


STATE OF ALABAMA)
JEFFERSON COUNTY)


20060215000076290 1/11 \$41.00
Shelby Cnty Judge of Probate, AL
02/15/2006 01:44:34PM FILED/CERT

DURABLE POWER OF ATTORNEY
for Business Decisions

KNOW ALL MEN BY THESE PRESENTS, which are intended to constitute a Durable Power of Attorney, THAT I, **Carol D. Johnsen**, presently residing in Shelby County, Alabama, hereby revoke all prior Durable Powers of Attorney and make, constitute and appoint **Walter Cooper** and **Lynne Cooper** presently residing in the State of Alabama, as MY ATTORNEYS IN FACT (hereinafter referred to as "Attorney in Fact") to act JOINTLY and SEVERALLY in my name, place and stead in any way which I could do, if personally present, and on my behalf, and for my use and benefit:

1. 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 matter whatsoever;

2. To request, ask, demand, sue for, recover, collect, receive and hold and possess all such manner of goods, chattels, sums of money, debts, dues, commercial paper, checks, drafts, accounts, deposits, legacies, bequests, devises, notes, interests, stock certificates, bonds, dividends, certificates of deposits, annuities, pension and retirement benefits, insurance benefits and proceeds, any and all documents of title, choices in action, personal and real property, intangible and tangible property and property rights and demands whatsoever, liquidated or unliquidated, as now are, or shall hereafter become, owned by, 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, acknowledge and deliver for me, on my behalf, and in my name, all endorsements, acquittances, receipts, releases, satisfactions or other sufficient discharges for the same;

3. To make, receive, sign, execute, endorse, acknowledge, accept and deliver and possess in my name or in the

name of my attorney in fact such applications, contracts, agreements, options, covenants, conveyances, 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, notes, drafts, securities, 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 or other institutions or associations, proofs of loss, evidences of debt, releases, and satisfaction of mortgages, liens, judgments, security agreements and other debts and obligations and such other agreements, acknowledgments, certificates or instruments in writing or whatever kind and nature, as to my attorney in fact may deem proper;

4. To cause securities or other property to be held or registered in the name of a nominee or nominees or in any other form, and to trade, sell, encumber, transfer, bargain and convey any securities or other property at any brokerage firm without restrictions in the complete discretion of my attorney in fact.

5. To execute proxies for voting securities or other instruments;

6. 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 any interest thereon, and to execute, acknowledge and deliver all assignments, extensions, satisfactions, releases, contracts, deeds, leases, mortgages, transfers to trusts, and any other agreements, writings and instruments of any nature affecting said property of any nature and wherever situated, on such terms and conditions and under such covenants, which my attorney in fact may deem proper;

7. 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;

8. To enter and take possession of any real or personal property, or any part thereof, belonging to me or to which I may be entitled, and to receive and take for me and in my name all or any

rents, issues and profits of any real property to me belonging, and to let the same in such manner as my attorney in fact shall deem proper;

9. To convey any real or personal property in return for consideration for care which shall be qualified for an exempt transfer under the regulations as set forth in the Administrative Code of the Alabama Medicaid Agency;

10. 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 therein, that I now own or may hereafter acquire, for me, in my behalf, and in my name and under such terms and conditions, and under such covenants, as said attorney in fact shall deem proper;

11. To commence any actions or proceedings, for the recovery of any real or personal property or for any other purpose, and to prosecute, maintain and discontinue the same as my attorney in fact may deem proper;

12. To appear, answer and defend in any actions or proceedings commenced against me, and to compromise, settle and adjust all actions, proceedings, accounts, dues and demands that may exist as my attorney in fact shall deem proper;

13. 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;

14. 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;

15. To apply for a Certificate of Title upon, and endorse and transfer title thereto; for any automobile, truck, pickup, van, motorcycle, or other motor 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;

16. To conduct or participate in any lawful business of whatever nature for me and in my name; to execute partnership agreements and amendments thereto; to incorporate, reorganize, merge, consolidate, recapitalize, sell, liquidate or dissolve any business; to elect or employ officers, directors and agents; to carry out the provisions of any agreement for the sale of any business interest or the stock therein; and to exercise voting rights with respect to stock, either in person or by proxy, and to exercise stock options;

