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

DURABLE POWER OF ATTORNEY

OF

Caroline Mae Overstreet

I. PRINCIPAL AND ATTORNEY-IN-FACT

I, Caroline Mae Overstreet, who resides at 1767 Notting Hill Drive, Hernando, Mississippi 38632, appoint the following person to serve as my attorney-in-fact, to act for me in any lawful way with respect to the subjects indicated below.

Name: Robert Milton Overstreet
Address: 1767 Notting Hill Drive
Hernando, Mississippi 38632

If Robert Milton Overstreet resigns or is unable or unwilling to serve as my attorney-in-fact, I appoint the following person to serve as my successor attorney-in-fact:

Name: Todd Michael Hoffer
Address: 175 Fair Hill Drive Northeast
Cleveland, Tennessee 37323

II. EFFECTIVE TIME

This Power of Attorney shall become effective immediately, and shall not be affected by any subsequent disability or incapacity of the principal. This is a Durable Power of Attorney.

Pursuant to the Health Insurance Portability and Accountability Act of 1996 (HIPAA) and any similar state laws, and exclusively for the purpose of making a determination of my incapacitation or incapability of managing my financial affairs and obtaining an affidavit of such incapacitation by a physician, I authorize any health care provider to disclose to the person named herein as my "attorney-in-fact," any pertinent individually identifiable health information sufficient to determine whether I am by reason of illness or mental or physical

Preparer

disability incapacitated or incapable of managing my financial affairs. In exercising such authority, my attorney-in-fact shall constitute my 'Personal Representative' as defined by HIPAA.

III. POWERS OF ATTORNEY-IN-FACT

My attorney-in-fact shall have the power to act in my name, place and stead in any way which I myself could do with respect to the following matters to the extent permitted by law:

YOUR ATTORNEY-IN-FACT SHALL BE AUTHORIZED TO ENGAGE ONLY IN THOSE ACTIVITIES THAT ARE INITIALED.

(Cmo) REAL ESTATE TRANSACTIONS:

- Manage, sell, transfer, lease, mortgage, pledge, refinance, insure, maintain, improve, and perform any and all other acts with respect to real property and interests in real property that I own now or later acquire.
- Defend, settle and enforce by litigation a claim to real property and interests in real property that I own now or later acquire.
- Buy, lease or otherwise acquire real property or an interest in real property.
- Execute deeds, mortgages, releases, satisfactions and other instruments relating to real property and interests in real property that I own now or later acquire.

(Cmo) PERSONAL PROPERTY TRANSACTIONS:
Buy or otherwise acquire ownership or possession of, sell or otherwise dispose of, mortgage, pledge, assign, lease, insure, maintain, improve, pay taxes on, and otherwise manage tangible personal property and interests thereof that I now own or later acquire.

(Cmo) STOCK AND BOND TRANSACTIONS:

- Buy, sell, pledge and exchange stocks, mutual funds, bonds, options, commodity futures and all other types of securities in my name.
- Sign, accept and deliver in my name certificates, contracts or other documents relating to the foregoing, including agreements with brokers or agents.
- Exercise voting and other rights and enter into agreements relating thereto.

(Cmo) BANKING TRANSACTIONS:

Conduct any business with banks and other financial institutions, including but not limited to the following:

- Signing and endorsing all checks and drafts in my name.
- Withdrawing funds from accounts.
- Opening, maintaining and closing accounts or other banking arrangements.
- Hiring safe deposit boxes, entering into them and removing articles from them.
- Borrowing money, pledging property as security, and negotiating terms of debt payments.
- Applying for and receiving letters of credit, credit cards and traveler's checks, and giving an indemnity or other agreement in connection with letters of credit.

(Cmo) BUSINESS OPERATING TRANSACTIONS:

- Buy, sell, expand, reduce or terminate a business interest.
- Manage and operate any business or business interest that I now have or later acquire, including but not limited to the following:
    - Entering into, amending, enforcing and terminating any business contract.
    - Disbursing, receiving and demanding money in the operation of the business.
    - Merging, reorganizing or selling a business or part of a business.
    - Determining the location, nature, and method for operating the business.

- Hiring and firing employees and agents.
- To the extent that an agent is permitted by law to act for a principal, and subject to the terms of any partnership or operating agreement, to perform any duty and exercise any right, power or privilege that I have under a partnership or operating agreement, to enforce the terms of a partnership or operating agreement, and to defend, arbitrate and settle any legal proceeding to which I am a party because of membership in a partnership or limited liability company.
- Exercise a right, power or privilege that I have as the holder of a bond, share or instrument of similar character and to defend, arbitrate and settle any legal proceeding to which I am a party because of any bond, share or similar instrument.

(CMO) INSURANCE AND ANNUITY TRANSACTIONS:

- Obtain, modify, renew, convert, rescind, pay the premium on or terminate insurance and annuities of all types for myself and for my family and other dependents.
- Designate the beneficiary of the contract, but the attorney-in-fact may be named a beneficiary of the contract, or an extension, renewal, or substitute for it, only to the extent the attorney-in-fact was named as a beneficiary under a contract procured by the principal before signing this Power of Attorney.
- Surrender and receive the cash value, borrow against or pledge any insurance or annuity policy.

