



STATE OF ALABAMA )  
MONTGOMERY COUNTY )

**DURABLE GENERAL POWER OF ATTORNEY**

**I. Designation of Agents**

KNOW ALL MEN BY THESE PRESENTS, that I, Esther P. Mangrum, currently residing in Montgomery, Alabama and being over the age of nineteen years, do hereby make, constitute and appoint husband, Erwin H. Mangrum and my daughter, Gayle M. Kirby, as my co-agents, to act jointly or separately, but if either of them should at any time die, decline to serve, cease to serve, or be disqualified from serving as my co-agent, then I appoint my daughter, Anne Mangrum as my successor co-agent, and if any two of the three persons named herein should at any time die, decline to serve, cease to serve, or be disqualified from serving as my co-agents, then I appoint the one of them who survives or remains, as the case may be, as my sole agent, for me and in my name, place and stead to act as follows pursuant to this Durable General Power of Attorney ("Power of Attorney"):

**II. Grant of General Authority**

1. Unless otherwise stated herein, to do all acts described in the Alabama Uniform Power of Attorney Act, Chapter 1A, Title 26, Code of Alabama 1975, including, but not limited to, those acts permitted under Alabama Code sections 26-1A-204 through 26-1A-217;

2. To ask, demand, sue for, collect and receive all sums of money, dividends, interest, payments on account of debts and legacies and all property now due or which may hereafter become due and owing to me, and give good and valid receipts and discharges for such payments; to compromise and settle all claims that now are, or hereafter shall be, pending in my behalf or against me; to sell, assign and transfer stocks and bonds and securities standing in my name or belonging to me; to buy and sell securities of all kinds in my name and for my account and at such prices as shall seem good to my agent; to sign, execute, acknowledge, and deliver in my name all transfers and assignments of securities; to borrow money and to pledge securities for such loans if in the judgment of my agent such action should be necessary; to consent in my name to reorganization and mergers, and to the exchange of securities for new securities;

3. To manage real property, to sell, convey and mortgage realty, and to foreclose mortgages and to take title to property in my name if my agent thinks proper, to execute, acknowledge and deliver deeds of real property, mortgages, releases, satisfactions and other instruments relating to realty which my agent considers necessary; to acquire, purchase, exchange, grant options to sell, assign, sell and convey real or personal property, tangible or intangible, or interests therein, on such terms and conditions as my agent shall deem proper, including the right to create or change rights of survivorship; to place and effect insurance on any said property; to accept, settle, compromise, liquidate, disclaim, or renounce my interest in any said property or in any gift or inheritance, in whole or in part, in any manner and to any extent allowed by law;

4. To do business with banks, and particularly to endorse all checks and drafts made payable to my order and collect the proceeds; to sign in my name checks on all accounts standing in my name, to withdraw funds from said accounts, to close said accounts, to open accounts in my name or in my agent's name as my agent; to enter and have access to at any time any safe deposit box rented by me, to remove all or any part of the contents thereof, to surrender

my safe deposit box, and any institution in which the safe deposit box may be located shall not incur any liability to me or my estate as a result of permitting my agent to exercise this power;

5. To operate, in whole or in part, or to participate in the operation of any business or business interest at any time belonging to me and to do any and all things which my agent deems appropriate thereto and which I might do as absolute owner and holder of a business or business interest, including, but without being limited thereto, the right to invest additional capital therein; to join with others in a partnership or joint venture; to incorporate a business; to change the nature of a business or its form of organization, or enlarge or diminish the scope of its activity, or dissolve or liquidate it, or to participate in such incorporation, change, dissolution or liquidation;

6. To make gifts to any person or charitable organization, including gifts to my agent, on my behalf and from any assets of mine and to exercise all powers necessary or appropriate, including without limitation those specifically granted herein, in the making of such gifts; provided, however, that such gifts shall not be limited by the dollar limits in Alabama Code section 26-1A-217, but the total fair market value of any of my property given by my agent pursuant to this power shall be limited to amounts that will not constitute a taxable gift for purposes of the Federal gift tax laws as then in effect and will not result in the inclusion of my property not given to my agent in the gross estate of my agent; and provided, further, that any power or authority granted to my agent in this Power of Attorney shall be limited so as to prevent this Power of Attorney from causing my agent to be taxed on my income or from causing my assets to be subject to a general power of appointment by my agent as defined in 2041 and 2514 of the Internal Revenue Code of 1986;

