

GENERAL POWER OF ATTORNEY

KNOW EVERYONE BY THESE PRESENTS, which are intended to constitute a Durable General Power of Attorney, **THAT I, Kaye B. Botes**, having an address at 4017 Kinross Lane, Birmingham, Alabama 35242, hereby make, constitute and appoint my husband **Bradford W. Botes, Sr.**, having an address at 4017 Kinross Lane, Birmingham, Alabama 35242, as my attorney-in-fact TO ACT in my name, place and stead in any way which I could do, if I were personally present, to the extent that I am permitted by law to act through an agent:

- (a) to ask, demand, sue for, recover and receive all manner of goods, chattels, debts, rents, interest, sums of money and demands whatsoever, due or to become due, and to execute, acknowledge and deliver acquittances, receipts, releases, satisfactions or other discharges for the same;
- (b) to make, execute, endorse, accept and deliver in my name or in the name of my attorney-in-fact all checks, notes, drafts, warrants, securities, stock certificates, certificates of deposit, bonds, acknowledgments, and any other agreements, certificates or instruments of any nature, as my attorney-in-fact may deem necessary or appropriate;
- (c) to cause securities or other property to be held or registered in the name of a nominee or nominees or in any other form; to vote any and all shares of stock or other securities and to execute proxies or other instruments with respect to such stock or securities;
- (d) to deposit and withdraw any sums to or from any bank, savings or similar account maintained by me; to open or cause to be opened any safe deposit box in my name and to examine and remove any or all of the contents of such box; and to conduct such other banking transactions as my attorney-in-fact may deem necessary or appropriate;
- (e) to deal with all matters relating to insurance, including the procurement and maintenance thereof; however, notwithstanding the powers given my attorney-in-fact in this and other provisions of this power of attorney, my attorney-in-fact shall have no incidents of ownership in any life insurance policy in which I own an interest and which insures the life of my attorney-in-fact;
- (f) to enter and take possession of any real or personal property belonging to me or to which I may be entitled, and to receive and take for me and in my name any rents, issues and profits of any such property; and to purchase, invest in, reinvest in, sell, exchange, lease, grant options upon, convey, assign, transfer, encumber or

otherwise dispose of any real or personal property of any nature and wherever situate; and to execute, acknowledge and deliver all contracts, deeds, leases, mortgages, transfers to trusts, bills of sale, assignments, extensions, satisfactions, releases, waivers, consents, and any other agreements, writings and instruments of any nature affecting any real or personal property, as my attorney-in-fact may deem necessary or appropriate;

(g) to commence any actions or proceedings, for the recovery of any real or personal property or for any other purpose; to appear in, answer and defend any actions or proceedings commenced against me; and to prosecute, maintain, appeal, discontinue, compromise, settle and adjust all actions, proceedings, accounts, dues and demands that now or hereafter may exist, as my attorney-in-fact may deem necessary or appropriate;

(h) to create, amend or terminate one or more trusts, partnerships, corporations, co-tenancies or any other form of ownership or entity for the purpose of dealing with any property or property interest of any nature that I may have or hereafter acquire, under such terms and with such provisions as my attorney-in-fact may deem necessary or appropriate; and to transfer any or all property in which I have an interest into any trusts, partnerships, corporations, co-tenancies or other entities, whether created by me or my attorney-in-fact or otherwise (and, in this regard, that my attorney-in-fact may be a remainderman, partner, shareholder, co-tenant or beneficiary of any such entity shall not affect the validity of any action hereunder, and shall not, by itself, constitute a breach of fiduciary duty); and to remove property from any such entity; and to give to any such entity, or to any person acting as agent or trustee under any instrument executed by me or on my behalf, such instructions or authorizations as I may have the right to give;

(i) to take all steps and remedies necessary or appropriate for the conduct and management of my business and personal affairs, and for recovering, obtaining and holding all real or personal property including debts, interest, demands, duties, sums of money or any other things whatsoever, as aforesaid, that are thought to be due, owing, belonging or payable to me in my own right or otherwise;

(j) to employ such agents, attorneys, accountants, investment counsel, trustees, caretakers and other persons and entities, and to delegate duties hereunder and pay such compensation, as my attorney-in-fact may deem necessary or appropriate; and

(k) to do, execute, perform and finish for me and in my name all things, which my attorney-in-fact shall deem necessary or appropriate, in and about or concerning my property or any part thereof.

