

GENERAL POWER OF ATTORNEY

I, [Name], hereby appoint [Attorney in Fact], of [County] County, _____, my true and lawful attorney in fact for me and to act in my name, place and stead and to do any and every lawful act and exercise any and every power that I might or could do or exercise through any other person.

The circumstances which necessitate this Power of Attorney are as follows: [Circumstances Giving Rise to Power of Attorney].

Accordingly, at my specific request and insistence, I have named and appointed [Attorney in Fact] as my attorney in fact to perpetuate my business affairs as [he or she] deems best.

This Power of Attorney shall be a general or universal Power of Attorney and shall apply to all of my worldly possessions, including but not limited to the specific items of property listed and attached to this agreement in Exhibit "A". Exhibit "A" has been signed by me and is incorporated by reference in this Power of Attorney for all purposes as if this exhibit were fully copied at length and inserted in this agreement.

My attorney in fact is authorized to act in my name, place and stead and for and on my behalf to do the following:

1. To exercise, act or perform any duty, obligation or right that I may now have or acquire, the legal right, power or capacity to exercise or perform any business, personal or corporate, arising out of or relating to any person, item, thing or transaction that deals with real property, personal property, separate, community real or personal property, tangible or intangible property.
2. To ask, demand, sue for, recover, collect, receive, hold and possess all sums of money, debts, dues, goods, wares, merchandise, chattels, effects, bonds, notes, checks, drafts, accounts, deposits, safe deposit boxes, legacies, bequests, devises, interests, dividends, stock certificates, certificates of deposit, annuities, pension and retirement benefits, stock options, insurance benefits and proceeds, documents of title, causes of action, personal and real property, tangible and intangible property and property rights, and demands whatsoever, liquidated or unliquidated, and things of whatsoever nature or description that now are or hereafter may be or become due, owing, payable, or belonging to me in or by any right, title, ways or means and upon receipt thereof or of any part thereof to make, sign, execute and deliver such receipts, releases or other discharges for the same as may in fact be thought fit or advised.
3. To commence, prosecute, discontinue, or defend all actions or other legal proceedings touching my estate or any part thereof or touching any matter in which I or my estate may be in any way concerned; and to have, sue and take all lawful ways and means and legal and equitable remedies, procedures and writs in my name for collection or recovery of any item or matter including collection of my accounts receivables in which I have or may acquire an interest in, and to compromise, settle and agree to the same, and to make, execute and deliver for me and in my name all endorsements, acquittances, releases, receipts or other sufficient discharges for the same.
4. To lease, purchase, exchange and acquire, and to bargain, contract and agree for the lease, purchase and exchange and acquisition of and to take, receive and possess any real or personal property whatever, tangible or intangible, or any interest therein on such terms and conditions and under such covenants as may in fact be deemed proper, including but not by way of limitation, the authority to purchase at discount or otherwise United States government obligations redeemable at par value in payment of any federal estate tax obligation that may be assessed upon or attributable to property I may own at the date of my death.
5. To enter into all of my real property, including but not limited to, my residence and homestead and investment property, to let, manage or improve the same or any part thereof, to repair or otherwise improve, alter and to insure any buildings and structures, including but not limited to, the opening and closing of checking accounts at banks for payment of mortgage moneys owed on the above described property, repairs, maintenance expenses and miscellaneous expenditures necessary to the management of this property, make and collect moneys for deposit from rent or rentals, sale or leases or withdrawal accounts, set up and administer rent or lease agreements for my real property including but not limited to my homestead, execute leases, assignments, rentals, earnest money contracts, deeds, deeds of trusts or promissory notes applicable to this property, obtain insurance policies for my real estate, hire and discharge real estate brokers, agents or other commissioned sales personnel, hire workers, subcontractors and contractors and pay the moneys owed to such

workers, contractors or subcontractors for any improvements, repairs, damage or destruction applicable to my real property.

6. To sell either at public or private sale, or exchange any part or parts of my real estate or personal property for such consideration and upon such terms as may be thought fit, and to execute and deliver good and sufficient deeds or other instruments for the conveyance or transfer of the same, with such covenants or warranty or otherwise as may be deemed fit, and to give receipts for all or any part of the purchase price or other consideration.

