

**General Durable Power of Attorney  
Effective Upon Execution**

I, Carol Katherine Lang, a resident of 5410 Smallwood Cove, Horn Lake, Desoto County, Mississippi, 38637 (Social Security Number, 486-52-3219) do hereby designate Sara Lynn Williams, presently residing at 3235 Kyle Lane, Desoto County, Mississippi, 38637, as my attorney in fact (referred to as "the Agent") on the following terms and conditions:

- 1) **Authority to Act.** The Agent is authorized to act for me under this Power of Attorney and shall exercise all powers in my best interests and for my welfare.
  
- 2) **Powers of Agent.** The Agent shall have the full power and authority to manage and conduct all of my affairs, and to exercise my legal rights and powers, including those rights and powers that I may acquire in the future, including the following:
  - i) **Collect and Manage.** To collect, hold, maintain, improve, invest, lease, or otherwise manage any or all of my real or personal property or any interest therein;
  
  - ii) **Buy and Sell.** To purchase, sell, mortgage, grant options, or otherwise deal in any way in any real property or personal property, tangible or intangible, or any interest therein, upon such terms as the Agent considers proper, including the power to buy United States Treasury Bonds that may be redeemed at par to pay federal estate tax and to sell or transfer Treasury securities;
  
  - iii) **Borrow.** To borrow money, to execute promissory notes therefore, and to secure any obligation by mortgage or pledge.
  
  - iv) **Business and Banking.** To conduct and participate in any kind of lawful business of any nature or kind, including the right to sign partnership agreements, continue, reorganize, merge, consolidate, recapitalize, close, liquidate, sell, or dissolve any business and to vote stock, including the exercise of any stock options and the carrying out of any buy sell agreement; to receive and endorse checks and other negotiable paper, deposit and withdraw funds (by check or withdrawal slips) that I now have on deposit or to which I may be entitled in the future in or from any bank, savings and loan, or other institution;
  
  - v) **Tax Returns and Reports.** To prepare, sign, and file separate or joint income, gift, and other tax returns and other governmental reports and documents; to consent to any gift; to file any claim for tax refund; and to represent me in all matters before the Internal Revenue Service;

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- vi) **Safe Deposit Boxes.** To have access to any safety deposit box registered in my name alone or jointly with others, and to remove any property or papers located therein;
  - vii) **Proxy Rights.** To act as my agent or proxy for any stocks, bonds, shares, or other investments, rights, or interests I may now or hereafter hold;
  - viii) **Legal and Administrative Proceedings.** To engage in any administrative or legal proceedings or lawsuits in connection with any matter herein;
  - ix) **Transfers in Trust.** To transfer any interest I may have in property, whether real or personal, tangible or intangible, to the trustee of any trust that I have created for my benefit;
  - x) **Delegation of Authority.** To engage and dismiss agents, counsel, and employees, in connection with any matter, upon such terms as my agent determines;
  - xi) **Additional Powers of Agent.** In addition to the above statements, my agent (1) can execute a will, a codicil, or any will substitute on my behalf; (2) can change the beneficiary on any life insurance policy that I own; (3) can make gifts on my behalf; and (4) may exercise any powers that would cause assets of mine to be considered taxable to my agent or to my agent's estate for purposes of any income, estate, or inheritance tax, and (5) can contravene any medical power of attorney I have executed whether prior or subsequent to the execution of this Power of Attorney.
- 3) **Durability.** This durable Power of Attorney shall be irrevocable until the trust corpus is surrendered by the trustees, shall not be affected by my death or disability except as provided by law, and shall continue in effect after the surrender of the trust corpus until my death or until revoked by me in writing.
- 4) **Reliance by Third Parties.** Third parties may rely upon the representations of the Agent as to all matters regarding powers granted to the Agent. No person who acts in reliance on the representations of the Agent or the authority granted under this Power of Attorney shall incur any liability to me or to my estate for permitting the Agent to exercise any power prior to actual knowledge that the Power of Attorney has been revoked or terminated by operation of law or otherwise.
- 5) **Indemnification of Agent.** No agent named or substituted in this power shall incur any liability to me for acting or refraining from acting under this power, except for such agent's own misconduct or negligence.

- 6) **Original Counterparts.** Photocopies of this signed Power of Attorney shall not be treated as original counterparts. Only original documents, fully executed by both parties, will be considered to be binding documents.
- 7) **Revocation.** I hereby revoke any previous Power of Attorney that I may have given to deal with my property and affairs as set forth herein.
- 8) **Compensation.** The Agent shall be reimbursed for reasonable expenses incurred while acting as Agent and may receive reasonable compensation for acting as Agent.
- 9) **Substitute Agent.** If Sara Lynn Williams is, at any time, unable or unwilling to act, I then appoint Shelly Ann Tippitt, presently residing at 5410 Smallwood Cove, Horn Lake, Mississippi, Desoto County, 38637, as my Agent.

Dated: March 14, 2009

Carol Katherine Lang  
 Carol Katherine Lang

Sara Lynn Williams  
 Sara Lynn Williams

Signed in the presence of:

Amanda Tobie Tapper  
 Amanda Tobie Tapper

Sidney Tapper  
 Sidney Tapper

Subscribed and sworn to before me on March 14, 2009.

Emily Holt Weiland  
 Notary Public, Union County, Mississippi

My commission expires July 20, 2012



STATE OF MISSISSIPPI

COUNTY OF DESOTO

PERSONALLY APPEARED BEFORE ME, THE UNDERSIGNED  
AUTHORITY IN AND FOR THE SAID COUNTY AND STATE, ON  
THIS THE 20 DAY OF MARCH, 2009, WITHIN MY  
JURISDICTION, THE WITHIN NAMED, CAROL K LANG  
WHO ACKNOWLEDGED THAT (he) (she) (they) EXECUTED THE  
ABOVE AND FOREGOING INSTRUMENT.

  
NOTARY PUBLIC

BY Deborah Germano

MY COMMISSION EXPIRES  
Sept 5 2009



Prepared By  
\* Sara Williams  
5416 Smallwood CV  
Horn Lake MS 38637  
662-429-9502  
662-298-4795