make any other related elections related thereto deemed necessary by my agent, including but not limited to federal gift tax returns on my behalf; to consent to any gift and to utilize any gift splitting provisions or other tax elections, including the authority to disclaim any assets otherwise passing to me; and to prepare, execute and file any claims for refund or any tax; and to transfer or convey any assets on a "net gift" basis if deemed advisable by my agent;
7. Acquire, purchase, exchange, gift, buy or sell options to buy or sell and convey real or personal property, tangible or intangible, or any interest therein, on such terms and conditions as my agent shall deem proper. Execute and deliver, in my name and on my behalf, conveyances of real or personal property including, but not limited to my homestead, for any consideration or gifts to my wife, children and/or their issue without consideration, of any such real or personal property owned by me at any time, including the execution of promissory notes and deeds of trust and including instruments necessary to purchase real or personal property in my name, as well as the execution or release of such deeds of trust or other security agreements as may be necessary or proper in the exercise of the rights and powers herein granted;
8. Execute in my name and on my behalf such medical insurance forms, including but not limited to Medicare and Medicaid claim forms, and other medical, hospitalization or health insurance forms as may be requested or required on my behalf, including admittance and release forms and authorizations for treatment of any kind; and to make any and all health care decisions for me if I be unable to give informed consent with respect to any given health care decision; and shall have all those powers and rights which are provided by the Durable Power of Attorney For Health Care Act as forth in 41-41-151-41-183, Mississippi Code of 1972, Annotated as amended, including any care, treatment, service or procedure to maintain, diagnose or treat any physical or mental condition as well as consent, refusal of consent or withdrawal of consent to health care. However, this General Durable Power of Attorney For Health Care shall not prevail in case of my condition as set forth in that Living Will Declaration executed by me and to be filed with the State Board of Health. Should I ever be in such a State of Health as described by said Living Will Declaration, I direct that such Living Will Declaration shall take precedence over this instrument and this General Durable Power of Attorney shall be considered subordinate to same.
9. Operate any business or corporation on my behalf in the same capacity as I would have with the same powers and authority possessed by me at that time, including but not limited to exercising stock options and voting all of my shares of stock in said corporation or corporations without the necessity of a proxy and the right to appoint proxies therefore, and possessing all powers that I possess as granted to me by the Bylaws of said corporation or corporations, to incorporate, reorganize, merge, consolidate, recapitalize, sell, liquidate or dissolve any business; elect or employ officers, directors and agents; carry out the provisions of any agreement for the sale of any business interest or the stock therein;
10. Commence, prosecute, discontinue or defend all actions or other legal proceedings or remedies touching my affairs or estate or any part thereof as may be deemed necessary by my agent; and to adjust, sell, compromise, settle, and agree for the same, and to execute and deliver for me, on my behalf, and in my name, all endorsements, releases, receipts, or other sufficient discharges for the same;
11. Borrow any sum or sums of money on such terms and with security, whether real or personal property, as my agent may deem necessary, and to execute all promissory notes, deeds of trust and other instruments which may prove necessary or proper; to borrow against margin accounts on stock and other investments and pledge assets therefore;

12. Engage, employ and dismiss any agents, servants, advisors, including accountants, attorneys or other persons in and about the performance of these duties as my agent shall deem necessary and grant such persons discretionary power;
13. Exercise in my behalf any right of amendment or revocation of any trust or other instrument and to execute and deliver all documents required to evidence same as well as the right to create a trust on my behalf (for example, a revocable trust) and to fund or complete the funding of any such trust created or previously executed by me on my behalf;
14. Receive and receipt for any distribution from any trust under which I am the beneficiary and to withdraw on my behalf any funds or assets held in any trust operating for my benefit, by assignment, conveyance or otherwise;
15. Hold, purchase or invest in my name in "wasting assets" such as life estates or life interests in property and "unproductive assets" such as remainder interests in property if deemed advisable by my agent;
16. This instrument is to be construed and interpreted as a general durable power of attorney, with, but not limited to the full power in my agents to make gifts on my behalf to my wife, children and/or their issue. The enumeration of specific powers herein is not intended to, nor does it, limit or restrict the general powers herein granted to my agent. This instrument is executed and delivered in the State of Mississippi, and the laws of the State of Mississippi shall govern all questions as to validity of this power and the construction of its provisions;
17. Third parties may rely upon the representations of the agents as to all matters relating to any power granted to them hereunder, and no person who may act in reliance upon the representations of the agent or the authority granted to it shall incur any liability to the principal or his estate as result of permitting the agent to exercise any power.