7. To engage in and actively transact any and all lawful business of whatever nature or kind for me and in my name.

8. To sign, endorse, execute, acknowledge, deliver, receive and possess such applications, contracts, agreements, options, covenants, deeds, conveyances, trust deeds, security agreements, bills of sale, leases, mortgages, assignments, insurance policies, bills of exchange, notes, stock certificates, proxies, warrants, commercial paper, receipts, withdrawal receipts, and deposit instruments relating to accounts or deposits in or certificates of deposit of banks, savings and loans, or other institutions or associations, proofs of loss, evidence of debts, releases, satisfaction of mortgages, judgments, liens, security agreements, and other debts and obligations, and other instruments in writing of whatever kind and nature as may be necessary or proper in the exercise of the rights and powers in this agreement granted.

9. To convey any and all assets of my estate (consisting of any property, real, personal, or mixed, of whatever kind, wherever located and whenever acquired) into such trust or trusts as may be deemed proper, irrespective of whether this trust is now in existence or after established. My attorney in fact is authorized to establish any such trust on such terms as may be deemed to be in my best interest. By way of illustration and not by way of limitation, my attorney in fact shall be empowered to create and transfer assets to: a. an irrevocable trust that will revert to my estate at my death; b. a trust that will remain irrevocable during my disability; or c. a revocable trust for my benefit.

10. To deposit any moneys that may come to my attorney in fact with any bank, money market fund, financial institution or banker or other person, either in my or my attorney in fact's name or, in the name of any nominee in any stocks, shares, bonds, securities, or other property, real or personal, as my attorney in fact may think proper, and to receive and give receipts for any income or dividend arising from such investments and to vary or dispose of such investments.

11. To borrow any sum or sums of money on such terms and with such security, whether real or personal property, as may be thought fit, and for that purpose to execute all promissory notes, bonds, mortgages, deeds of trust, security agreements, and other instruments that may be necessary or proper.

12. To engage, employ, and dismiss any agents, clerks, servants, attorneys at law, accountants, investment advisors, custodians, or other persons for the performance of my interests as my attorney in fact shall think fit.

13. To vote at the meetings of stockholders or other meetings of any corporation or company, or otherwise to act as my attorney in fact or proxy in respect of any stocks, shares, or other instruments now or hereafter held by me therein, and for that purpose to execute any proxies or other instruments. This Power refers to any and all corporate stock that I may own, including but not limited to corporate stock in [Stocks and Share Numbers].

14. To exercise any powers and duties vested in me, whether solely or jointly, with any other or others as executor, administrator, or trustee, or in any other fiduciary capacity so far as such power or duty is capable of validly being delegated.

15. In general, to do all other acts, deeds, matters and things whatsoever in or about my estate, property, and affairs, or to concur with persons jointly interested with myself therein in doing all acts, deeds, matters and things therein, either particularly or generally described, as fully and effectually to all intents and purposes as I could do in my own person if personally present and competent.

16. To apply such portion of my estate as is not required for my support during my lifetime, or the support of my family, toward the continuation of a pattern of gifts established by me or toward the establishment of an estate plan for the purpose of minimizing income, estate, inheritance or other taxes payable out of my estate, as I may direct or as my attorney in fact shall deem in the interest of my estate if I should become incompetent and

if in the opinion of my attorney in fact I will probably remain incompetent during my lifetime.

17. In furtherance of such power, my attorney in fact is authorized to transfer assets, outright or in trust, to or for the benefit of: a. organizations to which charitable contributions may be made under the Internal Revenue Code, as amended, in which I would reasonably have an interest; b. my heirs at law who are identifiable at the time of such transfer; or c. the devisees under my last validly executed will, if there be such a will in existence at the time of such transfer; provided, however, that my attorney in fact shall have no power to transfer such property to or for self benefit of himself or herself, the attorney's estate, creditors or the creditors of the estate regardless of the eligibility of any such persons under either category b. or c. above.

18. This instrument is to be construed and interpreted as a general power of attorney. The enumeration of specific items, acts, rights or powers in this agreement does not limit or restrict, and it is not to be construed or interpreted as limiting or restricting, the general power in this agreement granted to my attorney in fact.

