6/21/05 11:08:04
BK 109 PG 107
DESOTO COUNTY, MS
W.E. DAVIS, CH CLERK

POWER OF ATTORNEY

GENERAL, DURABLE AND HEALTH CARE

1. **KNOW ALL MEN BY THESE PRESENTS,** that I, **PAMELA JACO KEEL,** the undersigned principal, do hereby appoint my Husband, **JODIE DWAYNE KEEL,** if he is unable or unwilling to serve, then I appoint, my Mother, Deborah Lynn Weeks in the alternative to be my true and lawful attorney-in-fact to act in my name, place and stead and on my behalf to do and execute all or any of the following acts, deeds, and things, as well as, to make health care decisions for me in the event I become unable to give informed consent with respect to a given health care decision, to-wit:

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

b. To ask for, demand, sue for, recover, collect, receive and hold and possess all sums of money, debts, dues, goods, wares, merchandise, chattels, effects, bonds, notes, checks, drafts, accounts, deposits, safe deposit boxes, legacies, bequests, devises, interests, dividends, stock certificates, certificates of deposit, annuities, pension and retirement benefits, stock bonus plan and profit-sharing plan benefits, stock options, insurance benefits and proceeds, documents of title, choices in action, personal and real property, tangible and intangible property and property rights, and demands whatsoever nature or description which now or hereafter shall be or become due, owing, payable or belonging to me in or by any right, title, ways or means howsoever, and upon receipt hereof or of any part thereof to make, sign, execute and deliver such receipts, releases or other discharges for the same as my said attorney-in-fact shall think fit or be advised;

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, acquittance, releases, receipts or other sufficient discharges for the same.

d. To lease, purchase, exchange and acquire and to bargain, contract and agree for the lease, purchase

 PJK

Nancy Liddell Cnr

8

and exchange and acquisition of and to take, receive and possess any real or personal property whatsoever, tangible or intangible, or any interest therein, on such covenants as my attorney-in-fact shall deem proper.

e. To enter into and upon all and each of my real properties, and to let, manage and improve the same or any part thereof, and to repair or otherwise improve or alter, and to insure any buildings or structure thereon.

f. 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.

g. To engage in and actively transact any and all lawful business of whatever nature or kind for me and in my name.

h. 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 and 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.

i. To deposit any monies which may come to my attorney-in-fact as such attorney-in-fact with any bank or banker or other persons 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.

j. 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.

k. To engage, employ, and dismiss any agents, clerks, servants, attorneys-at-law, accountants, investment advisors, custodians or other persons in and about the performance of these present as my attorney-in-fact shall think fit.

l. 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.

m. To exercise any powers and any duties vested in me, whether solely or jointly, with any other or others as executor, administrator of trustee or in any other fiduciary capacity, so far as such power or duty is capable of validly being delegated.

n. 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 per donee per calendar year.

o. In general, to do all other acts, deeds, matters and things whatsoever in or about my estate, property and affairs, or to concur with persons jointly interested with myself 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.

FURTHER, my true and lawful attorney-in-fact, has the authority to act for me, in my name, place and stead, on my behalf, and for my use and benefit for the following:

1. To exercise 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 health care decisions for me, including but not limited to, (a) giving consent, refusing to give consent, withholding of consent, and/or withdrawal of consent to health care or medical care, both before and after my death, and (b) exercising any of said powers in the

 YPJC

event I should have a terminal condition, coma, persistent vegetative state, or other incurable illness (any of which is hereinafter called an "incurable illness").

2. Without limiting the generality of the foregoing, in the event I have an incurable illness, I authorize said attorney-in-fact to direct, approve, or consent to the withholding or withdrawal of medical care, including but not limited to, the withholding or withdrawal of artificially provided food, water, or other nourishment or fluids, permitting me to die naturally with only the administration of palliative care. PROVIDED, HOWEVER, that if, at the time any health care decision is made by said attorney-in-fact for me, there is in existence a living will, medical directive, or other written instrument in which I have declared my intentions regarding the medical care to be administered to me upon an incurable illness (any of which is hereafter called a "living will"), I DIRECT that my attorney-in-fact may not take any action or make any medical decision which would conflict with my living will. In the event of a conflict between any provision of this Durable Power of Attorney and any provision of my living will, the provision of my living will shall govern.

