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KAREN GORDON

REGISTER OF DEEDS

BY: SHANNON BOSTIC-GRIFFITH

DPTY

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ENVELOPE

## GENERAL POWER OF ATTORNEY

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STATE OF NORTH CAROLINA

Prepared by and after recordation mail to:

COUNTY OF FORSYTH

Carey A. McAlister, Esq.

Carruthers & Roth, P.A.

Post Office Box 540

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### ARTICLE I DESIGNATION OF AGENT

A. Designation of Agent. I, ELAINE M. ZABANEH, of Forsyth County, North Carolina, being of sound mind, appoint my husband, MUNIR I. ZABANEH, as my Attorney-in-Fact (herein referred to as my "Agent") for the purposes set out below.

B. Designation of Successor Agent. If my husband is not reasonably available or is unable or unwilling for any reason to act as my Agent, then I appoint my children, MARWAN M. ZABANEH and AMAL Z. WOOD, to serve jointly or severally in that capacity. If either of my children is unable or unwilling for any reason to act as my Agent, then the one who remains willing and able to serve shall have full authority to serve alone hereunder. Any successor Agent designated shall be vested with the same power and duties as if originally named as my Agent.

### ARTICLE II GENERAL STATEMENT OF AUTHORITY GRANTED

I grant to my Agent the power to do and perform in a fiduciary capacity as my Agent may deem advisable anything of any character which I might do or perform for myself if personally present and acting, including, but not limited to, the specific powers set forth below in Articles III, IV, and V, but excluding those matters which my Agent is not permitted to do as expressly provided in this General Power of Attorney or as provided by law.

### ARTICLE III SPECIFIC POWERS RELATING TO PROPERTY

My Agent may exercise the following powers relating to property or interests in property which I now own or may hereafter acquire:

A. Collection of Property. The power to demand, sue for or use other lawful means to obtain, collect, and take possession and control of any sums of money, debts, checks, accounts, interest, dividends, annuities, rents, goods, chattels, inheritances, insurance benefits, social security benefits, unemployment benefits, veteran's benefits and any other claims and rights whatsoever which are now or may hereafter become due, owing, payable or belonging to me, and to compromise, settle, arbitrate, abandon or otherwise deal with any such claims;

B. Sale or Other Disposition of Property. The power to sell, exchange, quitclaim, convert, partition, grant an option on, abandon or otherwise dispose of all or any part of my real or personal property or my interest in such property, including, but not limited to, automobiles, stocks, bonds, and real estate owned by me individually, as a tenant in common, tenant by the entirety or otherwise, upon any terms and conditions;

C. Acquisition and Retention of Investments. The power to acquire and retain for any period of time as investments, without diversification as to kind or amount, any real or personal property, or interest in such property, including an undivided, temporary or remainder interest, income or non-income producing, located within or outside the United States, and including, but not limited to, notes, U.S. Treasury Bonds redeemable at par in payment of federal estate tax, any other bonds, debentures, mortgages and other obligations, secured or unsecured, common and preferred stocks, mutual funds, legal and discretionary trust funds, general and limited partnership interests, leases and securities of any corporate Agent or any corporation owning stock of the corporate Agent or of any subsidiary or affiliate of or successor to such corporation;

D. Management of Property. The power to take possession, custody, control and otherwise manage any of my real or personal property, or my interest in such property, including, but not limited to, the power (i) to protect, develop, subdivide and consolidate such property, (ii) to lease such property upon any terms and conditions including options to renew or purchase and for any period or periods of time and to modify, renew or extend any existing leases, (iii) to erect, repair, or make improvements to any building or other property and to remove existing structures, (iv) to establish and maintain reserves for the maintenance, protection and improvements of such property and for other purposes, (v) to initiate or continue farming, mining or timber operations on such property, (vi) to purchase and carry casualty and liability insurance, (vii) to grant or release easements with respect to such property, (viii) to dedicate or withdraw from dedication such property from public use, and (ix) to join with co-owners in exercising any such powers;

E. Business Interests. The power to continue to own, or to form initially, and operate any business interest, whether in the form of a proprietorship, corporation, general or limited partnership, joint venture or other organization, including, but not limited to, the power (i) to effect incorporation, dissolution or other change in the form of the organization of such business interest, (ii) to dispose of any part of such business interest or acquire the interest of others, (iii) to continue, enter into, modify or terminate any agreements relating to any such business interest, and (iv) to invest capital or additional capital in or lend money to such business interest;

