4/20/09 3:56:20
BK 131 PG 448
DESOTO COUNTY, MS
W.E. DAVIS, CH CLERK

GENERAL DURABLE POWER OF ATTORNEY

Faye G. Daniels, of Hernando, Mississippi, the Principal, hereby created this General Power of Attorney for the purpose of enabling the Agent named below to act as the Principal's agent and attorney in fact on all matters at all times, either before or after the disability of the Principal.

1. **Designation of Agent.** The Principal hereby designates and appoints John E. Daniels III of Hernando, Mississippi to be the Principal's agent and attorney in fact to act in the Principal's name and stead for all purposes.

In the event the agent named above shall at any time be unable or unwilling to serve, or to continue to serve, as the Principal's agent and attorney in fact, the Principal hereby designates and appoints Thomas P. Daniels of Hernando, Mississippi to be the Principal's agent and attorney in fact to act in the Principal's name and stead for all purposes.

2. **Effective Date.** This General Power of Attorney and the powers conferred herein shall be effective as of the date of the execution of this General Power of Attorney by the Principal, which date is set forth below.

3. **Disability or Disappearance of Principal.** This General Power of Attorney shall not be affected by any subsequent disability or incompetence of the Principal pursuant to Mississippi Code Annotated §87-3-101 et seq. The powers and authority conferred to the Agent in this instrument shall be fully exercisable by the Agent notwithstanding the subsequent disability or incapacity of the Principal or the later uncertainty as to whether the Principal is alive or dead. All acts performed by the Agent pursuant to this General Power of Attorney during any period of disability or incompetence of the Principal or during any period of uncertainty as to whether the Principal is alive or dead shall have the same effect and inure to the benefit of and bind the Principal, or the heirs, devisees, and personal

WBB

8

representative thereof, to the same extent as if the Principal were alive, competent, and not disabled. Pursuant to Mississippi Code Annotated §93-13-251, I do hereby nominate for consideration by the Court John E. Daniels III to be conservator or guardian of my estate if protective proceedings for my estate are hereafter commended. If John E. Daniels III is unable or unwilling to serve or continue to serve as such conservator, I do hereby nominate for consideration Thomas P. Daniels.

4. **Powers of Agent.** The Agent acting under this General Power of Attorney shall have the full power and authority to do and perform every act and thing to the same extent as the Principal could do if personally present and under no disability. The Agent shall have all of the powers, rights, discretions, elections, and authority conferred by statute, the common law, or rule of the court or governmental agency that are reasonably necessary for the Agent to act on the Principal's behalf for any purpose. In addition to these general powers, the Agent shall have the following specific powers:

A. The power to request, ask, demand, sue for, recover, sell, collect, forgive, receive, and hold money, debts, dues, commercial paper, checks, drafts, accounts, deposits, legacies, bequests, devises, notes, interests, stocks, bonds, certificates of deposit, annuities, pension and retirement benefits, insurance proceeds, any and all documents of title, chooses in action, personal and real property, intangible and tangible property and property rights, and demands whatsoever, liquidated or unliquidated, as now are, or may become, owned by, or due, owing, payable, or belonging to the Principal, or in which the Principal has or may hereafter acquire an interest; to have, use and take all lawful means and equitable and legal remedies, procedures, and writs in the Principal's name for the collection and recovery thereof, and to adjust, sell, compromise, and agree for the same; and to make, execute and deliver for the Principal, on the Principal's behalf

and in the Principal's name, all endorsements, acceptances, releases, receipts, or other sufficient discharges for the same.

B. The power to prepare, sign, and file joint or separate income tax returns or declarations or estimated tax returns for any year or years; to prepare, sign, and file gift tax returns with respect to gifts made by the Principal, or by the Agent on the Principal's behalf, for any year or years; to consent to any gift and to utilize any gift-splitting provision or other tax election; and to prepare, sign, and file any claim for refund of any tax. This power is in addition to and not in limitation of the tax powers granted in the next paragraph.

C. The power and authority to do, take, and perform each and every act and thing that is required, proper, or necessary to be done, in connection with executing and filing any tax return, receiving and cashing any refund checks with respect to any tax filing, and dealing with the Internal Revenue Services and any state and local tax authority concerning any gift, estate, inheritance, income, or other tax, and any audit or investigation of the same. This power shall include the power to do all acts that could be authorized by properly executed Form 2848, entitled "Power of Attorney and Declaration of Representative," granting the broadest powers provided therein to the Agent.

D. The power to conduct, engage in and transact any lawful matter of any nature, on behalf of or in the name of the principal, and to maintain, improve, invest, manage, insure, lease, or encumber, and in any manner deal with any real, personal, tangible, or intangible property, or any interest in them, that the Principal now owns or may acquire, in the name of and for the benefit of the Principal, upon such terms and conditions as the Agent shall deem proper.

E. The power to exercise or perform any act, power, duty, right or obligation that the Principal now has, or may later acquire, including, without limiting the foregoing, the right to enter into a contract of sale and sell any real, personal, tangible, or intangible property on the Principal's behalf and the right to renounce or disclaim any testamentary or nontestamentary transfer intended for the Principal.

F. The power to make, receive, sign, endorse, acknowledge, deliver, and possess insurance policies, documents of title, bonds, debentures, checks, drafts, stocks, proxies, and warrants relating to accounts or deposits in, or certificates of deposit, other debts and obligations, and such other instruments in writing of any kind or nature as may be necessary or proper in the exercise of the rights and powers herein granted.

