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DK P BK 149 PG 704
DESOTO COUNTY, MS
W.E. DAVIS, CH CLERK

Prepared by:

J. Stephen Stubblefield, MS Bar #8011
Meadowbrook Office Park
1400 Meadowbrook Road, Suite 102
Jackson, Mississippi 39211
(601) 936-4910

Return to:

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J. Stephen Stubblefield
Meadowbrook Office Park
1400 Meadowbrook Road, Suite 102
Jackson, Mississippi 39211
(601) 936-4910

INDEXING INSTRUCTIONS:

Metes and bounds description of 3.0± acres in NE 1/4 of NE 1/4, Section 6-T3-R5, DeSoto County, Mississippi.

**STATE OF MISSISSIPPI
COUNTY OF DESOTO**

CERTIFICATE OF TRUST

The undersigned individual, pursuant to Section 91-9-7 of the Mississippi Code of 1972, does hereby execute the following document and set forth:

1. The name of the trust:

M.C. Herrington Credit Shelter Trust u/w/o Milton Clay Herrington, Deceased
dated the 12th day of May, 1993

2. The address of the office of the Trustee:

3385 Bethel Road
Olive Branch, Mississippi 38654

3. The name and address of the Trustee:

Carol H. Allen
3385 Bethel Road
Olive Branch, Mississippi 38654

4. The name and address of the Grantor:

Milton Clay Herrington, Deceased
6855 Mill Street
Olive Branch, Mississippi 38654

5. The legal description of all interests in real property owned by or conveyed to the trust:

See Exhibit "A" attached hereto and made a part hereof by reference.

6. The anticipated date of termination:

The terms of the trust provide that the trust shall continue until the earlier of: (i) the requirements under Mississippi law that a trust terminate prior to violating the Rule Against Perpetuities; or (ii) the death of the Grantor's wife, and distribution of all trust assets to Grantor's daughter.

7. The general powers granted to the Trustee under Item Eight of the Will:

I confer upon my Executor and Trustee at any time serving in any jurisdiction, and in their respective capacities, the powers below specified:

1. To invest and reinvest any property held hereunder, whether principal or income, without restriction in the nature of the investment, except that in the investment thereof the same judgment and care shall be exercised as that which, under the circumstances then prevailing, men of produce, discretion, and intelligence exercise in the management of their own affairs, not in regard to speculation but in regard to the permanent disposition of their funds, considering the probable income as well as the probable safety of their capital; and to invest in securities exempt from income tax under the federal income tax law and any other income tax law, notwithstanding that higher yields may be obtained by prudent investment in securities not so exempt; and no one, including but not limited to income beneficiaries and remaindermen, shall have the right to question the amount or propriety of any investment in such exempt securities made pursuant to the provisions hereof.
2. To retain as a part of any trust any and all properties and securities transferred to or acquired by the Trustee, so long as the Trustee may deem it advisable or expedient to do so, regardless of whether such properties and securities are of the kind and class authorized by law for the investment of trust funds or not so authorized.
3. To retain principal cash funds uninvested for such reasonable period of time as he may determine pending investment or distribution to the beneficiaries hereunder.
4. To exchange, sell, lease or otherwise dispose of any interest in real or personal property, in public or private transactions, without notice or the consent of any beneficiary, and for such purposes to employ brokers and agents and to pay them reasonable compensation.

5. To borrow money and as security therefor to mortgage, create a security interest in, or pledge any property.
6. To register any securities or other property in the name of any nominee or nominees, without describing the fiduciary capacity, and to hold any securities in bearer form.
7. To engage and employ attorneys, accountants, agents, custodians, investment counsel, and such other persons as he may deem advisable in the administration of the property held hereunder; and to make such payments therefore as he may deem reasonable, and to charge the expenses thereof to income or to principal, as he may determine, and to delegate any discretion which he may deem advisable.
8. To maintain a custody account or accounts with any banks, brokers, or trust companies, and to maintain safekeeping vaults.
9. To exercise all ownership rights, including, without limitation of generality, voting and subscription rights; and to otherwise exercise any and all rights and powers, and deal in and with securities at any time held hereunder, in the same manner and to the same extent as any individual owner and holder thereof might do.
10. To purchase investments at a premium; and in case of investments which have been purchased or otherwise acquired at a premium and which are callable or have fixed maturities, to amortize such premiums by charges against income.
11. To credit to principal or income, or partly to each, any corporate distribution in whatever form received and whether ordinary or extraordinary, other than an ordinary cash dividend; any proceeds of conversion of unproductive or under productive property; and any proceeds of any policy of insurance on the life of anyone other than myself. To charge to principal or income, or partly to each, any depreciation or depletion represented by the return from a wasting asset, or distributions of any kind from a wasting asset corporation; any carrying charges on unproductive or under productive property; any premiums on any policy of life insurance; and any disbursement with respect to any interest in real property.
12. To compromise, settle or abandon all claims and demands in favor of or against my estate or any trust hereunder, and to enter into any transaction authorized by this Item with the legal representatives of any other estate, or with the trustees of any other trust estate, in which any beneficiary hereunder has a beneficial interest, even though any of such legal representatives or trustees is also an Executor or Trustee hereunder.

- 13. At the termination of my estate or of any trust or portion thereof, to divide, partition, allot, and distribute the assets thereof according to such method or procedure as he may elect, whenever such act shall be required or advisable; and except as may otherwise be provided herein, to do so in kind or partly in money, according to his valuation thereof. The discretions and acts of the Executor and Trustee for an in such division and allotment, and in determining the relative values of the properties for such purpose as between the beneficiaries, shall be exercised fairly and without discrimination and shall be conclusive upon all person interested herein.
- 14. I hereby give my Executor and Trustee all powers given to Trustees under the Uniform Trustee's Power Law in the Mississippi Code Annotated, 1972, or its successor code.

WITNESS the signature of the Trustee, this 27th day of January, 2012.

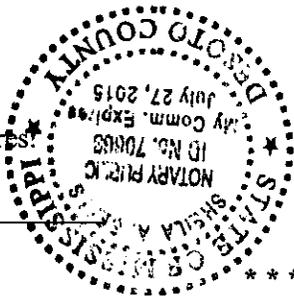
Carol H. Allen
CAROL H. ALLEN, Trustee

STATE OF MISSISSIPPI

COUNTY OF DeSoto

PERSONALLY appeared before me, the undersigned authority in and for the aforesaid county and state, on this 27th day of January, 2012, within my jurisdiction, the within named CAROL H. ALLEN, who acknowledged as Trustee that she executed the above and foregoing Certificate of Trust on the date and for the purposes therein set forth as her voluntary act and deed, in her capacity as Trustee of the M.C. Herrington Credit Shelter Trust u/w/o Milton Clay Herrington, Deceased, having been so authorized to do.

Sheila D Seal
NOTARY PUBLIC



My Commission Expires _____

The preparer does not by this instrument certify validity of title nor the correctness of the description contained herein.