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P.O. Box 2055

Stateline, NV 89449

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**GENERAL DURABLE POWER OF ATTORNEY**

TO WHOM IT MAY CONCERN:

I, DOROTHY LORENE DUTTON, residing at 2120 East Long Street Apt. 304, Carson City, NV, appoint FONTELLA LORENA KIRK as my attorney in fact, and such person is so referred to in this Power of Attorney as my "agent" or my "attorney in fact".

My agent shall use the following form when signing on my behalf pursuant to this General Durable Power of Attorney:

"DOROTHY DUTTON by FONTELLA LORENA KIRK, his/her attorney in fact".

I give to my attorney in fact the following powers except those which are deleted and initialed by me, such powers to be used for my benefit and on my behalf and to be exercised only in a fiduciary capacity:

1. General Grant of Power. To exercise or perform any act, power, duty, right or obligation whatsoever that I now have or may hereafter acquire, relating to any person, matter, transaction or property, real or personal, tangible or intangible, whether my separate property or my share of any community property, now owned or hereafter acquired by me, including, without limitation, the following specifically enumerated powers. I grant to my agent full power and authority to do everything necessary in exercising any of the powers herein granted as fully as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that my agent shall lawfully do or cause to be done by virtue of this power of attorney and the powers herein granted and to hold harmless any person or entity who suffers loss or liability from reliance upon this power of attorney.

(a) Powers of Collection and Payment. To forgive, request, demand, sue for, recover, collect, receive, hold all such sums of money, debts, dues, commercial paper, checks, drafts, accounts, deposits, legacies, bequests, devises, notes, interest, stock certificates, bonds, dividends, certificates of deposit, annuities, pension, profit sharing, retirement, social security, insurance and other contractual benefits and proceeds, all documents of title, all property, real or personal, intangible and tangible property and property rights, and demands whatsoever, liquidated or unliquidated, now or hereafter owned by, or due, owing, payable or belonging to me, or in which I have or which I have or may hereafter acquire an interest; to have, use, and take all lawful means and equitable and legal remedies and proceedings in my name for the collection and recovery thereof, and to adjust, sell, compromise, and agree for the same, and to execute and deliver for me, on my behalf, and in my name, all endorsements, releases, receipts, or other sufficient discharges for the same;

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1 (b) Power to Acquire and Sell. To acquire, purchase, exchange, grant options to buy, sell,  
2 endorse, transfer, hypothecate and convey real or personal property, tangible or intangible, or  
3 interest therein, on such terms and conditions as my agent shall deem proper; AND MORE  
SPECIFICALLY, all property (deeds of trust, promissory notes) on which my name appears with  
4 FONTELLA LORENA KIRK, or where the property is in my name alone;

5 (c) Management Powers. To maintain, repair, improve, invest, manage, insure, rent, lease,  
6 encumber, and in any manner deal with any real or personal property, tangible or intangible, or any  
7 interest therein, that I now own or may hereafter acquire, in my name and for my benefit, upon such  
8 terms and conditions as my agent shall deem proper;

9 (d) Banking Powers. To make, receive and endorse checks and drafts, deposit and withdraw  
10 funds, acquire and redeem certificates of deposit, in banks, savings and loan associations and other  
11 institutions, execute or release such deeds of trust or other security agreements as may be necessary  
12 or proper in the exercise of the rights and powers herein granted;

13 (e) Motor Vehicles. To apply for a Certificate of Title upon, and endorse and transfer title  
14 thereto, for any automobile, truck, pickup, van, motorcycle or other motor vehicle, and to represent  
15 in such transfer assignment that the title to said motor vehicle is free and clear of all liens and  
16 encumbrances except those specifically set forth in such transfer assignment;

