

DURABLE POWER OF ATTORNEY

STATE OF ALABAMA *

JEFFERSON COUNTY *

KNOW ALL MEN BY THESE PRESENTS, which are intended to constitute a Durable Power of Attorney, that I, **WILLIS B. BALDWIN**, the undersigned, of Shelby County, Alabama, do hereby make, constitute and appoint **RENA B. KIRK** of Alabama, my true and lawful Attorney in Fact, for me and in my name, place and stead, on my behalf and for my use and benefit.

To exercise or perform any act, power, duty, right, or obligation whatsoever that I now have, or may hereafter acquire the legal right, power, or capacity to exercise or perform, in connection with, arising from, or relating to any person, item, transaction, thing, business property, real or personal, tangible or intangible, or whatsoever;

To request, ask, demand, sue for, recover, collect, receive and hold and possess all such sums of money, debts, dues, commercial notes, interests, stock certificates, bonds, dividends, certificates of deposit, annuities, pension and retirement benefits, insurance benefits and proceeds, any and all documents of title, choses in action, personal and real property, tangible and intangible property and property rights, and demands whatsoever, liquidated or unliquidated, as now are or shall hereafter become, owned by me or due, owing, payable or belonging to me, or in which I have or may hereafter acquire interest, to have, use, and take all lawful means and equitable and legal remedies, procedures, and writs in my name for the collection and recovery thereof, and to adjust, sell, compromise, and agree for the same, and to make, execute and deliver for me, on my behalf, and in my name, all endorsements, acceptances, releases, receipts, or other sufficient discharges for the same;

To lease, purchase, exchange and acquire, and to agree, bargain, and contract for the lease, purchase, exchange, and acquisition of, and to accept, take, receive, and possess any real or personal property whatsoever, tangible or intangible, or interest thereon, on such terms and conditions, and under such covenants, as my said Attorney in fact shall deem proper;

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To maintain, repair, improve, manage, insure, rent, lease, sell, convey, subject to liens, mortgage, subject to deeds of trust, hypothecate, and in any way or manner deal with all or any part of any real or personal property whatsoever, tangible or intangible, or any interest that I now own or may hereafter acquire, for me, in my behalf, and in my name and under such covenants, as my said Attorney in fact shall deem proper;

To conduct, engage in, and transact any and all lawful business of whatever nature or kind for me, on my behalf and in my name;

To make, receive, sign, endorse, execute, acknowledge, deliver and possess such applications, contracts, agreements, options, covenants, conveyance, deeds, trust deeds, security agreements, bills of sale, leases, mortgages, assignments, insurance policies, bills of lading, warehouse receipts, documents of title, bills, bonds, debentures, checks, drafts, bills of exchange, letters of credits, notes, stock certificates, proxies, warrants, commercial paper, receipts, withdrawal receipts, and deposit instruments relating to accounts or deposits in, or certificates of deposit of banks, savings and loan associations, credit unions, or other financial institutions or associations, proofs of loss, evidences of debts, releases, and satisfaction of mortgages, liens, judgments, security agreements and other debts and obligations and such other instruments in writing of whatever kind and nature as may be necessary or proper in the exercise of the rights and powers herein granted;

And if my estate is ample to provide for the purposes implicit herein, to make gifts to my family, to charity and other objects as I might have been expected to make, in amounts which do not exceed in total for any year twenty percent (20%) of the income to my estate for that year.

I grant to my said Attorney in fact full power and authority to do, take and perform all and every act and thing whatsoever requisite, proper or necessary to be done, in the exercise of any of the rights and powers herein granted, as fully to all extent and purposes as I might or could do if personally present with full power of substitution or revocation, hereby ratifying and confirming all that my said Attorney in fact, or his/her substitute, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. This instrument is to be construed and interpreted as a durable and general power of attorney. The enumeration of specific items, rights, acts, or powers herein is not intended to, nor does it limit or restrict, and is not to be construed or interpreted as limited or restricting the general powers herein granted to my said Attorney in fact.

The rights, powers, and authority of my said Attorney in fact herein granted shall commence immediately and remain in full force and effect upon the disability, incompetency, or incapacity of the said principal, **WILLIS B. BALDWIN**, and such rights, powers and authority shall remain in full force and effect thereafter until the death of the principal **WILLIS B. BALDWIN**. Any action taken in good faith pursuant to the foregoing authority without actual knowledge of my death shall be binding upon me, my heirs, assigns and personal representative.

**DURABLE POWER OF ATTORNEY
FOR HEALTH CARE**

DESIGNATION OF HEALTH CARE AGENT

I, **WILLIS B. BALDWIN**, appoint **RENA B. KIRK** as my agent to make any and all health care decisions for me, except to the extent that I state otherwise in this document. This Durable Power of Attorney for Health Care takes effect if I become unable to make my own health care decisions AND THIS FACT IS CERTIFIED IN WRITING BY MY PHYSICIAN.

LIMITATIONS ON THE DECISION-MAKING AUTHORITY OF MY AGENT

I do not wish that heroic measures, to include artificial breathing devices such as a ventilator, be employed to prolong my life when the prognosis is poor or when the resulting quality of life will be drastically curtailed. I do request oxygen, however, should it become necessary for my comfort.

I DIRECT THAT COMFORT AND PAIN RELIEF MEDICATION NOT BE WITHHELD OR WITHDRAWN. I WISH TO DIE WITH DIGNITY AND IN PEACE.

DURATION

I understand that this Power of Attorney exists indefinitely from the date I execute this document unless I establish a shorter time or revoke the power of attorney. If I am unable to make health care decisions for myself when this power of attorney expires, for any reason, the authority I have granted my agent continues to exist until the time I become able to make health care decisions for myself.

PRIOR DESIGNATIONS REVOKED

I revoke any prior durable power of attorney for health care.

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IN WITNESS WHEREOF, as Principal, I have signed this Durable Power of Attorney and Durable Power of Attorney for Health Care at Birmingham, Alabama, this the 1 day of July, 1999, and I have directed that photographic copies of this power be made which shall have the same force and effect as an original.

Willis B Baldwin
WILLIS B. BALDWIN

STATE OF ALABAMA *
Shelby COUNTY *

I, the undersigned, a Notary Public, in and for said County in said State, hereby certify that **WILLIS B. BALDWIN**, whose name is signed to the foregoing Durable Power of Attorney, and who is known to me, acknowledged before me on this day that, being informed of the contents of said Durable Power of Attorney, (s)he executed the same voluntarily on the day the same bears date.

Given under my hand this the 1 day of July, 1999.

James S. Constandine
Notary Public

My commission expires: My Commission Expires July 19, 1999.

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