

THIS POWER OF ATTORNEY PREPARED BY:
DANIEL C. SHUMAKE, ATTORNEY AT LAW (#100323)
5521 Murray Avenue
Memphis, TN 38119
(901) 767-8200

* RETURN TO:
MELVA KAYE JERRY
4653 Center Hill Road
Olive Branch, MS 38654

DURABLE POWER OF ATTORNEY COVERING FINANCIAL AFFAIRS

STATE OF MISSISSIPPI

COUNTY OF DESOTO

KNOW ALL MEN BY THESE PRESENTS that I, WILLIAM EARNEST JERRY, the undersigned, of DeSoto County, Mississippi, do hereby make, constitute, and appoint MELVA KAYE JERRY my true and lawful Attorney in Fact for me and in my name, place, and stead, on my behalf, and for my use and benefit in accordance with the provisions set forth herein.

If the Attorney in Fact named is unable or unwilling to serve, said Attorney in Fact shall be succeeded by JEAN DUNN.

If more than one Attorney in Fact is designated, one Attorney in Fact may exercise any and all of the powers granted herein without the approval or joinder of the other Attorney(s) in Fact. No third party dealing with any one Attorney in Fact shall be required to seek or secure the signature or approval of the other Attorney(s) in Fact.

1. Durable Power. This Power of Attorney is specifically given pursuant to, and interpreted in accordance with, the provisions of the Uniform Durable Power of Attorney Act (Miss. Code Ann. § 87-3-101 et seq.). Accordingly, all Acts done by the Attorney in Fact pursuant to this Power of Attorney shall have the same effect and inure

for my benefit and bind me and my successors in interest as if I personally performed said act. In addition, all acts done by my Attorney in Fact pursuant to this Durable Power of Attorney, during any period of disability or incapacity, shall have the same effect and inure to my benefit and bind me and my successors in interest as if I were competent and not disabled.

2. Revocation of Prior Documents. This Power of Attorney revokes all Powers of Attorney for financial affairs previously executed.

3. Powers Granted. This Power of Attorney is intended to be an unlimited general power of attorney, encompassing all real and personal property owned by me, or in which I have any interest, including tangible and intangible property, and in order to perform the duties of my Attorney in Fact the following powers, in addition to those granted under the Mississippi Code Annotated, which are incorporated herein by reference, are granted to my Attorney in Fact:

A. To exercise or perform any act, power, duty, right, or obligation whatsoever that I now have, or may hereafter acquire the legal right, power, or capacity to exercise or perform, in connection with, arising from, or relating to any person, item, transaction, thing, business property, real or personal, tangible or intangible, or matter whatsoever;

B. To request, ask, demand, sue for, recover, collect, receive, and hold and possess all such sums of money, debts, dues, commercial papers, checks, drafts, accounts, deposits, legacies, bequests, devises, notes, interests, stock certificates, bonds, dividends, certificates of deposit, annuities, pension and retirement benefits, insurance benefits and proceeds, any and all documents of title, choses in action, personal and real property, tangible and intangible property and property rights, and demands whatsoever, liquidated or unliquidated, as now are, or shall hereafter become, owned by, or due, owing, payable, or belonging to, me or in which I have or may hereafter acquire interest, to have, use, and take all lawful means and equitable and legal remedies, procedures, and writs in my name for the collection and recovery thereof, and to adjust, sell, compromise, and agree for the same, and to make, execute and deliver for me, on my behalf, and in my name, all endorsements, acquittances, releases, receipts, or other sufficient discharges for the same;

C. To lease, purchase, sell, exchange, and acquire, and to agree, bargain, and contract for the lease, purchase, sale, exchange, and acquisition of, and to accept, take, receive, and possess any real or personal property whatsoever, tangible or intangible, or interest therein, on such terms and conditions, and under such covenants, as said Attorney in Fact shall deem proper;

