

STATE OF ALABAMA)
COUNTY OF SHELBY)

20170614000210310
06/14/2017 02:25:52 PM
POA 1/9

DURABLE POWER OF ATTORNEY
for Business Decisions

KNOW ALL MEN BY THESE PRESENTS, which are intended to constitute a Durable Power of Attorney, THAT I, **Martha Dexter Lowe**, presently residing in the State of Alabama, and being an adult of sound mind, do hereby revoke all prior durable powers of attorney and appoint **Nancy Marie Graben** presently residing in the State of Alabama, as MY ATTORNEY IN FACT, (hereinafter 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 and possess all such manner of goods, chattels, sums of money, debts, dues, commercial paper, checks, drafts, accounts, deposits, legacies, bequests, devises, notes, interests, 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 other sufficient discharges for the same;

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, bills of sale, leases, mortgages, assignments, insurance policies, bills of lading, warehouse receipts, documents of title, bills, 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 my Attorney in Fact may deem proper;

4. To cause securities or other property to be held or registered in the name of a nominee or nominees or in any other form, and to trade, sell, encumber, transfer, bargain and convey any securities or other property at any 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 trusts, 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 enter into any agreement to open a safe deposit box at any financial institution with which I may have an account and to do and perform any and all acts in regards the entry into any safe deposit box which I may enter at said financial institution, including, but not limited to, the execution of any documents in regards to entry into any such box, the receipt of and removal of any and all contents of any such box, the execution of any documents needed to officially close out any such box, and the performance of any other activities necessary to enter any such box and remove the contents of any 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 any 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 may 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;

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 Attorney in Fact, 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; 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 under the then circumstances to make from my assets as if it were my guardian or conservatorship estate, including the making of additions to any then-existing trust or trusts, (whether created by me or others); or to complete any gifts of my property, both real and personal, including cash and securities, to my spouse or any one of my lineal descendants, and to authorize my attorney in fact to make all said gifts to himself or herself;

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 with 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 paying of any tax due or filing of a return or report, including without limitation federal or state income or gift tax, and for such purposes to inspect or receive copies of any tax returns filed by or for me, reports, or other papers or documents, compromises, or adjustments of any and all claims, and to execute Internal Revenue Service forms 2848 and 8821, 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 Attorneys, and to name my Attorneys in Fact 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 me 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, United States Court of Claims, or any 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 power 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 interests in property pursuant to the Alabama Uniform Disclaimer of Property Interests 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 a joint owner, beneficiary, heir or otherwise and in exercising such discretion, my Attorneys in Fact may take into account such matters as shall include but shall not be limited to any reduction in estate or inheritance taxes in my estate, and the effect of such renunciation or disclaimer upon persons interested in my estate and 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, payable on death designation or transfer on death designation on any insurance policies on my life or any account, banking, securities, brokerage or investments and substitute my spouse as said beneficiary in all instances;
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 an irrevocable trust for my benefit with the Alabama Family Trust, in whatever form my Attorneys 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 Attorneys 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 defenses which may be necessary to secure said benefits;
27. To take ownership in my name or personally in the name of my Attorneys 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;

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

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 of Attorney may act hereunder, and that revocation or termination hereof shall be ineffective as to such third party 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 Attorneys in Fact, or his or her successor or successors, 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 Attorneys in Fact.

34. *This Durable Power of Attorney shall take effect this the 15th day of MARCH, 2016, and shall continue in existence during any period in which I am incapacitated, incompetent, disabled or otherwise unable to act on my own. This power of attorney shall not be affected by the passage of time.*

35. In the event of the death, resignation, or inability to serve of **Nancy Marie Graben**, I appoint **Laura Elizabeth Fuselier and Barbara Graben Carlesso** to serve JOINTLY AND SEVERALLY as my successor Attorney in fact to act in my name, place and stead with all rights, powers and authority as herein granted to my original Attorney in fact. *My successor attorneys in fact shall serve jointly and severally, which means they shall serve together or separately.*

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 above-named Attorney in Fact 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 15th day of MARCH, 2016.

