

Prepared by:

After Recording, Return to:

LIMITED POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENT:

That I, _____, an adult resident citizen of
_____ County, _____, residing at
_____ have made, constituted and
appointed, and by these presents do make, constitute and appoint,
_____ my true and lawful attorney in fact
to act with the following limited powers, to wit:

[here state powers to be granted, example:

Disposition of Property. To sell, assign, transfer, convey, exchange, deed, mortgage, pledge, lease, let, license, demise, remise, quitclaim, bargain or otherwise dispose of any or all of my real estate, stocks, bonds, evidences of indebtedness and other securities and other personal tangible and intangible or mixed property, or any custody, possession, interest or right therein at public or private sale, upon such terms, consideration, and conditions as my said attorney shall deem advisable and to execute, acknowledge and deliver such instruments and writings of whatsoever kind and nature as may be necessary, convenient or proper in the premises.]]

The following powers are specifically granted to my attorney-in-fact (principal must initial any

powers wished to be granted below):

_____ (a) Create an inter vivos trust;

_____ (b) With respect to a trust created by or on behalf of the principal, amend, modify, revoke, or terminate the trust, but only if the trust instrument explicitly provides for amendment, modification, revocation, or termination by the settlor's agent;

_____ (c) Make a gift, subject to subsection (4) of Florida Statutes 709.2202;

_____ (d) Create or change rights of survivorship;

_____ (e) Create or change a beneficiary designation;

_____ (f) Waive the principal's right to be a beneficiary of a joint and survivor annuity, including a survivor benefit under a retirement plan; or

_____ (g) Disclaim property and powers of appointment.

_____ (h) Authority to conduct investment transactions as provided in section 709.2208(2), Florida Statutes.

_____ (i) Authority to conduct banking transactions as provided in section 709.2208(1), Florida Statutes.

Notwithstanding the foregoing, the attorney in fact may not:

1. Perform duties under a contract that requires the exercise of personal services of the principal;
2. Make any affidavit as to the personal knowledge of the principal;
3. Vote in any public election on behalf of the principal;
4. Execute or revoke any will or codicil for the principal;
5. Create, amend, modify, or revoke any document or other disposition effective at the principal's death or transfer assets to an existing trust created by the principal unless expressly authorized by the power of attorney; or
6. Exercise powers and authority granted to the principal as trustee or as court-appointed fiduciary.

FURTHER, I do authorize my aforesaid attorney to execute, acknowledge and deliver any instrument under seal or otherwise, and to do all things necessary to carry out the intent hereof, hereby granting unto my said attorney full power and authority to act in and concerning the

premises as fully and effectually as I may do if personally present, limited, however, to the purpose for which this limited power of attorney is executed.

PROVIDED, however, that all business transacted hereunder for me or for my account shall be transacted in my name, and that all endorsements and instruments executed by my said attorney for the purpose of carrying out the foregoing powers shall contain my name, followed by that of my said attorney and the designation "attorney-in-fact".

This Power of Attorney shall not be affected by any subsequent disability or incompetence.

I further declare that any act or thing lawfully done hereunder and within the powers herein stated by my said attorney shall be binding on myself and my heirs, legal and personal representatives and assigns, whether the same shall have been done either before or after my death, or other revocation of this instrument, unless and until reliable intelligence or notice thereof shall have been received by my said attorney.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this the _____ day of _____, 20_____.

PRINCIPAL

Witnesses:

Name

Address

Name

Address

STATE OF FLORIDA

COUNTY OF _____

The foregoing instrument was acknowledged before me this ____ day of _____, by _____, who is personally known to me or who has produced _____ as identification.

GIVEN under my hand and official seal of office, this the ____ day of _____, 20__.

NOTARY PUBLIC

My Commission Expires:

Other sample Powers:

2. Collection of Debts. To demand, collect, recover, sue for, receive and give receipt or release for any monies, debts, dividends, interests, royalties, legacies, annuities, demands, discounts, income, rents, profits, securities or other property of any sort, now or hereafter due or becoming due to me or to which I may be or hereafter become entitled.

3. Endorsements.

a) To endorse and negotiate for any and all purposes all promissory notes, bills of exchange, checks, drafts or other negotiable or non-negotiable paper payable to me or to my order;

b) To endorse for transfer all certificates of stock, bond or other securities;

c) To endorse and cash United States Savings Bonds and notes.

4. Executing Government Vouchers. To execute vouchers in my behalf for any and all allowances, compensation and reimbursements properly payable to me by the Government of the United States or any agency or department thereof.

5. Depositing Money and Other Property. To deposit in my attorney's or my name, or jointly in both our names, in any banking institution, funds or property, and to withdraw any part or all of my deposits at any time made by me in my behalf.

6. Borrowing Money. To borrow money in my name when deemed necessary to my said attorney upon such terms as to my said attorney appear proper and to execute such instruments as may be requisite for such purpose.

7. Acquisition of Property. To buy, receive, lease, accept or otherwise acquire in my name and for my account property, real, personal or mixed, upon such terms, considerations and conditions as my said attorney shall think proper.

8. Recovering Possession of Property. To eject, remove or relieve tenants or other persons from, and recover possession of, any property, real, personal or mixed in which I now or hereafter may have an interest.

9. Litigation. To institute, maintain, defend, compromise, arbitrate or otherwise dispose of, any and all actions, suits, attachments or other legal proceedings for or against me.

10. Tax Returns. To prepare and execute any tax returns, including, but not limited to, Federal income tax returns, State income tax returns, Social Security tax returns, and Federal and State information and estimated returns; to execute any claims for refund, protests, applications for abatement, petitions to the United States Board of Tax Appeals or any other Board or Court, Federal or State, consents and waivers to determination and assessment of taxes and consents and waivers agreeing to a later determination and assessment of taxes than is provided by statute of limitations; to receive and endorse and collect any checks in settlement of any refund of taxes; to examine and to request and receive copies of any tax returns, reports and other information from the United States Treasury Department or any other taxing authority, Federal or State, in connection with any of the foregoing matters.

11. Automobiles. To execute and deliver to the proper persons and authority any and all documents, instruments and papers necessary to effect proper registration of any automobile in which I now or may hereafter have an interest, or the sale thereof and transfer of legal title thereto as required by law, and to collect and receipt for all monies paid in consideration of such sale and transfer.

12. ** on my behalf in the same capacity as I would have with the same powers and authority possessed by me at that time, including but not limited to exercising stock options and voting all of my shares of stock in said corporation or corporations without the necessity of a

proxy and the right to appoint proxies therefor, and possessing all powers that I possess as granted to me by the Bylaws of said corporation or corporations, to 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;

A. Receive, hold, transfer, sell and convey any stock certificates of ** and all documents of title in connection therewith;

B. Make, execute and deliver, in my name and on my behalf, for any consideration whatsoever, for cash, instruments of conveyance covering the stock of **, containing such terms, covenants and conditions deemed necessary or advisable by my agent;

C. Execute, in my name and on my behalf, such contracts or other assurances as may be requested or required by any bank or other institution or individual when carrying out the powers granted herein;

D. Acquire, exchange, buy or sell my stock in **, or any interest therein, on such terms and conditions as my agent shall deem proper. Execute and deliver, in my name and on my behalf, conveyances of said stock;

E. This instrument is to be construed and interpreted as a special durable power of attorney. 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 validity of this power and the construction of its provisions;

F. Third parties may rely upon the representations of the agents as to all matters relating to any power granted to them 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 or his estate as result of permitting the agent to exercise any power.