GENERAL POWER OF ATTORNEY

STATE OF GEORGIA

COUNTY OF _____

KNOW ALL MEN BY THESE PRESENTS:

That I, _____, do hereby make, constitute, and appoint _____ my true and lawful attorney-in-fact and hereby delegate to said attorney-in-fact full power and authority for me and in my name, place and stead to do and perform all things that I could do myself in the transaction of any business of mine, on such terms and in such manner as said attorney-in-fact may deem appropriate including, without limitation, power and authority:

1. To open, maintain and close checking and savings accounts in my name in any banks, savings and loan associations, building and loan associations, credit unions, or similar institutions; to receive, endorse and deposit negotiable instruments made or drawn to my order; to issue, receive, or endorse with my name checks, drafts and orders for the payment of money from, or to any account of mine in any such institution, including those payable to said attorney-in-fact; to agree to and sign in my name any authority, signature cards or other documents that my attorney-in-fact or any institution may deem appropriate;

2. To lease, maintain and close out safe deposit boxes in any banking or other institution and to enter any safe deposit box or places of safekeeping of property now or hereafter maintained in my name or on my behalf without anyone else being present, and to agree to and sign in my name any authority, signature cars or other documents for such purposes;

3. To sell, convey, lease, assign, hypothecate, mortgage, pledge, pawn, encumber or exchange any or all of my property, whenever acquired, including real, personal, tangible, intangible or mixed, and any legal or equitable interest therein, and including but not limited to all types of stocks and bonds and other similar kinds of securities; to execute, seal, and deliver any transfers, writings and instruments to effect such transaction or transactions; and to receive in payment the proceeds of such transaction or transactions without any duty or obligation on the payor to investigate the disposition thereof, and to issue receipts therefor;

4. To purchase any property for me including real, personal, intangible, tangible, or mixed, and any legal or equitable interest therein, including but not limited to all types of stocks and bonds and other similar kinds of securities, and certificates of deposit, and to pay therefor from my funds; to incur any indebtedness on my behalf by means of borrowing, loans, or otherwise,

whether secured or unsecured; to pay any indebtedness from my funds; to execute on my behalf and sign and seal notes, security interests, mortgages, deeds to secure debt, liens or other instruments evidencing such indebtedness; to receive the writings or documents evidencing such transaction or transactions; and to secure same by conveyance, mortgage, hypothecation, pledge, pawn, or encumbrance of any or all of my property, real, personal, intangible, or mixed;

5. To ask, claim, bill, demand, sue for, collect, recover, and receive all sums of money, debts, dues, accounts, legacies, bequests, interest, dividends, annuities, and demands whatsoever, as are now or shall hereafter become due, owing, payable or belonging to me, and have, use, and take all lawful ways and means in my name or otherwise, by litigation, attachment, distress or otherwise for the recovery thereof;

6. To accept part in satisfaction for the whole of, or to compromise, any debt or sum of money now or hereafter owing or payable to me, or any other claim or demand which I have or may have against any person or persons; to grant extensions of time for the payment or satisfaction thereof, either with or without taking security for the same; to give discharges for such payments, and otherwise to act with respect thereto;

7. To lease any real or personal property, to execute leases therefor, and to rescind, cancel, and terminate any lease, heretofore or hereafter made, or real or personal property;

8. To appear for me and in my behalf before any person having authority by the laws of any State or the United States;

9. To enter into, make, and execute any bond whatsoever, either as principal or surety, and to sign, seal, acknowledge, and deliver the same for me and in may name, either as principal or surety;

10. To appear and vote, and otherwise act as my proxy or representative in respect to such number of shares of any company, corporation, trust or other such organization as I may be entitled to vote, at any and all meetings of any such organizations, and to sign and execute any proxies or other instruments for others to vote such shares;

11. To make and sign in my name any and all tax or other returns to the State or Federal Government or other taxing authority, to request extensions in connection with such taxes, to protest in my name any such taxes or the proposed assessment of any such taxes, to file claims for refunds of taxes, to make appearances in court or before any taxing authority, either in person or through an attorney-in-fact, to attempt to sustain any tax return or to oppose proposed tax assessments;

12. To enter any personal appearance for me as a plaintiff or as a defendant in any legal action, suit, court, or hearing or to accept, waive or acknowledge any process or service of process from any court, board or agency whatsoever directed to me personally; and to compromise, refer to arbitration, or submit to judgment in any such action or proceeding;

13. To provide for my proper care during any illness, and to consent to any medical procedure or treatment, to pay all medical, hospital, nursing and other charges incident to any of same;

14. To pay the cost of maintenance of my home and all incidental charges or household expenses, including, but not limited to, domestic servants;

15. To effectuate my resignation from any position of trust or responsibility (whether or not such duties thereunder are personal to me) or from any organization membership;

16. To make gifts of any of my assets to any individuals (and./or any charities), taking into consideration the factors set forth in O.C.G.A. 29-5-5.1, provided that I have previously made gifts to such donee, or such donee is a beneficiary under my most recently executed Will (as determined by my attorney-in-fact), or such donee is otherwise a natural object of my bounty, and provided further that gifts to my attorney-in-fact may only be made if substantial identical gifts are simultaneously made to others similarly situated; and to consent to transfers being treated as "split gifts" as allowed by law;

17. To transfer any or all of my assets to a corporate trustee to hold same in trust upon such terms and conditions as my attorney-in-fact may deem appropriate provided such trust (i) is solely for my benefit, (ii) may be amended or revoked by me or my attorney-in-fact, and (iii) provides that at my death all assets then held in such trust shall be delivered to the personal representative of my estate;

18. To employ and compensate attorneys-at-law, accountants, real estate agents, and other such agents and advisors with relation to any matters mentioned herein; and

19. To take any action for the care, preservation, insurance, management or superintendence of my property.

Granting and giving unto my said attorney-in-fact full power and authority to do and perform any and all other acts necessary, proper, or incidental to the performance and execution of the powers hereinbefore granted, with power to do and perform all acts authorized hereby as fully to all intents and purposes as I might or could do personally if I were present.

This is written for the purpose of giving, and does give, the attorney-in-fact the power and authority generally to do and perform all and every act and acts, thing and things, device and devices, in the law whatsoever needful or necessary or appropriate to be done in and about the premises or in connection with any power or authority given said attorney-in-fact herein, and for me and in my name to do, execute and perform any act whatsoever as largely and amply, to all intents and purposes as I might or could do if I were personally present and personally performing it; hereby ratifying and confirming all that my said attorney-in-fact shall lawfully do by virtue hereof. This is a written power of attorney, and it shall NOT be terminated by my incompetency. This is a power to act as an attorney-in-fact for me, and if I subsequently become

incompetent, it shall remain in force until such time as a guardian or receiver shall be appointed for me or until some other judicial proceeding shall terminate the power.

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

_____
(Seal)

Signed, sealed and delivered this _____ day of _____, 20_____, in the presence of:

_____
Witness

_____
Notary Public

For purposes of identification only, my attorney-in-fact has signed and sealed this Power of Attorney.

_____
(Seal)

Signed, sealed and delivered this _____day of _____, 20_____, in the presence of:

_____
Witness

_____
Notary Public