**I direct that the above-related powers and authority of my said agent shall be so exercisable and effective regardless of the fact that I may be mentally or physically incapacitated or incapable of understanding or unable to express myself or act in my own behalf at the time of any action on my behalf by said agent. Such incapacity, whether mental or physical, that I may exhibit shall not in any way interfere with the authority of my agent herein to act fully on my behalf according to the terms hereof. In other words, this Power of Attorney shall not be affected by the subsequent disability, incompetence or incapacity of the principal.**

And I do hereby undertake to ratify and confirm, all and singular, the acts heretofore performed and to be hereinafter performed by my said agents, acting in my name and on my behalf.

NOTICE TO PERSON EXECUTING THIS DOCUMENT

This is an important legal document. Before executing this document, you should know these important facts:

This document gives the person you designate as the attorney-in-fact (your agent) the power to make health care decisions for you. This power exists only as to those health care decisions to which you are unable to give informed consent. The attorney-in-fact must act consistently with your desires as stated in this document or otherwise made known.

Except as you otherwise specify in this document, this document gives your agents the power to consent to your doctor notgiving treatment or stopping treatment necessary to keep you alive.

Notwithstanding this document, you have the right to make medical and other health care decisions for yourself so long as you can give informed consent with respect to the particular decision. In addition, no treatment may be given to you over your objection, and health care necessary to keep you alive may not be stopped or withheld if you object at the time.

The document gives your agents authority to consent, to refuse to consent or to withdraw consent to any care, treatment, service or procedure to maintain, diagnose or treat a physical or mental condition. This power is subject to any statement of your desires and any limitations that you include in this document. You may state in this document any types of treatment that you do not desire. In additions, a court can take away the power of your agents to make health care decisions for you if your agents (a) authorizes anything that is illegal, (b) acts contrary to your known desires, or (c) where your desires are not known, does anything that is clearly contrary to your best interests.

You have the right to revoke the authority of your agents by notifying your agents or your treating doctor, hospital or other health care provider in writing of the revocation.

Your agents have the right to examine your medical records and to consent to this disclosure unless you limit this right in this document.

Unless you otherwise specify in this document, this document gives your agents the power after you die to (a) authorize an autopsy, (b) donate your body or parts thereof for transplant or for educational, therapeutic or scientific purposes, and (c) direct the disposition of your remains.

If there is anything in this document that you do not understand, you should ask your lawyer to explain it to you.

This power of attorney will not be valid for making health care decisions unless it is either (a) signed by two (2) qualified adult witnesses who are personally known to you and who are present when you sign or acknowledge your signature or (b) acknowledge before a notary public in this state.

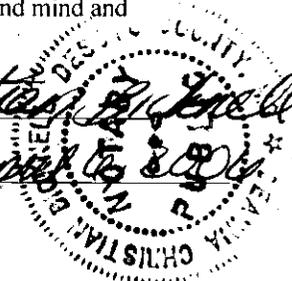
IN WITNESS WHEREFORE, I have executed this General Durable Power of Attorney consisting of five(5) pages this the 8<sup>th</sup> day of July, 2002.

Annie M. Williams  
Witness

George W. Lan  
Witness

STATE OF MISSISSIPPI  
COUNTY OF deSoto

PERSONALLY appeared before me this day, the undersigned authority in and for said county and state, on this 8 day of July, 2002, within my jurisdiction, the within named personally known to me or proved to me by satisfactory evidence to be **Morgan B. McGee**, who, acknowledged before me that he executed the foregoing General Durable Power of Attorney which consists of five (5) pages on the day and year therein mentioned. I declare under the penalty of perjury that the person whose name is subscribed to this instrument appears to be of sound mind and under no duress, fraud or influence.

*Verana Christina Fickell*  
NOTARY PUBLIC  
My Commission Expires: *April 15, 2004*  


WITNESSES:

*George W. Lamm*  
Witness

*Annice M. Williams*  
Witness

\_\_\_\_\_  
Address

\_\_\_\_\_  
Address

**ATTESTATION**

The hereinafter named Witnesses, each declare under penalty of perjury under the laws of the State of Mississippi that the principal is personally known to us, that the principal signed and acknowledged this durable power of attorney in our presence, that the principal appears to be of sound mind and under no duress, fraud or undue influence, that we are not the person appointed as attorney-in-fact by this document, and that we are not a health care provider, nor an employee of a health care provider or facility. We are not related to the principal by blood, marriage or adoption, and to the best of our knowledge, are not entitled to any part of the estate of the principal upon the death of the principal under a will now existing or by operation of law.

WITNESSES:

\_\_\_\_\_  
Witness

\_\_\_\_\_  
Witness

\_\_\_\_\_  
Address

\_\_\_\_\_  
Address

**PREPARED BY & RETURN TO:  
AUSTIN LAW FIRM, P.A.  
ATTORNEYS AT LAW  
6928 COBBLESTONE DRIVE, SUITE 100  
SOUTHAVEN, MS 38672  
662-890-7575**