

Prepared by and return to:
Sparkman-Zummach, P.C.
Attorneys at Law
Post Office Box 266
Southaven, MS 38671-0266
662-349-6900
FILE # 060894

WALKER, DORIAN B. III, P.A.
HERNANDO, MS 38632-0276
662-429-5277

P 12/11/06 3:09:55
BK 117 PG 610 pa
DESOTO COUNTY, MS pa
W.E. DAVIS, CH CLERK

CERTIFICATE OF TRUST AGREEMENT

Pursuant to M.C.A. § 91-9-7 (Supp. 1993), notice is hereby given as follows:

- a) The name of the trust: The Judy W. Belue Trust dated March 2, 2004
- b) The street and mailing address of the office, and the name and street and mailing address of the trustee:
4408 McIngvale Road
Hernando, MS 38632

Judy W. Belue, Trustee
4408 McIngvale Road
Hernando, MS 38632
- c) The name and street and mailing address of the grantor:

Judy W. Belue
4408 McIngvale Road
Hernando, MS 38632
- d) A legally sufficient description of all interest in real property owned or conveyed to the trust:

17.59 acres, more or less, situated in the Northwest Quarter of Section 29, Township 3 South, Range 7 West, DeSoto County, Mississippi and being more particularly described as commencing at the southeast corner of the North Half of the Northwest Quarter of Section 29, Township 3 South, Range 7 West, DeSoto County, Mississippi; thence south 666.2 feet along the east line of said Quarter-Section to an iron pin being the northeast corner of the described tract and the point of beginning; thence south 00 degrees 25 minutes 00 seconds east 662.75 feet along the east line of said Quarter Section being the west line of the Joe Z. Williams tract to an iron pin; thence south 89 degrees 32 minutes 20 seconds west 1,117.13 feet along the south line of said Quarter Section, being the north line of the D.L. Hutson tract to an iron pin; thence north 06 degrees 32 minutes 00 seconds west 421.40 feet along the east right of way of McIngvale Road to an iron pin; thence north 10 degrees 38 minutes 00 seconds west 247.61 feet along said right of way to an iron pin; thence north 89 degrees 32 minutes 20 seconds east 1,205.95 feet along the south line of the R.L. Fitch tract to the point of beginning, and containing 17.59 acres, more or less. All bearings are referenced to true north used by the Mississippi State Highway Department.

- e) The anticipated date of termination of the trust: upon the death of Judy W. Belue
- f) The general powers granted to the trustee: See Article XII, Powers of Trustee, which is attached hereto as "Exhibit A" and incorporated herein by reference.

Executed this the 8th day of December, 2006.

Judy W. Belue, Grantor
Judy W. Belue, Grantor
Judy W. Belue, Trustee
Judy W. Belue, Trustee

State of ~~California~~ ^{MS}
County of Desoto

Personally appeared before me, the undersigned authority in and for the said county and state, on this 8 day of December, 2006, within my jurisdiction, the within named Judy W. Belue, who acknowledged that she the above and foregoing instrument.



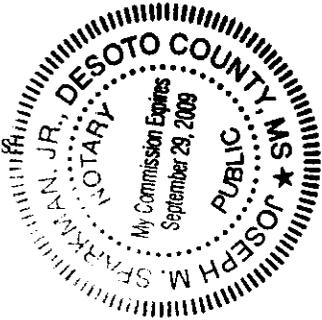
J. Sparkman

Notary Public

My commission expires:

State of ~~California~~ ^{MS}
County of Desoto

Personally appeared before me, the undersigned authority in and for the said county and state, on this 8 day of December, 2006, within my jurisdiction, the within named Judy W. Belue, who acknowledged that she is Trustee of The Judy W. Belue Trust dated March 2, 2004 and that in said representative capacity she executed the above and foregoing instrument, after first having been duly authorized so to do.



J. Sparkman

Notary Public

My commission expires:

decisions in the regard may result in increased tax or decreased distribution to a trust, to the estate, or to one or more beneficiaries, there shall in no event be any compensation, readjustments, or reimbursements between any of the trusts herein, any of the trust or estate accounts, or beneficiaries because of the way the fiduciaries carried out this direction.

ARTICLE XII

POWERS OF THE TRUSTEE

To carry out the purposes of any trust created under this instrument and subject to any limitations stated elsewhere in this Declaration of Trust, the Trustee is vested with the following powers with respect to the Trust Estate and any part of it, in addition to those powers now or hereafter conferred by law:

A. Appointment of Agents and Employees: To appoint, employ and pay such attorneys, accountants, investment advisors, corporate fiduciaries, or any other agents or advisors to assist the Trustee in the administration of this trust and may rely on the advice given by these agents. The Trustee shall pay reasonable compensation for all services performed by these agents from the Trust Estate out of either income or principal as the Trustee, in the Trustee's reasonable discretion, determines.

B. Investments. To invest and reinvest the trust property in whatever real or personal property the Trustee determines advisable, including but not by way of limitation, corporate obligations of every kind, stocks, preferred or common, investment trusts, and common trust funds, without any requirement as to

" EXHIBIT A "

diversification and without being restricted by any statutory limitations or investments by Trustee. To purchase, sell and trade in options and/or commodities or contracts in commodities, of any nature on margin or otherwise, including short sales, and for such purpose to maintain and operate security and commodity and margin accounts with brokers and to pledge any security or other trust property as collateral for any such margin or commodity account; to purchase sell and trade in corporate debt, U. S. government securities, U. S. agency securities, municipal securities, certificates of deposit, and mutual funds; in furtherance of such powers to hold securities or other property in the trustee's name, as trustee under this trust, or in the name of a nominee, or in a street name or unregistered in such condition that ownership will pass.

