

Official Record

Recording requested By
ANTHONY D. GUENTHER

Lincoln County - NV
Leslie Boucher - Recorder

Fee: \$48.00

Page 1 of 10

RPTT:

Recorded By: AE

Book- 240 Page- 0327

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0131235

DURABLE POWER OF ATTORNEY

Title of Document

Affirmation Statement

I, the undersigned hereby affirm that the attached document, including any exhibits, hereby submitted for recording does not contain the social security number of any person or persons. (Per NRS 239B.030)

_____ I, the undersigned hereby affirm that the attached document, including any exhibits, hereby submitted for recording does contain the social security number of a person or persons as required by law: _____
(State specific law)

Anthony D. Guenther
Signature Title

Signature

Date

Grantees address and mail tax statement:

Anthony D. Guenther
800 Singing Drum Drive
Henderson, Nevada 89002



ORIGINAL

When Recorded Mail To:)
)
Anthony D. Guenther)
800 Singing Drum Drive)
Henderson, Nevada 89002)

Space above for recorder's use

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

**DURABLE POWER
OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS:

THAT, I, VERNON H. GUENTHER, of Pioche, Lincoln County, Nevada, individually as principal do hereby appoint ANTHONY D. GUENTHER as my true and lawful attorney-in-fact in accordance with and pursuant to this instrument.

1. **Power and Authority.** Upon the effective date of this instrument as provided in Paragraph 2 hereof, my true and lawful attorney-in-fact designated herein will have full power of substitution to act in my name, place and stead and on my behalf to do and execute all or any of the following acts, deeds and things, to wit:

(a) To exercise, do or perform any act, right, power, duty, or obligation whatsoever that I now have or may acquire the legal right, power or capacity to exercise, do, or perform in connection with, arising out of, or relating to any person, item, thing, transaction, business property, real or personal, tangible or intangible, or matter whatsoever.

(b) To ask, demand, sue for, recover, collect, receive and hold and possess all sums of money, debts, dues, goods, wares, merchandise, chattels, effects, bonds, notes, checks, drafts, accounts, deposits, safe deposit boxes, legacies, bequeaths, devises, interests, dividends, stock certificates, certificates of deposit, annuities, pension and retirement benefits, stock bonus plan and profit-sharing plan benefits, stock options, insurance benefits and proceeds, documents of title, choses in 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 which now or hereafter shall be or become due, owing, payable or belonging to me in or by any right, title, ways or means howsoever, 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 my said attorney shall think fit or be advised.

(c) 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 anyway concerned; and to have, sue and take all lawful ways and means and legal and



equitable remedies, procedures and writs in my name for the collection, recovery of any item or matter in which I have or may acquire an interest and to compromise, settle and agree for 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.

(d) 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 whatsoever, tangible or intangible, or any interest therein, on such terms and conditions and under such covenants as my attorney-in-fact shall deem proper.

(e) To enter into and upon all and each of my real property, and to let, manage, and improve the same or any part thereof, and to repair or otherwise improve or alter, and to insure any buildings or structures thereon.

(f) To sell, either at public or private sale, or exchange any part or parts of my real estate or personal property including my animals for such consideration and upon such terms as my attorney shall think fit, and to execute and deliver good and sufficient deeds or other instruments for the conveyance or transfer of the same, with such covenants of warranty or otherwise as my attorney-in-fact shall see fit, and to give receipts for all or any part of the purchase price or other consideration.

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

(h) 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 lading, warehouse receipts, documents of title, bills, bonds, debentures, checks, drafts, 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 loan or other institutions or associations, proofs of loss, evidences of debts, releases, and 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 herein granted.

