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GOICOECHEA, DIGRAZIA, COYLE &

Lincoln County - NV

Leslie Boucher - Recorder

Fee: \$18.00

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Recording Requested
by and Return To:

Goicoechea, DiGrazia,
Coyle & Stanton, Ltd.
530 Idaho Street
Elko, NV 89801

The undersigned affirms that
this document does not contain
a social security number.

GENERAL POWER OF ATTORNEY UPON DISABILITY
(Springing Power - NRS 111.460)

I, **MARTA S. AGEE**, of Alamo, Nevada, hereby appoint my children Travis Sanford Agee and Sabrina Lee Watt, my true and lawful co-attorneys to act in, manage, and conduct all my affairs, and for that purpose in my name and on my behalf to do and execute all or any of the following acts, deeds and things. If one of the above named persons are unable or unwilling to serve, then the remaining person shall act as the attorney.

THIS POWER OF ATTORNEY BECOMES EFFECTIVE ONLY UPON MY DISABILITY AND IS OPERATIVE ONLY DURING MY DISABILITY.

THIS POWER OF ATTORNEY, for all purposes, terminates on my death or upon my proper revocation of this general power.

Disability shall exist whenever my primary medical physician states, in writing, that I am, because of mental or physical reasons or for any combination of such reasons, incapable of reasonably taking care of my personal and real property or the affairs of my estate. Said disability shall cease whenever my primary medical physician states, in writing, that I am capable of taking care of my personal and real property or the affairs of my estate.

I intend to give my attorney-in-fact the fullest powers possible and do not intend, by the enumeration of her powers, to limit or reduce them in any fashion.

Among the powers granted to my attorney-in-fact are:

1. **TO RECEIVE GOODS AND MONEY.** To demand and sue for and recover and receive all debts, rents, interest, money, goods and chattel due to



me or that may become due to me or which belong to me or to which I may be entitled to possession. In connection with these powers, my attorney-in-fact is authorized to execute and deliver receipts, releases and discharges. My attorney-in-fact is also empowered to make, endorse, accept or deliver, in my name or her name, commercial paper, agreements and other instruments that she deems necessary to carry out the powers granted to her by these presents.

2. **TO CONDUCT BUSINESS.** To carry on my business as being conducted by or in partnership or in corporate capacity with any other persons. In connection with the conduct of my business, my attorney-in-fact may recover all debts due or that become due to the business, pay all debts due to others, enter into agreements and other written instruments, employ people to further the conduct of the business, pay all taxes due from the business, and do all other acts that my attorney-in-fact deems necessary to carry on the business.

3. **TO APPEAR IN ACTION AND SUITS.** To appear, answer and defend all actions and suits that may be brought against me in my name, and in my stead, to compromise, settle or adjust them or any other claims against me in any manner that my attorney-in-fact deems proper.

4. **TO SELL, TRANSFER OR PURCHASE SECURITIES.** To purchase, sell or transfer stocks and bonds of any kind in my name or that of my attorney-in-fact and to execute and deliver any instruments required in connection with the purchase, sale or transfer.

5. **TO MANAGE REAL ESTATE.** To take possession of any real estate that belongs to me or to which I may be entitled to possession and to receive any rents or profits that may be due from the real estate. In connection with these powers, my attorney-in-fact is empowered to enter into new leases for any term, renew or extend existing leases for any term, and to sell, convey or mortgage any real estate affected by these presents. My attorney-in-fact is also empowered to commence and prosecute for me and in my name any suits or actions for the recovery of the possession of any real estate belonging to me or to which I may be entitled and for the rents and profits due from such real estate which is the subject of these presents.

6. **TO BUY, SELL OR EXCHANGE REAL OR PERSONAL ESTATE.** To buy, sell, either at public or private sale, with or without any type of notice, and with or without engaging the services of real estate brokers or salesmen, or both, or exchange, real property and personal property for or by me for such consideration and upon such terms as my attorney shall think fit, and to execute and deliver contracts, bills of sale, escrow instructions, notes, deeds of trust, government forms,



applications, agreements, licenses, waivers and all other instruments for the purchase, sale or exchange of the same, with such covenants, warranties or other terms as my attorney shall see fit, and to give good and effectual receipts for all or any part of the purchase price or other consideration. To prorate and pay my portion of any and all taxes, assessments, trust funds, insurance premiums, deposits maintained pursuant to any loan secured by an lien or encumbrance upon the property and all other items prorated, and to pay any and all sale costs, real estate broker's or salesman's commissions, attorney fees, title insurance premiums, Nevada transfer taxes, escrow fees and all other charges, expenses, commissions or fees incurred by my said agent in connection with such purchase, sale, conveyance, or exchange of said property. I further authorize my agent to pay off all or any portion of any notes or debts secured by all or any portion of the property sold.

7. TO DEPOSIT MONIES, WITHDRAW, INVEST, ETC. To deposit any money which may come to her hand as such attorney with any bank, either in my or his own name, and any of such money or any other money to which I am entitled, which now is or shall be so deposited, to withdraw, and either employ as they shall think fit 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 or his own name in any stocks, shares, bonds, securities or other property, real or personal, as they may think proper, and to receive and give receipts for any income or dividend arising from such investments, and all and any such investments or other investment to vary or dispose of for my use and benefit as they may think fit.

8. TO BORROW MONEY, SECURITY, ETC. To borrow any sum or sums of money on such terms and with such security, whether real or personal property, as my attorney may think fit, and for that purpose to execute all promissory notes, bonds, mortgages, deeds of trust, security agreement, financing statements and other instruments which may be necessary or proper.

9. TO ENGAGE AND DISMISS AGENTS, ETC. To engage, employ, pay and dismiss any agents, brokers, attorneys, accountants, clerks, servants, or other persons in and about the performance of these presents as my attorney shall think fit.

10. TO VOTE AT STOCKHOLDERS' MEETINGS. 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. To consent in my name to reorganizations and mergers and to the exchange of securities for new securities.

11. TO EXERCISE FIDUCIARY POWERS. 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 being validly delegated, to exercise all powers enumerated in NRS 163.265 through 163.410, inclusive, as they exist on the date of this Power of Attorney as if herein set out.

12. TO APPOINT OTHER ATTORNEYS-IN-FACT. To constitute, appoint and authorize my attorney-in-fact, with full power of revocation, appointment of other attorneys-in-fact for me to exercise any or all of the powers granted to my attorney-in-fact by these presents.

13. TO DO ALL OTHER THINGS. 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 proper person if personally present.

14. INCOME TAX RETURN. To make and verify income tax returns, and to represent me in all income tax matters before any officer of the Internal Revenue Service, within the limitations of the applicable revenue rulings and procedures and to execute and to file the income tax return or declaration of estimated tax required by the Internal Revenue Code to be made by me for each taxable year during the continuation of this Power of Attorney.

15. MEDICAL TREATMENT. To determine what medical treatment, hospitalization, medical care, medical procedures, aid and assistance, and all care in general, if any, and life-sustaining procedures, if any, which should be provided me or withheld or withdrawn from me; and to deliver and file or otherwise utilize my directions regarding the life-sustaining procedures that may be executed by me pursuant to NRS 449.540 through 449.690 as amended from time to time.

IN WITNESS WHEREOF, I have hereunto set my hand the 25 day of August, 2008.

Marta S. Agee
MARTA S. AGEE



STATE OF NEVADA)
 : ss.
COUNTY OF ELKO)

This instrument was acknowledged before me on the 25 day of August, 2008, by **MARTA S. AGEE**.

Zandra Siri

NOTARY PUBLIC



COOPER