

DURABLE POWER OF ATTORNEY

I, **MICHAEL S. ALLEN, SR.**, a resident of **SHELBY COUNTY, ALABAMA**, whose address is 354 Highway 54, Montevallo, Alabama 35115, hereinafter designated as “Principal”, do hereby constitute and appoint, **PRISCILLA C. ALLEN**, a resident of **SHELBY County, Alabama**, whose address is 354 Highway 54, Montevallo, Alabama 35115, as my “Attorney-in-Fact”, for **SHELBY County, ALABAMA**, and all other Counties and States, including foreign countries, wherein the need may arise, for the following purposes:

Without limiting any general powers, I hereby specifically authorize said Attorney-in-Fact to do, conduct or perform the following activities for me and in my name:

1. To buy, sell, exchange, assign and otherwise trade securities in which I maintain any right, title or interest, with, by or through any securities broker or other person or entity to whom I have entrusted the deposit, maintenance or management of such securities, and to withdraw, by check, wire order, or other means, funds or other assets which may be controlled by any securities broker or other financial entity or institution,
2. To enter upon or into and to take possession of any of my property, real or personal, including the contents of any safe deposit box standing in my name;
3. To demand, receive and receipt for any and all sums of money or property, real or personal, now or hereafter due to me, including, but not limited to, any bank, savings and loan association or other financial institution deposits in my name;
4. To deposit in any bank, savings and loan association or other financial institution any and all monies collected or received for me by said Attorney-in-Fact;
5. To pay any and all bills, accounts, mortgages, indebtedness, taxes, assessments, claims and demands now or hereafter payable by me;
6. To sign, endorse and deliver all checks, drafts, and instruments of like nature payable to me or by me, as said Attorney-in-Fact may deem proper;
7. To borrow money and to sign and deliver any bond, note or other evidence of debt or other instrument in writing necessary or proper in connection with any such loan;
8. To endorse, assign, pledge, mortgage or hypothecate any and all of my property, real or personal, as security for any loan, on such terms as said Attorney-in-Fact may deem proper;

9. To sell, lease and dispose of any or all of my property, real or personal, for such prices and upon such terms of credit or otherwise as said Attorney-in-Fact may deem proper;
10. To execute and deliver to the purchasers or lessees of my property, real or personal, appropriate contracts, bills of sale, leases, assignments, deeds, land contracts or other instruments of conveyance for transfer thereof, with or without covenants of warranty or similar covenants;
11. To vote any shares of stock in any corporation standing in my name, with the full power of substitution in the exercise of such rights, and for said purpose to execute and deliver all necessary proxies;
12. To insure any of my property, real or personal, in such amounts and on such terms as said Attorney-in-Fact may deem proper;
13. To buy or otherwise acquire and hold, in such name or names as said Attorney-in-Fact may deem proper, property, real or personal, for such prices and upon such terms of credit or otherwise as said Attorney-in-Fact shall deem proper, and to sign and deliver such instruments and make such payments as may be appropriate or incidental to any such purchase, acquisition or holding;
14. To commence and carry on, or to defend, at law or in equity, all actions, suits and other proceedings in which I or my real or personal property may be in any way concerned;
15. To compound, compromise, settle and adjust all claims (including federal, state or local tax claims) in favor of or against me, upon such terms as said Attorney-in-Fact may deem proper;
16. To prepare, execute and file any tax returns, local, state or federal, and to retrieve any refund claims thereon, and to communicate or deal with any governmental taxing authority on my behalf;
17. To assign or convey any or all of my property, real or personal, to any trust, which I have previously established but have retained the right to revoke, at such times as said Attorney-in-Fact may deem appropriate, and to execute and deliver to the trustee of any such trust appropriate assignments, deeds and other instruments of conveyance or transfer pertaining thereto;
18. To employ and pay reasonable compensation to agents, accountants, Attorney-in-Fact, and investment counsel to assist in the exercise of any of the foregoing or hereinafter designated powers;
19. To discuss with and obtain information or documentation from my physicians, medical staff personnel who are or have been involved in my treatment, hospital staff personnel who are or have been involved in my treatment, medical billing departments or agents thereof regarding my medical debts, pharmaceutical distributors, agents for my health and medical insurance companies, governmental agencies, and any and all other persons or entities

with whom my Attorney-in-Fact may deem it necessary or appropriate to confer, in regard to my health and medical condition, treatment or debts; and
20. To do, conduct and perform any and all other duties, tasks or activities which I have, or, except for my intervening disabilities, would have the power and authority to do, conduct or perform for myself, without the implementation of any reservations or limitations upon said Attorney-in-Fact.