3. I hereby grant to said attorney-in-fact full power and authority to do, take and perform all and every act and thing whatsoever requisite, proper or necessary to be done, in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, but without power of substitution or revocation; and I hereby ratify and confirm all that said attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.

4. This instrument is not to be construed and interpreted as a general power of attorney. This instrument does not affect the validity or application of any other power of attorney heretofore or hereafter executed by me to the extent that such other power of attorney relates to any matter or subject other than health care decisions.

5. The rights, powers and authority of said attorney-in-fact herein granted shall commence and be in full force and effect at such time or times as I shall not be competent to give informed consent to health care decisions, as reasonably determined by my attending physician.

6. This power of attorney and the rights, powers and authority herein granted unto said attorney-in-fact shall not be affected by my subsequent disability or incapacity, if any, and will remain in full force and effect and will not be revoked by operation of law if I should become subject to any mental or physical debility, as provided in the Mississippi Code of 1972, Section 41-41-201, et seq., as amended and supplemented from time to time.

IN WITNESS WHEREOF, I have executed this General, Durable and Health Care Power of Attorney on this the 10 day of June, 2005.

Pamela Jaco Keel

PAMELA JACO KEEL

 PJK

STATE OF MISSISSIPPI

COUNTY OF DESOTO

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared **PAMELA JACO KEEL**, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that she executed the same as her free act and deed.

WITNESS my hand and Notarial Seal this the 10th day of June, 2005.

PAMELA P. SING
Commission Expires
NOTARY PUBLIC
February 26, 2008
DESOTO COUNTY, MS

Pamela P. Sing
Notary Public

(SEAL)

My Commissions Expires:
2/26/08

DECLARATION OF WITNESSES

Each of the undersigned hereby declares as follows:

1. I am over the age of twenty-one (21) years and reside at the address set forth under my signature below.

2. On this date, **PAMELA JACO KEEL**, signed and executed this written instrument contained in 5 pages and dated this date in the sight and presence of both of us. We executed this declaration in the sight and presence of the Principal, as attesting witnesses.

3. The person who signed this instrument as principal is personally known to me to be the Principal, or the Principal has given satisfactory proof of identity to be the person of **PAMELA JACO KEEL**. In our opinion, the Principal is on this date over the age of twenty-one (21) years and appears to be of sound mind and under no duress, fraud, or undue influence. I am not a person appointed as attorney-in-fact in the foregoing instrument.

4. I further declare that (a) I am not related to the Principal by blood, marriage, or adoption, (b) I am not entitled to any part of the estate of the Principal upon Principal's death under a will or codicil now existing or by operation of law, (c) I am not a health care provider, an employee of a health care provider, the operator of a health care institution or facility, or the employee of the operator of a health care institution or facility, and (d) I do not have, at the present time, any claim against any portion of the estate of the Principal upon the Principal's death.

IN WITNESS WHEREOF, we have made and executed this affidavit at the request of the Principal, at Southaven, DeSoto County, Mississippi, this the 10 day of June, 2005.

Crystal Neel
Signature

2303 Ansley Park Ln.
Address

Southaven MS 38671
City, State, Zip Code

Nancy Liddell
Signature

7190 Tchulahoma Rd
Address

Southaven, MS 38671
City, State, Zip Code

STATE OF MISSISSIPPI

COUNTY OF DESOTO

BEFORE ME, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared Chrystal Neel and Nancy Liddell, to me known to be the persons described in and who executed the foregoing instrument, and acknowledged that they executed the same as their free act and deed.

WITNESS my hand and Notarial Seal at my office this the 10th day of June, 2005.

PAMELA P. SING
Commission Expires
NOTARY PUBLIC
February 26, 2008
DESOTO COUNTY, MS

Pamela P Sing
Notary Public

(SEAL)

My Commission Expires:
2/26/08

This Document was Prepared by:

Nancy M. Liddell, Attorney at Law
Post Office Box 768
Southaven, MS 38671
(662) 536-1540

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 our desires as stated in this document or otherwise made known.

Except as you otherwise specify in this document, this document gives your agent the power to consent to your doctor not giving 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 agent 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 addition, a court can take away the power of your agent to make health care decisions for you if your agent (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 agent by notifying your agent or your treating doctor, hospital or other health care provider in writing of the revocation.

Your agent has 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 agent the power after you die to (a) authorize an autopsy, (b) donate your body 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) acknowledged before a Notary Public in the State carrying out the authority granted in this power.