Martha Dexter Lowe
Martha Dexter Lowe

ACKNOWLEDGMENT

STATE OF ALABAMA)
COUNTY OF SHELBY)

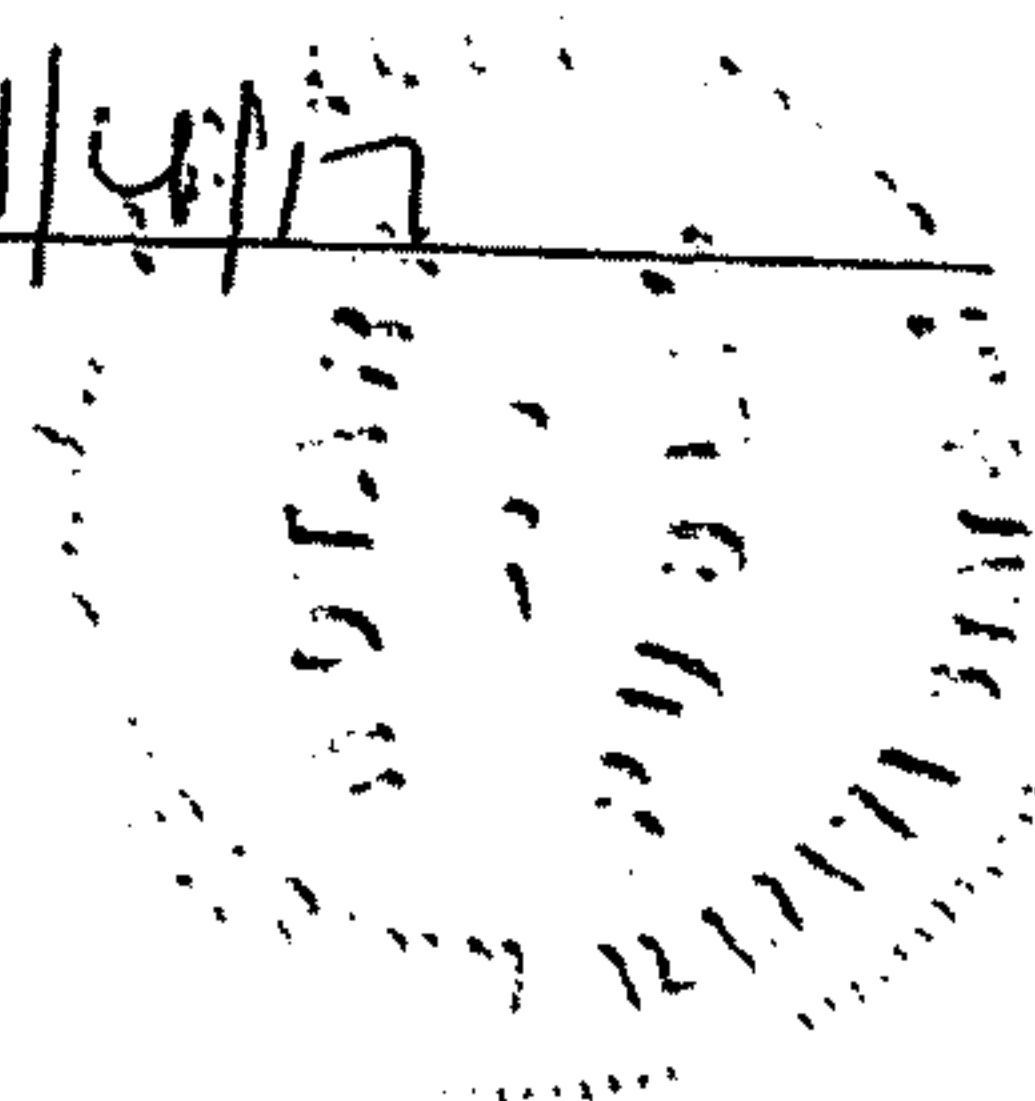
I, the undersigned, a Notary Public, hereby certify that **Nancy Marie Graben**, whose name is signed to the foregoing Durable Power of Attorney, and who is known to me, acknowledged before me on this day that, being informed of the contents of said Durable Power of Attorney, **he/she** executed the same voluntarily on this 15th day of MARCH, 2016.

Given under my hand and official seal this 15 day of March, 2016.