G. The power to sell any and all shares of stocks, bonds, or other securities now belonging to or later acquired by the Principal that may be issued by an association, trust, or corporation, whether private or public, and to make, execute, and deliver any assignment, or assignments, of any such shares of stocks, bonds, or other securities.

H. The power to conduct or participate in any such business of any nature for and in the name of the Principal; execute partnership agreements and amendments thereto; incorporate, reorganize, merge, consolidate, recapitalize, sell, liquidate, or dissolve any business; elect or employ officers, directors, and agents; carry out the provisions of any agreement for the sale of any business interest or the stock therein; and exercise voting rights with respect to stock, either in person or by proxy, and exercise stock options.

I. The power to enter any safe deposit box rented by the Principal, and to remove all or any part of the contents thereof, and to surrender or relinquish said safe deposit box. Any institution in which any such safe deposit box may be located shall not incur any liability to the Principal or the Principal's estate as a result of permitting the Agent to exercise the powers herein granted.

J. The power to make outright gifts of cash or property to adults or to minors in custodial form under an applicable Gifts to Minors Act, in amounts not to exceed Eleven Thousand Dollars (11,000.00) to each adult or minor donee in any calendar year. Permissible donees hereunder shall include my spouse, any of my children or stepchildren and their descendants, or any descendant of a brother or sister of mine or of any person to whom I shall have been married, as well as any person who shall be married to any of the foregoing.

K. The power to convey or assign any cash or other property of which the Principal shall be possessed to the trustee or trustees of any trust that the Principal may have created, provided that such trust is subject to revocation by the Principal, which power shall be exercisable hereunder by the Agent.

L. The power to purchase United Stated Government Bonds known as "Flower Bonds," which may be used in payment of death taxes from the Principal's estate.

M. Subject to the provisions of section 1 above, the power to appoint a substitute or alternate agent and attorney in fact, who shall have all powers and authority of the agent.

5. **Limitation of Power of Agent.** Notwithstanding any other provisions of this General Power of Attorney, the Agent shall have no rights or powers hereunder with respect to any act, power, duty, right or obligation relating to any person, matter,

transaction, or property held or possessed by the Principal as a trustee, custodian, personal representative or other fiduciary capacity. In addition, the Agent shall have no power or right to perform any of the following functions (if any):

N/A

6. **Ratification.** The Principal hereby ratifies, acknowledges and declares valid all acts performed by the Agent on the Principal's behalf prior to the effective date of this General Power of Attorney.

7. **Revocation and Termination.** This General Power of Attorney is revocable by the Principal, provided that insofar as any governmental agency, bank, depository, trust company, insurance company, other corporation, transfer agent, investment banking company or other person who shall rely upon this power, this power may be revoked only by a notice in writing executed by the Principal and delivered to such personal or institutional.

This General Power of Attorney shall not be revoked or otherwise become ineffective in any way by the mere passage of time, but rather shall remain in full force and effect until revoked by the Principal in writing.

The Principal hereby revokes any and all general powers of attorney previously executed by the Principal, if any, and the same shall be of no further force or effect. However, the Principal does not intend in this General Power of Attorney to affect, modify or terminate any special, restricted or limited power or powers of attorney previously granted by the Principal in connection with any banking, borrowing or commercial transaction.

8. **Construction.** This general Power of Attorney is executed and delivered in the State of Mississippi and the laws of the State of Mississippi shall govern all questions as to its validity and as to the construction of its provisions. This instrument is to be construed and interpreted as a general durable power of attorney. The enumeration of

specific powers is not intended to limit or restrict the general powers granted to the Agent in this instrument.

9. **Reliance.** Third parties may rely upon the representations of the Agent as to all matters related to any power granted to the Agent in this instrument, and no person who acts in reliance upon the representation of the Agent shall incur any liability to the Principal or the Principal's estate as a result of permitting the Agent to exercise any power. Third parties may rely upon a photocopy of this executed General Power of Attorney to the same extent as if the copy were an original of this instrument.

IN WITNESS WHEREOF, the Principal has executed this General Power of Attorney on this the 15th day of April, 2009.

Faye G. Daniels
Principal

STATE OF MISSISSIPPI
COUNTY OF DESOTO

This day personally appeared before me, the undersigned authority in and for said County and State, the within named Faye G. Daniels who acknowledged signing and delivering the above and foregoing General Durable Power of Attorney on the day and date therein mentioned as a free and voluntary act and deed and for the purposes therein expressed.

GIVEN under my hand and official seal of office this the 15th day of April, 2009.

Pamela D Arendale
Notary Public

My Commission Expires:

STATE OF MISSISSIPPI NOTARY PUBLIC ID # 89822 PAMELA D. ARENDALE Commission Expires June 8, 2012 DESOTO COUNTY

The Agent/Attorney in Fact named below agrees this 15 day of April, 2009, to serve as the Principal's agent and attorney in fact in accordance with the terms set forth in this document.

Agent/Attorney in Fact

Prepared by:

WALKER, BROWNBROWN, & GRAVES, P.A.
2540 Highway 51 South
P. O. Box 276
Hernando, MS 38632
Phone: 662-429-5277 or 901-521-9292
FAX: 662-429-5280