

The South Closing Center

**Certification of Trust for the
MACKENZIE LIVING TRUST
dated January 12, 2010**
20120227000068430 1/5 \$15.00
Shelby Cnty Judge of Probate, AL
02/27/2012 01:39:41 PM FILED/CERT

Pursuant to VA. Code. Sec. 55-550.13, this Certification of Trust is signed by all the currently acting Trustees of the MACKENZIE LIVING TRUST dated January 12, 2010, who declare as follows:

1. The Trustmakers are BRUCE WILLIAM MACKENZIE and SUSAN KAY MACKENZIE. The trust is revocable by the Trustmakers, acting jointly and not separately.
2. The Trustees of the trust are BRUCE WILLIAM MACKENZIE and SUSAN KAY MACKENZIE. The signature of one Trustee is sufficient to exercise the powers of the Trustee.
3. The tax identification number of the trust is the social security number of either BRUCE WILLIAM MACKENZIE or SUSAN KAY MACKENZIE.
4. Title to assets held in the trust shall be titled as:

BRUCE WILLIAM MACKENZIE and SUSAN KAY MACKENZIE, Trustees of the MACKENZIE LIVING TRUST dated January 12, 2010, and any amendments thereto.
5. Any alternative description shall be effective to title assets in the name of the trust or to designate the trust as a beneficiary if the description includes the name of at least one initial or successor trustee, any reference indicating that property is being held in a fiduciary capacity, and the date of the trust.
6. Excerpts from the trust agreement that establish the trust, designate the Trustee and set forth the powers of the Trustee will be provided upon request. The powers of the Trustees include the following:

Securities, Brokerage and Margin Powers

My Trustee may buy, sell, trade and otherwise deal in stocks, bonds, investment companies, mutual funds, common trust funds, commodities, options and other securities of any kind and in any amount, including short sales. My Trustee may write and purchase call or put options, and other derivative securities. My Trustee may maintain margin accounts with brokerage firms and may pledge securities to secure loans and advances made to my Trustee or to or for the benefit of a beneficiary.

My Trustee may place all or any part of the securities held by the trust in the custody of a bank or trust company. My Trustee may have all securities registered in the name of the bank or trust company or in the name of its nominee.

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THE ZYSMAN LAW FIRM, P.C.

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My Trustee may appoint the bank or trust company as the agent or attorney in fact to collect, receive, receipt for and disburse any income and generally to perform the duties and services incident to a custodian of accounts.

My Trustee may employ a broker-dealer as a custodian for securities held by the trust and may register the securities in the name of the broker-dealer or in the name of a nominee with or without the addition of words indicating that the securities are held in a fiduciary capacity. My Trustee may hold securities in bearer or uncertificated form and may use a central depository, clearing agency or book-entry system, such as The Depository Trust Company, Euroclear or the Federal Reserve Bank of New York.

My Trustee may participate in any reorganization, recapitalization, merger or similar transaction. My Trustee may exercise or sell conversion or subscription rights for securities of all kinds and description.

My Trustee may give proxies or powers of attorney that may be discretionary and with or without powers of substitution. My Trustee may vote or refrain from voting as to any matter.

Loan, Borrowing, and Encumbrance Powers

My Trustee may make secured or unsecured loans to any person (including a beneficiary), entity, trust or estate, for any term or payable on demand, with or without interest. My Trustee may enter into or modify the terms of any mortgage or security agreement granted in connection with any loan and may release or foreclose on the mortgage or security.

My Trustee may borrow money at interest rates and on other terms that it deems advisable from any person, institution or other source including, in the case of a corporate fiduciary, its own banking or commercial lending department.

My Trustee may encumber trust property by mortgages, pledges and other hypothecation and shall have the power to enter into any mortgage, whether as a mortgagee or mortgagor even though the term may extend beyond the termination of the trust and beyond the period that is required for an interest created under this agreement to vest in order to be valid under the rule against perpetuities.

