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DESOTO COUNTY, MS
W.E. DAVIS, CH CLERK

DURABLE POWER OF ATTORNEY
OF
ROBERT S. WELSH

Introductory Provision. I, **Robert S. Welsh**, as principal (the "Principal") have this day appointed **Janice F. Welsh** to serve as my agent ("Agent") and to exercise the powers and discretions set forth below. In the event that she is unable or refuses to serve as my agent then in such event I hereby appoint **Patrick S. Welsh** as my alternate agent.

SPRINGING POWER WARNING. NOTWITHSTANDING ANY PROVISION HEREIN TO THE CONTRARY, MY AGENT MAY NOT ACT UNLESS AND UNTIL THE EVENTS DESCRIBED IN THE DURABILITY ARTICLE OF THIS INSTRUMENT HAVE OCCURRED.

Statement of Intent to Create Durable Power of Attorney Under State Statute. By this instrument I intend to create a Durable Power of Attorney under Mississippi law.

ARTICLE I

AGENT AUTHORIZATION

All persons named as Agents or Alternate Agents herein, who have succeeded to the office of Agent, are granted the powers and discretions described in the following provisions.

(1) **Revocation, Removal, Amendment and Resignation**. This instrument may be amended or revoked by me (and my Agent and any Alternate Agent may be removed by me) at any time by the execution by me of a written instrument of revocation, amendment, or removal delivered to my Agent and to all Alternate Agents.

(2) **Alternate Agent**. Any party dealing with any person named as Alternate Agent hereunder may rely on as conclusively correct an affidavit or certificate of such Alternate Agent that those persons named as prior Agents are no longer serving.

ARTICLE II

PROPERTY AND FINANCIAL

My Agent is authorized as follows:

(1) **Power to Sell**. My Agent is authorized to sell any and every kind of property that I may own now or in the future, real, personal, intangible and/or mixed, on such terms and conditions and security as my Agent shall deem appropriate and to grant options with respect to sales thereof.

(2) **Power to Buy**. My Agent is authorized to buy every kind of property, real, personal, intangible and/or mixed, on such terms and conditions as my Agent shall deem appropriate.

(3) **Power to Invest**. My Agent is authorized to invest and reinvest all or any part of my property or interests in property, including undivided interests in property, real, personal, intangible and/or mixed, wherever located.

(4) **Power to Manage Real Property**. With respect to real property, including but not limited to any real property I may hereafter acquire or receive and my personal residence, my Agent is authorized to lease, sublease, release; to eject and remove tenants or other persons. My Agent is authorized to mortgage and/or convey by

deed of trust or otherwise encumber any real property now or hereafter owned by me, whether acquired by me or for me by my Agent.

(5) **Power to Exercise Rights in Securities**. My Agent is authorized to exercise all rights with respect to corporate securities which I now own or may hereafter acquire.

(6) **Power to Demand and Receive**. My Agent is authorized to demand, arbitrate, settle, sue for, collect, receive, deposit, expend for my benefit, reinvest or make such other appropriate disposition of as my Agent deems appropriate, all cash, rights to the payment of cash, property, real, personal, intangible and/or mixed, debts, dues rights, accounts, legacies, bequests, devises, dividends, annuities, rights and/or benefits to which I am now or may in the future become entitled.

(7) **Power with Respect to Bank Accounts**. My Agent is authorized to establish accounts of all kinds, including checking and savings, for me with financial institutions of any kinds, including but not limited to banks and thrift institutions; to make deposits to and write checks on or make withdrawals from and grant security interests in all accounts in my name or with respect to which I am an authorized signatory, to negotiate, endorse or transfer any checks or other instruments with respect to any such accounts; to contract for any services rendered by any bank or financial institution.

(8) **Power with Respect to Legal and Other Actions**. My Agent is authorized to institute, supervise, prosecute, defend, intervene in, abandon, compromise, arbitrate, settle, dismiss, and appeal from any and all legal, equitable, judicial or administrative hearings, actions, suits, proceedings, attachments, arrests or distresses, involving me in any way.

(9) **Power to Borrow Money**. My Agent is authorized to borrow money from any lender for my account on such terms and conditions and security as my Agent shall deem appropriate; to borrow money on any life insurance policies owned by me on my life.

(10) **Power with Respect to Taxes**. My Agent is authorized to represent me in all tax matters; to prepare, sign, and file federal, state, and/or local income, gift and other tax returns of all kinds, and any power of attorney form appointing an agent required by the Internal Revenue Service and/or any state and/or local taxing authority.

