

GENERAL DURABLE POWER OF ATTORNEY

I, Wendy Nunnally Bieniosek, the "principal," of 67 Overhill Road, Montevallo, Alabama, 35115, hereby designate my daughter, Celeste Nunnally Gray, of 5744 Spring Creek Road, Montevallo, Al 35115, the "agent," as my attorney-in-fact.

1. **GENERAL GRANT AND POWER.** To exercise or perform any act, power, duty, right or obligation whatsoever that I now have or may hereafter acquire, relating to any person, matter, transaction or property, real or personal, tangible or intangible, now owned or hereafter acquired by me, including, without limitation, the following specifically enumerated powers.

I grant to my agent full power and authority to do everything necessary in exercising any of the powers herein granted as fully as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that my agent shall lawfully do or cause to be done by virtue of this power of attorney and the powers herein granted.

(a) **Powers of Collection and Payment.** To forgive, request, demand, sue for, recover, collect, receive, hold any such sums of money, debts, dues, commercial paper, checks, drafts, accounts, deposits, legacies, bequests, devises, notes, interests, stock certificates, bonds, dividends, certificates of deposit, annuities, pension, profit sharing, retirement, social security, insurance and other contractual benefits and proceeds, all documents of title, all property, real or personal, tangible or intangible property and property rights, and demands whatsoever, liquidated or unliquidated, now or hereafter owned by, or due, owing, payable or belonging to me, or in which I have or may hereafter acquire an interest; to have, use, and take all lawful means and equitable and legal remedies and proceedings in my name for the collection and recovery thereof, and to adjust, sell, compromise, and agree for the same, and to execute and deliver for me, or my benefit, and in my name, all endorsements, releases, receipts, or other sufficient discharges for the same;

(b) **Power to Acquire and Sell.** To acquire, purchase, exchange, grant options to sell, and sell and convey real or personal property, tangible or intangible, or interests therein, on such terms and conditions as my agent shall deem proper; including any residence owned by me or in which I may have an interest;

(c) **Management Powers.** To maintain, repair, improve, invest, manage, insure, rent, lease, encumber, and in any manner deal with any real or personal property, tangible or intangible, or any interest therein, that I now own or may hereinafter acquire, in my name and for my benefit, upon such terms and conditions as my agent shall deem proper;

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(d) **Banking Powers.** To make, receive and endorse checks and drafts, deposit and withdraw funds, acquire and redeem certificates of deposit, in banks, savings and loan associations and other institutions, execute or release such deeds of trust or other security agreements as may be necessary or proper in the exercise of the rights and powers herein granted;

(e) **Motor Vehicles.** To apply for a Certificate of Title upon, and endorse and transfer thereto, for any automobile, truck, pickup, van, motorcycle, or other vehicle, and to represent in such transfer assignment that the title to said motor vehicle is free and clear of all liens and encumbrances except those specifically set forth in such transfer assignment;

(f) **Business Interests.** To conduct or participate in any lawful business of whatever nature for me and in my name execute partnership agreements and amendments thereto; incorporate, reorganize, merge, consolidate, recapitalize, sell, liquidate, or dissolve any business; elect or employ officers, directors and agents; carry out the provisions of any agreements for the sale of any business interest or the stock therein; and exercise voting rights with respect to stock, either in person or by proxy, and exercise stock options; and admit new members to or act on my behalf as a member of any limited liability company of which I am a member, unless otherwise prohibited by the Articles of Organization or Operating Agreement of the limited liability company.

