

CERTIFICATION OF TRSUT

The undersigned Trustors/Settlors and Trustees hereby certify the following:

1. This Certification of Trust refers to the WATSON FAMILY TRUST dated JULY 17, 1998, and any amendments thereto, executed by JAMES R. WATSON AND M. LYNN WATSON, TRUSTEES.

Any property owned by the Trust may be taken in the name of by JAMES R. WATSON AND M. LYNN WATSON, as TRUSTEES of by WATSON FAMILY TRUST dated JULY 17, 1998.

2. The address of the Trustors/Settlors is: 1197 INVERNESS COVE WAY, BIRMINGHAM, AL 35242

3. The initial Trustees of the Trust are: R.E. GELLINGS AND SANDRA K. GELLINGS.

4. The Trustees currently serving are: by JAMES R. WATSON AND M. LYNN WATSON

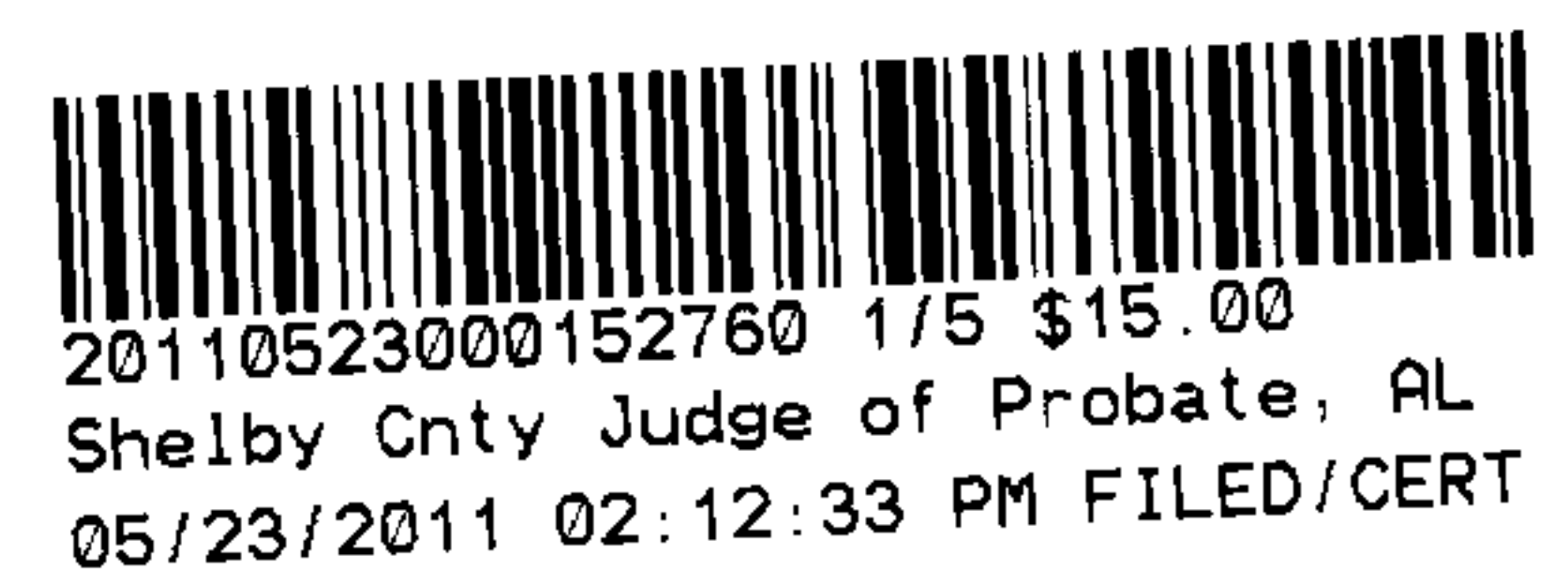
5. If more than one Trustee is currently serving the Trust Does authorize any Co-Trustee to make decisions and bind the Trust in the exercise of all powers and discretion granted to the Trustees without the consent of any other Co-Trustee.

6. With respect to real property, the Trustees are authorized in the Trust Agreement to:

- a) hold/acquire title to real property
- b) sell/convey real property
- c) encumber/mortgage real property
- d) lease real property
- e) otherwise deal with interest in real property in the name of and on behalf of the Trust.