D. To maintain, repair, improve, manage, insure, rent, lease, sell, convey, subject to liens, mortgage, subject to deeds of trust, and hypothecate, and in any way or manner deal with all or any part of any real or personal property whatsoever, tangible or intangible, or any interest therein, that I now own or may hereafter acquire, for me, in my behalf, and in my name and under such terms and conditions, and under such covenants, as said Attorney in Fact shall deem proper;

E. To conduct, engage in, and transact any and all lawful business of whatever nature or kind for me, on my behalf, and in my name;

F. To make, receive, sign, endorse, execute, acknowledge, deliver and possess such applications, contracts, agreements, options, covenants, conveyances, deeds, security agreements, bills of sale, leases, mortgages, assignments, insurance policies, bills of lading, warehouse receipts, documents of title, bills, bonds, debentures, checks, drafts, bills of exchange, letters of credit, notes, stock certificates, proxies, warrants, commercial papers, receipts, withdrawal receipts and deposit instruments relating to accounts or deposits in, or certificates of deposit of, banks, savings and loan or other institutions or associations, proofs of loss, evidences of debts, releases, and satisfaction of mortgages, liens, judgments, security agreements and other debts and obligations and such other instruments in writing of whatever kind and nature as may be necessary or proper in the exercise of the rights and powers herein granted;

G. To establish and fund a trust to provide for my health, support and care should the Attorney in Fact determine that I am not capable of managing my financial affairs. Said trust assets shall be payable to my estate at my death or to any Revocable Living Trust established by me during my lifetime. Notwithstanding the above, in the case of a trust created pursuant to 42 U.S.C. § 1396p(d)(4)(B) (a Miller Trust) the trust assets shall be payable at my death according to the terms of the trust;

H. To transfer any property in which I have an ownership interest to any trust created by me which contains provisions for my care and support including a Revocable Living Trust;

I. To exercise any incidents of ownership on any life insurance policies, employee benefit plans, annuity, retirement account or otherwise owned by me;

J. To change the beneficiary designations on any death benefits payable on account of my death from any life insurance policy, employee benefit plan, annuity, retirement account or otherwise, so long as same is changed to be payable to my estate or to any trust which I have established;

K. To change, add or delete any right of tenancy by the entirety or joint tenancy with right of survivorship designation or pay on death designation on any property, real or personal, to which I hold title, alone or with others;

L. To renounce or disclaim (as defined in I.R.C. § 2518) any property or interest in property or powers to which I may become entitled, whether by gift or testate or intestate succession;

M. To exercise any right or refuse, release or abandon any right to claim an elective share in any estate or under any Will;

N. To have free and private access to any safe deposit box in my name, alone or with others, in any bank, including the authority to have it drilled, with full right of deposit and withdrawal therefrom and to give full discharge therefor;

O. To execute on my behalf additional powers of attorney as may be specifically required by a financial institution which requires the utilization of a specific form power of attorney in order to allow the Attorney in Fact to transact business. This includes, but is not limited to, form powers of attorney supplied by brokerage companies and banking institutions; and

P. To do, take, and perform all and every act and thing whatsoever requisite, proper, or necessary to be done, in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that said Attorney in Fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.

4. Interpretation of Instrument. This instrument is to be construed as an unlimited general power of attorney. The enumeration of specific items, rights, acts, or powers herein is not intended, nor does it, limit or restrict, and is not to be construed or interpreted as limiting or restricting, the general powers herein granted to said Attorney in Fact.

5. Assets Covered. It is intended by the granting of this Power of Attorney that same cover all assets of the principal, whether presently existing, or hereinafter acquired, and all construction of this instrument shall be as an unlimited general power of attorney.

6. Commencement and Term of Powers. The rights, powers, and authority of this Power of Attorney herein granted shall commence upon the date of the execution of this document.

