

DURABLE POWER OF ATTORNEY

FOR

LAWRENCE COBB ABRAMS


20100601000170940 1/8 \$32.00
Shelby Cnty Judge of Probate, AL
06/01/2010 09:57:44 AM FILED/CERT

I, Lawrence Cobb Abrams, of County of Shelby, State of Alabama, do hereby make this durable power of attorney.

I. APPOINTMENT OF ATTORNEY IN FACT;

I hereby nominate and appoint my children, PEGGY ABRAMS SANDERS, LAURECIA ABRAMS TIDWELL and LAWRENCE RANDALL ABRAMS, to act jointly or separately, to serve as my attorney in fact, to have and exercise the powers provided by this instrument.

II. PURPOSE OF THIS POWER OF ATTORNEY

I intend this to be a general power of attorney. I shall specify certain acts which my attorney in fact is authorized to do in my behalf, but this is not intended to limit the generality of this power. I intend that my attorney in fact shall have the power 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;

III. TO COLLECT, ENFORCE, AND MANAGE ASSETS AND CLAIMS

To request, ask, demand, sue for, recover, collect, receive, and hold and possess all such sums of money, debts, dues, commercial paper, checks, drafts, accounts, deposits, legacies, bequests, devises, notes, interest, and retirement benefits, insurance benefits and proceeds, securities, any and all documents of title, claims, 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 an 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 recovery thereof, and to adjust, sell, compromise, and agree for the same, and to make execute and deliver for me, on my behalf, and in my name, all endorsements, acquittances, releases, receipts, or other sufficient discharges for the same;

IV. TO DEAL WITH PERSONAL PROPERTY

To lease, purchase, sell, exchange, and acquire, and to agree, bargain, and contract for the lease, purchase, sale, exchange, and acquisition of, and to accept, take, receive, and possess any

personal property whatsoever, tangible or intangible, or interest thereon, on such terms and conditions, and under such covenants, as my attorney in fact shall deem proper;

V. TO DEAL WITH REAL ESTATE

To maintain, repair, improve, manage, insure, rent, lease, sell, convey, subject to liens, mortgage, subject to deeds of trust, and hypothecate, and in any way or manner deal with all or any part of any real 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 my attorney in fact shall deem proper. To sell and convey any and all land now or hereafter owned by me, and whether or not my homestead under state law.

VI. TO ESTABLISH, FUND, AMEND, AND REVOKE TRUSTS

To establish trusts (including trusts of which my attorney in fact is a beneficiary) on my behalf, on terms which my attorney in fact shall to his or her belief understand to be my wishes for my estate, and to amend and revoke trusts which I may have heretofore executed. The power to amend trusts shall include, but shall not be limited to, the power to change the situs of trusts. My attorney in fact may establish, on my behalf, trusts of which my attorney in fact is a beneficiary. My attorney in fact may exercise appointment and removal powers under any trusts which I have established.

VII. TO EXECUTE DISCLAIMERS

To execute disclaimers on my behalf under Section 2518 of the Internal Revenue Code or any comparable section of any federal or state statute, notwithstanding that the exercise of such disclaimer may benefit my attorney in fact.

VIII. TO DEAL WITH SECURITIES AND BROKERAGE ACCOUNTS

With respect to my brokerage accounts, to effect purchases and sales (including short sales), to subscribe for and to trade in stocks, bonds, options, rights, and warrants or other securities, domestic or foreign, whether dollar or non-dollar denominated, or limited partnership interests or investments and trust units, whether or not in negotiable form, issued or unissued, foreign exchange, commodities, and contracts relating to same (including commodity futures) on margin or otherwise for my account and risk; to deliver to my broker securities for my account and to instruct my broker to deliver securities from my accounts to my attorney in fact or to others, and in such name and form, including his own, as he or she may direct; to instruct my broker to make payment of moneys from my accounts with my broker, and to receive and direct payment therefrom payable to him or her or others; to sell, assign, endorse and transfer any stocks, bonds, options, rights and warrants or other securities of any nature, at any time standing in my name and to execute any documents necessary to effectuate the foregoing; to receive statements of transactions made for my account(s); to approve and confirm the same, to receive any and all notices, calls for margin, or other demands with reference to my accounts(s); and to make any and all agreements with my broker with reference thereto for me and in my behalf.

