

STATE OF ALABAMA)
COUNTY OF SHELBY)

DURABLE POWER OF ATTORNEY
for Business Decisions

KNOWN ALL MEN BY THESE PRESENTS, which are intended to constitute a Durable Power of Attorney, THAT I, **JAMES A. DAVIS**, presently residing in the state of Alabama, hereby revoke all prior durable powers of attorney and make, constitute and appoint **CAROLYN M. COCHRAN**, presently residing in the State of Alabama, as **MY ATTORNEY IN FACT**, (HEREIN AFTER REFERRED TO AS "ATTORNEY IN FACT"), to act in my name, place and stead in any way which I could do, if personally present, and on my behalf, and for my use and benefit:

1. 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;
2. To request, ask, demand, sue for, recover, collect, receive and hold an possess all such manner of goods, chattels, sums of money, debts, dues, commercial paper, checks, drafts, accounts, deposits, legacies, bequests, devised, notes, interest, stock certificates, bonds, dividends, certificates of deposits, annuities, pension and retirement benefits, insurance benefits and proceeds, any and all documents of title, choices in action, 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 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 the same, and to make, execute, acknowledge and deliver for me, on my behalf, and in my name, all endorsements, acquittances, receipts, releases, satisfactions or sufficient discharges;
3. To make, receive, sign, execute, endorse, acknowledge, accept and deliver and possess in my name or in the name of my attorney in fact such applications, contracts, agreements, options, covenants, conveyances, deeds, trust deeds, security agreements, bill of sale, leases, mortgages, assignments, insurance policies, bill of lading, warehouse receipts, documents of title, bill, bonds, debentures, checks, notes, drafts, securities, stock certificates, proxies, warrants, commercial paper, receipts, withdrawal receipts, and deposit instruments, relating to accounts or deposits in, or certificates of deposit of, banks, savings and loan or other institutions or associations, proofs of loss, evidences of debt, releases, and satisfaction of mortgages, liens, judgments, security agreements and other debts and obligations and such other agreements, acknowledgments, certificates or instruments in writing or whatever kind and nature, as to my attorney in fact may deem proper;

4. To cause securities or other property to be held or registered in the name of the nominee or nominees or in any other form, and to trade, sell, encumber, transfer, bargain and convey any securities or other property at my brokerage firm without restrictions in the complete discretion of my attorney in fact;
5. To execute proxies for voting securities or other instruments;
6. To lease, purchase, exchange and acquire and to agree, bargain and contract for the lease, purchase, exchange and acquisition of, and to accept, take, receive and possess any real or personal property whatsoever, tangible or intangible, or any interest thereon, and to execute, acknowledge and deliver all assignments, extensions, satisfactions, releases contracts, deeds, leases, mortgages, transfers to trust, and any other agreements, writings and instruments of any nature affecting said property of any nature and wherever situated, on such terms and conditions and under such covenants, which my attorney in fact may deem proper;
7. To open or cause to be opened any safe deposit box in my name, and to examine and remove any or all of the contents of such box;
8. To enter and take possession of any real or personal property, or any part thereof, belonging to me or to which I may be entitled, and to receive and take for me and in my name all or any rents, issues and profits of any real property to me belonging, and to let the same in such manner as my attorney in fact shall deem proper;
9. To maintain, repair, improve, manage, insure, rent, lease, sell, convey, subject to liens, mortgage, subject to deeds of trust, hypothecate, and in any way or manner deal with all or any part of my real or personal 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 said attorney in fact shall deem proper;
10. To purchase, sell, mortgage or convey any interest which I have in any real estate or personal property which I shall own for such consideration as shall be determined adequate by my Attorney in Fact so long as the proceeds of such transaction are necessary for my care or to accomplish any purposes set forth herein, namely the preservation of my estate for use by my lineal descendants;
11. To commence any actions or proceedings, for the recovery of any real or personal property or for any other purpose, and to prosecute, maintain and discontinue the same as my attorney in fact may deem proper;

