

DURABLE POWER OF ATTORNEY

STATE OF ALABAMA)
SHELBY COUNTY)

KNOW ALL MEN BY THESE PRESENTS, that I, REX A. HORTON, the undersigned, do hereby nominate, constitute and appoint LYNN F. HORTON, my true and lawful attorney-in-fact, with full authority to act in my name, place and stead as follows:

1. To enter upon and take possession of any lands, tenements and hereditaments wheresoever situated that may belong to me or to the possession of which I may be entitled;
2. To ask, collect and receive and rents, profits, issues or income of any and all such lands, tenements and hereditaments, or any part or parts thereof;
3. To pay any and all taxes, charges and assessments that may be levied, assessed or imposed upon any of my lands, buildings, tenements or other structures;
4. To make, execute and deliver any deed, contract, mortgage or lease, whether with or without covenants and warranties, in respect to any such lands wheresoever situated, including, but not limited to those properties described on Exhibit "A" which is attached hereto and made a part hereof; without limitation, that land and improvements which I now own or may hereafter own, 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;
5. To extend, renew, replace or increase any mortgage or mortgages now or hereafter affecting any of my lands, tenements and hereditaments and/or any personal property belonging to me, and, for any such purposes, to sign, seal, acknowledge and deliver any notes, and any extension, renewal, consolidation or apportionment agreement or agreements, or any other instrument, whether sealed or unsealed, that may be useful or necessary to accomplish any of the foregoing purposes;
6. To obtain insurance of any kind, nature or description whatsoever, on any of my lands, tenements, use or operation thereof any personal property belonging to me in respect of the rents, issues and profits arising therefrom, 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;
7. 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;
8. To draw checks and drafts against any bank account which I may have in any bank;
9. To accept, collect and endorse checks, drafts, coupons and promissory notes and to deposit same in any bank account in my name and to make and endorse promissory notes on my behalf;
10. 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-in-fact;

Inst # 2001-28743

CLAYTON T. SWEENEY, ATTORNEY AT LAW

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11. To sell, mortgage, or 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;

12. 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-in-fact shall think fit;

13. 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 such claim, debt, money or demand, and in any such proceeding or proceedings, to vote in the election of any trustee or trustees, 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;

14. To prepare and execute all income tax returns, state and federal, and all other types of tax returns which I might be required to file anywhere, for me, and to assess any property which I may own, both personal and real, for taxation;

15. To buy and sell shares of stock, bonds or any other types of securities for me or for my account at such prices as shall be determined by my said attorney-in-fact;

16. To enter any safe deposit box or lock box, which I have or may have in any bank or banks anywhere for any purpose and to enter any safe which I may have anywhere for any purpose;

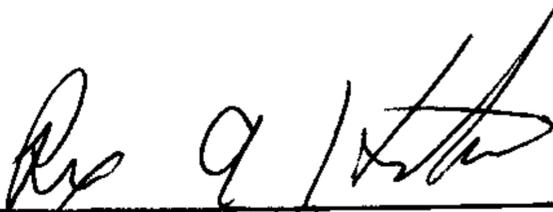
17. This power of attorney shall not be affected by my disability, incompetency, or incapacity, but shall be deemed to be durable in accordance with Alabama Code Section 26-1-2 (1975), as amended;

18. Without in anywise limiting the foregoing, my said attorney-in-fact is further authorized generally to do, execute and perform any other act, deed, matter or things whatsoever, that 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, **REX A. HORTON**, do hereby ratify and confirm all whatsoever that my said attorney-in-fact, **LYNN F. HORTON**, or her substitute or substitutes, shall do or cause to be done by virtue of this power of attorney.

IN WITNESS WHEREOF, I have set my name and seal this the 6th day of July, 2001.

WITNESSES:



REX A. HORTON

STATE OF ALABAMA)
Chubey COUNTY)

I, the undersigned, a Notary Public in and for said County and in said State, hereby certify that REX A. HORTON, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me that, being informed of the contents of the foregoing instrument, he executed the same voluntarily for the purposes therein expressed on the day the same bears date.

Given under my hand and official seal of office this 6th day of July, 2001.

