

GENERAL DURABLE POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, **Helen Marie Gianoudis**, a legal resident of Shelby County, Alabama, do hereby make, constitute and appoint **Anne-Marie Patricia Gianoudis**, my true and lawful attorney to manage and conduct all my business affairs for me and in my name and stead, and for my use and benefit, to do and perform all acts affecting my business or property, as fully and effectually to all intents and purposes as I might or could do in my own proper person if personally present and acting for myself. THIS POWER OF ATTORNEY SHALL NOT BE AFFECTED BY THE DISABILITY, INCOMPETENCY, OR INCAPACITY OF THE PRINCIPAL. If proceedings to appoint a guardian, curator, conservator or other fiduciary for me are hereafter commenced, I hereby nominate the said **Anne-Marie Patricia Gianoudis** to serve as said guardian, curator, conservator or other fiduciary.

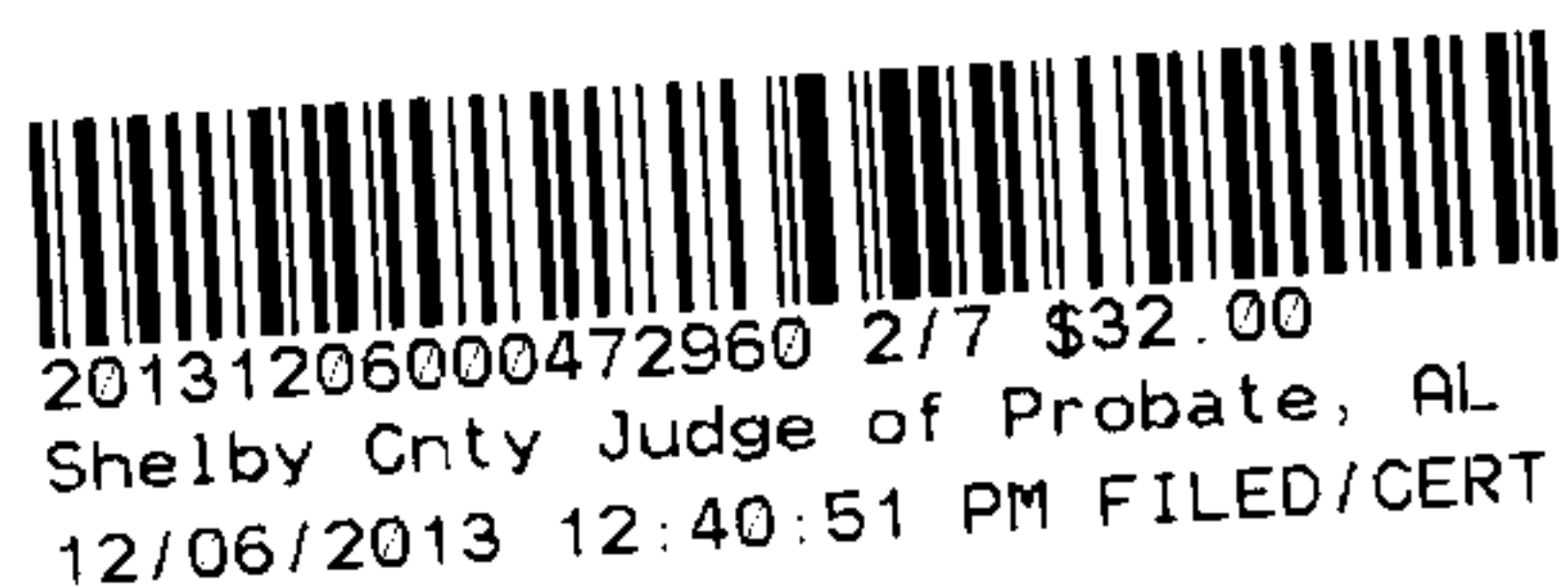
The power of my said attorney shall include (without limitation of the aforementioned general power) the following:

a. the power to receive and receipt for any and all sums of money or payments due or to become due to me; to endorse all checks, including Social Security checks, promissory notes, drafts and bills of exchange for collection; to deposit in my name in any bank or banks or savings institutions any and all monies collected or received by or for me; to pay any and all bills, accounts, claims and demands now or hereafter payable by me; to draw checks or drafts upon any and all bank accounts or deposits belonging to me; to purchase certificates of deposit from any bank or savings institution and dispose of the same;