ARTICLE III

HEALTH CARE

My Agent is authorized in my Agent's sole and absolute discretion from time to time and at any time to exercise the authority described below relating to matters involving my health and medical care.

(1) **Medical Records**. My Agent is authorized to request, receive and review any information, verbal or written, regarding my personal affairs or my physical or mental health, including medical and hospital records, and to execute any releases or other documents that may be required to obtain such information, and to disclose or deny such information to such persons, organizations, firms or corporations as my Agent shall deem appropriate

(2) **Power to Give, Withhold, or Withdraw Consent to Health Care Treatment**. My Agent is authorized to give, withhold, withdraw or modify consent to any health care procedures, tests or treatments, including surgery; to arrange for my hospitalization, convalescent care, hospice or home care; to summon paramedics or other emergency medical personnel and seek emergency treatment for me, as my Agent shall deem appropriate; to give, withhold, withdraw or modify consent to such procedures, tests and treatments, as well as hospitalization, convalescent care, hospice or home care which I or my Agent may have previously allowed or consented to or which may have

been implied due to emergency conditions. My Agent's decisions should be guided by taking into account (1) the provisions of this instrument, (2) any reliable evidence of preferences that I may have expressed on the subject whether before or after the execution of this document, (3) what my Agent believes I would want done in the circumstances if I were able to express myself, and (4) any information given to my Agent by the physicians treating me as to my health care diagnosis and prognosis and the intrusiveness, pain, risks, and side effects of the treatment.

(3) **Psychiatric Treatment**. My Agent is authorized to arrange, on the execution of a certificate by two independent psychiatrists who have examined me and in whose opinions I am in immediate need of hospitalization because of mental disorder, alcoholism or drug abuse, for my voluntary admission to an appropriate hospital or institution for treatment of the diagnosed problem or disorder; to arrange for private psychiatric and psychological treatment for me; and to revoke, modify, withdraw or change consent to such hospitalization, institutionalization or private treatment which I or my Agent may have previously given. The consent of my Agent to my hospitalization for psychiatric help, alcoholism or drug abuse shall have the same legal effect, subject to applicable local law, as a voluntary admission made by me.

ARTICLE IV

INCIDENTAL POWERS

Incidental Powers. In connection with the exercise of the powers herein described, my Agent is fully authorized and empowered to perform any acts and things and to execute and deliver any documents, instruments, certificates and papers necessary or appropriate to such exercise or exercises.

ARTICLE V

THIRD PARTY RELIANCE

For the purpose of inducing all persons, organizations, corporations and entities, including but not limited to any physician, hospital, nursing home, health care provider, bank, broker, custodian, insurer, lender, transfer agent, taxing authority, governmental agency, or other party, all of whom will be referred to in this Article as a "Person", to act in accordance with the instructions of my Agent as authorized in this instrument, I hereby represent, warrant and agree to the following:

(1) **Revocation and Amendments**. If this instrument is revoked or amended for any reason, I, my estate and my executor or administrator will hold any person, organization, corporation or entity, hereinafter referred to in the aggregate as "Person", harmless.

(2) **No Liability for Reliance on Agent**. No Person who relies in good faith on the authority of my Agent under this instrument shall incur any liability to me, my estate or my executor or administrator.

(3) **Principal and Heirs Bound**. No Person who relies on any affidavit or certificate under penalty of perjury that this instrument specifically authorizes my Agent to execute and deliver shall incur any liability to me, my estate or my executor or administrator.

ARTICLE VI

DURABILITY PROVISION

Springing Power, Incapacity Defined. This power of attorney shall become effective on my disability or incapacity. Notwithstanding any provision herein to the contrary, this instrument shall not be effective unless (1) I am deemed to be incapacitated as defined herein or (2) I have executed a certificate that from and after the date of execution thereof my Agent is fully authorized to act under this instrument. My

incapacity shall be deemed to exist when my incapacity has been declared by a court of competent jurisdiction or when a conservator or guardian for me has been appointed and is based on incapacity or on presentation to my Agent of a certificate executed by two licensed physicians, which opinion of such physicians states that I am incapable of caring for myself and that I am physically or mentally incapable of managing my financial affairs. The effective date of such incapacity shall be the date of the order or decree adjudicating the incapacity, the date of the order or decree appointing the guardian or conservator, or the date of the certificate of the two physicians described above, whichever first occurs. A certified copy of the order or decree declaring incapacity or appointing a guardian or conservator or the certificate of the physicians described above shall be attached to the original of this instrument, and photocopies thereof shall be attached to photocopies of this instrument, and if this instrument is filed or recorded among public records, then such order, decree or certificate shall also be similarly filed or recorded if permitted by applicable law.