Rachel Tate
Notary Public
My Commission expires: MY COMMISSION EXPIRES FEBRUARY 15, 2004

EXHIBIT A
LEGAL DESCRIPTION

A parcel of land situated in the NE 1/4 of Section 25, Township 20 South, Range 3 West, Shelby County, Alabama, and being more particularly described as follows: Commence at the NE Corner of above said 1/4; thence S 00 deg. 00 min. 00 sec. West and along the Section line, a distance of 305.77 feet; thence N 88 deg. 47 min. 10 sec. West a distance of 154.47 feet; thence N 00 deg. 00 min. 00 sec. East, a distance of 40.75 feet; thence N 88 deg. 47 min. 10 sec. West a distance of 233.99 feet to a point, said point lying on the Easterly right of way of McCain Parkway, said point also being the beginning of a nontangent curve to the left, having a radius of 302.04 feet, a central angle of 18 deg. 09 min. 32 sec., and subtended by a chord which bears N 05 deg. 57 min. 12 sec. East, and a chord distance of 95.33 feet; thence along the arc of said curve and said right of way, a distance of 95.73 feet to a point, said point being the beginning of a compound curve, having a radius of 302.04 feet, a central angle of 05 deg. 46 min. 20 sec., and subtended by a chord which bears N 06 deg. 00 min. 44 sec. West, and a chord distance of 30.42 feet; thence along the arc of said curve and said right of way, a distance of 30.43 feet; thence N 08 deg. 53 min. 54 sec. West and along said right of way, a distance of 142.31 feet; thence S 88 deg. 44 min. 30 sec. East and leaving said right of way, a distance of 403.78 feet to the point of beginning.

EXHIBIT A (CONTINUED)
LEGAL DESCRIPTION

PARCEL I: Unit 14C3, Phoenix III, a condominium in Baldwin County, Alabama, as described in the Declaration of Condominium and the attached exhibits dated July 18, 1985 and recorded in Miscellaneous Book 54, Page 1295, et seq., as amended by Amendment to Exhibit D of the By-Laws of Phoenix III Association, Inc., dated February 7, 1991 and recorded in Miscellaneous Book 68, Page 1690 et seq., Amendment to Declaration of Condominium dated February 7, 1991 and recorded in Miscellaneous Book 68, Page 1692 et seq., Correction to Exhibit C of Amendment to Declaration dated February 7, 1991 and recorded in Miscellaneous Book 69, Page 837, et seq., as amended on April 5, 1993, and recorded in Miscellaneous Book 73, Page 1799, as such unit is further described and defined by drawings recorded in Apartment Book 13, Page 231 et seq., and Apartment Book 13, Page 303 et seq., TOGETHER WITH the undivided interest declared to be an appurtenance to said unit in said Declaration as amended.

PARCEL II: Unit 15C7, Phoenix V, a condominium according to that certain Declaration of Condominium and all Exhibits thereto of record in the Office of the Judge of Probate, Baldwin County, Alabama, recorded in Miscellaneous Book 87, Page 1625, et seq. and as amended by instrument recorded in Miscellaneous Book 92, Page 665, et seq.; TOGETHER WITH the undivided interest in the common elements declared to be an appurtenance thereto in said declaration as amended.

PARCEL III: Unit Number 3, of the Beach Walk Condominium, according to condominium documents of record in the Office of the Judge of Probate, Baldwin County, Alabama, as follows, (all recording references being to the official records on file in the Office of the Judge of Probate, Baldwin County, Alabama): Declaration of Condominium and By-Laws of The Beach Walk Condominium, dated April 24, 1986 and recorded May 8, 1986 in Miscellaneous Book 57, Pages 798-843 (Declaration and Pages 844-864 (By-Laws)); as such condominium is further defined by the Engineer's Certification Drawings of The Beach Walk Condominium filed May 8, 1986 in Apartment Book 12, Page 116 as existing on that date, generally and specifically; TOGETHER WITH the undivided interest in the common elements declared to be an appurtenance thereto in said declaration as amended. SUBJECT TO the Articles of Incorporation of The Beach Walk condominium Owner's Association, Inc., dated April 24, 1986 and recorded May 8, 1986 in Miscellaneous Book 57, Pages 865-869, and all rules and regulations promulgated either pursuant thereto or pursuant to the Declaration of Condominium of By Laws of The Beach Walk Condominium.

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