12. To appear, answer and defend in any actions or proceedings commenced against me, and to compromise, settle and adjust all actions proceedings, accounts, dues and demands that may exist as my attorney in fact shall deem proper;
13. To take all steps and remedies necessary or appropriate for the conduct and management of my business and personal affairs, and for recovering, obtaining and holding all real or personal property including debts, interest, demands, duties, sums of money or any other things whatsoever, as aforesaid that are thought to be due, owing, belonging or payable to me in my own right or otherwise;
14. To do, execute, perform and finish for me and in my name all things which my attorney in fact shall deem necessary or appropriate, in and about or concerning my property or any part thereof;
15. To apply for a Certificate of Title upon, and endorse and transfer title thereto; for any automobile, truck, pickup, van, motorcycle, or other motor vehicle, and to represent in such transfer assignment that the title to said motor vehicle is free and clear of all liens and encumbrances except those specifically set forth in such transfer assignment;
16. To conduct or participate in any lawful business of whatever nature for me and in my name; to execute partnership agreements and amendments thereto; to incorporate, reorganize, merge, consolidate, recapitalize, sell, liquidate or dissolve any business; to elect or employ officers, directors and agents; to carry out the provisions of any agreement for the sale of any business interest or the stock therein; and to exercise voting rights with respect to stock, either in person or by proxy, and to exercise stock options;
17. To make gifts, including property both real and personal, cash or securities, to any other party or to himself or herself, although he or she is acting as agent, as long as such gifts are consistent with my testamentary plan, up to an amount per person equal to the annual exclusion under Internal Revenue Code § 2503 (b) or to carry out any plan or pattern of family and/or charitable gifts which have been established or clearly contemplated by me; to make such gifts that may be in excess of the annual exclusion amount as long as such gifts are part of the estate plan clearly contemplated by me along with the advice of my attorney; or which in the opinion of counsel for my attorney in fact, my attorney in fact would be permitted to make, and which would be considered advisable in the then circumstances to may from my assets as if it were my guardian or conservatorship estate, including the making of additions to then existing trust, (whether created by me or others); or to complete any gifts which shall be necessary to any plan contemplated by me and directed by counsel so that I may accelerate my qualification for any public benefits which may be available to me and preserve a portion of my estate for the benefit of my lineal descendants;
18. To prepare, sign and file joint or separate income tax returns or declarations of estimated tax for any year or years; to prepare, sign and file gift tax returns with respect to

gifts made by me for any year or years; to consent to any gift and to utilize any gift splitting provision or other tax election; and to prepare, sign and file any claims for refund of any tax; To appear and represent me in regard to and to take all actions convenient or appropriate in connection with taxes imposed by any municipal, state United States or foreign authority relating to any tax liability or refund, abatement or credit (including interest or penalties) due or alleged to be due from or to me or any other person or organization, association or trust for which I am responsible for the preparation, signing, executing, verifying, acknowledging or pay of any tax due or filing of a return or report, including, with out limitation, federal or state income or gift tax, and for such other papers or documents, compromises or adjustments of any and all claims, and to execute Internal Revenue Service forms 2848 and 2848-D, and any other forms required by the Internal Revenue Service, or any other governmental agency from time to time in regard to the granting of powers of attorney, and to name my Agent or any other person as my Agent thereunder; To appoint and employ, with or without compensation, accountants, attorneys at law, investment counsel, agents, servants or other persons, including their agents and associates, and to dismiss or discharge the same and to appoint or employ any others in their stead as my true and lawful attorneys, to appear and represent my as to all matters covered by this Power of Attorney, or for any other purpose, including, but not limited to, appearances before the Treasury Department of the United States, the Tax Court of the United States Court of Claims, or other court of the United States or the District of Columbia, or any state, municipal or foreign court, and any department or official of the United States Government or any state, municipal or foreign government; with full poser and authority to such agents and attorneys to do any and all acts convenient or appropriate in connection with such matters, including the specific acts described above, and to substitute attorneys and agents subsequent to the date of such appointment and prior to any revocation thereof, and to delegate and revoke the authority so granted to them; to disclaim interest in property pursuant to the Alabama Uniform Disclaimer of Property Interest Act, as the same may be amended; to file any qualified disclaimers with the Internal Revenue Service under Internal Revenue Code Section 2518, as the same shall be amended;

19. To exercise or release powers of appointment in whole or in part and to disclaim or renounce in whole or in part any interest that I might otherwise have as joint owner, beneficiary, heir or otherwise an in exercising such discretion, my Agent may take into account such matters as shall include by shall not be limited to any reduction in estate or inheritance taxes in my estate, and the effect for such renunciation or disclaimer upon persons interested in my estate or persons who would receive the renounced or disclaimed property;

20. To claim on my behalf any claims or any statutory allowances or shares which may be available to me in the estate of my spouse, including but not limited to the homestead allowance, family allowance, personal property exemptions, elective share or any other claims including those for expenses;