F. Borrowing Money. The power (i) to borrow money for my benefit from my Agent, individually, or from others, upon any terms and conditions, (ii) to secure the payment of any amount so borrowed by mortgaging, pledging or otherwise encumbering any of my real or personal property, or my interest in such property, and (iii) to modify, renew or extend the time for payment of any obligation, secured or unsecured, payable by me for any period or periods of time and upon any terms and conditions;

G. Lending Money. The power (i) to lend money to any person upon any terms and conditions, (ii) to modify, renew or extend the time for payment of any obligation, secured or unsecured, payable to me for any period or periods of time and upon any terms and conditions, and (iii) to foreclose as an incident to the collection of any obligation, any deed of trust or other lien securing such obligation, to bid on the property at such foreclosure sale or otherwise acquire the property without foreclosure and to retain the property so obtained;

H. Holding Property in Nominee Form. The power to register and hold any securities or other property in the name of a nominee or in any other form without disclosure of the agency relationship, or to hold the same in such form that they will pass by delivery;

I. Exercise of Security Rights. With regard to securities of mine, including stocks, bonds and any evidence of indebtedness, the power (i) to vote any such securities in person or by special, limited or general proxy at any shareholders' meeting, (ii) to consent to or participate in any contract, lease, mortgage, foreclosure, voting trust, purchase, sale or other action by any corporation, company or association, (iii) to consent to or participate in, facilitate and implement any plan of incorporation, reincorporation, reorganization, consolidation, merger, liquidation, readjustment or other similar plan with respect to any such corporation, company or association, and (iv) to exercise all options, rights and privileges, including the exercise or sale of conversion, subscription or other rights of whatever nature pertaining to any such securities and to subscribe for additional securities or other property;

J. Transfer of Property to and Withdrawal of Property from Revocable Trust. The power to assign, transfer and convey all or any part of my real or personal property, or my interest in such property, to, and withdraw such property from, (i) any revocable trust established by me during my lifetime, or (ii) any revocable trust established by my Agent during my lifetime which directs the trustee or trustees to administer the trust for my benefit and to distribute the trust property to my estate upon my death;

K. Make Gifts. The power to make gifts, grants, or other transfers of any of my real or personal property, or to join in gifts of my spouse's property, and in any amount, without consideration, either outright or in trust (including the forgiveness of indebtedness) to any one or more of my spouse or my issue living at the beginning of the calendar year or who is born during the calendar year, including any child or grandchild of mine who may be acting as my Agent, but not to the creditors, the estate or the creditors of the estate of my Agent. This power to make gifts, grants or other transfers is intended to be an unlimited power and shall not be constrained or limited by my personal history of gift-giving. I specifically authorize my Agent to gift, and to complete the transfer of, my interest in my principal residence or any other real property that I own now or hereafter. In all events, this power is discretionary and it is not obligatory that the person holding this power make any gifts; furthermore, the person holding this power shall not be liable to any person or persons by reason of making or failing to make such gifts, or by reason of making such gifts in a manner which is not pro rata or is not equal as between all possible recipients of such gifts;

L. Employee Benefit Plan. To create and contribute to an employee benefit plan (including a plan for a self-employed individual) for my benefit; to select any payment option under any IRA or employee benefit plan in which I am a participant (including plans for self-employed individuals) or to change options I have selected; to make voluntary contributions to such plans; to make "roll-overs" of plan benefits into other retirement plans; to apply for and receive payments and benefits; to waive rights given to nonemployee spouses under state or federal law.

M. Renunciations. The power to renounce or disclaim in whole or in part the right of succession to any real or personal property or interest in such property passing to me as an heir or beneficiary under a will or otherwise when in the opinion of my Agent a renunciation or disclaimer is advisable for tax purposes.

#### ARTICLE IV SPECIFIC POWERS RELATING TO PERSONAL AFFAIRS

My Agent may exercise the following powers relating to personal affairs:

A. Support. The power to do any acts, including disbursing of any monies belonging to me, which, in the opinion of my Agent, may be necessary or proper for any purpose in connection with the support and maintenance of my spouse and me in accordance with our customary standard of living, including, but not limited to, provisions for housing, clothing, food, transportation, recreation, education and the employing of any person whose services may be needed for such purposes;