My attorney in fact may vote in person, or by general or limited proxy, with or without power of substitution, with respect to any stock or other securities I may own.

I authorize my attorney in fact to execute on my behalf any powers of attorney in whatever form which may be required by any stockbroker with whom I have deposited any securities.

IX. TO OPERATE ANY BUSINESS

To operate any business which I may own, whether a sole proprietorship, partnership, or corporation; to hire and fire any employees or managers; to change the legal form of any business; to sell, borrow against, or liquidate any business; to delegate management responsibilities to any person; to execute an election under Subchapter S or any other provision of the Internal Revenue Code.

X. TO ENGAGE IN ESTATE PLANNING

To change my estate plan as my attorney in fact shall deem appropriate, or to establish an estate plan if needed. My attorney in fact may consult with such accountants and attorneys as deemed necessary, and shall have the power to execute trusts and to make gifts, as further set forth below.

XI. TO MAKE GIFTS

To make gifts of my assets to such persons and institutions as shall appear to my attorney in fact to be consistent with my prior pattern of giving, or as shall be appropriate to reduce or eliminate Federal or State estate or inheritance taxes on my estate, or to reduce the exposure of my estate to nursing home expenses. This power shall not authorize my attorney in fact to make gifts to himself or herself. If such power is granted, it will be provided in Paragraph 12. In making gifts hereunder, my attorney in fact shall be mindful of transfer tax considerations, including, without limiting the generality of the foregoing, the transfer tax exclusions available under Internal Revenue Code Section 2503(b) and Section 2503(e); provided that my attorney in fact may make gifts beyond the exclusion amount if deemed advisable. If my attorney in fact makes gifts to minors, such gifts may be made directly to the minor, to a parent, guardian or next friend of the minor, or under the Uniform Gifts to Minors Act or the Uniform Transfers To Minors Act.

XII. TO MAKE GIFTS TO HIMSELF OR HERSELF

I specifically authorize my attorney in fact to make gifts to himself or herself, directly or indirectly, in accordance with the standards set forth in the preceding paragraph.

(To be signed only if this power is granted.)

XIII. TO MAKE CONTRACTS AND GIVE RELEASES

To make, receive, sign, endorse, execute, acknowledge, deliver, and possess such applications, contracts, agreements, options, covenants, security agreements, bills of sale, leases, mortgages, assignments, fire and casualty insurance policies, bills of lading, warehouse receipts, documents of title, bills, bonds, debentures, checks, drafts, bills of exchange, letters of credit, notes, stock certificates, proxies, warrants, commercial paper, receipts, proofs of loss, evidences of debts, releases, and satisfaction of mortgages, liens, judgments, security agreements and other debts and obligations and such other instruments in writing of whatever kind and nature as may be necessary or proper in the exercise of the rights and powers herein granted;

XIV. TO COMPENSATE HIMSELF OR HERSELF

My attorney in fact may compensate himself or herself from my funds for services rendered, and expenses incurred, in acting under this instrument.. Such expenses shall include, but shall not be limited to, the costs of retaining counsel to advise my attorney in fact in the conduct of his duties, and an accountant to assist in maintaining records. If my attorney in fact is an attorney at law, he may compensate himself at the rate customarily charged to clients for similar services

XV. TO DEAL WITH BANK ACCOUNTS

To deal with any bank accounts or certificates of deposit which I may own, to withdraw funds from such accounts, to pledge such accounts, and generally to exercise control over such accounts, and to establish new accounts. To execute any form, including a power of attorney, required by any bank or other financial institution in order to enable my attorney in fact to execute the powers granted under this instrument.

XVI. TO DEAL WITH LIFE INSURANCE POLICIES

To deal with life insurance policies and other products issued by life insurance companies, including but not limited to, National Service Life Insurance, and annuity contracts, to change the beneficiaries, to assign the policies, to surrender and borrow against the policies and to exercise all of the incidents of ownership in any life insurance policies or annuity contracts I own.