7. HIPAA Authority. Pursuant to 45 C.F.R § 164.508 and Miss. Code Ann. § 41-41-217, and solely for the purposes of making a determination of my disability and obtaining an affidavit of such disability by a physician, I authorize any health care provider to disclose to the person named herein as my Attorney in Fact, by mail, fax, electronic transmission, or verbally, any pertinent individually identifiable health information, including any protected health information, sufficient to determine whether I am by reason of illness or mental or physical disability unable to give prompt and intelligent consideration to financial matters. This consent is valid until revoked by me in writing making specific reference to this Authorization, which written revocation shall constitute an "expiration event" for purposes of HIPAA.

8. Termination of Powers. This Power of Attorney shall remain in full force and effect until this Power of Attorney is properly revoked or until the death of the principal. Provided that, the revocation of this Power of Attorney shall only be accomplished by the execution of a written instrument clearly and specifically revoking this Durable Power of Attorney duly signed by the principal, properly notarized, and personally delivered to the Attorney in Fact. Provided that, if the rights, power and authority of this Power of Attorney commenced upon the date that I became disabled or incapacitated, as determined by a physician or psychologist, then with respect to any subsequent attempted revocation of this Power of Attorney, my Attorney in Fact shall not recognize any such revocation unless same is accompanied by and/or supported with an Affidavit of a physician or psychologist meeting the same qualifications as set forth above which states that I am no longer incapacitated or disabled and that I am capable of managing my own estate and financial and personal affairs. My death or the revocation of this Power of Attorney does not revoke or terminate the Power of Attorney established herein as to the Attorney in Fact or other person who, without actual (as opposed to constructive) knowledge of my death or the revocation of said Power of Attorney, acts in good faith under the power. Any action so taken, unless otherwise specifically invalid or unenforceable, binds my successors in interest. **THIS POWER OF ATTORNEY IS NOT VOID BY REASON OF THE MERE LAPSE OF TIME.**

9. Reliance by Third Party. As to acts taken by any parties in good faith reliance upon this Power of Attorney, an Affidavit executed by the Attorney in Fact under this Power of Attorney stating that my Attorney in Fact did not have, at the time of the exercise of the power, actual (as opposed to constructive) knowledge of the termination of this Power of Attorney or the revocation of the authority or of my death, is conclusive proof of the interpretation and non-termination of the power at that time. No person dealing with the Attorney in Fact shall be required to further inquire as to the authority of the Attorney in Fact or the disposition of any assets or funds or documents delivered to the Attorney in Fact.

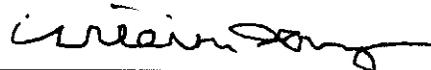
10. Court Enforcement. My Attorney in Fact is specifically authorized to initiate litigation on my behalf, as allowed by law, against any person failing or refusing to follow the instructions of my Attorney in Fact who is acting pursuant to this Power of Attorney. My Attorney in Fact is specifically authorized to employ legal counsel in connection with such litigation, as necessary to seek a declaratory judgment interpreting this power of attorney, a mandatory injunction requiring compliance with the instructions of my Attorney in Fact, damages and any other remedies available at law. If such litigation is initiated, my Attorney in Fact shall seek reimbursement of court costs and attorney fees incurred in such litigation, and shall seek the maximum actual and punitive damages allowed by law.

11. Photocopies. My Attorney in Fact is authorized to make photocopies of this instrument as frequently and in such quantity as my Attorney in Fact shall deem appropriate. Each photocopy shall have the same force and effect as any original.

12. Guardian and/or Conservator. Should a guardian or conservator be required for my property, I appoint the Attorney in Fact to serve in such capacity.

13. Recording. This document may be executed in a manner suitable for recording. In this regard, either the principal or the Attorney in Fact may record this document in the office of the Register of Deeds in the County wherein this document is executed or in any other County wherein it is used. If this document is recorded in the office of the Register of Deeds in the County wherein this document is executed or in any other County wherein it is used, then any subsequent termination or revocation of this document by the principal or other authorized party shall be filed in the same offices.

