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STATE OF MISSISSIPPI
COUNTY OF ITAWAMBA
I CERTIFY THE WITHIN INSTRUMENT
WAS FILED AND RECORDED

2011 APR 7 PM 1

JIM WITT-CHANCERY CLERK

BY *Jim Witt*



**DURABLE POWER OF ATTORNEY
INTRODUCING**

I, JAMES FREDERICK BAUBE, the Principal, an adult resident of Itawamba County, Mississippi, hereby designate PAM MOORE my attorney in fact and agent (subsequently called "Agent"). If said is not available or is unable to act as my attorney in fact and agent. I expressly revoke all previous Powers of Attorney heretofore given by me. Agent is authorized in my name and benefit:

GENERAL GRANT OF POWER

To exercise or perform any act, power, duty, right or obligation whatsoever that I now have or may hereafter acquire; relating to any person, matter, transaction or property, real or personal, tangible or intangible, now owned or hereafter acquired by me, including, without limitation, the following specifically enumerated powers. I grant to my Agent full power and authority to do everything necessary in exercising any of the powers herein granted as fully as I might or could do if personally present, with full power of substitution or revocation hereby ratifying and confirming all that my Agent shall lawfully do or cause to be done by virtue of this Power of Attorney and the powers herein granted.

POWERS OF COLLECTION AND PAYMENT

To forgive, request, demand, sue for, recover, collect, receive and hold all sums of money, dues, commercial paper, checks, drafts, deposits, legacies, bequests, devises, notes, interests, stock certificates, bonds, dividends, certificates of deposit, annuities, pension, profit sharing, retirement, social security, insurance and other contractual benefits and proceeds, all documents of title, all property, real or personal, intangible and tangible property and property rights, and demands whatsoever, liquidated, now or hereafter owned by me, or due, owing, payable or belonging to me or in which I have or may hereafter acquire an interest; to have, use and take all lawful means and equitable and legal remedies and proceedings in my name for collection and recovery thereof, and to adjust, sell, compromise, and agree for the same, and execute and deliver for me, on my behalf, and in my name, all endorsements, releases, receipts, or other sufficient discharges for the same.

POWER TO ACQUIRE AND SELL

To acquire, purchase, exchange, grant options to sell and convey real or personal property, tangible or intangible, or interest therein, on such terms and conditions as my Agent shall deem proper: and to sell and convey in fee simple, with general warranty of title, any real property, title of which is vested in me.

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

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MANAGEMENT POWERS

To maintain, repair, improve, invest, manage, insure, rent, lease, encumber, and in any manner deal with any real or personal property, tangible or intangible, or any interest therein, that I now own or may hereafter acquire in my name and for my benefit, upon such terms and conditions as my Agent shall deem proper.

BANKING POWERS

To make, receive and endorse checks and drafts, deposit and withdraw funds, acquire and redeem certificates of deposit in banks, savings and loan associations and other institutions, execute or release such deed of trust or other security agreements as may be necessary or proper in the exercise of the rights and powers herein granted.

MOTOR VEHICLES

To apply for a Certificate of Title upon, and endorse and transfer title thereto, for any automobile, truck, pickup, van, motorcycle or other motor vehicle, and to represent in such transfer assignment that the title to said motor vehicle is free and clear of all liens and encumbrances except those specifically set forth in such transfer assignment.

BUSINESS INTERESTS

To conduct or participate in any lawful business of whatever nature for me and in my name; 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 by proxy, and exercise stock options.

GIFTS

To make gifts of any of my real or personal property, tangible or intangible, or interest therein, to members of my family, including the Agent, as my Agent deems necessary for any purpose including reducing my gross estate and minimizing federal and/or state estate taxes and to sign and file gift tax returns with respect to such gifts and to utilize any gift splitting provisions or other tax elections necessary to effectuate such gifts.

TAX POWERS

To prepare, sign and file joint or separate income tax returns or declarations of estimated tax for any year or years; to prepare, sign and file gift tax returns with respect to for any year or years; to consent to any gift and to utilize any gift-splitting provisions election; and to prepare, sign and file

any claims for refund of any tax.

SAFE DEPOSIT BOXES

To have access at any time or times to any safe deposit box rented by me, wheresoever located, and to remove all or any part of the contents thereof, and to surrender or relinquish said safe deposit box, and any institution in which any such safe deposit box may be located shall not incur any liability to me or my estate as a result of permitting my Agent to exercise this power

INTERPRETATION AND GOVERNING LAW

This instrument is to be construed and interpreted as a general durable power of attorney under the Mississippi Uniform Durable Power of Attorney Act. The enumeration of specific powers herein is not intended to, nor does it, limit or restrict the general powers herein granted to my Agent. This instrument is executed and delivered in the State of Mississippi, and the laws of the State of Mississippi shall govern all questions as to the validity of this power and the construction of its provisions.