B. Health Care. The power to disburse any monies belonging to me, which, in the opinion of my Agent, may be necessary or proper for any purpose in connection with my health care and the health care of my spouse, that is, any care, treatment, service or procedure to maintain, diagnose, treat, or provide for my physical or mental health or personal care and comfort and that of my spouse, including, but not limited to, the power to pay for the charges of health care providers,

such as any physician, dentist, or podiatrist and any hospital, nursing or convalescent home, or other institution;

C. Other Personal Affairs. The power to do any acts, including the disbursing of any monies belonging to me, which, in the opinion of my Agent, may be necessary or proper in connection with the conduct of my other personal affairs, including, but not limited to, (i) continuation, use or termination of any charge or credit accounts, (ii) payments or contributions to any charitable, religious or educational organizations, (iii) dealing with my mail and representing me in any matter concerning the U.S. Postal Service, (iv) continuation or discontinuation of my membership in any club or other organization, and (v) acceptance or resignation, on my behalf, from any offices or positions which I may hold including any fiduciary positions.

## ARTICLE V MISCELLANEOUS SPECIFIC POWERS

My Agent may exercise the following miscellaneous powers:

A. Tax Matters. The power to perform any and all acts that I might perform with respect to any and all federal, state, local and foreign taxes, for prior tax years as well as for tax years ending subsequent to the date of this General Power of Attorney, including, but not limited to, the power (i) to make, execute and file returns, amended returns, powers of attorney, and declarations of estimated tax, joint or otherwise, (ii) to represent me before any office of the Internal Revenue Service or other taxing authority with respect to any audit or other tax matter involving any tax year or period, (iii) to receive confidential information, (iv) to receive, endorse, and collect checks refunding taxes, penalties or interest, (v) to execute waivers of restrictions on assessment or collection of deficiencies in tax, (vi) to execute consents extending the statutory period for assessment or collection of taxes, (vii) to execute and prosecute protests or claims for refund or applications for correction of assessed value, (viii) to execute closing agreements, (ix) to prosecute, defend, compromise or settle any tax matter, and (x) to delegate authority to or substitute another Agent or attorney respecting any such taxes or tax matters;

B. Banking Transactions. The power (i) to make deposits in or withdrawals from any account of mine in any banking, trust or investment institution, whether such account is in my name or in the joint names of myself and any other person, (ii) to open any account or interest with any such institution in my name or in the name of my Agent or in our names jointly, (iii) to endorse any checks or negotiable instruments payable to me for collection or deposit to such accounts and to sign, execute and deliver checks or drafts on such accounts, and (iv) to exercise any right, option or privilege pertaining to any account, deposit, certificate of deposit, or other interest with any such institution;

C. Safe Deposits. The power (i) to have access to any safe deposit box held in my name or in the joint names of myself and any other person, (ii) to lease one or more safe deposit

boxes for safekeeping of my assets, and (iii) to deal with the contents of any safe deposit box, including the removal of such contents;

D. Legal and Other Actions. The power to cause to be commenced, prosecuted, defended, appealed, compromised, settled, arbitrated or discontinued in my name as plaintiff or defendant, as the case may be, any legal or equitable proceedings, judicial or administrative;

E. Employment of Advisors. The power to employ or discharge persons, firms and corporations to advise or assist my Agent, including, but not limited to, agents, accountants, auditors, brokers, attorneys-at-law, custodians, investment counsel, rental agents, realtors, appraisers and tax specialists.

## **ARTICLE VI EFFECT OF SUBSEQUENT DISABILITY OF PRINCIPAL**

This General Power of Attorney is executed pursuant to Article 2 of Chapter 32A of the General Statutes of North Carolina and shall not be affected by my subsequent incapacity or mental incompetence.

## **ARTICLE VII ADMINISTRATIVE AND OTHER MISCELLANEOUS PROVISIONS**

A. Guardianship Provision. If it becomes necessary for a court to appoint a guardian of my estate, I nominate my Agent acting under this document to be the guardian of my estate, to serve without bond or security.

B. Reliance of Third Parties on Agent.

1. No person who relies in good faith upon the authority of or any representations by my Agent shall be liable to me, my estate, my heirs, successors, assigns, or personal representatives, for actions or omissions by my Agent.

2. The powers conferred on my Agent by this document may be exercised by my Agent alone, and my Agent's signature or act under the authority granted in this document may be accepted by persons as fully authorized by me and with the same force and effect as if I were personally present, competent, and acting on my own behalf. All acts performed in good faith by my Agent pursuant to this General Power of Attorney are done with my consent and shall have the same validity and effect as if I were present and exercised the powers myself, and shall inure to the benefit of and bind me, my estate, my heirs, successors, assigns, and personal representatives. The authority of my Agent pursuant to this General Power of Attorney shall be superior to and binding upon my family, relatives, friends, and others.