17 (f) Business Interest. To conduct or participate in any lawful business of whatever nature for  
18 me and in my name; execute partnership agreements and amendments thereto; incorporate,  
19 reorganize, merge, consolidate, recapitalize, sell, liquidate or dissolve any business; elect or employ  
20 officers, directors and agents; carry out the provisions of any agreement for the sale of any business  
21 interest or the stock therein; and exercise voting rights with respect to stock, either in person or by  
22 proxy, and exercise stock options;

23 (g) Tax Powers. To prepare, sign and file joint or separate income tax returns or declarations  
24 of estimated tax for any year or years; to prepare, sign and file gift tax returns with respect to gifts  
25 made by me for any year or years; to consent to any gift and utilize any gift-splitting provision or  
26 other tax election; and to prepare, sign and file any claims for refund of any tax;

27 (h) Safe Deposit Boxes. To have access at any time or times to any safe deposit box rented  
28 by me, wheresoever located, and to remove all or any part of the contents thereof, and to surrender or  
relinquish said safe deposit box, and any institution in which any such safe deposit box may be  
located shall not insure any liability to me or my estate as a result of permitting my agent to exercise  
this power;

(i) Casualty Insurance. To carry insurance of such kind and in such amounts as my attorney  
in fact deems advisable to protect my assets against any hazard; to claim any benefits or proceeds on  
my behalf; and to purchase medical insurance for any dependent of mine;

(j) Powers re Securities. To open accounts with stockbrokers (on cash or on margin); to buy,  
sell, endorse, transfer, hypothecate and borrow against any shares of stock, bonds or other securities  
defined as such by law; to have, respecting securities, all the rights, powers, and privileges that I may  
have as an owner, including the power to vote, and give proxies to vote, in securities having voting  
rights, to pay assessments and other sums deemed by my agent necessary for the protection and  
preservation of such assets and my estate; to purchase securities of whatever kind or nature for cash  
or "on margin" including puts, calls, straddles and other options (commodity or otherwise), covered  
or uncovered; to participate in voting trusts, pooling agreements, foreclosures, reorganizations,  
consolidations, mergers, and liquidations, and in connection therewith to deposit securities with and  
transfer title to any protective or other committee under such terms as my agent may deem advisable;

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1 to exercise or sell stock subscription or conversion rights; to accept and retain as an investment any  
2 securities of any nature (including short sales and commodity contracts on margin) and for such  
3 purpose may maintain and operate margin accounts with brokers, and may pledge and securities held  
4 or purchased by such brokers as security on loans and advances made to my agent;

5 (k) Gifts. To make gifts of cash or property, or the income therefrom, in trust or outright, to  
6 family members, spouse, friends and natural objects of my bounty and contributions to charitable  
7 organizations to which I have given my time or money or shown an interest therein.

8 (l) Purchase of Treasury Bonds. To purchase for me United States of America Treasury  
9 Bonds of the kinds which are redeemable at par in payment of federal estate taxes, to borrow money  
10 and obtain credit in my name from any source for such purpose, to make, execute, endorse and  
11 deliver promissory notes, bills of exchange, drafts, agreements or other obligations for such bonds  
12 and, as security therefore, to pledge, mortgage and assign any stock, bonds, securities, insurance  
13 values and other properties, real or personal, in which I may have an interest and to arrange for the  
14 safekeeping and custody of any such treasury bonds;

15 (m) Creation of Trusts. To create for my benefit and for the benefit of my bounty, revocable  
16 or irrevocable trust to hold property of my estate, which trusts may extend beyond my disability or  
17 lifetime and to transfer to such trust or trusts any of my assets or my interests in such assets;

18 (n) Life Insurance and Retirement Plans. To exercise any right to elect benefits or payment  
19 options, to terminate, to change beneficiaries or ownership, to assign rights, to borrow or receive  
20 cash value in return for the surrender of any or all rights under any of the following:

- 21 (1) Life insurance policies or benefits;  
22 (2) Annuity policies, plans or benefits;  
23 (3) Mutual funds and other dividend investment plans;  
24 (4) (Retirement, profit sharing and employee welfare plans and benefits including  
25 individual retirement plans and Keough plans;

26 (o) Disclaimer of Interest. To exercise any right to renounce or disclaim any interest  
27 acquired by testate or intestate succession or by inter vivos or testamentary;

28 2. Interpretation and Governing Law. This instrument is to be construed and interpreted as a  
general durable power of attorney. The enumeration of specific powers herein is not intended to, nor  
does it, limit or restrict the general powers herein granted to my agent. This instrument is executed  
and delivered in the State of Nevada, and the laws of the State of Nevada shall govern all questions  
as to the validity of this power and the construction of its provisions.