MEDICAL AND HEALTH CARE

To make decisions for me regarding my health care. To exercise his authority as my Agent to communicate with me regarding my wishes if I am unable to communicate in any way. If my agent cannot determine the choice I want made, then he shall make the choice for me based upon what he believes I would do if I were able, or if unable to so determine, then based upon what he believes to be in my best interest. I intend for the power given to be as broad as legally possible. To consent to, refuse or withdraw consent to any and all types of medical care, treatment, surgical procedures, diagnostic procedures, medications and use of mechanical or other procedures affecting bodily functions; including, without limitation, artificial respiration, nutritional support and hydration, and cardiopulmonary resuscitation. To request, review and receive any information, verbal or written, regarding my physical or mental health, including, but not limited to medical and hospital records, reports and information and to consent to the disclosure of this information to the extent that I would myself. To authorize admission to or discharge from any hospital, residential care or related facility, even against medical advice. To contract for health care or related services, without the agent incurring personal liability therefore. To hire and fire medical, social service or related personnel responsible for my care. To give consent for, to withdraw consent for, or to withhold consent for, X-ray, anesthesia, medication, surgery, and all other diagnostic and treatment procedures ordered by or under the authorization of a licensed physician, dentist, or other medical personnel. To authorize or refuse to authorize any medication or procedure to relieve pain, even though such use may lead to temporary discomfort or addiction, or inadvertently hasten the moment of death. To make anatomical gifts of part of all of my body for medical purposes. To authorize an autopsy and direct disposition of my remains, to the extent permitted by law. To take any other action necessary to effectuate the intent and purpose of this broad grant of powers, including, without limitation, granting any waiver of release from liability required by any health care provider or related agency. To sign any document

relative to health care in any way whatsoever and pursuing legal action in my name at the expense of my estate, should that be necessary to enforce compliance with my wishes as determined by my agent pursuant to the authority given herein.

It is my desire to receive appropriate medical treatment so long as there is a reasonable hope of recovery, but I do not want my life artificially extended beyond any reasonable hope of recovery to a meaningful quality of life and I do not want to prolong the dying process. I do not intend by this document to authorize or request euthanasia or assisted suicide but to avoid being unwillingly sustained in a condition that is only a semblance of life; or to be allowed to endure pain for which there is treatment available, whether or not recovery is possible.

THIRD-PARTY RELIANCE

Third parties may rely upon the representations of the Agent as to all matters relating to any power granted to it hereunder, and no person who may act in reliance upon the representations of the Agent or the authority granted to it shall incur any liability to the Principal, the Principal's estate, heirs, successors, assigns, or personal representatives, for acts or omissions as a result of permitting the Agent to exercise any power.

NOMINATION FIDUCIARY

In the event that protective proceedings before a court of competent jurisdiction are commenced for my person or estate. I hereby nominate PAM MOORE to serve as the conservator, guardian of my estate or guardian of my person.

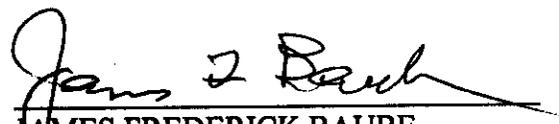
DISABILITY OF PRINCIPAL

This Durable Power of Attorney shall not be affected by the subsequent disability or incapacity of the Principal, or lapse of time.

Without in any way limiting the broad powers herein granted, I express the hope that, circumstances permitting, my agent will consult family and friends for their advice and support in arriving at what may be difficult decisions; but the final decisions shall be that of my Agent.

IN WITNESS WHEREOF, I have executed this General Durable Power of Attorney, and I have directed that photographic copies of this power be made, which shall have the same force and effect as an original.

This, the 27th day of September, 2010.


 JAMES FREDERICK BAUBE
 PRINCIPAL

WITNESS AFFIDAVIT

I declare under penalty of perjury pursuant to Section 97-9-61, Mississippi Code of 1972, that the principal is personally known to me, that the principal signed or acknowledged 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 health care agent by this document, and that I am not a health-care provider, nor an employee of a health-care provider or facility.

I further declare that I am not related to the principal by blood, marriage, or adoption, and 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 now existing or by operation of law.

This the 27th day of September, 2010.

Renee Grubbs

Witness Signature

I declare under penalty of perjury pursuant to Section 97-9-61, Mississippi Code of 1972, that the principal is personally known to me, that the principal signed or acknowledged 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 health care agent by this document, and that I am not a health-care provider, nor an employee of a health-care provider or facility.

I further declare that I am not related to the principal by blood, marriage, or adoption, and 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 now existing or by operation of law.

This the 27th day of September, 2010.

J. McElroy

Witness Signature

Prepared by : Shelton Law Firm 218 N. Spring St
Tupelo, MS 38801
662-842-5051

Return To : Pam Moore ⁵
3104 Hopewell-Keys Rd
Fulton, MS 38843
662-871-9513

STATE OF MISSISSIPPI

COUNTY OF the Lafayette

I, the undersigned authority, within my jurisdiction in and for the said county and state declare under the penalty of perjury acknowledge that the person, James Frederick Baube whose name is subscribed to in this Durable Power of Attorney, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to in this Durable Power of Attorney, executed this document and appears to be of sound mind and under no duress, fraud or undue influence.

I further certify that Renee Grubbs and Izalda McCaffrey, witnesses, appeared before me and swore that they witnessed James Frederick Baube sign the attached Durable Power of Attorney believing him/her to be of sound mind; and also swore that at the time they witnessed the signing (1) they were not related within the third degree to him/her or his/her spouse, (2) they did not know or have a reasonable expectation that they would be entitled to any portion of his/her estate upon his/her death under any will or codicil thereto then existing or under the Intestate Succession Act as it provided at that time, (3) they were not a physician attending him/her, nor an employee of an attending physician, nor an employee of a health facility in which he/she was a patient, nor an employee of a nursing home or any group-care home in which he/she resided, and (4) they do not have a claim against him/her. I further certify that I am satisfied as to the genuineness and due execution of the instrument.

Given under my hand and seal of office on this the 27th day of September, 2010.

Amanda S. Todd
Notary Public