(i) To establish accounts and to deposit any monies which may come to my attorney-in-fact, as such attorney-in-fact, with any bank or banker or other person either in my or my attorney-in-fact's own name, and to employ or expend as my attorney-in-fact shall think fit any of such money or any other money to which I am entitled which now is or shall be so deposited; to withdraw, in the payment of any debts, or interest payable by me, or taxes, assessments, insurance, and expenses due and payable or to become due and payable on account of my real and personal estate, or in or about any of the purposes herein mentioned, or otherwise for my use and benefit, or to invest in my attorney-in-fact's own name or any nominee in any stocks, shares, bonds, securities

or other property, real or personal, as my attorney-in-fact may think proper, and to manage or to make withdrawals either in whole or in part from the savings account of any savings and loan association or bank.

(j) To borrow any sum or sums of money on such terms and with such security, whether real or personal property, as my attorney-in-fact may think fit, and for that purpose to execute all promissory notes, bonds, mortgages, deeds of trust, security agreements, and other instruments which may be necessary or proper.

(k) To engage, employ, and dismiss any agents, clerks, servants, attorneys-at-law, accountants, investment advisors, custodians, or other persons in and about the performance of these presents as my attorney-in-fact shall think fit.

(l) To vote at the meetings of stockholders or other meetings of any corporation or company, or otherwise to act as my attorney 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.

(m) To exercise any powers and any 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.

(n) 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 herein, 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.

(o) To execute a revocable trust agreement with such trustee or trustees as my attorney-in-fact shall select which trust shall provide that all income and principal shall be paid to me, to some person for my benefit or applied for my benefit in such amounts as I or my attorney-in-fact shall request or as the trustee or trustees shall determine, and that on my death any remaining income and principal shall be paid to my personal representative, and that the trust may be revoked or amended by me or my attorney-in-fact at any time and from time to time; provided, however, that any amendment by my attorney-in-fact must be such that by law or under the provisions of this instrument such amendment could have been included in the original trust agreement; to deliver and convey any or all of my assets to the trustee then in office under the trust agreement; to deliver and convey any or all of my assets to the trustee or trustees thereof; to add any or all of my assets to such a trust already in existence at the time of the creation of this instrument or created by me at any time thereafter.

(p) To renounce and disclaim any property or interest in property or powers to which for any reason and by any means I may become entitled, whether by gift, testate or intestate



succession; to release or abandon any property or interest in property or powers which I may now or hereafter own, including any interests in or rights over trusts (including the right to alter, amend, revoke or terminate) and to exercise any right to claim an elective share in any estate or under any will, and in exercising such discretion, my attorney-in-fact may take into account such matters as shall include but shall not be limited to any reduction in estate or inheritance taxes on my estate, and the effect of such renunciation or disclaimer upon persons interested in my estate and persons who would receive the renounced or disclaimed property.

(q) Subject to Paragraph 2 hereof, to nominate and/or petition for the appointment of my attorney-in-fact or any person my attorney-in-fact deems appropriate as primary, successor or alternate guardian, guardian ad litem or conservator or to any fiduciary office (all of such offices of guardian, et al., being hereinafter referred to as "Personal Representative") representing me or any interest of mine or any person for whom I may have a right or duty to nominate or petition for such appointment; to grant to any such Personal Representative all of the powers under applicable law that I am permitted to grant; to waive any bond requirement for such Personal Representative that I am permitted by law to waive.

(r) To allocate any portion of my exemption under §2631(a) of the Internal Revenue Code, as amended, to any property as to which I am the transferor (including property transferred by the attorney-in-fact on my behalf) as to which I did not make an allocation.

(s) To execute any authorization required or permitted by the Health Insurance Portability and Accountability Act ("HIPAA") for the disclosure or use of my protected health information, for any reason whatsoever. For purposes of HIPAA, my attorney-in-fact shall have all the rights afforded to me individually, and shall be authorized to disclose my protected health information to third parties that are not subject to HIPAA's restrictions, in addition to the right to execute authorizations for disclosure.