3. Third-Party Reliance. Third parties may rely upon the representations of my agent as to  
all matters relating to any power granted to my agent, and no person who may act in reliance upon  
the representations of my agent or the authority granted to my agent shall incur any liability to me or  
my estate as a result of permitting my agent to exercise any powers.

4. Disability of Principal. This General Power of Attorney shall not be affected by my  
disability or incapacity.

5. Authority and Power to Act as Trustee. My attorney in fact is hereby given, in my place  
and stead, the power to exercise or perform any act, power, duty, right or obligation whatsoever that I  
now have or may hereafter acquire, relating to any person, matter, transaction or property, real or  
personal, tangible or intangible, as Trustee of which I have established. My attorney in fact has all  
said power and authority to legally bind or commit the Trust assets by any purchase, sale,

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1 conveyance or reconveyance by contract or otherwise, in the same manner, extend and effect as if I,  
2 as Trustee, had acted. FURTHERMORE, such agent shall have the authority to place all my  
3 property into trust for my benefit and name herself, Joyce Anderson, June Steele, and Joseph Quinn  
4 as beneficiaries according to my will dated May 28, 1998.

5 **6. Prohibited Powers.** It is my intention by the granting of the foregoing powers to give my  
6 attorney in fact the broadest possible powers to represent my interest and my estate in all aspects of  
7 any transactions or dealings involving me or my property. The only powers which my attorney in  
8 fact shall not exercise with respect to me and my property are as follows:

9 (a) To use my assets to satisfy any legal obligations of my attorney in fact, including but not  
10 limited to, the support of any dependents of my attorney in fact; PROVIDED HOWEVER, that such  
11 dependents shall not include myself or those persons whom I am otherwise legally obligated to  
12 support;

13 (b) To exercise any powers granted to the trustee pursuant to an irrevocable trust agreement  
14 of which my attorney in fact is the trustor and I am the trustee; and

15 (c) To exercise any incidents of ownership over any policy or policies of life insurance  
16 insuring the life of my attorney in fact and of which I am the owner.

17 **7. Invalidity of any Provision.** If any of the provisions of this Power is invalid for any  
18 reason, such invalidity shall not affect any of the other provisions of this Power, and all invalid  
19 provisions shall be wholly disregarded.

20 I sign my name to this **General Durable Power of Attorney**, on this December 31, 2002 at  
21 Carson City, Nevada.

22 *Dorothy Dutton*  
23 \_\_\_\_\_  
24 DOROTHY DUTTON

25 STATE OF NEVADA )  
26 Douglas County, ss )  
27 CARSON CITY )

28 On this December 31, 2002, before me, a Notary Public, personally appeared DOROTHY  
DUTTON, known to me to be the person whose name is subscribed to this instrument, **General  
Durable Power of Attorney**, and who acknowledged executing it. I declare under penalty of  
perjury that the person whose name is ascribed to this instrument appears to be of sound mind and is  
not under duress, fraud, or undue influence.



*Lori Mae Silva*  
NOTARY PUBLIC

REQUESTED BY  
**Stewart Title of Douglas County**  
IN OFFICIAL RECORDS OF  
DOUGLAS COUNTY, NEVADA

2003 JAN 17 PM 3:17

WERNER CHRISTEN  
RECORDER

\$17<sup>40</sup> PAID *KD* DEPUTY

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