7. In addition to the above power, the Trustees has/have the power to: see all listed above

8. All powers of the Trustees are fully set forth in ARTICLE XIII of said WATSON FAMILY TRUST, dated JULY 17, 1998.



9. Check the applicable box:

☐ The Trust is IRREVOCABLE.

31st day of August

James R. Watson, Trustee
NAME OF TRUSTOR/SETTLOR

M. Lynn Watson, Trustee
NAME OF TRUSTOR/SETTLOR

James R. Waters, Trustee
NAME OF TRUSTEE

M. Edgar Watson, Trustee
NAME OF TRUSTEE



STATE OF ~~ALABAMA~~ CALIFORNIA

COUNTY OF LOS ANGELES

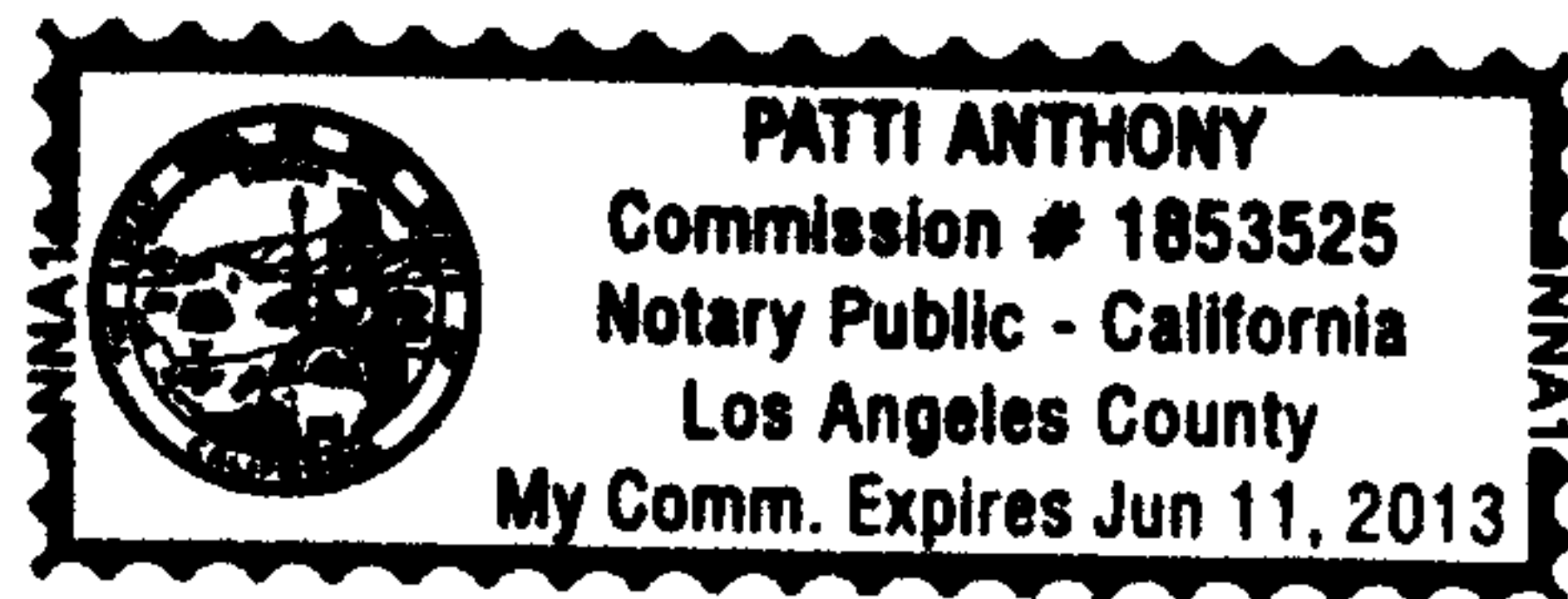
I the undersigned, a Notary Public in and for said County and State, hereby certify that _____, Trustors/Settlors and _____, Trustees, whose names are signed to the foregoing instrument and who are known to me, acknowledged before me on this day that, being informed of the contents of the instrument, they executed the same voluntarily on the day the same bears date.

Given under my hand on this 30TH day of August, 2010.

June 11, 2013
My Commission Expires

Patti Anthony, Notary Public
Notary Public

This instrument was prepared by:



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between the Survivor's Trust and the Exemption Trust as provided in Article IV hereof, and by taking into consideration the ownership of the policy immediately before the insured's death.

