

DURABLE POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, That I, **Marta Lynn Mathews**, a legal resident of Shelby County, State of Alabama, have made, constituted and appointed, and by these presents do make, constitute and appoint **Diana R. McKinley**, who is a legal resident of the State of Alabama, my true and lawful attorney to act in, manage, and conduct all my estate and all my affairs, and for that purpose for me and in my name, place and stead, and for my use and benefit, and as my act and deed, to do and to execute, or to concur with persons jointly interested with myself therein in the doing or executing of, all or any of the following acts, deeds, and things. If she be dead or fails or refuses to act as my attorney-in-fact, or having acted, should thereafter die, resign, or become incapacitated, then in that event, I nominate and appoint **Candice J. Shockley** as Contingent attorney-in-fact. I authorize said attorney:

1. To buy, receive, lease, accept, or otherwise acquire; to sell, convey, mortgage, hypothecate, pledge, quit claim, or otherwise encumber or dispose of; or to contract or agree for the acquisition, disposal or incumbrance of; any property whatsoever and wheresoever situated, be it real, personal or mixed, or any custody, possession, interest or right therein or pertaining thereto, upon such terms as my attorney shall think proper;

2. To take, hold, possess, invest, lease or let, otherwise manage any or all of my real, personal or mixed property, or any interest therein or pertaining thereto; to eject, remove, or relieve tenants or other persons from, and recover possession of,

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such property by all lawful store, transport, repair, rebuild, modify, or improve the same or any part thereof;

3. To make, do, and transact all and every kind of business of whatever kind or nature, including the receipt, recovery, collection, payment, compromise, settlement, and adjustment of all accounts, legacies, bequests, interests, dividends, annuities, claims, demands, debts, taxes, and obligations, which may now or hereafter be due, owing or payable by me or to me;

4. To make, endorse, accept, receive, sign, seal, execute, acknowledge, and deliver deeds, assignments, agreements, certificates, hypothecations, checks, notes, bonds, vouchers, receipts, releases, and such other instruments in writing of whatever kind and nature, as may be necessary, convenient, or proper in the premises;

5. To make deposits or investments in, or withdrawals from, any account, holding, or interest which I may now or hereafter have, or be entitled to, in any banking, trust, or investment institution, including postal savings depository institutions, credit unions, savings and loan associations, and similar institutions; to exercise any right, option or privilege pertaining thereto; and to open or establish accounts, holdings, or interests of whatever kind or nature, with any such institutions in my name or in my said attorney's name or in both our names jointly, either with or without the right of survivorship.

6. To institute, prosecute or defend, compromise, arbitrate, and dispose of legal, equitable, or administrative hearings, actions, suits, attachment, arrests, distresses or other proceedings, or otherwise engage in litigation in connection with the premises;

7. To act as my attorney or proxy in respect to any stocks, shares, bonds, or other investments, rights, or interests, I may now or hereafter hold;

8. To engage and dismiss agents, counsel, and employees, and to appoint and remove at pleasure any substitute, for, or agent of, my said attorney, in respect to all or any of the matters or things herein mentioned, and upon such terms as my attorney shall think fit;

9. To execute vouchers in my behalf for any and all allowances, and reimbursements from whomsoever;

10. To prepare, execute, and file income and other tax returns, and other governmental reports, declarations, applications, requests and documents;

11. To take possession and order the removal and shipment of any of my property susceptible to movement to wherever and whenever my attorney shall deem necessary;

12. To act as my attorney-in-fact or proxy in respect to any policy of insurance on my life and in the aforesaid capacity to exercise any right, privilege, or option which I may have thereunder or pertaining thereto;

13. To endorse and cash U. S. Savings Bonds, Notes and other obligations.

GIVING AND GRANTING unto my said attorney full power and authority to do and perform every act, deed, matter, and thing whatsoever in and about my estate, property, and affairs as fully and effectually to all intents and purposes as I might or could do in my own and proper person if personally present, the above specially enumerated powers being in aid and exemplification of the full, complete, and general power herein granted, and not in

limitation or definition thereof; and hereby ratifying all that my said attorney shall lawfully do or cause to be done by virtue of these presents.

And I hereby declare that any act or thing lawfully done hereunder by my said attorney shall be binding on myself, and my heirs, legal and personal representative, and assigns; whether the same shall have been done before or after my death, or other revocation of this instrument, unless and until reliable intelligence or notice thereof shall have been actually received by my attorney.

Unless otherwise revoked, the power granted herein shall be perpetual.

IN WITNESS WHEREOF, I have hereunto signed my name this 04TH day of September, 1997.

Marta Lynn Mathews
MARTA LYNN MATHEWS

Signature witnessed in the presence of:

Roni M. Stinson
WITNESS

Denise C. Anderson
WITNESS

STATE OF ALABAMA)
SHELBY COUNTY)

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SHELBY COUNTY JUDGE OF PROBATE
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I, the undersigned authority in and for said State and County, hereby certify that the aforesaid signator, MARTA LYNN MATHEWS, who is known to me, and who being by me first duly sworn, deposes and says that the foregoing Durable Power of Attorney is hereby acknowledged by the undersigned as and being the signator's Durable Power of Attorney, and the signing thereof was a free and voluntary act and deed for the uses and purposes therein set forth.

Sworn to and Subscribed before me this the 4th day of September, 1997.

Monica Lee Turgo
NOTARY PUBLIC