(g) **Tax Powers.** To prepare, sign, and file joint or separate income tax returns or declarations of estimated tax for any year or years; to prepare, sign and file gift tax returns with respect to gifts made by me for any year or years; to consent to any gift and to utilize any gift-splitting provisions or other tax election as limited by Section 1(k) hereof; and to prepare, sign, and file any claims for refund of any tax;

(h) **Safe Deposit Boxes.** To have access at any time or times to any safe deposit box rented by me, wheresoever located, and to remove all or any part of the contents thereof, and to surrender or relinquish said safe deposit box, and any institution in which any such safe deposit box may be located shall not incur any liability to me or my estate as a result of permitting my agent to exercise this power;

(i) **Power of Appointment and Disclaimers.** To exercise, or release Powers of Appointment in whole or part and to execute a Disclaimer(s) under the Uniform Disclaimers of Property Interests Act (Acts 1981, No. 18 - 156 P. 179 Sec. 1) and reported in Code of Alabama 1975, Section 35-17-1, et seq., in whole or in part the right to receive any portion or interest therein. This right to disclaim can also be allowed under any other statute which might be applicable or additional to the one cited herein;

(j) **Life Insurance.** To continue such policies as I own, to cash out or cancel them, to change the beneficiary(s) and to purchase more life insurance policies on my life or any other person permissible under the laws of the state wherein that person lives;

(k) **Pledges and Gifts.** To pay my pledges and make such gifts as I have regularly made to charitable organizations described in Section 170(c) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws ("Code"), to make gifts to or for the benefit of persons, which qualify for the federal gift tax exclusion, described in Section 2503(b) and (e) of the Code, and to make such gifts as would be sheltered by the principal's unified credit exemption pursuant to Section 2505 of the Code, to or for the benefit of persons.

(l) **Retirement Arrangements.** To make elections, including beneficiary designations and terms of distribution, for tax and other purposes, including, but not limited to, elections for pension plans, retirement and profit sharing plans, individual retirement arrangements (IRA's), annuities, and similar arrangements.

2. **EXECUTION OF DOCUMENTS.** The agent may execute documents on my behalf as follows:" Wendy Nunnally Bieniosek, by: Celeste Nunnally Gray her attorney in fact."

3. **INTERPRETATION AND GOVERNING LAW.** This instrument is to be construed and interpreted as a general durable power of attorney. The enumeration of specific powers herein is not intended to, nor does it, limit or restrict the general powers herein granted to my agent. This instrument is executed and delivered in the State of Alabama, and the laws of the State of Alabama shall govern all questions as to the validity of this power and the construction of its provisions.

4. **THIRD-PARTY RELIANCE.** Third parties may rely upon the representations of my agent as to all matters to any power granted to my agent and no person who may act in reliance upon the representation of my agent, or the authority granted to my agent shall incur any liability to me or my estate as a result of permitting my agent to exercise any power.

5. **DISABILITY OF PRINCIPAL.** This General Power of Attorney shall not be affected by my subsequent disability or incompetency. In the event that I am in need of a guardian and/or conservator to care for me and/or my property, I direct that my agent be my guardian and, if necessary, my conservator, and that, to the extent that such requirements can be legally waived, that he not be required to furnish bond or other security, or be required to file an inventory or appraisal, or account to any court.

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6. **MEDICAL ATTENTION.** I specifically authorize my agent to provide medical attention and services for me including choice of a physician; choice of a hospital or nursing home or other facility; the unrestricted power to determine upon the advice of a physician whether I am in need of surgery, and at the sole discretion of my agent to authorize or withhold such surgery; and also to provide such other care, comfort, maintenance and support as my agent may determine. Further, I empower my agent to receive my Personal Health Information in accordance with HIPAA.