C. Borrowing Money. To borrow money for any trust purpose and from any source, from a corporate trustee, including themselves or any office thereof, and to convey in trust, mortgage, pledge or otherwise encumber the trust property, or any part thereof, as security therefor.

D. Participation in Corporation Reorganization, etc. To participate in reorganizations, consolidations, mergers, liquidations or foreclosures, and to deposit or otherwise deal with securities constituting a part of the trust property in connection therewith, and to do any and all other things necessary or incidental thereto.

E. Dealing with Securities. To vote or consent with respect to securities constituting a part of the trust property, and to collect the income

therefrom, pay assessments thereon, exercise options, subscription and conversion rights with respect thereto, and otherwise deal with the same in such manner as the Trustee determines advisable.

F. Holding of Undivided Interest in Property. To hold undivided interest in property, real or personal.

G. Retention of Trust Property. To retain, in Trustee's discretion, any securities, properties or investments constituting any part of the trust property for such length of time as Trustee deems advisable; except that unproductive property other than a residence or other property held for the personal use of the Trustor, shall be made productive or disposed of within a reasonable time.

H. Compromise of Claims. At the Trustee's option, at any time, in connection with the Trustee's management of the Trust Estate or the collection of any moneys due or payable to the Trustee as Trustee hereunder, to compromise or abandon any claims existing in favor of or against the Trust Estate.

I. Management and Leasing of Property. To hold, manage, improve, repair, preserve, lease without limit as to term and for any purpose, including exploration for removal of oil, gas, other hydrocarbons and minerals, enter into pooling agreements or community leases, renew or extend pooling agreements or community leases, grant options, sell (at public or private sale and for cash or on credit), exchange, and otherwise deal with the trust property.

J. Real Property. To exercise any or all of the following powers as to real property, any interest therein and/or any building thereon: To contract for,

purchase, receive and take possession thereof and of evidence of title thereto, to lease the same for any term or purpose including leases for business, residence and oil and/or mineral development, to sell, exchange, grant or convey the same with or without warranty, and to mortgage, transferring trust or otherwise encumber or hypothecate the same to secure payment of a negotiable or non-negotiable note or performance of any obligation or agreement.

K. Guarantees. To borrow, for any purpose, for the benefit of Trustor and to repay the debt with trust assets; to guarantee for any purpose, with the trust assets, the obligations, liabilities and/or indebtedness of the trustor or any obligor and to repay from the trust any sum due which the trustor or the obligor does not pay for any reason; to secure for any purpose the obligations, liabilities and/or indebtedness of the trustor, or any obligor with trust assets.

L. Payment of Taxes. To incur and pay all taxes, assessments, costs, charges, fees and other expenses of every kind in connection with the administration of the trust hereby created.

M. Tax Consequences—Adjustment. The Trustee shall have the power, in the Trustee's reasonable discretion, to take any action and to make any election to minimize the tax liabilities of any trust and its beneficiaries, to allocate the benefits among the various beneficiaries, and to make adjustments in the rights of any beneficiaries, or between the income and principal accounts, to compensate for the consequences of any tax election or any investment or administrative

decision that the Trustee believes has had the effect of directly or indirectly preferring one beneficiary or group of beneficiaries over others.

N. Multiple Trusts—No Physical Division. If this instrument creates more than one trust the Trustee shall not be required to physically segregate or divide assets among the various trusts except on the termination of any of the trusts. However, the Trustee shall keep separate accounts for the separate undivided interests and the trust may hold undivided interests in the same assets.

O. Broad Powers. When the Trustee must divide any trust property into parts or shares for the purpose of distribution or otherwise, the Trustee may, in the Trustee's reasonable discretion, make the division and distribution in identical interest, in kind, or partly in kind and partly in money, prorata or nonprorata. Also, the Trustee may make such sales of the trust property as the Trustee deems necessary to accommodate such distributions.

P. Prudent Investor Standard. When investing, reinvesting, purchasing, acquiring, exchanging, selling, and managing trust property, the Trustee shall act with the care, skill, prudence and diligence under the circumstances then prevailing, specifically including but not by way of limitation, the general economic conditions and the anticipated needs of the trust and its beneficiaries that a prudent person acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims. If a closely held business or a family owned business or real property shall be assets of the Trust Estate, the Trustee may continue to own and/or operate

such assets without the obligation to sell or liquidate such assets in order to increase the income of the trust.

Q. Gifts. To make gifts on an on-going basis to various family members and to other persons and institutions as the Trustee deem appropriate. The Trustee is to conclusively presume that any transfer of wealth to an individual within the family or any other person or institution is a gift unless there is specific documentation to demonstrate that it is in the nature of a loan or an investment. It is the intent of the Trustor in making this provision to guarantee to herself a free hand in making lifetime gifts.

R. Other Necessary Powers. To do and perform any and all other acts and things deemed by the Trustee necessary or advisable in the management of the Trust Estate.

The Trustee's powers shall be cumulative and in addition to the powers conferred upon the Trustee by law; and the enumeration herein of the Trustee's powers shall be construed not as a limitation, the Trustee not being prevented through lack of an express power from taking any action in connection with the Trust Estate which the Trustee deems expedient.

ARTICLE XIII

GENERAL PROVISIONS

The following general provisions shall govern the operation and administration of all trusts created in this instrument::