

GEORGIA,

DOUGHERTY COUNTY:

This is to certify that the attached **General Power of Attorney** from **Odgen Dunaway Carlton, II** to **Zelda Diane Davis** dated February 27, 1998 is a true and correct copy and is in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal
this 18th day of June, 98.

Zelda Diane Davis
ZELDA DIANE DAVIS

Signed, sealed and delivered
in the presence of:

Lisa S. Holley
Notary Public

My commission expires 5/6/00

Inst # 1999-37136

09/03/1999-37136
08:19 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 MMS 18.50

GENERAL POWER OF ATTORNEY
FROM OGDEN DUNAWAY CARLTON, II
INDIVIDUALLY AND D/B/A OAKLAND PLANTATION
TO ZELDA DIANE DAVIS

GEORGIA, DOUGHERTY COUNTY.

KNOW ALL MEN BY THESE PRESENTS, that I, OGDEN DUNAWAY CARLTON, II, INDIVIDUALLY AND D/B/A OAKLAND PLANTATION, of the County of Dougherty, State of Georgia, do hereby name, constitute and appoint ZELDA DIANE DAVIS, of the County of Dougherty, State of Georgia, my true and lawful attorney-in-fact (hereinafter sometimes referred to as "my attorney"), with full and absolute power and authority, in the discretion of my attorney, from time to time, to do any and all acts and things whatsoever in my name or behalf, with the same force and effect as if I were personally present and acting, and without in any way curtailing the unlimited powers hereinabove granted to my attorney (but, on the contrary, by way of illustration of the completeness of the powers granted by these presents to my attorney), I hereby authorize and empower my attorney:

- (1) To take complete charge of all assets and affairs or any portion thereof;**
- (2) To execute in my name and behalf checks, promissory notes, negotiable instruments, assignments, deeds, conveyances, endorsements, leases, notices, options, powers of attorney, proxies, deposit agreements, settlements, releases, receipts, complaints, pleadings, tax returns, protests, refund claims and any and all other forms, agreements, instruments and documents of any and every kind, character, description and effect whatsoever;**
- (3) To demand, receive, collect, sue for and to give effectual receipts for any and all money and other property at any time belonging to me, or to which I may in any way be entitled;**

(4) To adjust, compromise and otherwise settle any and all controversies affecting me or any property at any time belonging to me or to which I may in any way be entitled;

(5) To make and enter into and to perform and enforce the performance of agreements or contracts in my name or behalf, and to modify or terminate any and all agreements to which I am now or shall hereafter become a party, all upon such terms as my attorney may determine;

(6) To institute, prosecute and defend suits in my name or behalf;

(7) To vote and otherwise deal with the shares of any stock at any time belonging to me or to which I may in any way be entitled;

(8) To exercise and grant the same rights of access as I now or shall hereafter have with respect to any and all accounts, documents, records and property;

(9) To have access to and open and remove or substitute the contents of any and all safety deposit boxes;

(10) In any manner whatsoever to hold, possess, enter upon, operate, deal with and abandon any and all property of mine, whether real or personal;

(11) To invest and reinvest any funds and assets in any and all kinds of property, whether real or personal, without restriction;

(12) To sell, release, assign, transfer, convey, mortgage, surrender, pledge, hypothecate and otherwise dispose of and deal with, upon such terms as my attorney shall determine, any and all property, including real estate, life insurance policies, annuities, shares of stock, bonds and other securities, and including bonds, notes and other obligations of the United States, and execute and deliver good and sufficient conveyances, deeds, leases, mortgages, endorsements, surrenders, transfers and assignments thereof, and warranties and assurances in connection therewith;

(13) To exercise each and every right, privilege, option and power at any time vested in or exercisable by me;

(14) To grant any and all rights, privileges and options, and to terminate the same;

(15) To deposit with any bank, broker or other person, firm or corporation, any and all monies at any time belonging to me or to which I may in any way be entitled, and to withdraw such monies;

(16) To expend and apply any money or other property for my benefit or support, directly or through such persons or corporations as my attorney shall select, or for such other purposes, or to retain and invest and reinvest the same, all as my attorney shall determine;

(17) To register or place any and all assets in my name, or in the name of my attorney, or in any other name or names as my attorney shall determine;

(18) To borrow money for me or for my account, with such security, whether real or personal, and for such purposes as my attorney shall determine, and for that purpose, to execute and deliver notes, mortgages and other instruments;

(19) To execute and file returns and reports and to prosecute and defend actions, and to pursue other remedies and defenses with respect to income and all other forms of taxes;

(20) To appoint or retain and remove agents, attorneys at law and attorneys-in-fact with the same effect as if I had appointed or retained such agents and employees by naming them herein, and with such limited or general powers as my attorney shall determine, and to pay such agents and attorneys such compensation as my attorney shall determine.

These presents shall remain in full force and effect until actual notice of revocation shall have been received by each party at any time acting in reliance hereon, and I hereby, for myself, my heirs, executors, administrators and assigns, ratify and confirm and agree to ratify and confirm, whatever my attorney shall do by virtue hereof.

These general powers of attorney as outlined herein shall not be affected in the event that I become mentally incompetent or physically incapacitated, but shall endure such infirmities and remain in full force and effect.

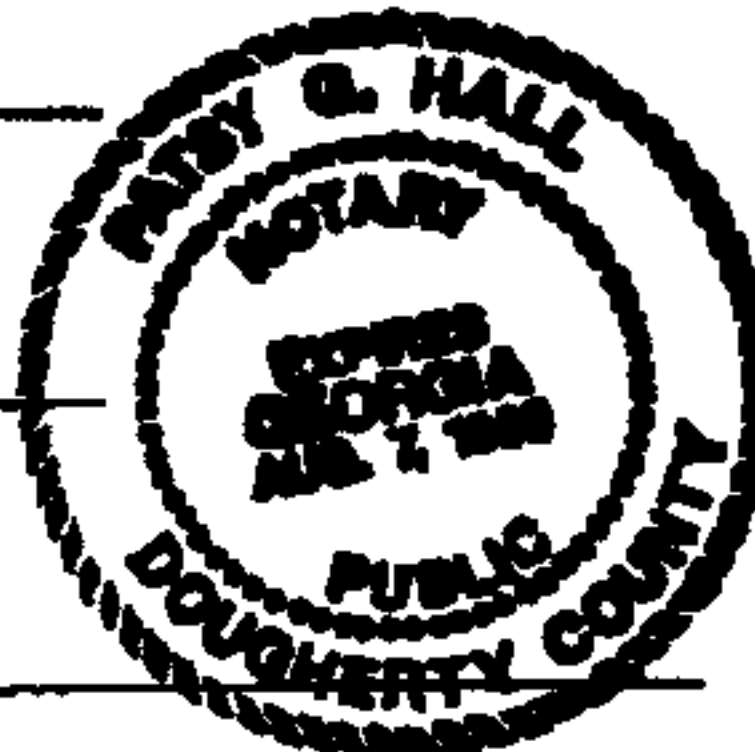
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, executing this General Power of Attorney, this the 27 day of February, 1998.


(SEAL)
OGDEN DUNAWAY CARLTON, II,
INDIVIDUALLY AND D/B/A
OAKLAND PLANTATION

Signed, sealed and delivered
in the presence of:

Elaine Snowden
Unofficial Witness

Patsy A. Hall
Notary Public



My commission expires: _____

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