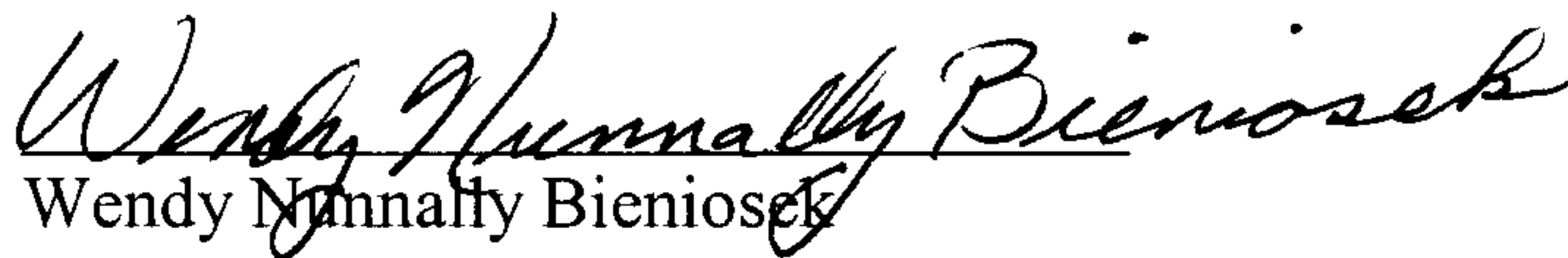
7 **SUBSTITUTE AGENT.** If my daughter, Celeste Nunnally Gray ceases to act as my agent due to her death, incapacity or resignation, I appoint my daughter, Gigi Grace Nunnally, residing at 185 Mane Ranch, Montevallo, Alabama, respectively, as my replacement attorney-in-fact and agent.

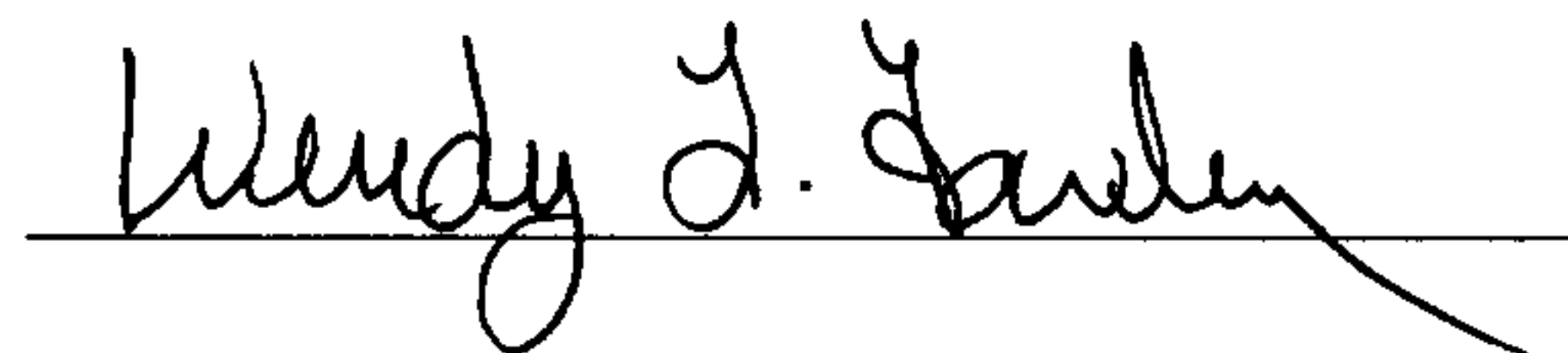
8 **LIMITATIONS.** Any authority granted to my attorney-in-fact in this instrument shall be limited so as to prevent this General Durable Power of Attorney from causing my agent to be taxed on my income or from causing my assets to be subject to a general power of appointment by my attorney-in-fact as that term is defined in Section 2041 of the Internal Revenue Code of 1986, as amended, or any successor provision.

9 **NO GUARDIAN.** By executing this instrument upon the advice of legal counsel, I have carefully and deliberately created the means and manner by which I desire that my person and property be cared for, managed and protected in the event I shall become unable to execute such responsibilities myself. Accordingly, it is my intention and my desire that I herewith express in the strongest possible terms that no guardian or conservator be appointed for me so long as there is an attorney-in-fact named in this instrument who is willing and able to act and serve under this instrument. I request that any court of competent jurisdiction that receives and is asked to act upon a petition for the appointment of a guardian or conservator.

IN WITNESS WHEREOF, I have executed this General Durable Power of Attorney, this 25th day of August, 2004 and I have directed that photographic copies of this power shall have the same force and effect as an original.

Attested and subscribed in the presence of the principal and subsequent to the principal.


Wendy Nunnally Bieniosek



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