I will be deemed under this instrument to have regained capacity if there is a finding to that effect by a court of competent jurisdiction or when my conservatorship or guardianship has been judicially terminated or on presentation to my Agent of a certificate executed by two licensed physicians which states in the opinion of such physicians that I am capable of caring for myself or that I am physically and mentally capable of managing my financial affairs. A certified copy of the order or decree declaring my capacity or judicially terminating the guardianship or conservatorship or the certificate of the physicians described above shall be attached to the original of this instrument, and photocopies thereof shall be attached to photocopies of this instrument, and if this instrument is filed or recorded among public records, then such order, decree or certificate shall also be similarly filed or recorded if permitted by applicable law.

If this power of attorney becomes effective because of my disability or incapacity and subsequently I am no longer disabled or incapacitated, as evidenced in the manner provided above, this power of attorney shall not be revoked but shall become effective again on my subsequent disability or incapacity as provided above or on my subsequent certification that such power shall be or has become effective.

I hereby waive voluntarily any physician-patient privilege or psychiatrist-patient privilege that may exist in my favor and I authorize physicians and psychiatrists to examine me and disclose my physical or mental condition to determine my incapacity or capacity, for purposes of this instrument.

If I have executed the CERTIFICATION OF AUTHORIZATION BY PRINCIPAL attached as an exhibit to this power of attorney, then effective on the date of execution of such certification, and notwithstanding any provision herein to the contrary, this power of attorney shall be immediately and fully effective.

ARTICLE VII

ADMINISTRATIVE PROVISIONS

The following provisions shall apply:

(1) **Reimbursement of Agent**. My Agent shall be entitled to reimbursement for all reasonable costs and expenses, including reasonable attorney's fees, actually incurred and paid by my Agent on my behalf at any time under any provision of this instrument. My Agent shall not be entitled to compensation for services rendered hereunder.

(2) **Counterpart Originals**. If this instrument has been executed in multiple counterpart originals, each such counterpart original shall have equal force and effect.

(3) **Photocopies.** My Agent is authorized to make photocopies of this instrument as frequently and in such quantity as my Agent shall deem appropriate. Each photocopy shall have the same force and effect as any original.

(4) **Binding Effect.** This instrument and actions taken by my Agent properly authorized hereunder shall be binding on me, my estate and my executor or administrator.

(5) **Governing Law.** This instrument shall be governed by the laws of the State of Mississippi in all respects.

IN WITNESS WHEREOF, I have executed this Durable Power of Attorney this 22 day of May, 2007.

Robert S. Welsh

ROBERT S. WELSH, PRINCIPAL

STATE OF MISSISSIPPI
COUNTY OF DESOTO

BE IT KNOWN that on the 22 day of May, 2007 before me a Notary Public in and for the State of Mississippi duly commissioned and sworn, dwelling in the County of Desoto personally came and appeared before me **ROBERT S. WELSH** proven to me on the basis of satisfactory evidence to be the same person described in and who executed the within Durable Power of Attorney with Health Care Provisions and he acknowledged the within power of attorney to be his act and deed and acknowledged that he executed it. I declare under 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 undue influence.

Sworn to and subscribed before me this the 22 day of May, 2007.

JEREMY S. RUSSELL NOTARY PUBLIC DESOTO COUNTY, MS

Notary Public State of Mississippi
At Large
My Commission Expires
January 1, 2011
BONDED THRU
HEIDEN, BROOKS & GARLAND, INC.

NOTARY PUBLIC

My Commission Expires:

I declare under penalty of perjury under the laws of Mississippi that the person who signed this document is personally known to me to be the principal; that the principal signed this durable power of attorney with health care provisions in my presence; that the principal appears to be of sound mind and under no duress, fraud or undue influence; that I am not the person appointed as attorney in fact by this document; that I am not a health care provider, an employee of a health care provider, the operator of a health care institution nor an employee of an operator of a health care institution; that I am not related to the principal by blood, marriage, or adoption; that, to the best of my knowledge, I do not, at the present time, have a claim against any portion of the estate of the principal upon the principal's death; and that, to the best of my knowledge, I am not entitled to any part of the estate of the principal upon the death of the principal under a will or codicil thereto now existing, or by operation of law.