19. This general power of attorney revokes any previous powers of attorney granted by me. This power of attorney may be voluntarily revoked only by my written revocation entered in the record of the County Clerk of [County] County, _____.

20. This power of attorney shall not terminate on disability of the principal. No attorney in fact shall be obligated to furnish bond or other security. My attorney in fact, and any successors, shall be entitled to reasonable compensation for services rendered and reasonable reimbursement for expenses incurred.

21. Any authority granted to my attorney in fact in this agreement shall be limited so as to prevent this power of attorney from causing my attorney in fact to be taxed on my income and from causing my estate to be subject to a general power of appointment by my attorney in fact, as that term is defined in the Internal Revenue Code, as amended. In this connection, it is my intention to give to my attorney in fact the general powers in this agreement described, such powers to be used in the administration of my real and personal estate and for my benefit or as I may direct in this agreement.

22. Any provision in this agreement to the contrary notwithstanding, any authority granted to my attorney in fact in this agreement with respect to my interest in any policy of insurance insuring my attorney's life shall be limited so as to prevent this power of attorney from causing my attorney in fact to possess any incident of ownership with respect to such interest as that term is defined in the Internal Revenue Code, as amended. In this connection, it is my intention to give my attorney in fact the general powers in this agreement described to hold, receive and deliver any such policy of insurance in which I own an interest, but not otherwise to exercise any right incident thereto, specifically but not by way of limitation, excluding the right to borrow against my interest in such policy, to pledge such interest for a loan or loans, to surrender my interest in such policy, or to change the beneficiary thereof either for my benefit or the benefit of another.

23. Words in the masculine gender in this agreement shall include the feminine and/or neuter and vice versa.

24. I hereby ratify and confirm all that my attorney in fact or any successors shall lawfully do or cause to be done by virtue of this power of attorney, and all the rights and powers granted in this agreement.

25. I bind myself to indemnify my attorney in fact and any successors who shall so act against any and all claims, demands, losses, damages, actions, and causes of action, including expenses, costs, and reasonable attorney fees that my attorney in fact at any time may sustain or incur in connection with carrying out the authority granted in this power of attorney. My indemnity of the attorney in fact shall extend to the assets of my estate after my death, and shall be applicable except for actual fraud of my attorney in fact. For the purposes and consideration expressed above and for the time and effort that shall be devoted to my business affairs, I release my attorney in fact for any and all actions, business investments, direct and/or consequential damages, losses or liabilities that may occur as a result of the exercise of this power of attorney and I forever release my attorney from any claims, causes of action, or rights, known or unknown, that I may have or ever have, as a result of the exercise of this power of attorney, and I agree to hold harmless and indemnify my attorney in fact for any and all actions taken on behalf of this power of attorney.

26. My death shall not revoke or terminate this agency as to the attorney in fact, or other person who, without actual knowledge of my death, acts in good faith under this power of attorney. Any action so taken unless otherwise invalid or unenforceable shall be binding upon me and my heirs, devisees, and personal

representatives. Any affidavit executed by my attorney in fact stating that my attorney does not have (at the time of doing an act pursuant to this power of attorney) actual knowledge of the revocation or the termination of this power of attorney is, in the absence of fraud, conclusive proof of the non-revocation or the non-termination of this power of attorney at that time. My indemnity of my attorney in fact shall extend to the assets of my estate after my death, and shall be applicable to all instances except for actual fraud of my attorney in fact.

27. This instrument shall be construed and interpreted as a general power of attorney. The enumeration of specific items, acts, rights or powers in this agreement does not limit or restrict and shall not be construed or interpreted as limiting or restricting the general powers granted by this agreement to my attorney in fact.

28. This power of attorney shall not terminate because of disability of the principal.

29. No attorney in fact shall be obligated to furnish a bond or security; however, my attorney in fact shall be obligated to provide reasonable information and/or accounting for my attorney's actions to the principal or any beneficiary of assets and/or property covered by this power of attorney.

Signed on _____.

[Name]

State of _____
County of _____

This instrument was acknowledged before me on _____ by

_____.

Signature of officer

Notary's typed or printed name

My commission expires:

[or Notary's Stamp]