My Trustee may purchase, sell at public or private sale, trade, renew, modify, and extend mortgages. My Trustee may accept deeds in lieu of foreclosure.

Real Estate Powers

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My Trustee may sell at public or private sale, convey, purchase, exchange, lease for any period, mortgage, manage, alter, improve and in general deal in and with real property in such manner and on such terms and conditions as my Trustee deems appropriate.

My Trustee may grant or release easements in or over, subdivide, partition, develop, raze improvements, and abandon, any real property.

My Trustee may manage real estate in any manner that my Trustee deems best and shall have all other real estate powers necessary for this purpose.

My Trustee may enter into contracts to sell real estate. My Trustee may enter into leases and grant options to lease trust property even though the term of the agreement extends beyond the termination of the trust and beyond the period that is required for an interest created under this agreement to vest in order to be valid under the rule against perpetuities. For such purposes, my Trustee may enter into any contracts, covenants and warranty agreements that my Trustee deems appropriate.

Sale, Lease, and Other Dispositive Powers

My Trustee may acquire, maintain and invest in any residence for the use and benefit of the beneficiaries, whether or not the residence is income producing and without regard to the proportion that the value of the residence may bear to the total value of the trust property and even if retaining the residence involves financial risks that trustees would not ordinarily incur. My Trustee may pay or make arrangements for others to pay all carrying costs of the residence, including, but not limited to, taxes, assessments, insurance, expenses of maintaining the residence in suitable repair, and other expenses relating to the operation of the residence for the benefit of the beneficiaries.

My Trustee may acquire, maintain and invest in articles of tangible personal property, whether or not the property is income producing, and may pay the expenses of the repair and maintenance of the property.

My Trustee shall have no duty to convert the property referred to in this Section to productive property except as required by other provisions of this agreement.

My Trustee may permit any income beneficiary of the trust to occupy any real property or use any personal property owned by the trust on terms or arrangements that my Trustee may determine, including rent free or in consideration for the payment of taxes, insurance, maintenance, repairs, or other charges.

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My Trustee shall have no liability for any depreciation or loss as a result of the retention of any property retained or acquired under the authority of this Section.

General Powers

In addition to all of the powers specifically granted my Trustee, my Trustee may exercise, without prior approval from any court, all the powers conferred by this agreement and any powers conferred by law, including, without limitation, those powers set forth under the common law or other statutory law of the Commonwealth of Virginia or any other jurisdiction whose law applies to this trust. The powers set forth in Virginia Fiduciary Powers Act, including but not limited to Sections 64.1-57 and 55-548.16 are specifically incorporated into this trust agreement. The powers conferred upon my Trustee by law, including those powers conferred by Virginia Fiduciary Powers Act, shall be subject to any express limitations or contrary directions contained in this agreement.

7. The terms of the trust agreement provide that a third party may rely upon this Certificate of Trust as evidence of the existence of the trust and is specifically relieved of any obligation to inquire into the terms of this agreement or the authority of my Trustee, or to see to the application that my Trustee makes of funds or other property received by my Trustee.
8. The trust has not been revoked, modified or amended in any way that would cause the representations in this Certification of Trust to be incorrect.


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Bruce William Mackenzie
BRUCE WILLIAM MACKENZIE, Trustee

Susan Kay Mackenzie
SUSAN KAY MACKENZIE, Trustee

COMMONWEALTH OF VIRGINIA)

CITY OF ARLINGTON) ss.

This instrument was acknowledged before me on January 12, 2010, by BRUCE WILLIAM MACKENZIE, as Trustee.