21. To transfer, assign and convey any property or interest in property, the legal or equitable title to which is in my name, to any trust of which I am the primary beneficiary during my lifetime and under the terms of which I expressly have the power to amend or revoke such trust, and to exercise any right of withdrawal of income and/or principal which I may have pursuant to the terms and conditions of such trust, whether such trust was created before or after the execution of this power of attorney;
22. To change the beneficiaries on any insurance policies on my life, provided, however, that neither such right and power, nor any other rights and powers, shall be exercisable with the respect to any policies of life insurance on the life of my said Agent herein named, which may at anytime be owned by me.
23. To create, amend, terminate, substitute assets therein and to change trustees in and for any Qualified Income Trust established for my benefit;
24. To irrevocably assign to any Qualified Income Trust created for my benefit any income that shall be paid to me;
25. To create and irrevocable trust for my benefit with the Alabama Family Trust, in whatever form my attorney in fact should determine, but in accordance with the rules and regulations of the Alabama Family Trust and to fund such trust with all or part of my estate as my attorney in fact shall determine to be in my best interest;
26. To apply for any public assistance benefits which may be available to me based on my medical and/or financial needs; to appeal any denial of benefits made in my behalf and to request any fair hearings or administrative hearings and present in my behalf any claims and defense which may be necessary to secure said benefits;
27. To take ownership in my name or personally in the name of my attorney in fact, jointly and/or severally, in any accounts, savings, certificates of deposits, checks, drafts, draws, and the proceeds therefrom;
28. To allocate to my spouse that portion of my income that shall be deemed as the Minimum Monthly Maintenance Needs Allowance available to my spouse as determined by the rules and regulations set forth in the Alabama State Medicaid Agency Administrative Code;
29. To convey to my spouse or any lineal descendent of mine any interest which I may have in any property, both real and personal, which is considered as an exempt or non-countable resource, or any portion of any property necessary to allocate to my spouse the Community Spouse Resource Allowance as determined by the rules and regulations set forth in the Alabama State Medicaid Agency Administrative Code; and

30. To settle, negotiate, cash out, elect pay-out terms, or change beneficiaries, or transfer ownership in and to any IRA, retirement, pension, or annuity which shall appear in my name.

31. To induce any third party to act hereunder, I hereby agree that any third party receiving a duly executed copy or facsimile of this power or attorney may act hereunder, and that revocation or termination hereof shall be ineffective as to such third unless and until actual notice or knowledge of such revocation or termination shall have been received by such third party, and I, for myself and my heirs, executors, legal representatives and assigns, hereby agree to indemnify and hold harmless any such third party from and against any and all claims that may arise against such third party by reason of reliance upon this durable power of attorney.

32. I grant to said attorney in fact full power and authority to do, take and perform all and every act and thing whatsoever requisite, proper 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, with full power of substitution or revocation, hereby ratifying and confirming all that said attorney in fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.

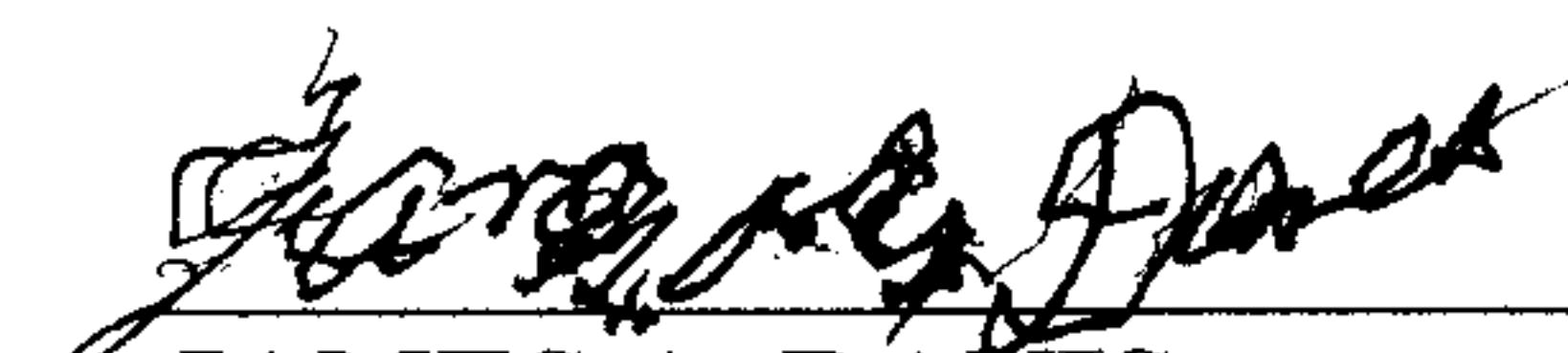
33. This instrument is to be construed and interpreted as a general power of attorney. The enumeration of specific items, rights, acts or powers herein is not intended to, nor does it, limit or restrict, and is not to be construed or interpreted as limiting or restricting the general powers herein granted to said attorney in fact.