WITNESS

STATE OF MISSISSIPPI
COUNTY OF DESOTO

Sworn to and subscribed before me this the 22 day of May, 2007.

JEREMY S. RUSSELL NOTARY PUBLIC DESOTO COUNTY, MS

Notary Public State of Mississippi
At Large
My Commission Expires
January 1, 2011
BONDED THRU
HEIDEN, BROOKS & GARLAND, INC.

NOTARY PUBLIC

My Commission Expires:

I declare under penalty of perjury under the laws of Mississippi that the person who signed this document is personally known to me to be the principal; that the principal signed this durable power of attorney in my presence; that the principal appears to be of sound mind and under no duress, fraud or undue influence; that I am not the person appointed as attorney in fact by this document; that I am not a health care provider, an employee of a health care provider, the operator of a health care institution nor an employee of an operator of a health care institution; that I am not related to the principal by blood, marriage, or adoption; that, to the best of my knowledge, I do not, at the present time, have a claim against any portion of the estate of the principal upon the principal's death; and that, to the best of my knowledge, I am not entitled to any part of the estate of the principal upon the death of the principal under a will or codicil thereto now existing, or by operation of law."

WITNESS

STATE OF MISSISSIPPI
COUNTY OF DESOTO

Sworn to and subscribed before me this the 22 day of May, 2007.

NOTARY PUBLIC

My Commission Expires:

JEREMY S. RUSSELL NOTARY PUBLIC DESOTO COUNTY, MS

Notary Public State of Mississippi
At Large
My Commission Expires
January 1, 2011
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HEIDEN, BROOKS & GARLAND, INC.

CERTIFICATION OF AUTHORIZATION BY PRINCIPAL

Under the terms of my Durable Power of Attorney, to which this Certificate is attached, the authority of my Agent is to commence when I become disabled and am no longer able to manage my affairs, or upon my earlier execution of a Certification of Authorization by Principal. I have decided that, although I am not presently disabled, I nevertheless desire that the authority granted to my Agent should be effective immediately, and for that reason, intending to be legally bound, I have signed this Certification of Authorization of Principal conferring the full authority to my Agent to act on my behalf pursuant to the terms of my Durable Power of Attorney this 22 day of May, 2007.

Robert S Welsh
ROBERT S. WELSH., PRINCIPAL

STATE OF Mississippi
COUNTY OF DeSoto

BE IT KNOWN that on the 22 day of May, 2007 before me a Notary Public in and for the State of Mississippi duly commissioned and sworn, dwelling in the County of DeSoto personally came and appeared before me **ROBERT S. WELSH.** proven to me on the basis of satisfactory evidence to be the same person described in and who executed the within Certificate of Authorization and he acknowledged the within power of attorney to be his act and deed and acknowledged that he executed it. I declare under 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 undue influence.

Sworn to and subscribed before me this the 22 day of May, 2007.

JEREMY S. RUSSELL NOTARY PUBLIC DESOTO COUNTY, MS

Notary Public State of Mississippi
At Large
My Commission Expires
January 1, 2011
BONDED THRU
HEIDEN, BROOKS & GARLAND, INC.

NOTARY PUBLIC

My Commission Expires

I declare under penalty of perjury under the laws of Mississippi that the person who signed this document is personally known to me to be the principal; that the principal signed this Certificate of Authorization in my presence; that the principal appears to be of sound mind and under no duress, fraud or undue influence; that I am not the person appointed as attorney in fact by this document; that I am not a health care provider, an employee of a health care provider, the operator of a health care institution nor an employee of an operator of a health care institution; that I am not related to the principal by blood, marriage, or adoption; that, to the best of my knowledge, I do not, at the present time, have a claim against any portion of the estate of the principal upon the principal's death; and that, to the best of my knowledge, I am not entitled to any part of the estate of the principal upon the death of the principal under a will or codicil thereto now existing, or by operation of law.

WITNESS

STATE OF Mississippi
COUNTY OF DeSoto

Sworn to and subscribed before me this the 22 day of May, 2007.

JEREMY S. RUSSELL NOTARY PUBLIC DESOTO COUNTY, MS

Notary Public State of Mississippi
At Large
My Commission Expires
January 1, 2011
BONDED THRU
HEIDEN, BROOKS & GARLAND, INC.

