

**DURABLE POWER OF ATTORNEY**

*Prepared by:*  
*Nancy A. Mathesen*  
*664 Harrow Cove*  
*Hernando, MS 38632 662-429-9297*

OF  
Nancy Mathesen

**I. PRINCIPAL AND ATTORNEY-IN-FACT**

I, Nancy Mathesen, who resides at 664 Harrow Cove, 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: Kris Mathesen  
Address: 2902 Midland  
Memphis, Tennessee 38111

If Kris Mathesen 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: Johnna Phelps  
Address: 2750 Dean Road  
Nesbit, Mississippi 38651

**II. EFFECTIVE TIME**

This Power of Attorney is effective only if I become incapacitated or incapable of managing my financial affairs, as determined by the written certification of my physician (or a physician chosen by my attorney-in-fact if I do not have a physician or if my physician is unavailable).

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 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.**

- (NAM) 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.

- (NAM) 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.

(NAM) 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.

(NAM) 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.

(NAM) 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.

(NAM)

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.

(NAM)

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.

(NAM)

GOVERNMENT ASSISTANCE:

Claim and collect benefits from social security, Medicare, Medicaid, or other government programs or civil or military service.

(NAM)

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.

(NAM)

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.

(NAM)

**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: 8-16-11

Nancy Mathesen  
Signature of Nancy Mathesen

This document was prepared by:

Name: Nancy Mathesen

Address: 664 Harrow Cove  
Hernando, Mississippi 38632

ACKNOWLEDGMENT  
OF NOTARY PUBLIC

State of Mississippi

County of DESO TO

On this 16 day of August, 2011, before me, the undersigned Notary Public, personally appeared Nancy Mathesen, 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:

*W E Davis, Chancery Clerk*  
*By M. Cain, DC*



**HEALTH CARE DIRECTIVE**  
**(LIVING WILL / HEALTH CARE POWER OF ATTORNEY)**

**OF**

**Nancy Mathesen**

I, Nancy Mathesen, being of sound mind and disposing mind and memory, do hereby make and declare this to be my Health Care Directive, thereby revoking and making null and void any and all other living wills and health care powers of attorney heretofore made by me.

**I. LIVING WILL**

A. If I have been diagnosed by two physicians that any of the following are true:

- I have an incurable and irreversible condition that will result in my death within a relatively short time without the administration of life-sustaining treatment
- I am in a persistent vegetative state

and I am no longer able to make decisions regarding my medical treatment, I willfully and voluntarily make known my desire not to be kept alive with artificial life support systems and direct my attending physician to withhold or withdraw treatment that only prolongs my life and is not necessary for my comfort or to alleviate pain.

If I have a condition stated above, it is my preference to receive artificially administered nutrition and hydration (food and fluids).

If I have been diagnosed as pregnant, and that diagnosis is known to my physician, this section shall have no force or effect during my pregnancy.

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Nancy Mathesen  
(Signature)

DOC#501191689

B. I desire to receive treatment for comfort or to alleviate pain except as stated below:

No exceptions.

**II. ANATOMICAL GIFTS**

I do not wish to be an organ donor.

**III. POWER OF ATTORNEY FOR HEALTH CARE**

A. In the event that I have been determined to be incapacitated to provide informed consent for medical treatment and surgical and diagnostic procedures, I wish to designate as my agent for health care decisions:

Name: Kris Mathesen  
Address: 2902 Midland  
          Memphis, Tennessee 38111  
Phone: (901) 828-9912  
Relation: Son

If my agent is unable or is unwilling to perform his or her duties, I designate as my alternate agent:

Name: Johnna Phelps  
Address: 2750 Dean Road  
          Nesbit, Mississippi 38651  
Phone: (901) 604-1496  
Relation: Daughter

B. I fully understand, and intend, that this designation will permit my designee to make health care decisions and to provide, withhold, or withdraw consent on my behalf; to apply for public benefits to defray the cost of healthcare; to have access to my records necessary to make decisions or apply for benefits; and to authorize my admission to or transfer from a health care facility. I specifically give my agent the power and authority to provide, withdraw, or withhold consent to the provision of life-prolonging procedures on my behalf; and to execute all documents,

Nancy Matheson  
(Signature)

waivers and releases related to any of the foregoing and the powers set forth in the previous sentence. My agent must act consistently with my desires as outlined in my Living Will, if any.