XVII. TO DEAL WITH THE SOCIAL SECURITY. ADMINISTRATION AND OTHER AGENCIES

To make application on my behalf for benefits administered by the Social Security Administration or any other federal; state, or local agency and to receive Social Security and other benefits on my behalf.

XVIII. TO ARRANGE FOR MY MEDICAL CARE

To have access to my medical records, to make decisions as to acceptance or rejection of medical treatment, to engage and dismiss physicians and other health care personnel, to choose" where I shall receive medical treatment and to arrange for my admission to and discharge from

hospitals and other places of treatment, to grant consent for or refuse consent to any medical procedure, to sign any consent or release, and to do anything in connection with my health care which I could do personally. If I shall have executed a valid Health Care Proxy this provision shall be inapplicable.

XIX. TO DEAL WITH TAX MATTERS

To represent me in all tax matters; to prepare, sign, and file federal, state, and local income tax, transfer tax, and other tax returns of all kinds, including joint returns, claims for refunds, requests for extensions of time, petitions to the Tax Court or other courts regarding tax matters, and any and all other tax-related documents, including, but not limited to, consents and agreements under Section 2032A of the Internal Revenue Code or any successor section thereto and consents to split gifts, closing agreements and Form 2848, Form 8821, and any other power of attorney or form required by the Internal Revenue Service, any state or any local taxing authority with respect to any tax year between the years 1992 and 2020; to pay taxes due, collect and make such disposition of refunds as my attorney shall deem appropriate, post bonds, receive confidential information and contest deficiencies determined by the Internal Revenue Service, any state, or any local taxing authority; to exercise any elections I may have under federal, state or local tax law; and generally to represent me in all tax matters and proceedings of all kinds and for all periods between the years 1992 and 2020 before all officers of the Internal Revenue Service and state and local tax authorities; to engage, compensate and discharge attorneys, accountants and other tax and financial advisers and consultants to represent and/or assist me in connection with any and all tax matters involving or in any way related to me or any property in which I have or may have any interest or responsibility.

XX. TO HAVE ACCESS TO SAFE DEPOSIT BOXES

To enter any safe deposit box which I may have leased; to add property to the box or take property from the box, and to surrender possession of the box and terminate the lease.

XXI. TO DEAL WITH PENSION PLANS AND RETIREMENT ACCOUNTS

To deal with pension plans and retirement accounts of all types; to make and change beneficiary designations and payment options, and to surrender any retirement accounts for cash.

XXII. TO RECEIVE MAIL

To enter any mail box which I shall have hired, whether at a United States Post Office or elsewhere, and to surrender the box and terminate the lease at his discretion; to sign for any certified or registered mail directed to me, and to execute any order required to forward mail to any location selected by my attorney in fact.


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XXIII. To CHANCE MY DOMICILE

To do all things necessary to change my legal domicile.

XXIV. To EFFECT MY RESIGNATION AS A MEMBER, OFFICER OR FIDUCIARY

To effect my resignation as a member or officer of any organization or entity, or as a trustee, executor, personal representative, or other fiduciary or an estate or trust, however denominated.

XXV. To DO ALL NECESSARY THINGS

To do, take, and perform all and every act and thing whatsoever requisite, prior, 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, hereby ratifying and confirming all that my attorney in fact shall lawfully do or cause to be done by virtue of this power of attorney and the right and powers herein -ranted.

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 my attorney in fact.

XXVI. To SERVE AS MY CONSERVATOR OR GUARDIAN

If it is necessary at any time for a court to appoint a conservator for my estate or a guardian of my person or estate, I nominate my attorney in fact, PEGGY ABRAMS SANDERS or my successor attorneys in fact LAURECIA ABRAMS TIDWELL or LAWRENCE RANDALL ABRAMS, if my attorney in fact is not available to serve, to serve as such conservator or guardian.

XXVII. POWER TO REMAIN IN EFFECT

This power of attorney is intended to remain in full effect notwithstanding any subsequent disability or incapacity on my part.