C. Revocation of General Power of Attorney. If this General Power of Attorney has not been registered in an office of the register of deeds in any county in North Carolina, then in addition to the methods of revocation provided by Section 32A-13(b) of the General Statutes of North Carolina, this General Power of Attorney may be revoked by my executing and acknowledging, in the manner provided for execution of durable powers of attorney in Article 2 of Chapter 32A of the General Statutes of North Carolina a subsequent General Power of Attorney, a copy of which is delivered to the Agent acting under this General Power of Attorney in person or to such person's last known address by certified or registered mail, return receipt requested.

D. Legal Documents and Incidental Costs. My Agent shall be entitled to sign, execute, deliver, and acknowledge any contract or other document that may be necessary, desirable, convenient, or proper in order to exercise and carry out any of the powers described in this document and to incur reasonable costs on my behalf incident to the exercise of these powers.

E. Duty and Limited Liability of Agent. This General Power of Attorney does not impose a duty on my Agent to exercise granted powers, but when a power is exercised, my Agent shall use due care to act in my best interests and in accordance with this document. My Agent and my Agent's estate, heirs, successors, and assigns are hereby released and forever discharged by me, my estate, my heirs, successors, and assigns and personal representatives from all liability and from all claims or demands of all kinds arising out of the acts or omissions of my Agent pursuant to this document, except for willful misconduct or gross negligence.

F. Accountings. My Agent shall keep full and accurate inventories and accounts of all transactions for me as my Agent. Such inventories and accounts shall be made available for inspection upon request by me or by my guardian or personal representative. My Agent shall not be required to file any inventory or accounts with any court or clerk.

G. Removal and Resignation of Agent. I shall have the right to remove an Agent at any time in a writing signed by me and acknowledged before a notary public and delivered to the Agent in person or to such person's last known address by certified or registered mail, return receipt requested. An Agent shall have the right to resign in a writing signed by the Agent and acknowledged before a notary public and delivered to me and to any other Agent acting under this General Power of Attorney or, if none, to the designated successor Agent, if any, in person or to such person's last known address by certified or registered mail, return receipt requested.

H. Relation of Agent to Health Care Agent. Any decision affecting my property or financial affairs, including a decision as to the disbursement of monies belonging to me, which is made by my Health Care Agent appointed pursuant to a Health Care Power of Attorney meeting the requirements of Article 3 of Chapter 32A of the General Statutes of North Carolina shall be superior to and binding upon my Agent acting under this General Power of Attorney, and my Agent acting under this General Power of Attorney shall not be required to inquire into whether any such decision is necessary to exercise powers relating to health care, or whether costs incurred by the

Health Care Agent are reasonable, and shall not be liable to me, my estate, my heirs, successors, assigns and personal representatives for any acts or omissions arising from any such decision.

I. Partial Invalidity. If any part of this General Power of Attorney is declared invalid or unenforceable under applicable law, such decision shall not affect the validity of the remaining parts.

J. Incorporation of Powers. In addition to the powers herein enumerated, I hereby give and grant to my Attorney-in-Fact all of the powers as set forth in North Carolina General Statutes §32-27, which powers are hereby incorporated herein by reference as of the date of my execution of this Power of Attorney. This incorporation of powers by reference is in accordance with North Carolina General Statutes §32-26.

I have signed and sealed this General Power of Attorney this 7 day of January, 2003.

Elaine M. Zabaneh (SEAL)  
ELAINE M. ZABANEH

STATE OF NORTH CAROLINA

COUNTY OF GUILFORD

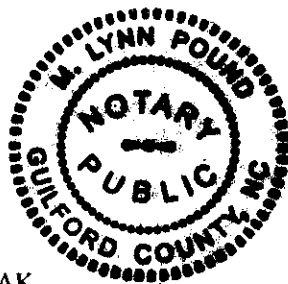
On this 7th day of January, 2003, personally appeared before me, the said named ELAINE M. ZABANEH, to me known and known to me to be the person described in and who executed the foregoing instrument and she acknowledged that she executed the same, and being duly sworn by me, made oath that the statements in the foregoing instrument are true.

M. Lynn Pound  
Notary Public

My Commission Expires:

7/25/2007

(SEAL)



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