- C. I authorize my agent to direct the disposition of my remains.
- D. I authorize my agent to consent to an autopsy of my remains.

#### IV. GENERAL PROVISIONS

A. If any provision hereof is held to be invalid, such invalidity shall not affect the other provisions of this document, and such other provisions shall be given effect without the invalid provision.

B. 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 inability to direct my own health care decisions and obtaining a physician affidavit of such, I authorize any health care provider to disclose to the person named herein as my health care agent or alternate health care agent, as applicable, any pertinent individually identifiable health information sufficient to determine whether I am by reason of illness or mental or physical disability incapacitated or incapable of directing my own health care decisions. In exercising such authority, my health care agent shall constitute my "Personal Representative" as defined by HIPAA.

Upon the determination of my incapacitation or incapability to direct my own health care decisions, I intend for the person named herein as my health care agent or alternate health care agent, as applicable, to be treated as my "Personal Representative" under HIPAA and any similar state law, and as such to be treated as I would be with respect to my rights regarding the use and disclosure of my individually identifiable health information or other medical records.

C. It is my intent that this document be legally binding and effective. If the law does not recognize the legal validity of this document, it is my intention that this document be taken as a formal declaration of my intentions concerning all of the above provisions. Copies of this document have the same effect as the original.

D. All persons or entities who in good faith endeavor to carry out the provisions of this document 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 document. My Estate shall indemnify and hold them harmless.

Wancy Walker  
(Signature)

IN WITNESS WHEREOF, I have executed this document on the date  
below:

Nancy Mathesen  
Signature of Nancy Mathesen

Dated: 8-16-11, 20  

664 Harrow Cove  
Hernando, Mississippi 38632

Nancy Mathesen  
(Signature)

## WITNESS DECLARATIONS

Under penalty of perjury, each of the undersigned declares that: (1) Nancy Mathesen has been personally known to me (or that the individual's identity was proven to me by convincing evidence), and I believe him or her to be of sound mind and not under duress, fraud or undue influence, (2) Nancy Mathesen signed or acknowledged this document in my presence, and I did not sign Nancy Mathesen's signature, (3) I am not related to Nancy Mathesen by blood, adoption or marriage, (4) I am not entitled to any part of Nancy Mathesen's Estate or directly financially responsible for his or her medical care, (5) I am competent and at least eighteen years of age, (6) I am not Nancy Mathesen's doctor or physician, or an employee of Nancy Mathesen's doctor or physician, and (7) I am not the operator or an employee of a community care facility or a residential care facility for the elderly.

Signature: Camylle  
 Print Name: Camylle  
 Address: 2535 Hwy 51 S #104  
Hernando, MS 38632

Signature: M. Calvi  
 Print Name: M. CALVI  
 Address: 2535 Hwy 51 S. #104  
HERNANDO MS 38632

SELF-PROVING AFFIDAVIT

State of Mississippi  
County of Desoto

I, Nancy Mathesen, the undersigned testator, being first duly sworn, do declare to the undersigned authority that I signed and executed the attached or annexed instrument as my last will and testament and that I signed it willingly, or willingly directed another to sign for me, that I executed it as my free and voluntary act for the purposes expressed in that document, and that at the time I signed the document, I was eighteen years of age or older, of sound mind and memory, and under no constraint or undue influence.

Date: 8-16-11 Nancy Mathesen  
(Signature of Nancy Mathesen)

We, the undersigned witnesses, being first duly sworn, do each declare to the undersigned authority the following: (1) the testator declared to each of us that the attached or annexed instrument is his or her last will and testament; (2) the testator executed the last will in our presence; (3) each of us, in the presence of the testator and in the presence of each other, and at the testator's request, signed the last will and testament as witnesses; and (4) to the best of our knowledge the testator was at that time eighteen years of age or older, of sound mind and memory, and under no constraint or undue influence.

- 1. C. Camyre (Signature of witness)      C. Camyre (Print Name)
- 2. M. Calvi (Signature of witness)      M. Calvi (Print Name)

Acknowledgement of Notary Public:

Subscribed, sworn and acknowledged to me on this 16<sup>th</sup> day of August, 2011 by Nancy Mathesen, as testator, and C. Camyre and M. Calvi, as witnesses.

Witness my hand and seal.

Signature of Notary Public: Misty J. Heffner