(CMO) ESTATE AND TRUST TRANSACTIONS:

- To act for me in all matters that affect a trust, probate estate, guardianship, conservatorship, escrow, custodianship or other fund from which I am now, claim to be or later become entitled, as a beneficiary, to a share or payment.
- Transfer any of my property to a living trust that I created as a grantor before this Power of Attorney was signed.

(CMO) LEGAL ACTIONS:
To act for me in all legal matters, whether claims in my favor or against me, including but not limited to retaining attorneys on my behalf; appearing for me in all actions and proceedings, commencing actions in my name, signing all documents, submitting claims to arbitration or mediation, settling claims and paying judgments and settlements.

(CMO) PERSONAL AND FAMILY CARE:
To do all acts necessary to maintain the customary standard of living of my spouse, children and other individuals customarily or legally entitled to be supported by me, including, but not limited to, providing and paying for medical care, shelter, clothing, food, usual vacations, education, transportation, and dues for social organizations.

(CMO) GOVERNMENT ASSISTANCE:
Claim and collect benefits from social security, Medicare, Medicaid, or other government programs or civil or military service.

(CMO) RETIREMENT PLANS:
To act for me in all matters that affect my retirement or pension plans, including but not limited to selecting payment options, designating beneficiaries, making contributions, exercising investment powers, making "rollovers" of plan benefits, borrowing or selling assets from the plan, and, if I am a spouse who is not employed, waiving my right to be a beneficiary of a joint or survivor annuity.

(CMO) TAXES:
- Prepare, exercise any available election, and sign tax returns and related documents.
- Pay taxes due, collect refunds, post bonds, receive confidential information.
- Represent me in all income tax matters before any federal, state, or local tax collecting agency.

(Cmo) GIFTS:
Make gifts from my assets, including debt forgiveness and gifts to my attorney-in-fact.

(Cmo) PET AND ANIMAL CARE:
To do all acts necessary to maintain the customary standard of living of all pets and animals currently supported by me, including, but not limited to, providing and paying for shelter, food, and veterinary care.

My attorney-in-fact is empowered to take all further action, including the payment of expenditures and the preparation and execution of all documents, as the attorney-in-fact deems necessary or appropriate in order to fully effectuate the purposes of the foregoing matters.

IV. GENERAL PROVISIONS

1. Reliance By Third Parties. I hereby agree that any third party receiving a duly executed copy or copy of this document may rely on and act under it. Revocation or termination of this Power of Attorney shall be ineffective as to the third party unless and until actual notice or knowledge of the revocation or termination has been received by the third party. I, for myself and for my heirs, executors, legal representatives and assigns, hereby agree to indemnify and hold harmless any third party from any and all claims because of reliance on this instrument in good faith.

2. Severability. If any provision hereof is found to be invalid or unenforceable, such invalidity or unenforceability shall not affect the other provisions of this document, and such other provisions shall be given effect without the invalid or unenforceable provision.

3. Revocation. I may revoke this Power of Attorney at any time.

4. Accounting. My attorney-in-fact shall provide an accounting for all funds handled and all acts performed as my attorney-in-fact, but only upon my request or the request of a personal representative or a fiduciary acting on my behalf. Any requirement of my attorney-in-fact to file inventories and accounts with the county clerk or with the court is specifically waived.

5. Compensation and Reimbursement. My attorney-in-fact shall not be compensated for services provided on my behalf pursuant to this Power of Attorney. My attorney-in-fact shall be reimbursed for all reasonable expenses incurred relating to his or her responsibilities under this Power of Attorney.

6. Personal Benefit Permitted. So long as my attorney-in-fact is acting in good faith and in my best interest, my attorney-in-fact is permitted to personally benefit or profit from transactions taken on my behalf.

7. Commingling of Funds. My attorney-in-fact is permitted to commingle my funds and assets with his or her own to the extent permitted by applicable law and so long as my attorney-in-fact is acting within his or her duties as a fiduciary.

8. Liability of Attorney-in-Fact. All persons or entities who in good faith endeavor to carry out the provisions of this Power of Attorney shall not be liable to me, my Estate, or my heirs, for any damages or claims arising because of their actions or inactions based on this Power of Attorney. My Estate shall indemnify and hold them harmless. A successor attorney-in-fact shall not be liable for acts of a prior attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on the date set forth below.

Date: 12/10/09

Caroline Mae Overstreet
Signature of Caroline Mae Overstreet

This document was prepared by:

Name: Caroline Overstreet

Address: 1767 Notting Hill Drive
Hernando, Mississippi 38632
662-429-1956

ACKNOWLEDGMENT
OF NOTARY PUBLIC

State of Mississippi

County of Desoto

On this 10th day of December, 2009, before me, the undersigned Notary Public, personally appeared Caroline Mae Overstreet, personally known to me (or proved to me on the basis of satisfactory evidence) to be the individual who signed the foregoing Power of Attorney and acknowledged to me that he or she executed the same in his or her authorized capacity, and that by such signature, the person executed the instrument.

Witness my hand and seal.

Signature of Notary Public: Charlotte C Gahagan

STATE OF MISSISSIPPI
CHARLOTTE C. GAHAGAN
NOTARY PUBLIC
ID NO. 88006
MY COMMISSION EXPIRES
DECEMBER 20, 2011
DESOTO COUNTY