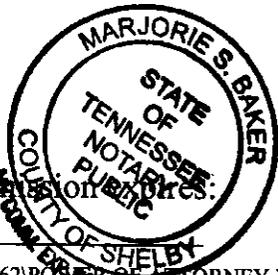
WITNESS my hand, this 18th day of May, 2011.



WILLIAM EARNEST JERRY

STATE OF TENNESSEE
COUNTY OF SHELBY

On this 18th day of May, 2011, before me, a Notary Public, personally appeared WILLIAM EARNEST JERRY, known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to this instrument, 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.



Marjorie S. Baker
NOTARY PUBLIC

My commission expires:

ADVANCE HEALTH-CARE DIRECTIVE**Explanation**

You have the right to give instructions about your own health care. You also have the right to name someone else to make health-care decisions for you. This form lets you do either or both of these things. It also lets you express your wishes regarding the designation of your primary physician. If you use this form you may complete or modify all or any part of it. You are free to use a different form.

Part I of this form is a power of attorney for health care.

PART I lets you name another individual as agent to make health-care decisions for you if you become incapable of making your own decisions or if you want someone else to make those decisions for you now even though you are still capable. You may name an alternate agent to act for you if your first choice is not willing, able or reasonably available to make decisions for you. Unless related to you, your agent may not be an owner, operator or employee of a residential long-term health-care institution at which you are receiving care.

Unless the form you sign limits the authority of your agent, your agent may make all healthcare decisions for you. This form has a place for you to limit the authority of your agent. You need not limit the authority of your agent if you wish to rely on your agent for all healthcare decisions that may have to be made. If you choose not to limit the authority of your agent, your agent will have the right to:

- (a) Consent or refuse consent to any care, treatment, service or procedure to maintain, diagnose or otherwise affect a physical or mental condition;
- (b) Select or discharge health-care providers and institutions;
- (c) Approve or disapprove diagnostic tests, surgical procedures, programs of medication and orders not to resuscitate; and
- (d) Direct the provision, withholding or withdrawal of artificial nutrition and hydration and all other forms of health care.

PART 2 of this form lets you give specific instructions about any aspect of your health care. Choices are provided for you to express your wishes regarding the provision, withholding or withdrawal of treatment to keep you alive, including the provision of artificial nutrition and hydration, as well as the provision of pain relief. Space is provided for you to add to the choices you have made or for you to write out any additional wishes.

PART 3 of this form lets you designate a physician to have primary responsibility for your health care.

After completing this form, sign and date the form at the end and have the form witnessed by one of the two alternative methods listed below. Give a copy of the signed and completed form to your physician, to any other health-care providers you may have, to any health-care institution at which you are receiving care, and to any health-care agents you have named. You should talk to the person you have named as agent to make sure that he or she understands your wishes and is willing to take the responsibility.

You have the right to revoke this advance health-care directive or replace this form at any time.

Return to:
Melva Kaye Jerry
4653 Center Hill Rd.
O.B. 38654

Prepared By: Daniel C. Shumake
5521 Murray Ave
Memphis TN 38119
901-767-8200

PART 1: POWER OF ATTORNEY FOR HEALTH CARE

(1) DESIGNATION OF AGENT: I designate the following individual as my agent to make health-care decisions for me:

Melva Kaye Jerry
(Name of Primary Agent)

4653 Center Hill Road
(Street Address)

Olive Branch, MS 38654
(City, State, Zip)

(Home Telephone)
(901) 483-0471
(901) 463-0483

(Work Telephone)

OPTIONAL: If I revoke my agent's authority or if my agent is not willing, able or reasonably available to make a health-care decision for me, I designate as my first alternate agent:

Jean Dunn
(Name of First Alternate Agent)

(Street Address)

(City, State, Zip)

(Home Telephone)

(Work Telephone)

OPTIONAL: If I revoke the authority of my agent and first alternate agent or if neither is willing, able or reasonably available to make a health-care decision for me, I designate as my second alternate agent:

(Name of Second Alternate Agent)

(Street Address)

(City, State, Zip)

(Home Telephone)

(Work Telephone)

(2) AGENT'S AUTHORITY: My agent is authorized to make all health-care decisions for me, including decisions to provide, withhold or withdraw artificial nutrition and hydration, and all other forms of health care to keep me alive, except as I state here:

(Add additional sheets if needed.)