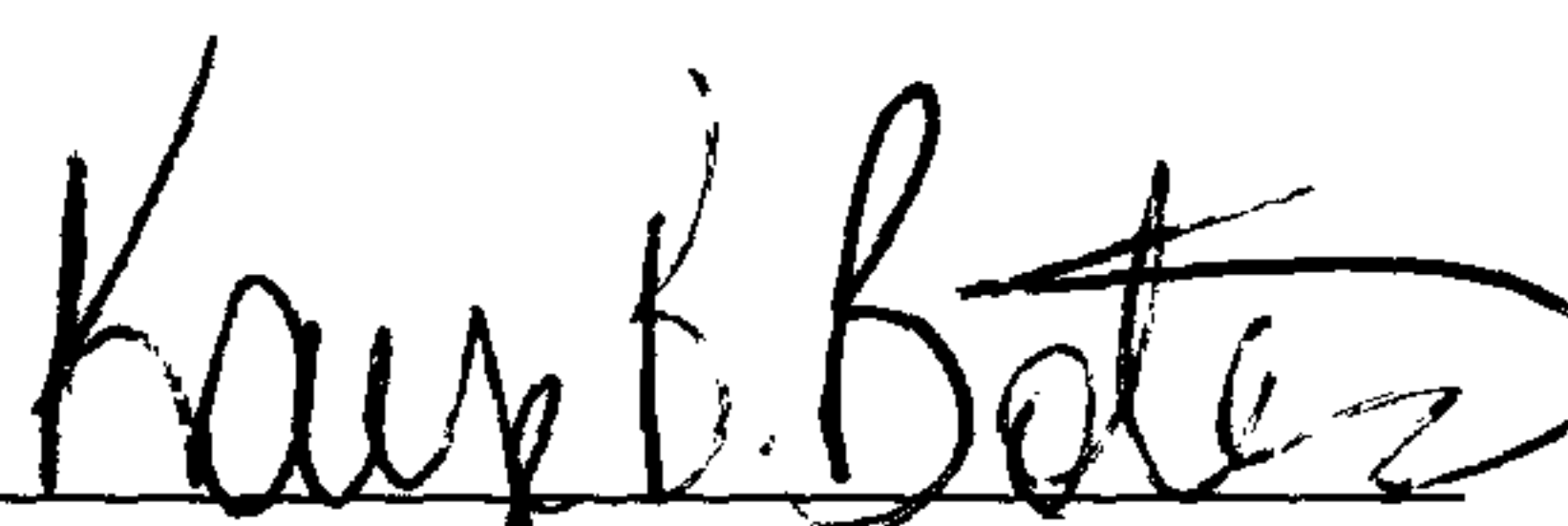
In addition, I specifically authorize my attorney-in-fact to sell, transfer, convey, or otherwise dispose of the real property at 4017 Kinross Lane, Birmingham, Alabama 35242,

together with all improvements thereon and rights relating thereto, upon such terms and conditions as my attorney-in-fact may deem advisable, and to execute and sign on my behalf any and all agreements, closing documents and other instruments relating thereto, including without limitation contracts of sale, brokerage agreements, deeds, assignments, consents, releases, escrows agreements, affidavits and tax returns, and to take such other actions relating to said real property and the sale thereof as my attorney-in-fact may deem advisable.

This power of attorney is a durable power of attorney, and it shall not be affected by my becoming disabled, incompetent or incapacitated or the lapse of time. It is my intent that the authority conferred herein shall be exercisable notwithstanding my physical disability or mental incompetence.

To induce any third party to act hereunder, I hereby agree that any third party receiving a duly executed copy or facsimile of this power of attorney may act hereunder, and that revocation or termination hereof shall be ineffective as to such third party unless and until actual notice or knowledge of such revocation or termination shall have been received by such third party. I, for myself and my heirs, executors, legal representatives and assigns, hereby agree to indemnify and hold harmless any such third party from and against any and all claims that may arise against such third party by reason of such third party having relied upon the provisions of this power of attorney.

IN WITNESS WHEREOF, I have executed this power of attorney this 16th day of June, 2003.


Kaye B. Botes

WITNESS:



residing at

1539 Helton Drive, Apt. C-6
Florence, AL 35630



residing at

100 Willow Bend, Apt. C1
Russellville, AL 35653

STATE OF ALABAMA, COUNTY OF LAUDERDALE, ss.

I, Georgia Malone, a notary public, hereby certify that Kaye B. Botes, 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 this 16th day of June, 2003.

Given under my hand and official seal this 16th day of June, 2003.

Georgia Malone
Notary Public

My commission expires on _____

MY COMMISSION EXPIRES APRIL 18, 2004