17. To make gifts to my lineal descendants, of any property, both real and personal, including cash or securities to any of my lineal descendants, or to himself or herself, although he or she is acting as agent, as long as such gifts are consistent with my testamentary plan, in trust or otherwise;

18. 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 provision or other tax election; and to prepare, sign and file any claims for refund of any tax; To appear and represent me in regard to and to take all actions convenient or appropriate in connection with taxes imposed by any municipal, state, United States or foreign authority relating to any tax liability or refund, abatement or credit (including interest or penalties) due or alleged to be due from or to me or any other person or organization, association or trust for which I am responsible for the preparation, signing, executing, verifying, acknowledging or paying of any tax due or filing of a return or report, including, without limitation, federal or state income or gift tax, and for such purposes to inspect or receive copies of any tax returns filed by or for me, reports, or other papers or documents, compromises, or adjustments of any and all claims, and to execute Internal Revenue Service forms 2848 and 2848-D, and any other forms required by the Internal Revenue Service, or any other governmental agency from time to time in regard to the granting of powers of attorney, and to name my Agent or any other person as my Agent thereunder; To appoint and employ, with or without compensation, accountants, attorneys at law, investment counsel, agents, servants or other persons,

including their agents and associates, and to dismiss or discharge the same and to appoint or employ any others in their stead as my true and lawful attorneys, to appear and represent me as to all matters covered by this Power of Attorney, or for any other purpose, including, but not limited to, appearances before the Treasury Department of the United States, the Tax Court of the United States, United States Court of Claims, or any other court of the United States or the District of Columbia, or any state, municipal or foreign court, and any department or official of the United States Government or any state, municipal or foreign government; with full power and authority to such agents and attorneys to do any and all acts convenient or appropriate in connection with such matters, including the specific acts described above, and to substitute attorneys and agents subsequent to the date of such appointment and prior to any revocation thereof, and to delegate and revoke the authority so granted to them; to disclaim interests in property pursuant to the Alabama Uniform Disclaimer of Property Interests Act, as the same may be amended; to file any qualified disclaimers with the Internal Revenue Service under Internal Revenue Code Section 2518, as the same shall be amended;

19. To exercise or release powers of appointment in whole or in part and to disclaim or renounce in whole or in part any interest that I might otherwise have as a joint owner, beneficiary, heir or otherwise and in exercising such discretion, my Agent may take into account such matters as shall include but shall not be limited to any reduction in estate or inheritance taxes in my estate, and the effect of such renunciation or disclaimer upon persons interested in my estate and persons who would receive the renounced or disclaimed property;

20. To transfer, assign and convey any property or interest in property, the legal or equitable title to which is in my name, to any trust of which I am the primary beneficiary during my lifetime and under the terms of which I expressly have the power to amend or revoke such trust, and to exercise any right of withdrawal of income and/or principal which I may have pursuant to the terms and conditions of such trust, whether such trust was created before or after the execution of this power of attorney;

21. To change the beneficiaries on any insurance policies on my life, provided, however, that neither such right and power, nor any other rights and powers, shall be exercisable with respect to any policies of life insurance on the life of my said Agent herein named, which may at any time be owned by me;

22. To take ownership in my name or personally in the name of my attorney in fact, jointly and/or severally, in any accounts, savings, certificates of deposits, checks, drafts, draws, and the proceeds therefrom;

23. To employ and discharge medical personnel including such physicians, psychiatrists, dentists, nurses, and therapists as my Attorney In Fact shall deem necessary for my physical, mental and emotional well-being, and to pay such individuals, or any of them, reasonable compensation;

24. To create, amend, terminate, substitute assets therein and to change trustees in and for any Qualified Income Trust established for my benefit;

