

GENERAL DURABLE POWER OF ATTORNEY

I, **ARNETTA WOOD**, whose address is 2623 Wyckham Drive, Lansing, Michigan 48906, make this General Durable Power of Attorney ("Power"), and appoint **REBECCA W. AUSTIN**, of 6016 Woodvale Road, Helena, Alabama 35080, as my attorney-in-fact ("Agent")

I. My Agent is granted the following powers, to be exercised in my name and for my benefit:

1. General Grant of 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, and/or mixed now owned or hereafter acquired by me, including, without limitation, the following specifically enumerated powers, set forth in this document. 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, hereby ratifying and confirming all that my agent shall lawfully do or cause to be done by virtue of this power of attorney.
2. Real Property Powers. To contract, option, purchase, acquire, receive, develop, improve, maintain, repair, insure, plat, partition, divide, split, rezone, safeguard, lease, grant, sell, assign, release, redeem, exchange, transfer, convey and mortgage real property and any interests therein (including any interest which I hold with any other person as joint tenants with full rights of survivorship or as tenants by the entireties), upon such terms and conditions as my agent shall determine.
3. Personal Property Powers. To contract, option, purchase, acquire, receive, improve, maintain, repair, insure, safeguard, lease, assign, sell, exchange, release, redeem, transfer, mortgage, and in any and every way and manner deal in and with, tangible or intangible personal property in possession or in action, upon such terms and conditions as my agent shall determine.
4. Motor Vehicles. To apply for a certificate of title and to endorse and transfer title for any automobile or other motor vehicle, and to represent in such transfer that the title is free and clear of all liens and encumbrances, except those specifically identified.
5. Dividends. To receive all dividends which are or shall be payable on any and all shares of stock in any corporation which I own or to which I may be beneficially entitled or to elect to reinvest such dividends.

6. Vote Business Interests. To vote at all meetings of corporations, partnerships, limited partnerships, limited liabilities companies and similar business entities and to act as my proxy or representative in respect of any shares, partnership interests or membership interests now held or which may hereafter be acquired by me and to sign and execute any proxies or other documents.
7. Transfer Business Interests. To sell, assign, transfer and deliver shares of stock, partnership interests, limited liability company member interests and ownership interests in similar business entities which I own or to which I may be beneficially entitled and to make and execute all necessary documents of assignment and transfer.
8. Employ Agents. To employ and compensate agents, accountants, attorneys, real estate brokers and other professionals for services rendered and to waive any attorney client privilege and any other privilege which I may have.
9. Employment Benefits. To make, exercise, waive or consent to any and all elections and/or options that I may have regarding any benefits provided or available to me through my employment.
10. Banking Powers. To establish accounts of all kinds, with financial institutions of any kind, including but not limited to banks, credit unions, savings and loans and thrift institutions, to modify, terminate, make deposits to and write checks on or make withdrawals from and grant security interests in all accounts, in my name, or to which I am an authorized signatory (except accounts held by me in a fiduciary capacity), whether or not any such account was established by me or for me by my Agent, to negotiate, endorse or transfer any checks or other instrument with respect to any such accounts; to contract for any services rendered by any financial institution.
11. Retirement Benefits. To establish one or more "individual retirement accounts" or other retirement plans or arrangements in my name.
 - a. In connection with any pension, profit sharing or stock bonus plan, individual retirement arrangement, Roth IRA § 401(k) plan, § 403(b) annuity or account, § 457 plan, or any other retirement plan, arrangement or annuity in which I am a participant or of which I am a beneficiary (whether established by my Agent or otherwise) (each of which is hereinafter referred to as "such Plan"), my Agent shall have the following powers, in addition to all other applicable powers granted by this document.
 - b. To make contributions or cause contributions to be made to such Plan with my funds or on my behalf or on behalf of my spouse.
 - c. To receive and endorse checks or other distributions to me from such Plan, or to arrange for the direct deposit of the same in any account in my name or any trust created by me or for my benefit.
 - d. To elect a form of payment of benefits from such Plan, and/or to withdraw benefits from such Plan.
 - e. To make, exercise, waive or consent to any and all elections and/or options that I may have regarding any such Plan.