7. To make contracts with respect to my care and upkeep or the care and upkeep of any dependent of mine, including but not limited to contracts for hospital, nursing home or institutional care and the employment of nurses, physicians or any other persons whose services may be needed for such care and upkeep; and to do and to perform any and every act or thing whatsoever requisite or necessary to be done for my upkeep, care and maintenance; to make such payments and expenditures as may be necessary in connection with any of the foregoing matters or with the administration of my affairs;

8. To retain counsel on my behalf, to appear for me in all actions and proceedings to which I may be party in the courts of any state in the United States, or in the United States courts, to commence actions and proceedings in my name if necessary, to sign and verify in my name all complaints, petitions, answers and other pleadings of every description; to represent me in all tax matters, whether income, gift, or otherwise, before all representatives of the Internal Revenue Service, or its counterpart in any state of the United States, to make and verify all tax returns, claims for refund, requests for extension of time, and consents in my name, to execute petitions to the Tax Court of the United States and to cause me to be represented in such proceedings; hereby giving to my agent full power and authority to do and perform all and every act and thing whatsoever necessary to be done in the premises, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that my agent may do pursuant to this Power of Attorney;

9. To delegate authority granted under this Power of Attorney pursuant to Alabama Code section 26-1A-201(a)(5), or any subsequent statute of similar import or corresponding law of any other jurisdiction; and to retain accountants, investment counsel, legal counsel, appraisers

and other experts on my behalf, including the power to employ any person, firm, or corporate institution to perform any act or to do anything which my agent deems to be in my best interest including the power to appoint any other person as the substitute of my agent to do any act, or exercise any power which my agent could do or exercise hereunder, and to pay therefor and terminate these employments;

10. To create and execute on my behalf any trust for my benefit or the benefit of others, as permitted by Alabama Code section 35-4-255, or any subsequent statute of similar import or corresponding law of any other jurisdiction; to transfer to, and convey all, or any part of, my right, title and interest in any property owned by me to the then-acting trustee of any trust in which I have a present beneficial interest; to direct distributions from any said trust for my benefit or for the benefit of others in the same manner and to the same extent as I might or could do if personally present; and, pursuant to Alabama Code sections 19-3B-303(4) and 19-3B-201(a)(1), or any subsequent statute of similar import or corresponding law of any other jurisdiction, to represent me as a beneficiary or settlor to amend, terminate or revoke any trust, including a testamentary or inter vivos trust or a revocable or irrevocable trust, to which I may be a party, or to execute a non-judicial settlement agreement regarding any trust, including a testamentary or inter vivos trust or a revocable or irrevocable trust, to which I may be a party, to the same extent that I could do if personally present;

11. To vote stocks, bonds and other securities standing in my name or belonging to me at any and all meetings of holders of these securities, in person or by proxy, including the right to waive notice of any such meeting and to exercise any and all powers that I may exercise as a holder, including the right to consent to reorganizations and mergers and to the exchange of securities for new securities;

12. In respect to any policy of insurance on my health including any hospitalization, medical, major medical, dental or other health insurance or social security benefits, and in respect to any policy of insurance on my life, to exercise any privilege, or option which I may have thereunder or pertaining thereto, excluding, however, the right to change the beneficiary, the right to change the method of payment of the insurance proceeds, and the right to make a cash surrender of the policy as distinguished from a surrender of the policy for loan, conversion or other purposes as provided therein, and provided, however, that my agent shall have no power or authority whatsoever with respect to any policy of insurance owned by me on the life of my agent;

13. Subject to any contrary direction by me in an effective Advance Directive for Health Care (or similar instrument), to provide or arrange for the provision of all medical health care necessary for my comfort and well-being; to arrange for my admission or placement in appropriate hospitals, clinics, nursing homes, domiciliary facilities or other institutions that my agent in its sole discretion may deem advisable; and to consult with and give instructions to any health care provider regarding medical and health care treatment for me in the absence of my ability to so consult and give instructions;

14. To request, receive, and review any information, verbal or written, regarding my financial affairs or my physical or mental health, including medical and hospital records, and to execute any release or other document that may be required in order to obtain such information, and to disclose such information to such persons, organizations, firms or corporations as my attorney shall deem appropriate. My agent is to be considered a personal representative under privacy regulations related to "protected health information" as that term is used in such

regulations and shall be entitled to all health information in the same manner as if I personally were making the request. I confirm that my agent shall be treated as my personal representative for all purposes as provided by Regulation Section 164.502(g) of Title 45 of the Code of Federal Regulations and the medical information privacy law and regulations generally referred to as "HIPAA";