2. **Commencement.** This durable power of attorney shall become effective upon the disability or incapacity of the principal. I shall be deemed to be incapacitated when two physicians licensed to practice medicine certify in writing that, in their opinion, I lack sufficient understanding or capacity to make or communicate responsible decisions about my property and business affairs, and deliver such certification to my attorney-in-fact, or when a court of competent jurisdiction declares me to be incompetent or incapacitated and appoints a guardian or conservator for me. The effective date of my incapacity shall be the date of such delivery or court order. Copies of this certification or court order shall be attached to the original and all copies of this instrument, including those filed or recorded in public records.

I shall be deemed to have regained capacity when two physicians licensed to practice medicine certify in writing that, in their opinion, I have sufficient understanding or capacity to make or communicate responsible decisions about my property and business affairs, and when they deliver such certification to my attorney-in-fact, or when a court of competent jurisdiction finds me no longer



incompetent or incapacitated and terminates the guardianship or conservatorship. The effective date of my capacity shall be the date of such delivery or court order. Copies of this certification or court order shall be attached to the original and all copies of this instrument, including those filed or recorded in public records.

For purposes of obtaining the written opinion of two physicians regarding my incapacity, I hereby authorize the person nominated herein as my attorney-in-fact, or any person named as a successor thereto, to execute the authorization required by 45 C.F.R. §164.508 in order to authorize disclosure of any protected health information necessary for obtaining such written opinions.

If I have executed the CERTIFICATION OF AUTHORIZATION BY PRINCIPAL attached as an exhibit to this power of attorney, then effective upon the date of execution of such certification, and notwithstanding any provision herein to the contrary, this power of attorney shall be immediately and fully effective.

I hereby nominate and appoint my attorney-in-fact or if he or she is unable to serve, the substitute attorney-in-fact named herein, to serve as my guardian, conservator, or similar fiduciary, if a court of competent jurisdiction, after proper findings, proposes to make such an appointment. If my nomination is not authorized by law, I strongly urge such court to appoint this person as my guardian, conservator, or similar fiduciary.

3. Successors. If ANTHONY D. GUENTHER shall fail to qualify or cease to serve as my attorney-in-fact, then ALAN A. GUENTHER shall act as my attorney-in-fact. Any person or entity transacting business with my attorney-in-fact may rely upon any instrument executed by the attorney-in-fact, or by any other person designated in writing by all of the attorney-in-fact without inquiring into the approval of the transaction.

4. Interpretation of Durable Power of Attorney. This instrument shall be construed and interpreted as a durable power of attorney. The rights, powers, and authorities of said attorney-in-fact granted herein shall commence and be in full force and effect upon my becoming physically and/or mentally incapacitated and unable to act on my own behalf and such rights, powers, and authority shall remain in full force and effect thereafter until I am no longer incapacitated or until my death. The authority of the attorney-in-fact may be exercised by him or her as provided in the power on behalf of principal notwithstanding the later disability or incapacity of the principal at law or later uncertainty whether the principal is dead or alive. Subject to paragraph 5 hereof, the enumeration of specific items, acts, rights, or powers herein does not limit or restrict, and is not to be construed or interpreted as limiting or restricting the general power herein granted to my attorney-in-fact.

5. Limits. Any authority granted to my attorney-in-fact herein shall be limited so as to prevent this durable 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 durable power of appointment by my attorney-



in-fact, as that term is defined in Section 2041 of the Internal Revenue Code of 1986, as amended. Further, in no event, shall this power of attorney be exercised in favor of my attorney, anyone my attorney has the obligation to support, my attorney's estate, my attorney's creditors or the creditors of his estate, unless specifically provided in this power of attorney.

6. **Bonds.** My attorney-in-fact shall not be obligated to furnish bond or other security.

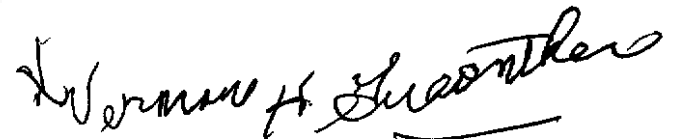
7. **Principal's Ratification.** I hereby ratify and confirm all that my attorney-in-fact shall lawfully do or cause to be done by virtue of this durable power of attorney and the rights and powers granted herein.