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b. to add all my assets deemed appropriate by my said attorney to any trust I have created or of which I am a beneficiary by: assigning, transferring and delivering to said trust, its trustee or trustees or a nominee for said trust, its trustee or trustees, any or all of my stocks, bonds, other securities, cash brokerage amounts, commodity accounts and accounts in commercial or savings banks, savings and loan associations, credit unions or other financial institutions (all hereafter called "banks"), life insurance (other than insurance policies owned by my said attorney on my life) and annuity policies, qualified and other employee benefit plans, individual retirement accounts or plans, real estate, mortgages, partnership interests, investments in tangible personal property and other assets or property of any kind (real, personal or mixed) owned by me. I direct all banks, brokers, transfer agents, registrars, insurance companies, employee benefit plan and individual retirement account custodians, trustees and administrators to accept the directions of my said attorney to perform all acts necessary to make said transfers and beneficiary changes. In connection with adding all said assets to my trust or trusts, I authorize my said attorney to: (i) execute and deliver any assignments, stock powers, deeds or trust instruments, (ii) sign my name to any instrument pertaining to or required in connection with the transfer of my property to said trust, (iii) give full receipts and discharges, (iv) re-register the title to stock certificates, bonds, notes, bills and other securities, (v) change the name on bank, brokerage and commodity accounts, (vi) withdraw any or all funds standing in my name in any bank, (vii) endorse and deliver to my trustee any checks, drafts, certificates of deposit, notes or other instruments for the payment of money payable or belonging to me, (viii) change life insurance beneficiaries, other than those of insurance policies owned by my said attorney on my life, (ix) elect lump sum or optional settlements of life insurance (other than those of insurance policies



owned by my said attorney on my life) and annuity proceeds and proceeds from a qualified plan or an individual retirement account, (x) convey any real estate, interest in real estate, any mortgages and notes or any beneficial interest in a trust owning real estate, and (xi) record deeds of conveyance in the appropriate land records;

c. to make, settle, litigate or release any claim of any sort on my behalf or in my defense;

d. to execute and sign on my behalf any and all federal, state, and local income (including federal and state estimated and state dividends and gains) and gift tax returns and to pay any tax due thereon; to represent me or to sign an Internal Revenue Service Form 2848 or 2848D (power of attorney), or comparable authorization, appointing a qualified lawyer, certified public accountant or enrolled agent to represent me before any office of the Internal Revenue Service or any state or local taxing authority, with respect to all types of taxes, years, and to specify thereon the types of taxes and years; to receive confidential information and to perform on my behalf the following acts with respect to any federal, state and local taxes: to receive and deposit, in any one of my bank accounts, or those of any revocable trust of mine, checks in payment of any refund of federal, state and local taxes, penalties and interest; to pay by check drawn on a bank account of mine or of any revocable trust of mine any such tax, interest and penalty, and I direct all banks in which I, or any revocable trust of mine, have accounts to permit my said attorney to draw checks for payment of said items and to honor said checks; to execute waivers (including offers of waivers) of restrictions on assessment or collection of deficiencies in tax and waiver of notice of disallowance of a claim for credit or refund; to execute consents extending the statutory period for assessment or collection of any such taxes; to execute offers in compromise; to execute closing agreements under Section

7121 or comparable provisions of the federal Internal Revenue Code or any state or local statutes or regulations; to delegate authority or to substitute another representative for any one previously appointed by me or my said attorney; and to receive copies of all notices and other written communications involving my federal, state or local taxes at the home or office address of my said attorney;

e. to sell, buy, convey, mortgage, lease, invest, and reinvest any and all of my property, whether real or personal;

f. to endorse, sell, assign, sign over and transfer all or any part of the shares of the capital stock of any corporation standing in my name, the shares of any investment fund or mutual fund standing in my name, and any bonds standing in my name;