34. *This durable power of attorney shall take effect this the 7 day of January, 2013 and continue in existence during any period in which I am incapacitated, incompetent, or disabled or otherwise unable to act on my own, as shall be evidenced by the written statement of my Attorney In Fact.*

35. In the event of the death, resignation, or inability to serve of **CAROLYN M. COCHRAN**, I appoint **LINDA G. COURT** to act as my successor Attorney in fact in my name place and stead with all rights, powers and authority as herein granted to my original Attorney in fact. In the event of death, resignation, or inability to serve of **LINDA G. COURT** to act as my successor Attorney in fact, I appoint **JAMES E. DAVIS** to act as my successor Attorney in fact in my name, place and stead with all rights, powers and authority as herein granted to my original Attorney in fact. In the event of the death, resignation, or inability to serve of **JAMES E. DAVIS** to act as my successor Attorney in fact, I appoint **JASON A. DAVIS** to act as my successor Attorney in fact in my name, place and stead with all rights, powers and authority as herein granted to my original Attorney in fact.

36. In the event court proceedings are hereafter commenced to appoint a guardian, conservator, or other fiduciary to take charge of my person, or to manage and conserve my property, I hereby nominate and appoint my Attorney in Fact above-named as my guardian, conservator, or other fiduciary to serve without bond unless otherwise required by a court of competent jurisdiction.

IN WITNESS WHEREOF, I have executed this Durable Power of Attorney this Jan 7 day of January, 2013

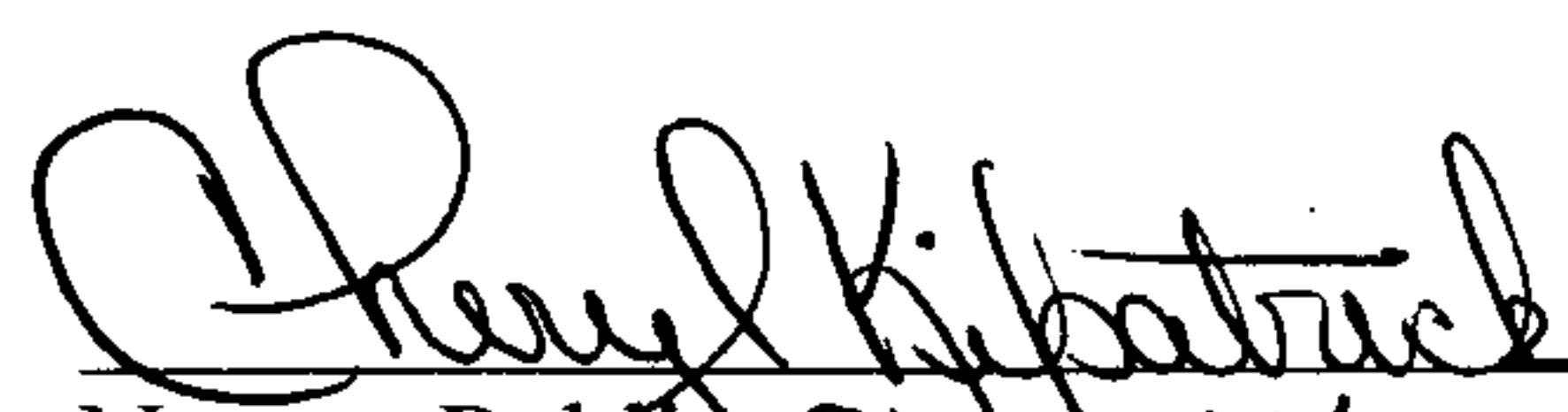

JAMES A. DAVIS

ACKNOWLEDGMENT

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned, a notary public, hereby certify that **JAMES A. DAVIS**, whose name is signed to the forgoing Durable Power Of Attorney, and who is known to me, acknowledged before me on this day that, being informed of the contents of said Durable Power of Attorney, he executed the same voluntarily on this 7 day of January, 2013

Given under my hand and official seal this 7 day of January, 2013


Notary Public Cheryl Kilpatrick
My commission expires: 1-5-2014

(SEAL)

Prepared by
Lynn Campas. K.