

**MEMORANDUM OF PARTNERSHIP AGREEMENT FOR  
DESOTO FAMILY DEVELOPMENT II, A MISSISSIPPI GENERAL PARTNERSHIP**

WHEREAS, DeSoto Family Development II, a Mississippi General Partnership, formerly consisting of the general partners Dr. William McClatchy, Dr. Troy Morris, Dr. Randall Huling and Joseph Huling, has concurrent with the execution of this document entered into a Separation Agreement whereby Dr. Randall Huling and Joseph Huling have purchased the partnership interests of Dr. William McClatchy and Dr. Troy Morris, thereby resulting in Desoto Family Development II consisting only of the general partners Dr. Randall Huling and Joseph Huling; and

WHEREAS, said purchasing of partnership interests is reflected in Paragraph 5 of the Separation Agreement signed by Dr. William McClatchy, Dr. Troy Morris, Dr. Randall Huling and Joseph Huling; and

WHEREAS, Dr. Randall Huling and Joseph Huling, partners, wish to execute and record in the Office of the Chancery Clerk of DeSoto County, Mississippi, a Memorandum Certificate as to the re-organization of said partnership; and

WHEREAS, such is the purpose of this instrument.

NOW, THEREFORE, we, the undersigned, by execution and recordation of this Memorandum Certificate, do hereby certify that we have this day entered into a Separation Agreement providing for the re-organization of the General Partnership of DeSoto Family Development II, a Mississippi General Partnership, wherein we, Dr. Randall Huling and Joseph Huling, are the general partners thereof.

STATE MS.-DESOTO CO.  
FILED

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E. DAVIS CH. CLK.

WITNESS OUR SIGNATURES, this the 8<sup>th</sup> day of October, 2003.

Randall Huling  
 DR. RANDALL HULING

Joseph Huling  
 JOSEPH HULING

STATE OF MISSISSIPPI  
 COUNTY OF DESOTO

Personally appeared before me, the undersigned authority in and for the said county and state, on this 8<sup>th</sup> day of October, 2003, within my jurisdiction, the within named Dr. Randall T. Huling, individually and as partner in DeSoto Family Development II, who acknowledged that he executed the above and foregoing instrument.

Melissa A. Schmidt  
 NOTARY PUBLIC

My Commission Expires

1-26-07



STATE OF MISSISSIPPI  
 COUNTY OF DESOTO

Personally appeared before me, the undersigned authority in and for the said county and state, on this 8<sup>th</sup> day of October, 2002, within my jurisdiction, the within named Joseph Huling, individually and as partner in DeSoto Family Development II, who acknowledged that he executed the above and foregoing instrument.

Melissa A. Schmidt  
 NOTARY PUBLIC

My Commission Expires

1-26-07



PREPARED BY AND RETURN TO: Bryan E. Dye, Watkins Ludlam Winter & Stennis, P.A.,  
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