12.4 Compromise and Discharge. The Trustee shall have full power to compromise, arbitrate, or otherwise adjust any claim, dispute or controversy arising under any policy, and shall have authority to initiate, defend, settle and compromise any legal proceeding necessary in the Trustee's opinion to collect the proceeds of any policy. The Trustee's receipt to any insurer shall be considered in full discharge, and the insurer shall not be under any duty to inquire concerning the Trustee's application of policy proceeds.

ARTICLE XIII

TRUSTEE'S POWERS

In order to carry out the provisions of any trust created by this instrument, the Trustee shall have the following powers in addition to those now or hereafter conferred by law which are consistent herewith:

13.1 Broad Investment Powers. To invest and reinvest as a prudent person would invest. The Trustee is authorized to buy, sell and trade in securities of any nature, including short sales, on margin, and for such purposes may maintain and operate margin accounts with brokers, and may pledge any securities held or purchased by the trust with such brokers as security for loans and advances made to the Trustee.

In addition, the Trustee is authorized to buy, sell and trade in securities of any nature, including short sales, on margin, and for such purposes may maintain and operate margin accounts with brokers, and may pledge any securities held or purchased by the trust with such brokers as security for loans and advances made to the Trustee.

13.2 Securities. To have all the rights, powers and privileges of an owner with respect to the securities held in trust, including but not limited to, the powers to vote, to give proxies and to pay assessments; to participate in voting trusts, pooling agreements, foreclosures, reorganizations, consolidations, mergers and liquidations and incident to such participation to deposit securities with and transfer title to any protective or other committee on such terms as the Trustee may deem advisable; and to exercise or sell stock subscription or conversion rights; to hold securities or other property in the Trustee's name as Trustee under the AMENDED AND RESTATED WATSON FAMILY TRUST, the WATSON FAMILY TRUST, or in the Trustee's own name, or in the name of a nominee, or to hold securities unregistered in such condition that ownership will pass at delivery.

13.3 Manage and Control. To manage, control, grant options on, sell (for cash or on deferred payments), convey, exchange, partition, divide, improve and repair trust property.



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13.4 Lease Property. To lease trust property for any purpose, including exploration for and removal of gas, oil and other minerals, and to enter into community oil leases, pooling unitization agreements.

13.5 Purchase and Sell Property. To purchase and sell property at its fair market value as determined by the Trustee in the Trustee's discretion, including, to or from the probate estate of either Settlor.

13.6 Loan Money. To lend money to any person, including the probate estate of either Settlor, provided that any such loan shall be adequately secured and shall bear a reasonable rate of interest.

13.7 Tax Elections. To take any action and to make any election, in the Trustee's discretion, to minimize the tax liabilities of any trust created under this instrument or other beneficiaries thereof. Such power shall include the power to allocate the Generation Skipping Tax Exemption for each Settlor, if a Settlor or the executor of a Settlor's estate fails to make such allocation. The Trustee shall allocate the benefits among the various beneficiaries, and shall make adjustments in the rights of any beneficiaries, or between the income and principal accounts, to compensate for the consequences of any tax election, allocation or any investment or administrative decision that the Trustee believes has had the effect of directly or indirectly preferring one beneficiary or group of beneficiaries over others. Any such adjustment made in good faith by the Trustee shall be binding upon those interested in the trust and shall not expose the Trustee to any personal liability.

13.8 Borrow. To borrow money and to encumber trust property by mortgage, deed of trust, pledge or otherwise, for the debts of the trust or the joint debts of the trust and a co-owner of trust property.

13.9 Commence or Defend Litigation. To commence or defend, at the expense of any trust created under this instrument, such litigation with respect to any such trust or any property of the Trust Estate as the Trustee may deem advisable, and to compromise or otherwise adjust any claims or litigation against or in favor of any such trust.

13.10 Carry Insurance. To carry insurance of such kinds and in such amounts as the Trustee deems advisable, at the expense of the trust, to protect the Trust Estate and the Trustee personally against any hazard.

13.11 Continue to Hold Property. To continue to hold any property as long as the Trustee deems advisable.

13.12 Withhold From Distribution. To withhold from distribution, in the Trustee's discretion, at the time for distribution of any property in the Trust Estate, without the payment of interest, all or any part of the property, as long as the Trustee shall determine in the Trustee's discretion that such property may be subject to conflicting claims, to tax deficiencies, or to liabilities, contingent or otherwise, properly incurred in the administration of the Trust Estate.