

STATE OF ALABAMA)
SHELBY COUNTY)

DURABLE GENERAL POWER OF ATTORNEY

I, **MARY JANE CARMICHAEL**, hereby revoke any durable or other general powers of attorney heretofore executed by me. I hereby make, constitute and appoint **MALCOLM N. CARMICHAEL**, or, in the event of his death or other failure to serve, then **JANE ELLEN GALLAHER**, my true and lawful agent and attorney-in-fact. I authorize and empower my said agent and attorney, or his successor, as such, for me and in my name and behalf, to do and perform all acts which I could do in relation to any and all matters and in my behalf and in my name to execute all instruments and to do and perform all other acts as fully and effectually in all respects as I myself could do if personally present, with full power of substitution, hereby ratifying and confirming all that my said agent and attorney, or his successor, shall do by virtue of these presents. The powers hereby granted include, but are not limited to the power to manage, buy, sell, mortgage, lease, pledge, hypothecate and deal in and with any and all real and personal property, to ask, demand, sue for, recover, collect and receive all sums of money, debts, accounts, dividends, annuities, and demands whatsoever as are now, or shall hereafter become due, owing, payable or belonging to me, and to compromise and agree concerning the same, and execute acquittances, or other discharges for me, and in my name; to sign, endorse, and transfer deeds, checks, notes, stocks, bonds, securities and negotiable instruments of all kinds; to release and satisfy mortgages, to make gifts; to sign federal and state income and gift tax returns, and to negotiate, transact and carry out any and all business of any kind which I may have with the State of Alabama, or any other state or governmental entity, the United States Government, or any agency thereof.

Any actual thing lawfully done hereunder by my said agent and attorney-in-fact, or his successor, shall be binding on me, my heirs, legal and personal representatives and assigns, whether the same shall have been done before or after my death or other revocation of this instrument, unless and until reliable notice thereof shall have been received by my said attorney, or other person or entity dealing with said attorney. This is a durable power of attorney and shall not be affected by my disability, incompetency or incapacity.

In the event it should ever become necessary to appoint a guardian, curator, conservator or other fiduciary for me after the execution of this durable power of attorney, then I nominate **MALCOLM N. CARMICHAEL**, or, in the event of his death or other failure to serve, then **JANE ELLEN GALLAHER**, as such guardian, curator, conservator or other fiduciary.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this the 25th day of August, 1995.

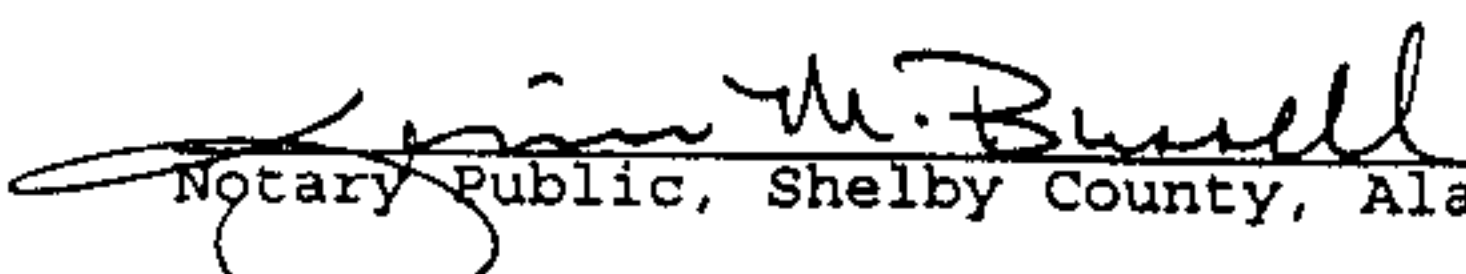

MARY JANE CARMICHAEL (L.S.)

STATE OF ALABAMA)
COUNTY OF Shelby)

I, the undersigned, a Notary Public in and for said County in said state, do hereby certify that **MARY JANE CARMICHAEL**, whose name is signed to the foregoing power of attorney and who is known to me, acknowledged before me on this day that, being informed of the contents of said power of attorney, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal on this the 25th day of August, 1995.

(NOTARIAL SEAL)


Notary Public, Shelby County, Alabama

10/02/1998-32549
09:54 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
DOE MCB 11.00

1996-32549

PREPARED BY:

Malcolm N. Carmichael
Balch & Bingham
Post Office Box 78
Montgomery, Alabama 36101
205/834-6500

Inst # 1996-32549

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