15. If, pursuant to Alabama Code section 26-1A-108(a), or any subsequent statute of similar import or corresponding law of any other jurisdiction, court proceedings are commenced after the execution of this Power of Attorney to appoint a guardian, conservator, or other fiduciary to take charge of my person or to manage and conserve any of my property, I nominate and appoint my agent as my guardian, conservator, or other such fiduciary, who will serve without bond unless otherwise required by a court of competent jurisdiction; and

16. To (i) access, use and control my digital devices, including but not limited to, desktops, laptops, tablets, peripherals, storage devices, mobile telephones, smartphones, and any similar digital device which currently exists or may exist as technology develops or such comparable items as technology develops for the purpose of accessing, modifying, deleting, controlling or transferring my digital assets, and (ii) access, modify, delete, control and transfer my digital assets, including but not limited to, my emails received, email accounts, digital music, digital photographs, digital videos, software licenses, social network accounts, file sharing accounts, financial accounts, domain registrations, DNS service accounts, web hosting accounts, tax preparation service accounts, online stores, affiliate programs, other online accounts and similar digital items which currently exist or may exist as technology develops or such comparable items as technology develops.

### **III. Authority of Co-Agents**

1. Any agent may at any time delegate all or any of the management powers exercisable hereunder to any other agent by instruments delivered to such other agent for such period or periods or as otherwise specified in such instruments.

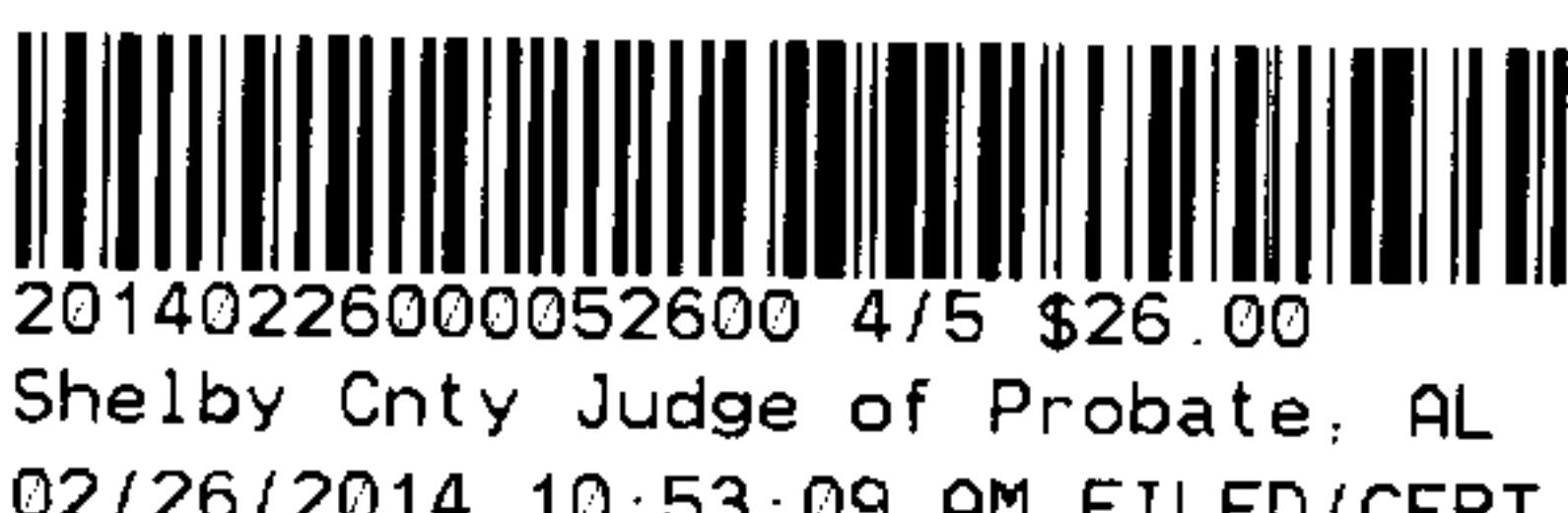
2. Wherever the context requires or permits, the singular number shall be read as if the plural were expressed and the provisions herein shall be read with all grammatical changes necessary.