[Seal & Registration Number]



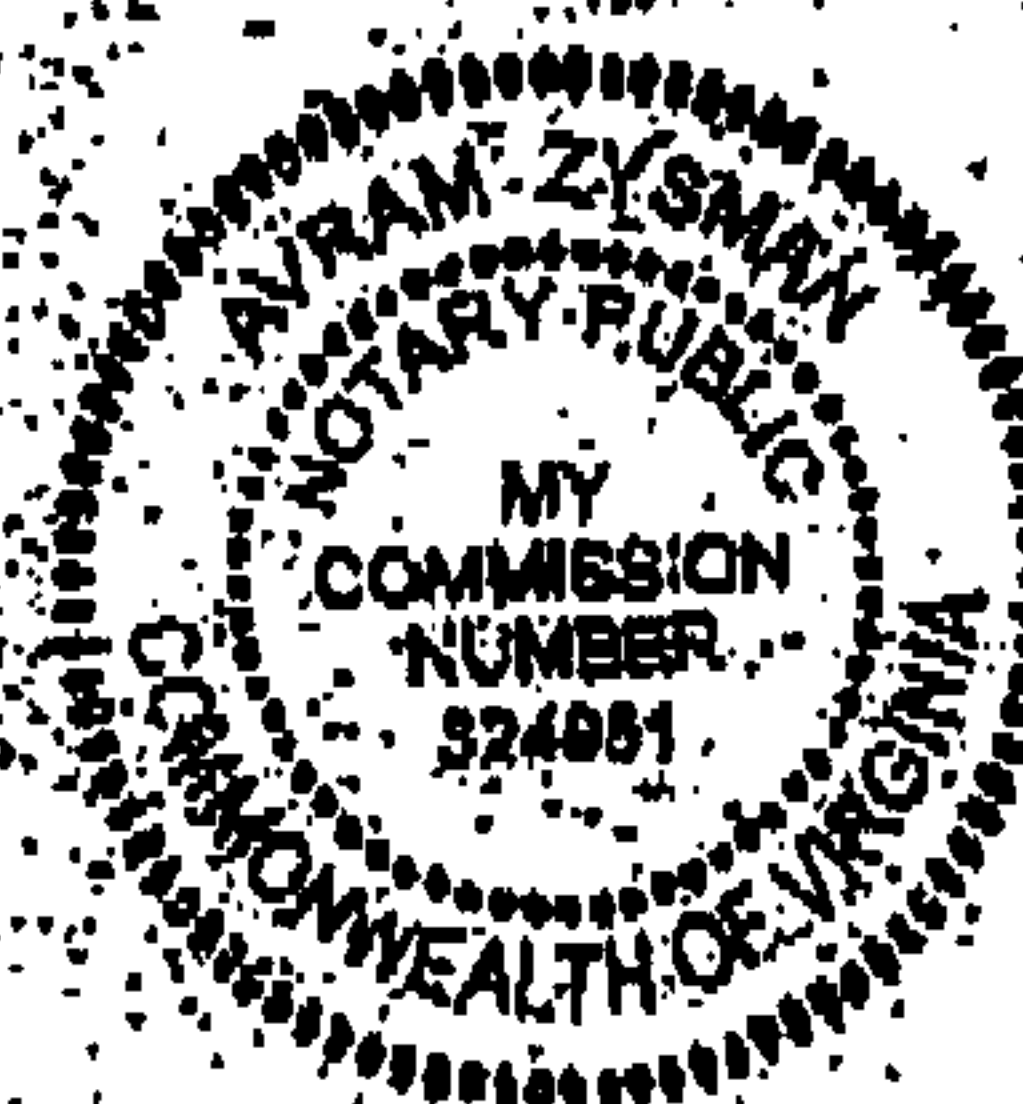
Avram H. Zysman
Avram H. Zysman #324951, Notary Public
My commission expires: December 31, 2010

COMMONWEALTH OF VIRGINIA)

CITY OF ARLINGTON) ss.

This instrument was acknowledged before me on January 12, 2010, by SUSAN KAY MACKENZIE, as Trustee.

[Seal & Registration Number]



Avram H. Zysman
Avram H. Zysman #324951, Notary Public
My commission expires: December 31, 2010

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