25. To irrevocably assign to any Qualified Income Trust created for my benefit any income which shall be paid to me;

26. To create an irrevocable trust for my benefit with the Alabama Family Trust, in whatever form my attorney in fact should determine, but in accordance with the rules and regulations of the Alabama Family Trust and to fund such trust with all or part of my estate as my attorney in fact shall determine to be in my best interest;

27. To apply for any public assistance benefits which may be available to me based on my medical and/or financial needs; to appeal any denial of benefits made in my behalf and to request any fair hearings or administrative hearings and present in my behalf any claims and defense which may be necessary to secure said benefits; and

28. To settle, negotiate, cash out, elect pay-out terms, or change beneficiaries, or transfer ownership in and to any IRA, retirement, pension, or annuity which shall appear in my name.

29. 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, and 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 reliance upon this durable power of attorney.

30. I grant to 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 intents and purposes as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that said attorney in fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.

31. This instrument is to be construed and interpreted as a 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 limiting or restricting, the general powers herein granted to said attorney in fact.

32. *This durable power of attorney shall take effect on the 30th day of April, 2003. This durable power of attorney shall continue in full force and effect during any period in which I am incapacitated, disabled, or otherwise unable to act on my own which said contingency maybe evidenced by the oral or written statement of my attorney in fact.*

33. In the event of the death, resignation, or inability to serve of **Walter Cooper** and **Lynne Cooper** as my Attorneys in Fact, then I appoint **Amy Poirier** as my successor Attorney in Fact to act in my name, place and stead with all rights, powers and authority as herein granted to my original Attorneys in Fact. In the event of the death, resignation, or inability to serve **Amy Poirier** then I appoint **Denise Dupont** as my successor Attorney in Fact to act in my name, place and stead with all rights, powers and authority as herein granted to my original Attorneys in Fact.

33. The power conveyed to my successor Attorneys in Fact is a joint and several power, and can be exercised by both my Attorneys in Fact working together or separately on their own.

34. In the event court proceedings are hereafter commenced to appoint a guardian, conservator or other fiduciary to take charge of my person, or to manage and conserve my property, I hereby nominate and appoint my Attorneys in Fact above-named as my guardian, conservator, or other fiduciary, to serve without bond unless otherwise required by a court of competent jurisdiction.

IN WITNESS WHEREOF, I have executed this Durable Power of Attorney this 30th day of April, 2003.

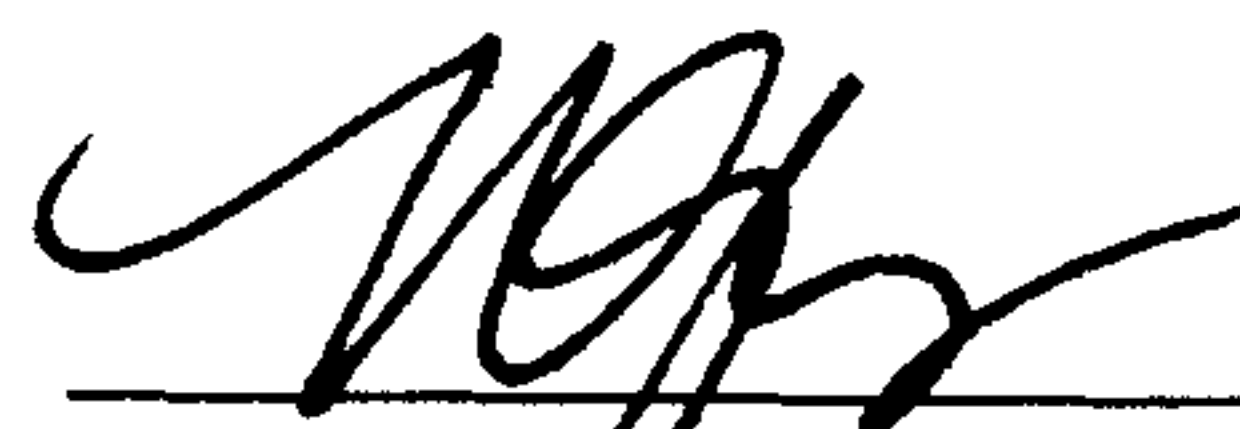
Carol D. Johnsen
CAROL D. JOHNSEN

ACKNOWLEDGMENT

STATE OF ALABAMA)
COUNTY OF JEFFERSON)

I, the undersigned, a notary public, hereby certify that **CAROL D. JOHNSEN**, 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, he/she executed the same voluntarily on this 30th day of April, 2003.