This instrument shall be construed as a complete and Durable Power of Attorney, and shall vest in said Attorney-in-Fact, full power and authority to conduct and perform all of the above designated activities, as well as any and all of my other personal, business or tax matters of whatever nature, which I have the power and authority to do, conduct and perform for myself, without any limitations whatsoever. The herein designated Attorney-in-Fact shall have the authority to act in the performance or undertaking of any of the above designated activities, for my benefit.

This Durable Power of Attorney shall not be affected by the disability, incompetency or legal incapacity of myself, as Principal; and all acts done or performed by said Attorney-in-Fact pursuant to the powers granted herein during any period of disability, incompetency or incapacity of me, as Principal, shall have the same effect and inure the benefit of, and bind me and my successors in interest as if I were competent, not disabled and not incapacitated.

If, following execution of this Durable Power of Attorney, a Court of my domicile appoints a guardian, conservator or other fiduciary charged with the management of my estate, or any portion thereof, I hereby nominate the herein-named Attorney-in-Fact to serve as my guardian, conservator or other fiduciary.

This Durable Power of Attorney is intended to allow my Attorney-in-Fact, in the performance of any duties or acts hereinabove authorized, to execute the signature of said Attorney-in-Fact upon any instrument or document pertaining to any of the matters set forth herein, undertaken for my benefit, and same will bind myself, my estate, successors or assigns, as though I had executed such instrument or document.

I specifically revoke any and all prior Powers of Attorney issued by me to any other Attorney-in-Fact, and direct that same shall be hereby cancelled, nullified, voided and held for naught.

I hereby direct that any person or entity dealing with my Attorney-in-Fact, regarding personal, business or tax matters relating to me or my property, shall honor a copy or duplicate of this Durable Power of Attorney, and construe same as an original hereof.

This Durable Power of Attorney shall remain in full force and effect, until such time as I revoke same by written instrument recorded with the Probate Judge of the County in which I reside, or destroy the original of said Durable Power of Attorney. I understand that I may revoke this Durable Power of Attorney at any time.

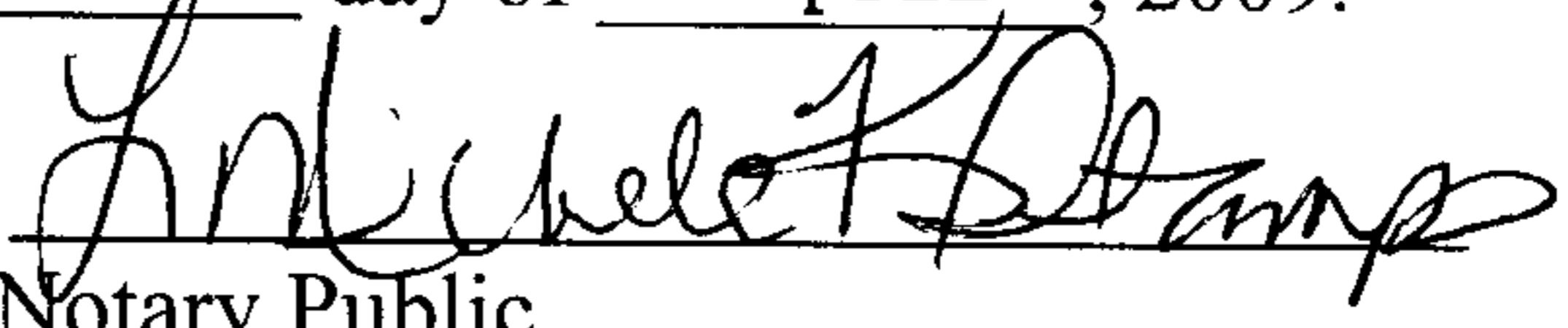



MICHAEL S. ALLEN, SR.

**STATE OF ALABAMA
COUNTY OF SHELBY**

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that **MICHAEL S. ALLEN, SR.**, 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 this document, said Principal executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 14th day of April, 2009.


Notary Public
My Commission Expires: 05/17/2011

**Prepared By:
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