XXVIII. POWER NOT AFFECTED BY TIME

This power of attorney shall not expire or become stale upon the passage of time but is intended to continue in force until revoked by me. If a guardian or conservator should be appointed with authority to deal with my property, the power granted to my attorney in fact under this instrument shall terminate.

If, without actual knowledge of my death or any other circumstance which would revoke this power of attorney my attorney in fact enters into a transaction on my behalf which would have been binding, upon me except for my death or other circumstance but before my attorney in fact

has actual notice of such death or any other circumstance, then I or my estate will carry out the terms of the transaction in the same manner as if this power of attorney had not been terminated.

XXVIX. COUNTERPARTS AND COPIES VALID

I execute this power of attorney in a number of counterparts, each to be valid as an original. A certified copy of this power of attorney, if the power of attorney is recorded at the Registry of Deeds or other state or local recording office, shall be as valid as an original.

XXX. STATE LAW TO GOVERN

This power of attorney is to be construed according to the laws of the State of Alabama.

XXXI. OTHER POWERS OF ATTORNEY REVOKED

In executing this power of attorney, I hereby revoke all other powers of attorney which I have executed earlier, except such as have to do with signature powers over savings or checking accounts.

XXXII. DUTY OF ATTORNEY IN FACT TO ACCOUNT

My attorney in fact shall account upon request to me. If a conservator or guardian is appointed for my property my attorney in fact shall account to such conservator or guardian.

XXXIII. POWER TO EXECUTE FURTHER POWERS OF ATTORNEY

My attorney in fact shall have the power to execute further powers of attorney appointing my attorney in fact or some other person.

XXXIV. THIRD PARTY RELYING UPON POWER OF ATTORNEY

Any person, firm, or corporation shall be entirely protected in relying upon this power of attorney or any action taken by my attorney in fact pursuant to this power of attorney, and I, or my estate in the event of my death, shall hold harmless any such person, firm, or corporation so relying upon this power of attorney or any action taken by my attorney in fact pursuant to this power of attorney. I authorize my attorney in fact to bring suit against any person, firm, or corporation which refuses to accept this power of attorney.

XXXV. COMPENSATION AND INDEMNIFICATION OF MY ATTORNEY IN FACT

If my attorney in fact shall be subject to any legal claim arising out of anything done or not done in accordance with this durable power of attorney, my attorney in fact shall be entitled to indemnify himself or herself from my assets, except in the event of his gross negligence or criminal misconduct. My attorney in fact shall not be held liable to any person for any action taken or not taken under this instrument, except in the event of his gross negligence or criminal misconduct. If my attorney in fact shall take any action under this power of attorney after the

power of attorney has been terminated, but without knowledge of such termination, my attorney in fact shall not be liable to me or my -estate, and shall be indemnified from liability by me or my estate.

XXXVI. GRANT OF POWER OF ATTORNEY IS REVOCABLE

I reserve the right at any time to revoke this power of attorney. If I revoke this power of attorney, I (may/shall) record notice of such revocation in the Office of Judge of Probate of Shelby County, Alabama.

WITNESS my hand this 27th day of MAY, 2010.

LAWRENCE CUBB ABRAMS
Principal (type name)

Lawrence Cubb Abrams
Principal (signature)

ANDREW R. SALTER
Witness (type name)

Andrew R. Salter
Witness (signature)

DAVID J. GARNER
Witness (type name)

David J. Garner
Witness (signature)

The signatures of my attorney in fact, and my alternate, if there is an alternate, appear below.
This durable power of attorney is 8 pages in length.

Peggy A. Sanders
Attorney In Fact

Laurecia A. Tidwell
Attorney In Fact


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Lawrence P. Abrams
Attorney In Fact

STATE OF ALABAMA)
COUNTY OF SHELBY)

This 27 day of May, 2010, then personally appeared the above-named and acknowledged the foregoing to be (his/her) free act and deed, and the witnesses acknowledged their signatures, before me.

Karen R. Henderson
(print name) Notary Public (SEAL)

1-10-13
My commission expires