Given under my hand and official seal this 30th day of April, 2003.

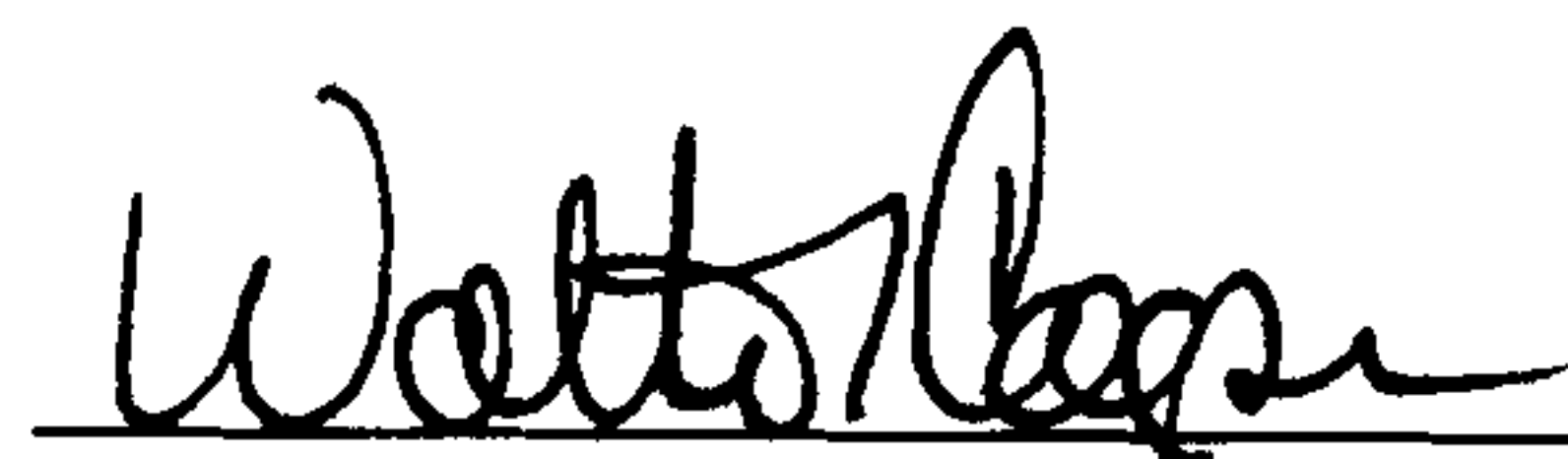


Notary Public: Mary Lynn Campisi
My commission expires: 6-16-03
(SEAL)

ACCEPTANCE OF ATTORNEY IN FACT


I, **Walter Cooper**, accept the Attorney in Fact designation of the declarant.

Date: 4-30-03



Walter Cooper, Attorney-in-Fact
Address: 1914 Forest River Court
Birmingham AL 35244

WITNESS:



Name:
Address: 3008 Pump House Rd
Birmingham AL 35243

I, **Lynne Cooper**, accept the Attorney in Fact designation of the declarant.

Date: 4-30-03

Lynne Cooper
Lynne Cooper, Attorney-in-Fact
Address: 1914 Forest River Court
Birmingham AL 35244

WITNESS:

Ulahe Jurell
Name:
Address: 3008 Pump House Road
Birmingham AL 35243

I, **Amy Poirier**, accept the Attorney in Fact designation of the declarant.

Date: _____

Amy Poirier, Attorney-in-Fact
Address: _____

WITNESS:

Name:
Address: _____

I, **Denise Dupont**, accept the Attorney in Fact designation of the declarant.

Date: _____

Denise Dupont, Attorney-in-Fact

Address: _____

WITNESS:

Name:
Address: _____