Justin D. Revell
Notary Public

My commission expires: 11/4/17

(SEAL)



WITNESSES

(1) The foregoing instrument was personally signed by the Declarant in my presence, and thereupon I, at the Declarant's request and in the presence of the Declarant and in the presence of the other witnesses, have hereunto subscribed my name as a witness; (2) I did not sign the Declarant's signature above for or at the direction of the Declarant; (3) The Declarant has been personally known to me and I believe the Declarant to be of sound mind and under no constraint, duress, fraud or undue influence; (4) I am not related to the Declarant by blood, marriage or adoption; (5) I am not entitled (to the best of my knowledge and belief) to any portion of the estate of the Declarant according to the laws of intestate succession or under any will or codicil of the Declarant; (6) I do not have any present inchoate claim against any portion of the estate of the Declarant; (7) I do not have any financial responsibility for the medical care of the Declarant; (8) I am not a physician or an employee of any physician, and I am not an operator or employee of, or patient in, any hospital, health care provider, residential care facility, community care facility or similar institution in which the Declarant is a patient; (9) I am not a person named as Attorney in Fact in this instrument; and (10) I and the Declarant are both at least 19 years of age.

Dated: 15th day of MARCH, 2016.

WITNESS:

Lawrence Worthington

ADDRESS:

105 Hickory Pt. Dr.

HELENA, AL 35080

WITNESS:

J. D. Ell.

ADDRESS:

119 St. Charles Dr.

Helena, AL 35080

ACCEPTANCE OF ATTORNEY IN FACT

20170614000210310 06/14/2017 02:25:52 PM POA 9/9

I, **Nancy Marie Graben**, accept the Attorney in Fact designation of the Declarant.

Date: 3/15/16

Nancy Marie Graben
Nancy Marie Graben, Attorney in Fact
Address: 121 St. Charles Dr.
Helena, AL 35080

I, **Laura Elizabeth Fuselier**, accept the Attorney in Fact designation of the Declarant.

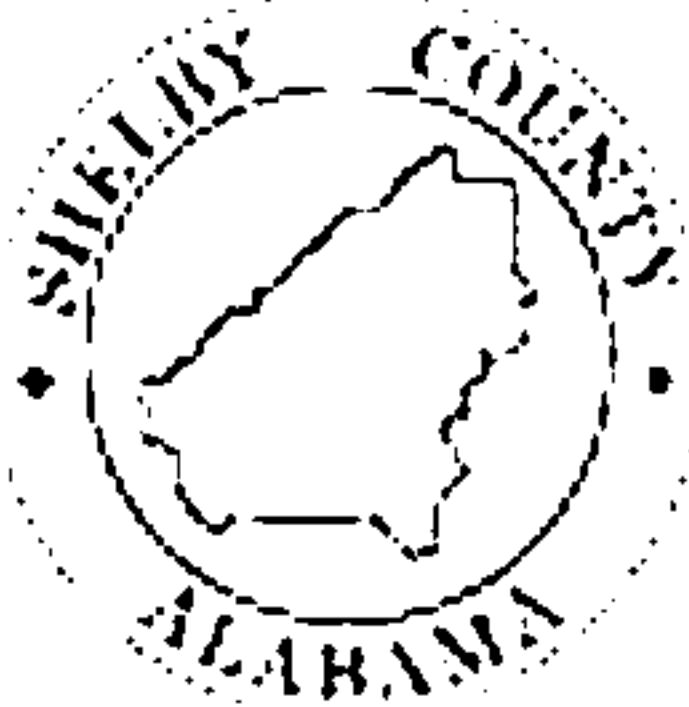
Date: 3/15/16

Laura Fuselier
Laura Elizabeth Fuselier, Attorney in Fact
Address: 2820 Wroton
Houston, TX 77005

I, **Barbara Graben Carlesso** in Fact designation of the Declarant.

Date: 3/15/16

Barbara Graben Carlesso
Barbara Graben Carlesso, Attorney in Fact
Address: 1005 Colonial Dr.
Alabaster Al 35007



Filed and Recorded
Official Public Records
Judge James W. Fuhrmeister, Probate Judge,
County Clerk
Shelby County, AL
06/14/2017 02:25:52 PM
\$39.00 CHERRY
20170614000210310

James W. Fuhrmeister