### **IV. Reliance on this Power of Attorney**

Any person, including my agent, may rely upon the validity of this Power of Attorney or a copy of it unless that person knows it has terminated or is invalid. A person who refuses, in violation of Alabama Code section 26-1A-120, to effect a transaction in reliance upon this acknowledged Power of Attorney is subject to (1) a court order mandating that the person effect such transaction in reliance upon this Power of Attorney; and (2) liability for reasonable attorney's fees and costs incurred in any action or proceeding that confirms the validity of this Power of Attorney or mandates that the person effect such transaction in reliance upon this Power of Attorney.

### **V. Revocation of Prior Powers of Attorney**

This Power of Attorney revokes and supersedes any like power of attorney heretofore granted by me to any person.

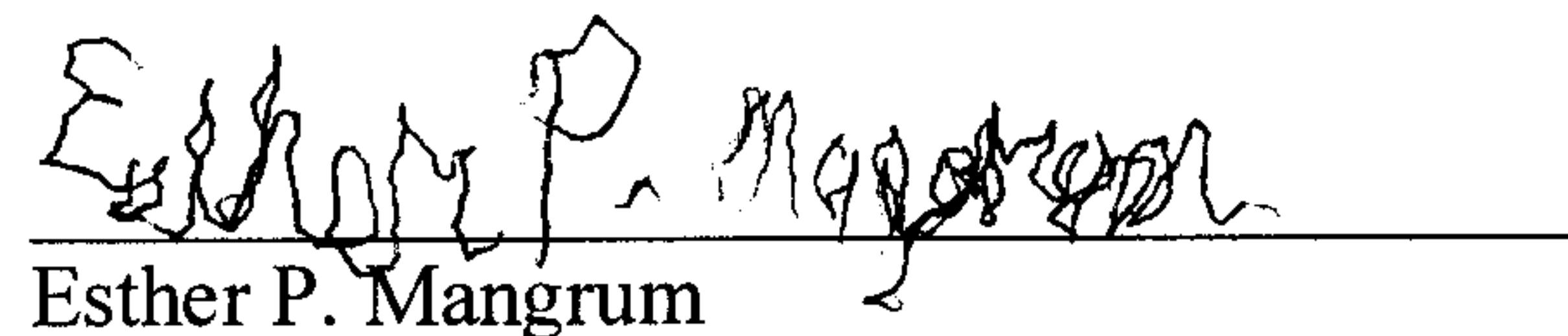


## VI. Effective Date

This Power of Attorney shall not be affected or terminated by the disability, incompetency or incapacity of the principal.

## VII. Signature and Acknowledgment

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17<sup>th</sup> day of July, 2013.

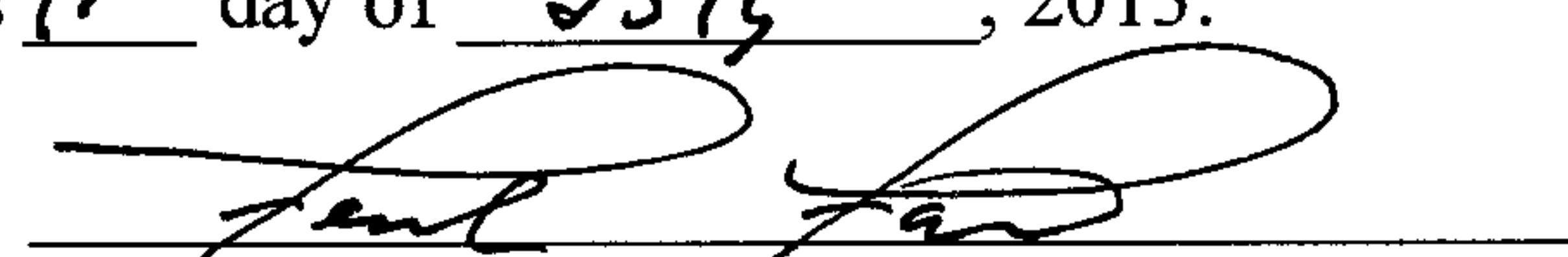


Esther P. Mangrum

STATE OF ALABAMA )  
MONTGOMERY COUNTY )

I, the undersigned authority, a Notary Public in and for said State of Alabama at Large, do hereby certify that Esther P. Mangrum, whose name is signed to the foregoing Durable General Power of Attorney, and who is known to me, acknowledged before me, on this day, that being informed of the contents of said instrument, she executed the same voluntarily, on the day the same bears date.

GIVEN under my hand and official seal this 17<sup>th</sup> day of July, 2013.



Notary Public, State at Large

My Commission Expires: Jan. 13, 2016

(Notarial Seal)

Prepared By:  
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