8. **Principal's Indemnity.** I hereby bind myself to indemnify and save and hold harmless my attorney-in-fact against any and all claims, demands, losses, damages, actions and causes of action, including expenses, costs and reasonable attorneys' fees which my attorney-in-fact at any time may sustain or incur in connection with him or her carrying out the authority granted him or her in the power of attorney.

9. **Termination.** This durable power of attorney revokes any previous power of attorney granted by me. This durable power of attorney shall not be diminished or revoked by the passage of time from the date of its execution, it being my intent that it remain in full force and effect until revoked as provided above or by me in writing and duly recorded in the Office of the County Recorder of Washington County, Utah, regardless of how much time has elapsed since the date of its execution.

10. **Reliance.** Any third party (including, but not limited to, corporations, partnerships (general or limited), trusts, estates, guardianships, associations) dealing with my attorney-in-fact are expressly exonerated from any duty to inquire into the authority or power of my attorney-in-fact other than to request a copy of this instrument with the supplements set forth in Paragraph 2 hereof to which such third parties may fully rely on and to see to the application of money or property delivered to my attorney-in-fact.

IN WITNESS WHEREOF, I hereunto set my hand this 18 day of February, 2008.


VERNON H. GUENTHER



STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

On this 18 day of February, 2008, personally appeared before me, a Notary Public, VERNON H. GUENTHER, personally known (or proved) to me to be the person whose name is subscribed to the above instrument, who acknowledged to me that she executed the same for purposes therein stated.

Stephanie L. Mitchell
NOTARY PUBLIC





**EXHIBIT
CERTIFICATION OF AUTHORIZATION BY PRINCIPAL**

Pursuant to Section 2 of the Durable Power of Attorney Given by KARL REED NOBLE, as Principal, dated the 18 day of February, 2008, I, VERNON H. GUENTHER, hereby authorize my attorney-in-fact named in said power of attorney to act as my attorney-in-fact, to be effective immediately upon the date of execution of this certification.

DATED this 18 day of February, 2008.

Vernon H. Guenther



VERNON H. GUENTHER, Principal

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

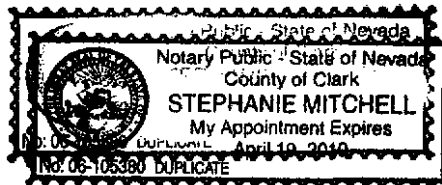
On this 18 day of February, 2008, personally appeared before me, a Notary Public, VERNON H. GUENTHER, personally known (or proved) to me to be the person described in and who executed the foregoing instrument freely and voluntarily and for the uses and purposes mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Stephanie Mitchell

NOTARY PUBLIC

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**EXHIBIT
CERTIFICATION OF AUTHORIZATION BY PRINCIPAL**

Pursuant to Section 2 of the Durable Power of Attorney Given by VERNON H. GUENTHER, as Principal, dated the 18th day of February, 2008, I, VERNON H. GUENTHER, hereby authorize my attorney-in-fact named in said power of attorney to act as my attorney-in-fact, to be effective immediately upon the date of execution of this certification.

DATED this day of March, 2008.

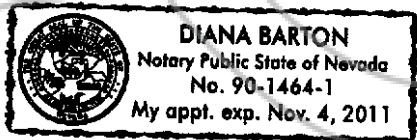
Vernon H. Guenther

VERNON H. GUENTHER, Principal

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

On this 7th day of March, 2008, personally appeared before me, a Notary Public, VERNON H. GUENTHER, personally known (or proved) to me to be the person described in and who executed the foregoing instrument freely and voluntarily and for the uses and purposes mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Diana Barton

NOTARY PUBLIC