NOTARY PUBLIC

My Commission Expires

I declare under penalty of perjury under the laws of Mississippi that the person who signed this document is personally known to me to be the principal; that the principal signed this Certificate of Authorization in my presence; that the principal appears to be of sound mind and under no duress, fraud or undue influence; that I am not the person appointed as attorney in fact by this document; that I am not a health care provider, an employee of a health care provider, the operator of a health care institution nor an employee of an operator of a health care institution; that I am not related to the principal by blood, marriage, or adoption; that, to the best of my knowledge, I do not, at the present time, have a claim against any portion of the estate of the principal upon the principal's death; and that, to the best of my knowledge, I am not entitled to any part of the estate of the principal upon the death of the principal under a will or codicil thereto now existing, or by operation of law."

WITNESS

STATE OF Mississippi
COUNTY OF DeSoto

Sworn to and subscribed before me this the 22 day of May, 20 07

NOTARY PUBLIC

My Commission Expires

JEREMY S. RUSSELL NOTARY PUBLIC DESOTO COUNTY, MS

Notary Public State of Mississippi
At Large
My Commission Expires
January 1, 2011
BONDED THRU
HEIDEN, BROOKS & GARLAND, INC.

REVOCATION OF POWER OF ATTORNEY

The undersigned heretofore by written instrument dated the ____ day of May, 2007, appointed **Janice F. Welsh** as the undersigned's Agent and **Patrick S. Welsh** as an Alternate Agent with power to act for the undersigned in the matters set forth in such instrument.

The undersigned herewith fully and completely revokes such instrument, effective immediately, and declares that no person appointed as Agent thereunder, including without limitation persons named as successor Agents, if any, shall hereafter have or possess any authority to act for or on behalf of the undersigned.

IN WITNESS WHEREOF, the undersigned has executed this Revocation of Power of Attorney this ____ day of _____, 20___.

_____
ROBERT S. WELSH., PRINCIPAL

STATE OF _____
COUNTY OF _____

BE IT KNOWN that on the _____ day of _____, 20___ before me a Notary Public in and for the State of _____ duly commissioned and sworn, dwelling in the County of _____ personally came and appeared before me **ROBERT S. WELSH,** proven to me on the basis of satisfactory evidence to be the same person described in and who executed the within Revocation of Power of Attorney and he acknowledged the within power of attorney to be his act and deed and acknowledged that he executed it. I declare under 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 undue influence.

Sworn to and subscribed before me this the ____ day of _____, 20____.

_____
NOTARY PUBLIC

My Commission Expires:

I declare under penalty of perjury under the laws of _____ that the person who signed this document is personally known to me to be the principal; that the principal signed this Revocation of Power of Attorney in my presence; that the principal appears to be of sound mind and under no duress, fraud or undue influence; that I am not the person appointed as attorney in fact by this document; that I am not a health care provider, an employee of a health care provider, the operator of a health care institution nor an employee of an operator of a health care institution; that I am not related to the principal by blood, marriage, or adoption; that, to the best of my knowledge, I do not, at the present time, have a claim against any portion of the estate of the principal upon the principal's death; and that, to the best of my knowledge, I am not entitled to any part of the estate of the principal upon the death of the principal under a will or codicil thereto now existing, or by operation of law.

_____
WITNESS

STATE OF _____
COUNTY OF _____

Sworn to and subscribed before me this the ____ day of _____, 20___.

_____
NOTARY PUBLIC

My Commission Expires:

I declare under penalty of perjury under the laws of _____ that the person who signed this document is personally known to me to be the principal; that the principal signed this Revocation of Power of Attorney in my presence; that the principal appears to be of sound mind and under no duress, fraud or undue influence; that I am not the person appointed as attorney in fact by this document; that I am not a health care provider, an employee of a health care provider, the operator of a health care institution nor an employee of an operator of a health care institution; that I am not related to the principal by blood, marriage, or adoption; that, to the best of my knowledge, I do not, at the present time, have a claim against any portion of the estate of the principal upon the principal's death; and that, to the best of my knowledge, I am not entitled to any part of the estate of the principal upon the death of the principal under a will or codicil thereto now existing, or by operation of law."

_____
WITNESS

STATE OF _____
COUNTY OF _____

Sworn to and subscribed before me this the ____ day of _____, 20___.

_____
NOTARY PUBLIC

My Commission Expires: