

STATE OF ALABAMA)
JEFFERSON COUNTY)


20110203000037780 1/4 \$21.00
Shelby Cnty Judge of Probate, AL
02/03/2011 10:17:11 AM FILED/CERT

SPECIFIC POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, which are intended to constitute a Specific Power of Attorney, that Michelle Lapoint, the undersigned, does hereby make, constitute and appoint Richard Bryant Lapoint as my true and lawful Attorney-in-Fact, for me and in my name, place, and stead, and on my behalf and for my use and benefit specifically in regard to the following:

To exercise or perform any act, power, duty, right of 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 (1) the purchase of that certain business commonly known as:

Alabama Blue Water Adventures
("Business")

with an address of:

100 Industrial Park Drive
Pelham, Alabama 35124

including its related real estate legally described on the attached Exhibit "A" ("Real Estate"), in accordance with the terms set forth in the Purchase and Sale of Assets Agreement by and between Dive Alabama, LLC, an Alabama limited liability company; Alabama Blue Water Adventures, L.L.C., an Alabama limited liability company; D. Wayne Atchison, an individual, and Connie L. Atchison, an individual; (2) the making of a Loan by Central State Bank ("Lender") to Dive Alabama, LLC in the amount of \$ 365600.00, with an interest rate of 5.50% for 20 years ("Loan"), along with the execution of any and all documentation required by the Lender including, but not limited to, Notes, Mortgages, Security Agreements, and Unlimited Personal Guarantees.

I am hereby granting to my said Attorney-in-Fact the right to execute any and all necessary documents for the purchase of the Real Estate, Business, and the making of the Loan and give the Attorney-in-Fact the right to execute any and all documents necessary in regard to the purchase of said Real Estate and Business.

This instrument is to be construed and interpreted as a Specific Power of Attorney.

The rights, powers, and authority of my said Attorney-in-Fact herein granted shall commence and be in full force and effect on the 10th day of November, 2010, the authority conferred herein shall not be affected by disability, incompetency, or incapacity of the said Principal, Michelle Lapoint, individually; and such rights, powers, and authority shall remain in full force and effect until the sale of said real estate and business as referenced above by the Attorney-in-Fact signing all of the documents in regard to said sale, and for a period of ninety (90) days after said signing. Any action taken in good faith pursuant to the foregoing authority without

actual knowledge of my death, shall be binding upon me, my heirs, assigns, and personal representatives.

The undersigned grantor of this Specific Power of Attorney herein specifically grants to Richard Bryant Lapoint the power and right to act on the grantor's behalf to purchase and sign any and all document necessary to transact the purchase of the above-referenced real estate and business and closing of the transaction.

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IN WITNESS WHEREOF, as Principal, Michelle Lapoint, is signing this Specific Power of Attorney at 3:30 PM in Jefferson County, Alabama, this the 10th day of November, 2010, and I have directed that photographic copies of this Specific Power of Attorney be made which shall have the same force and effect as an original.


MICHELLE LAPOINT

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned authority, a Notary Public, in and for said County, in said State, hereby certify that Michelle Lapoint, whose name is signed to the foregoing Specific Power of Attorney and who is known to me, acknowledged before me on this day that being informed of the contents of said Specific Power of Attorney, she executed the same voluntarily and as her act on the day the same bears date.

Given under my hand and official seal this, the 10th day of November, 2010.


NOTARY PUBLIC

MY COMMISSION EXPIRES: 09/24/2011

This instrument prepared by:
Garrick L. Stotser
MASSEY, STOTSER & NICHOLS, P.C.
1780 Gadsden Highway
Birmingham, Alabama 35235