- f. To make, exercise, waive or consent to any and all elections and/or options that I may have as beneficiary of any such Plan of my deceased Spouse.
- g. To waive any rights or benefits that I may have in any such Plan of my Spouse.
- h. To direct all investments in such Plans, including but not limited to investing or reinvesting in loans, stocks, bonds, securities, life insurance, annuities (including a Medicaid single premium immediate annuity) or combinations thereof, or in any other investment which my agent may deem proper.
- i. To consent to and comply with the terms of a Court Order directing the segregation or transfer of some or all of the assets in such Plan to my Spouse or to such Plan of my Spouse.
- j. To designate one or more beneficiaries or contingent beneficiaries for any benefits payable under such Plan on account of my death, and to change any such prior designation of beneficiary made by me or by my Agent; provided, however, that my Agent (other than my Spouse) shall have no power to designate my Agent directly or indirectly as a beneficiary or contingent beneficiary to receive a greater share or proportion of any such benefits than my Agent (other than my Spouse) would have otherwise received unless such change is consented to by all other beneficiaries who would have received the benefits but for the proposed change. This limitation shall not apply to any designation of my Agent as beneficiary in a fiduciary capacity, with no beneficial interest.
12. Business Interests. To create a business entity, or to continue to conduct or participate in any business in which I may be engaged or to carry out, modify or amend any agreement to which I may be a party; to execute partnership agreements and amendments thereto; to execute limited liability company agreements and amendments thereto; incorporate, reorganize, merge, consolidate, recapitalize, liquidate or dissolve any business; elect or employ officers, directors and agents; carry out the provisions of any agreement for the sale of any business interest or my ownership interest therein.
13. Collection Powers. To demand, arbitrate, settle, sue for, collect, receive, deposit, expend for my benefit, reinvest or make such other appropriate disposition of, as my agent deems appropriate, all cash, rights to the payment of cash, property (real, personal, tangible or intangible and/or mixed), debts rights, accounts, legacies, bequests, devises, dividends, annuities, rights and/or benefits to which I am now or may in the future become entitled, regardless of the identity of the individual or public or private entity involved, including, but not limited to, benefits payable to me or for my benefit by any governmental agency or body (such as Supplemental Social Security (SSI), Medicaid, Medicare and Social Security Disability Insurance (SSDI), and for the purposes of receiving Social Security benefits, my agent is nominated to serve as my "Representative Payee"), to utilize all lawful means and methods to recover such assets and/or rights, qualify me for such benefits and claim such benefits on my behalf and to compromise and grant discharges in regard to the matters described herein.
14. Mail. To open, read, respond to and redirect my mail; to represent me before the U.S. Postal Service in all matters relating to mail service;

15. Memberships. To establish, cancel, continue or initiate my membership in organizations and associations of any kinds;
16. Borrow. To borrow money and sign promissory notes that are either unsecured or secured by any of my real or personal property.
17. Debts and Expenses. To pay bills and other debts and all reasonable expenses for the management of my property and the support of myself and my dependents.
18. Support. To disburse funds as may be necessary in the sole discretion of my Agent for my proper maintenance and support, to continue any support that I may be giving to others and to meet any emergencies which happen to me or persons dependent in whole or in part upon me.
19. Safe Deposit Box. To access, or to withdraw or change the contents of, any safe deposit box of which I am a tenant or co-tenant, and to exchange or renew the box rental contract.
20. Investments. To carry on all of any brokerage business, and investment business, to invest in stock, bonds, and any other investment which my Agent may deem proper; to receive and reinvest stock dividends, sign proxies, vote at stockholder meetings, and sell shares of stock, bonds, securities or other positions in any account of mine; to reduce the interest rate of any mortgage or land contract; to instruct any brokerage firm with respect to these investments.
21. Insurance Programs. To exercise all powers and options involving any life insurance policies or products, annuities, retirement programs, compensation plans, pension, profit sharing and other employee benefit plans in which I have any interest.
22. Legal Actions. To institute, supervise, prosecute, defend, intervene in, abandon, compromise, arbitrate, settle, dismiss and appeal from any and all legal, equitable, judicial or administrative matters involving me.
23. Tax. To represent me in all tax matters involving or in any way related to me or any property in which I have or may have an interest or responsibility, including preparing, signing and filing, federal, state and/or local, income, gift and other tax returns of all kinds, claims for refunds, request for extensions of time to file returns and/or pay taxes, extensions and waivers of applicable periods of limitation, protests and petitions to administrative agencies or courts any power of attorney form required by any taxing authority and any and all other tax related documents, to pay taxes due, collect and make dispositions of refunds, post bonds, receive confidential information and contest deficiencies determined by any taxing authority; to exercise any elections or allocation I may have under federal, state or local tax law.
24. Gifts. To make gifts or continue any gifts or gift program of mine.
25. Disclaim, Renounce, Release or Abandon Property Interests. To renounce and disclaim any property or interest in property or powers to which, for any reason and by any means I may become entitled, whether by gift, testate or intestate succession; to release or abandon any property or interest in property or powers which I may now or hereafter own, including any interests in or rights over trusts (including the right to alter, amend, revoke or terminate) and to exercise any right to disclaim an elective share in any estate or under any will; 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 on 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.

26. Create, Amend or Revoke Trust; and Transfer Assets to Trust. To create, amend, or revoke a trust for my benefit or for the benefit of any of my dependents, upon such terms and conditions as my agent shall deem appropriate; and to transfer any of my property to the Trustee then acting under a Trust, to be added to, held and distributed as a part of the Trust created for me by that Agreement, whether or not I amend it after the date of this power.
27. Social Security and Government Benefits. To make application to any governmental agency for any benefit or government obligation to which I may be entitled; to endorse any checks or drafts made payable to me from any government agency for my benefit, including any Social Security checks.