g. to make, execute and acknowledge any and all contracts, orders, leases, bills of sale, deeds and instruments required in such management of my affairs;

h. to disclaim any and all property interest, partially or fully, as well as any and all powers, as completely as I could do if competent;

i. to make gifts to members of my family whom my said attorney has reason to believe I would have wished to benefit, but my said attorney shall not give any more than \$10,000.00 per year (or such other amount allowed under Section 2503 of the Internal Revenue Code of 1986, or any amendment thereto) to any one donee, and to purchase life, accident, and health insurance on me;

j. to purchase or acquire in any manner whatever United States government bonds eligible for the payment of the federal estate tax, in whatever amount my said attorney deems advisable, and to borrow from any lender at the said lender's then current interest rate in order to purchase or acquire said bonds and, if necessary, to pledge said bonds or any of my other assets as collateral for said loan;

k. to have the right to examine and obtain copies of my last will and testament, any codicil or codicils thereto, any inter vivos trusts and amendments thereto executed by me and any and all related papers and documents;

l. to have access to any and all warehouses, safe deposit boxes, drawers and vaults, the title to which is in my name alone or in my name and that of one or more third persons, including the unrestricted right to remove any or all of the contents from said warehouse, boxes, drawers and vaults and to surrender and terminate the lease of said warehouse space, boxes, drawers, and vaults, even if this requires authorizing a depository to enter a box or vault forcibly by having said box or vault drilled into (or otherwise);

m. to take any necessary action to secure benefits due me from federal civilian or military service, Social Security and Medicare, as well as all other federal, state or local governments;

n. to renew the registration and, if necessary, obtain one or more new license plates or stickers to be affixed on license plates for any motor vehicles to which I have title, to sell any such motor vehicles, transfer the registration and convey title to the purchaser or purchasers thereof.

o. to waive any doctor-patient and lawyer-client privilege I may possess, so that my said attorney may obtain access to medical and legal records and files and related information which otherwise might be privileged and could not be turned over to my said attorney;

p. in the event of my incapacity, whether such incapacity occurs as a result of illness, accident, advanced age, or for any other reasons, if it is at all possible for me to be cared for at home, my said attorney shall have power to arrange for such home care

and pay all said costs, including the expenses of the round-the-clock private duty nurses or the equivalent, the rental or purchase of hospital type furniture, medical equipment and supplies (including special beds, wheel chairs, tables, bathroom fixtures, and stairs glides) as well as the temporary or permanent installation of any equipment of this nature in any home owned or rented by me;

q. in the event that I am unconscious or for any other reason unable to make decisions concerning appropriate medical treatment, my said attorney shall have the power to make such decisions, in consultation with the doctors in attendance on me and any other of my closest relatives who may be present or immediately available;

r. to sue any person, firm or corporation for damages for refusal to (i) honor this durable power of attorney and (ii) comply with the directions of my said attorney acting hereunder.

The specifically enumerated powers in paragraphs (a) through (r) above are in aid and exemplification of the full, complete, and general power herein granted and are not in limitation or definition thereof, and I hereby ratify and confirm whatsoever my said attorney shall lawfully do or cause to be done by authority of this instrument.

This Power of Attorney has been granted by me with the expectation that my said attorney may desire to file this instrument for record in the Probate Court of Jefferson County, Alabama, and to exhibit certified copies hereof to any person with whom she deals hereunder. In the event that such is done, any purchaser or other person who deals with my said attorney may conclusively presume that this Power of Attorney has not been revoked unless and until an instrument of revocation has been filed for record in the said Probate Court of Jefferson County, Alabama.


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IN WITNESS WHEREOF, I have hereunto set my hand and seal this the 24th
day of June, 2010.

Helen M. Gianoudis
HELEN MARIE GIANOUDIS

STATE OF ALABAMA)
JEFFERSON COUNTY)

Before me, the undersigned authority, hereby certify that Helen Marie Gianoudis, whose name is signed to the foregoing Power of Attorney, and who is known to me, acknowledged before me on this day that, being informed of the contents of said Power of Attorney, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 24th day of June, 2010.

Theresa Ashley
NOTARY PUBLIC
My Commission Expires: 6.3.12


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