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EXHIBIT A

A parcel of land located in the South $\frac{1}{2}$ of the Northeast $\frac{1}{4}$ and the North $\frac{1}{2}$ of the Southeast $\frac{1}{4}$ of Section 14, Township 20 South, Range 3 West, Shelby County, Alabama, described as follows: Commence at the Northeast corner of the Southeast $\frac{1}{4}$ of the Northeast $\frac{1}{4}$ of Section 14; thence run South along the East line of said $\frac{1}{4}$ - $\frac{1}{4}$ section 794.94 feet to a point on the centerline of the Lee Street; thence right 13 degrees 12 minutes 00 seconds and run southwesterly 588.83 feet along center of Lee Street; thence right 85 degrees 05 minutes 00 seconds leaving Lee Street in a westerly direction 618.24 feet to the point of beginning and the top edge of a quarry and run more or less along the top edge of said quarry the following angles and distances; thence right 128 degrees 24 minutes 45 seconds and run northeasterly 116.18 feet; thence right 12 degrees 18 minutes 49 seconds and run northeasterly 99.39 feet; thence left 21 degrees 57 minutes 13 seconds and run northeasterly 99.39 feet; thence left 21 degrees 57 minutes 13 seconds and run northerly 99.39 feet; thence left 22 degrees 49 minutes 22 seconds and run northwesterly 107.15 feet; thence right 61 degrees 12 minutes 05 seconds leaving top of quarry in a northeasterly direction 55.78 feet to the southerly right of way Industrial Park Road; thence left 92 degrees 28 minutes 38 seconds and run northwesterly along said right of way 146.74 feet to a point on a curve to the left having a central angle of 14 degrees 56 minutes 30 seconds and a radius of 609.31 feet; thence along the arc of said curve in a northwesterly direction 158.90 feet; thence run tangent to said curve in a northwesterly direction 300.00 feet; thence left 107 degrees 30 minutes 33 seconds leaving said right of way in a southerly direction 254.00 feet; thence right 97 degrees 01 minute 02 seconds and run 382.42 feet; thence left 33 degrees 06 minutes 09 seconds and run 47.20 feet; thence right 35 degrees 24 minutes 14 seconds and run 39.28 feet; thence left 34 degrees 48 minutes 34 seconds and run 103.62 feet; thence right 8 degrees 29 minutes 46 seconds and run 91.78 feet; thence left 20 degrees 14 minutes 59 seconds and run 241.36 feet; thence left 43 degrees 54 minutes 15 seconds and run 103.94 feet; thence left 3 degrees 20 minutes 24 seconds and run 115.39 feet; thence left 22 degrees 48 minutes 47 seconds and run 12.10 feet; thence left 78 degrees 45 minutes 52 seconds and run 9.38 feet; thence right 67 degrees 27 minutes 38 seconds and run southeasterly 39.58 feet; thence left 11 degrees 01 minute 43 seconds and run southeasterly 147.28 feet; thence left 7 degrees 41 minutes 18 seconds and run southeasterly 176.48 feet; thence right 34 degrees 50 minutes 53 seconds and run southerly 54.92 feet; thence left 30 degrees 32 minutes 14 seconds and run southeasterly 132.57 feet; thence right 3 degrees 05 minutes 06 seconds and run southeasterly 306.01 feet; thence left 44 degrees 37 minutes 55 seconds and run easterly 24.84 feet; thence left 10 degrees 00 minutes 00 seconds and run easterly for 145.00 feet; thence left 7 degrees 20 minutes 00 seconds and run northeasterly 100.00 feet; thence left 16 degrees 00 minutes 00 seconds and run northeasterly 176.27 feet; thence left 59 degrees 10 minutes 10 seconds and run northerly 64.87 feet; thence left 80 degrees 55 minutes 20 seconds and run northwesterly 0.53 feet; thence right 83 degrees 08 minutes 23 seconds and run northerly 43.81 feet; thence right 10 degrees 51 minutes 41 seconds and run northerly 41.49 feet; thence right 2 degrees 07 minutes 44 seconds northerly 61.23 feet; thence right 3 degrees 49 minutes 13 seconds northerly 38.45 feet; thence right 4 degrees 09 minutes 09 seconds and run northerly 31.53 feet; thence right 5 degrees 58 minutes 50 seconds and run northerly 28.80 feet; thence right 0 degrees 01 minute 35 seconds and run northerly 27.10 feet; thence left 6 degrees 49 minutes 20 seconds and run northerly 35.66 feet; thence left 0 degrees 20 minutes 07 seconds and run 70.61 feet; thence right 7 degrees 26 minutes 57 seconds and run 30.13 feet; thence right 69 degrees 37 minutes 55 seconds and run 29.65 feet to the point of beginning.

According to the survey of Rodney Shiflett, dated June 4, 2002.