II. General Provisions and Restrictions.

28. Substitute Attorney-in-fact. If **REBECCA W. AUSTIN** declines in writing, is disabled, dies or is otherwise unavailable, then I appoint **KATHLEEN SHEA** of Live Oak, Florida. Any person may rely upon any act done by my substitute attorney-in-fact and shall not be required to inquire into whether the original attorney is in fact dead, disabled, or unavailable, as the case may be.
29. Appointment of Guardian/Conservator. In the event it becomes necessary that a Guardian be appointed for me, I nominate **BARBARA WOOD**. In the event it becomes necessary that a conservator be appointed for me, I nominate **REBECCA W. AUSTIN**, or the person then serving as my Agent under this Durable Power of Attorney. This nomination shall not be construed as limiting the foregoing powers granted to my said agent or as requiring the appointment of a conservator in the event of my subsequent disability or incapacity.
30. Agent's Powers

My agent:

- a) Cannot sign a Will, or Codicil (amendment to a will), on my behalf.
- b) Cannot exercise or be vested with any incidents of ownership of insurance policies that I own that insure my Agent's life.
- c) Is a fiduciary and possesses no general or limited power of appointment.
- d) Has no authority to exercise any powers, the exercise of which would cause my assets to be considered as taxable in my Agent's estate for federal estate tax or Michigan estate tax purposes, including but not limited to:
 - i. appointing, assigning or designating any of my assets, interests or rights directly or indirectly to my agent, my agent's estate, my agent's creditors or the creditors of my agent's estate;

ii. disclaiming assets to which I would otherwise be entitled if the effect of such disclaimer is to cause such assets to pass in any one calendar year directly or indirectly to my agent or his or her estate; and

iii. using my assets to discharge any of my agent's legal obligations, including any obligations of support, which my agent may owe others (excluding those whom I am legally obligated to support).

31. Interpretation and Governing Law. This document is to be interpreted under Michigan law as a general durable power of attorney. Paragraph headings are for convenience only and must not be used to interpret this document. Statements of specific powers do not restrict general powers granted to my Agent.
32. Photographic Copies. My agent has the right to make copies of this Power, and anyone has the right to rely on these copies as though they were originals. Anyone who relies on my Agent's representations, or on a copy of this Power, will not be liable for permitting my Agent to act under this Power.
33. Third-party Reliance. Third parties have the right to rely on my Agent's representation of any power that I have granted to my Agent. Any person who relies on these representations will not be liable to me or my estate for this reliance. To induce third parties to rely on this Power, I warrant that if this Power is revoked by me or otherwise terminated, I will indemnify any third party from any loss suffered or liability incurred in good faith reliance on the authority of my Agent before the third party knows of revocation or termination. This warranty binds my personal representatives and successors.
34. Disability of Principal. This Power will not be affected by my disability or by any uncertainty as to whether I am alive, but will be terminated by my written revocation or by my death.

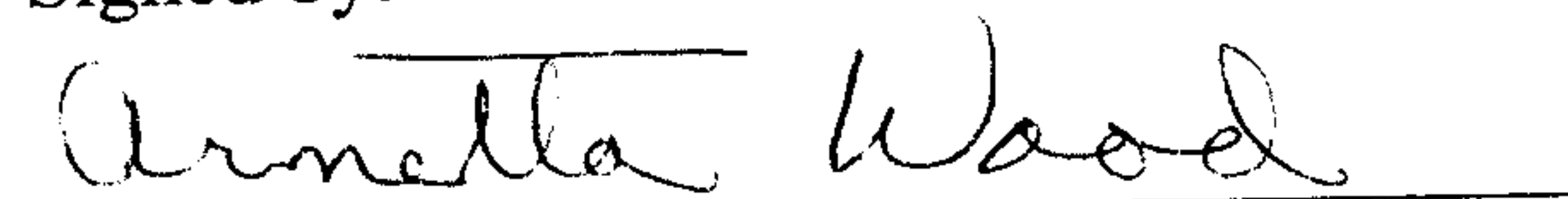
Dated: March 20, 2006

Witnessed by:


Remo Mark Grua

Jo Ann Oppenheimer

Signed by:


ARNETTA WOOD

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Shelby Cnty Judge of Probate, AL
05/02/2007 12:52:49PM FILED/CERT

STATE OF MICHIGAN)
)SS
COUNTY OF INGHAM)

Sworn and subscribed before me, a Notary Public, in and for said county and state, by **ARNETTA WOOD** this 20th day of March, 2006, who acknowledged the same to be her free act and deed.

Drafted by:
Remo Mark Grua
GRUA, JAMO & YOUNG, P.L.C.
2401 E. Grand River
Lansing, MI 48912


Jo Ann Oppenheimer, Notary Public
Ingham County, Michigan
My Commission Expires: 6/28/2010
Acting in Ingham County