(3) WHEN AGENT'S AUTHORITY BECOMES EFFECTIVE: My agent's authority becomes effective when my primary physician determines that I am unable to make my own health-care decisions unless I mark the following box. If I mark this box my agent's authority to make health-care decisions for me takes effect immediately.

(4) AGENT'S OBLIGATION: My agent shall make health-care decisions for me in accordance with this power of attorney for health care, any instructions I give in Part 2 of this form, and my other wishes to the extent known to my agent. To the extent my wishes are unknown, my agent shall make health-care decisions for me in accordance with what my agent determines to be in my best interest. In determining my best interest, my agent shall consider my personal values to the extent known to my agent.

(5) NOMINATION OF GUARDIAN: If a guardian of my person needs to be appointed for me by a court, I nominate the agent designated in this form. If that agent is not willing, able or reasonably available to act as guardian, I nominate the alternate agents whom I have named, in the order designated.

PART 2: INSTRUCTIONS FOR HEALTH CARE

If you are satisfied to allow your agent to determine what is best for you in making end-of-life decisions, you need not fill out this part of the form. If you do fill out this part of the form, you may strike any wording you do not want.

(6) END-OF-LIFE DECISIONS: I direct my health-care providers and others involved in my care provide, withhold or withdraw treatment in accordance with the choice I have marked below:

(a) Choice Not To Prolong Life

I do not want my life to be prolonged if (i) I have an incurable and irreversible condition that will result in my death within a relatively short time; (ii) I become unconscious and, to a reasonable degree of medical certainty, I will not regain consciousness; or (iii) the likely risks and burdens of treatment would outweigh the expected benefits, or

(b) Choice To Prolong Life

I want my life to be prolonged as long as possible within the limits of generally accepted health-care standards.

(7) ARTIFICIAL NUTRITION AND HYDRATION: Artificial nutrition and hydration must be provided, withheld or withdrawn in accordance with the choice I have made in paragraph (6) unless I mark the following box. If I mark this box artificial nutrition and hydration must be provided regardless of my condition and regardless of the choice I have made in paragraph (6).

(8) RELIEF FROM PAIN: Except as I state in the following space, I direct that treatment for alleviation of pain or discomfort be provided at all times, even if it hastens my death.

(13) WITNESSES: This Power of Attorney will not be valid for making health-care decisions unless it is either (a) signed by two (2) qualified adult witnesses who are personally known to you and who are present when you sign or acknowledge your signature; or (b) acknowledged before a Notary Public in the state.

WITNESS

I declare under penalty of perjury pursuant to Section 97-9-6 1, Mississippi Code of 1972, that the principal is personally known to me, that the principal signed or acknowledged this 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 agent by this document, and that I am not a health-care provider, nor an employee of a health care provider facility. 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.

(Date)

(Signature of Witness)

(Printed Name of Witness)

(Street Address)

(City, State, Zip)

WITNESS

I declare under penalty of perjury pursuant to Section 97-9-6 1, Mississippi Code of 1972, that the principal is personally known to me, that the principal signed or acknowledged this 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 agent by this document, and that I am not a health-care provider, nor an employee of a health care provider facility. 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.

(Date)

(Signature of Witness)

(Printed Name of Witness)

(Street Address)

(City, State, Zip)

State of Tennessee
County of Shelby

On this 18th day of May in the year 2011, before the undersigned duly appointed Notary Public in and for the jurisdiction aforesaid, the within named William Jerry personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to this instrument, and acknowledged that he/she executed it. I declare under the 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.



Marjorie S. Baker
NOTARY PUBLIC

My Commission Expires