

STATE OF ALABAMA )  
 )  
SHELBY COUNTY )

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, OTIS L. CARDEN, SR., residing at Route 1, Box 36-D, Shelby, Alabama 35143, do hereby constitute and appoint my son, RUBEN A. CARDEN, SR., residing at Route 7, Box 724, Sylacauga, Alabama 35150, my true and lawful attorney for me, and in my name, place and stead,

(a) To enter upon and take possession of any lands that may belong to me, or to the possession of which I may be entitled;

(b) To ask, collect and receive any rents, profits or income of any and all of such lands, or of any part thereof;

(c) To pay any and all taxes, charges and assessments that may be levied, assessed or imposed upon any of my lands, buildings or other structures;

(d) To make, execute and deliver any deed, mortgage or lease, whether with or without covenants and warranties, in respect of any of my lands or of any part thereof, and to manage any of such lands, and to manage, repair, rebuild or reconstruct any buildings, houses or other structures, or any part or parts thereof, that may now or hereafter be erected upon any such lands;

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*Ruben A. Carden, Jr.  
Rt. 7 Box 724  
Sylacauga, Al.  
35150*

(e) To extend, renew, replace or increase any notes or mortgage or mortgages now or hereafter affecting any of my lands, or any personal property belonging to me, and, for any such purposes, to sign, seal, acknowledge and deliver any documents relative to any extension, renewal, or consolidation thereof;

(f) To obtain insurance of any kind, nature or description whatsoever, on any of my lands or in connection with the management, use or operation thereof or on any personal property belonging to me and to make, execute and file proof or proofs of all loss or losses sustained or claimable thereunder, and all other instruments in and about the same, and to make, execute and deliver receipts, releases or other discharges therefor, under seal or otherwise;

(g) To demand, sue for, collect, recover and receive all goods, claims, debts, moneys, interests and demands whatsoever now due, or that may hereafter be due or belong to me (including the right to institute any action, suit or legal proceeding for the recovery of any land, buildings, tenements or other structures, or any part or parts thereof, to the possession whereof I may be entitled), and to make, execute and deliver receipts, releases or other discharges therefor, under seal or otherwise;

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(h) To make, execute, endorse, accept, collect and deliver any and all bills of exchange, checks, drafts, notes and trade acceptances;

(i) To pay all sums of money, at any time or times, that may hereafter be owing by me upon any bill of exchange, check, draft, note or trade acceptance, made, executed, endorsed, accepted and delivered by me, or for me, and in my name, by my said attorney;

(j) To control, to vote, to make agreements relative to, to sell, or to hypothecate any and all shares of stock, bonds or other securities now or hereafter belonging to me, and to make, execute and deliver an assignment or assignments of any such shares of stock, bonds or other securities, either absolutely or as collateral security;

(k) To defend, settle, adjust, compound, submit to arbitration and compromise all actions, suits, accounts, reckonings, claims, and demands whatsoever that now are, or hereafter shall be, pending between me and any person, firm, association or corporation, in such manner and in all respects as my said attorney shall think fit;

(l) To file any proof of debt, or take any other proceedings, under the Bankruptcy Act, or under any law of any state or territory of the United States, in connection with any claim, debt, money or demand, and, in any such proceeding or proceedings, to vote in the election of any trustee or trust-

ees, or assignee or assignees, and to demand, receive and accept any dividend or dividends, or distribution or distributions, that may be or become payable therein or thereunder;

(m) To hire accountants, attorneys at law, clerks, workmen and others, and to remove them, and appoint others in their place, and to pay and allow to the persons to be so employed such salaries, wages or other remuneration, as my said attorney shall think fit;

(n) To constitute and appoint, in his place and stead, and as his substitute, one attorney or more, for me, with full power of revocation;

(o) To make, change, amend, or cancel contracts on any subject whatever; and

(p) Without in any wise limiting the foregoing, generally to do, execute and perform any other act, deed, matter or thing whatsoever, that ought to be done, executed and performed, or that, in the opinion of my said attorney ought to be done, executed or performed in and about the premises, of every nature and kind whatsoever, as fully and effectually as I could do if personally present.

And I, the said Otis L. Carden, Sr., do hereby ratify and confirm all whatsoever that my said attorney, or his substitute or substitutes, shall do, or cause to be done, in or about the premises, by virtue of this power of attorney.

This power of attorney shall not be affected by disability, incompetency, or incapacity of the principal herein, Otis L. Carden, Sr. If proceedings to appoint a fiduciary for Otis L. Carden, Sr. are hereafter commenced, Otis L. Carden, Sr. does nominate by this durable power of attorney, Ruben A. Carden, Sr., to serve as the guardian, curator, or other fiduciary, for consideration by the court. The death of Otis L. Carden, Sr. does not revoke or terminate the agency of Ruben A. Carden, Sr. hereunder as to Ruben A. Carden, Sr. or any other person, who, without actual knowledge of the death of Otis L. Carden, Sr., acts in good faith in this power of attorney. Any affidavit executed by Ruben A. Carden, Sr., stating that he did not have, at the time, actual knowledge of the termination of this power of attorney by revocation or by death, shall be conclusive proof of the nonrevocation or nontermination of this power of attorney at that time. This power of attorney shall continue in full force and effect, until terminated by actual knowledge of my death, as provided above, or on the filing for record in Shelby County, Alabama, of an instrument executed by me, specifically terminating and revoking this power of attorney. A certified copy of this power of attorney, as recorded in the Office of the Judge of Probate of Shelby County, Alabama, shall be effective, for all purposes, as a duplicate original hereof.

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IN WITNESS WHEREOF, I have hereunto set my hand and seal,  
in the City of Haystack, on this 25<sup>th</sup> day of June,  
1985.

Otis L. Carden Sr. (SEAL)  
Otis L. Carden, Sr.

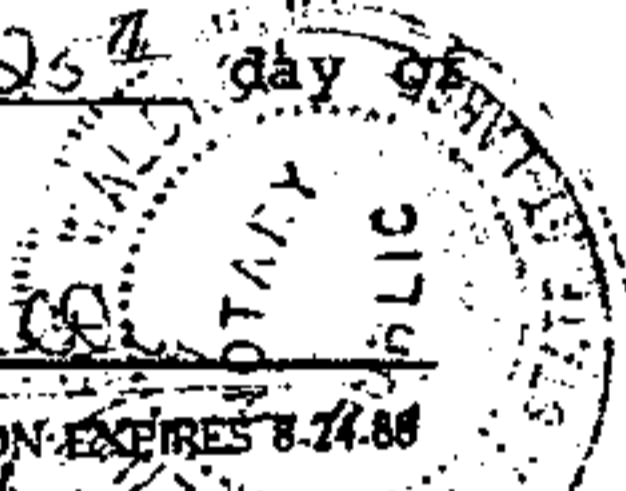
STATE OF ALABAMA )  
  )  
SHELBY COUNTY      )

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I, the undersigned authority in and for this County and State, hereby certify that OTIS L. CARDEN, SR., whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of this instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 25<sup>th</sup> day of June, 1985.

Pennie F. Walker  
Notary Public  
MY COMMISSION EXPIRES 8-24-88



THIS INSTRUMENT WAS PREPARED BY Witness by S. John  
THOMAS REUBEN BELL, ATTORNEY, P.A.  
223 NORTH NORTON AVENUE  
SYLACAUGA, ALABAMA 35150

STATE OF ALABAMA, SHELBY CO.  
I CERTIFY THIS INSTRUMENT WAS FILED  
1985 JUN 27 PM 2:44  
Rec. 1500  
Fnd. 100  
1600