


STATE OF ALABAMA)
)
COUNTY OF MARSHALL)


20170810000290260 1/9 \$39.00
Shelby Cnty Judge of Probate, AL
08/10/2017 03:02:15 PM FILED/CERT

**DURABLE POWER OF ATTORNEY
FOR GAYNELLE B. NUNNELLEY**

KNOW ALL PERSONS BY THESE PRESENTS:

That I, Gaynelle B. Nunnelley, as principal (hereinafter referred to as "Principal"), a resident of Marshall County, Alabama, do make, constitute and appoint **Gale N. Fellows, Janie N. Clemons, and Laura N. Cooper**, or any of them, acting alone or jointly, as my true and lawful agents or attorneys-in-fact (hereinafter collectively referred to as the "Attorney"), for me and in my name, place and stead, hereby revoking any other power of attorney heretofore granted by me. I hereby authorize and empower my said Attorney to do and perform each and every act, deed, matter and thing whatsoever in and about my estate, property and affairs as fully and effectively to all intents and purposes as I might or could do if personally present, including, without limiting the generality of the foregoing, the following specifically enumerated powers which are granted in aid and exemplification of the full, complete and general powers herein granted and not in limitation or definition thereof:

1. To exercise, do, or perform any act, right, power, duty, or obligation whatsoever that I now have or may acquire the legal right, power, or capacity to exercise, do, or perform in connection with, arising out of, or relating to any person, item, thing, transaction, business, property (real or personal, tangible or intangible), or matter whatsoever.

2. To forgive, request, demand, sue for, recover, collect, receive, hold and possess all such sums of money, income, debts, rents, dues, goods, wares, merchandise, chattels, effects, bonds, notes, commercial paper, checks, drafts, accounts, discounts, deposits, safe deposit boxes, legacies, bequests, devises, interest, bonds, dividends, stock certificates, certificates of deposit, social security, insurance benefits and proceeds, annuities, pension, profit sharing, retirement, and all other contractual benefits and proceeds, all documents of

title, choses in action, all property and property rights, and demands whatsoever, liquidated or unliquidated, and things of whatsoever nature or description which now or hereafter shall be or become due, owing, payable or belonging to me in or by any right, title, ways or means whatsoever, and upon receipt thereof or of any part thereof to make, sign, execute, and deliver receipts, releases, or other discharges for the same; and to have, use and take all lawful means and equitable and legal remedies and proceedings in my name for the collection and recovery of, and to adjust, settle, compromise, and agree for the same, and to execute and deliver for me, on my behalf, and in my name, all endorsements, releases, receipts or other sufficient discharges for the same.

3. To buy, receive, lease as lessor, accept or otherwise acquire, sell, convey, mortgage, grant options upon, hypothecate, pledge, transfer, exchange, quitclaim, or otherwise encumber or dispose of, or contract or agree for the acquisition, disposal, or encumbrance of any property whatsoever or any custody, possession, interest, or right therein, for cash or credit and upon such terms, considerations and conditions as my Attorney shall think proper, and no person dealing with my Attorney shall be bound to see to the application of any monies paid.

4. To take, hold, possess, invest or otherwise manage any or all of my property and assets, or any interest therein, whether principal or income; to eject, remove or relieve tenants or other persons from, and recover possession of, such property by all lawful means; and to maintain, protect, preserve, insure, remove, store, transport, repair, build on, raze, rebuild, alter, modify, or improve the same or any part thereof, and/or to lease any property for me or my benefit, as lessee, with or without option to renew; to collect, receive and give receipts for rents, issues and profits of my property; and to enter into and upon all and each of my real property.

5. To purchase, sell, exchange, borrow, mortgage, invest and otherwise manage all or any part of my property and any undivided interest in such property, wherever located, including but not limited to bonds, debentures, notes (secured or unsecured), stocks of corporations regardless of class, interest in limited partnerships, or any interest in real estate whether or not productive at the time of investment, interest in trusts, investment trusts, whether of the open and/or closed fund types, and participation in common, collective or pooled trust funds or annuity contracts without being limited by any statute or rule of law concerning investments by fiduciaries; and to further utilize the powers set forth in this paragraph with regard to U.S. Savings Bonds, U.S. Treasury Bonds, U.S. Treasury Notes, U.S. Bills, and

other securities of the United States of any type, kind, class or denomination, whether bearer or registered.

6. To make, draw, sign, receive, endorse, deposit and deliver checks, drafts and other instruments for the payment or transfer of money with respect to any and all bank accounts; to deposit to and draw upon funds in any or all checking, commercial or savings accounts wherever situated now standing in my name or hereafter opened in my name by my Attorney; to acquire and redeem certificates of deposit in banks, savings and loan associations, or other institutions; and to execute or release such deeds of trust or other security agreements as may be necessary or proper in the exercise of the rights and powers herein granted.

7. To pay any and all indebtednesses of mine in such manner and at such times as my Attorney may deem appropriate.

8. To borrow any sum or sums of money for any purpose, on such terms and with or without security, and for that purpose to execute all promissory notes, bonds, mortgages, deeds of trust, security agreements, and other instruments which may be necessary or proper.

9. To sign, endorse, execute, acknowledge, deliver, receipt for, and possess such applications, contracts, agreements, options, covenants, deeds, conveyances, trust deeds, security agreements, bills of sale, leases, mortgages, assignments, insurance policies, employee benefit plans, bills of lading, warehouse receipts, documents of title, bills, bonds, debentures, checks, drafts, bills of exchange, notes, 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 debts, releases, and satisfaction of mortgages, judgments, liens, security agreements, and other debts and obligations, and other instruments in writing of whatever kind and nature as may be necessary or proper in the exercise of the rights and powers herein granted. By way of illustration, but not by way of limitation, my Attorney is empowered to exercise any and all rights of ownership as to insurance policies upon the life of any person or persons (other than a policy on the life of my Attorney), annuities, pension and retirement benefits, stock bonus plans and profit-sharing plans, other employee benefit plans, individual retirement accounts, simplified employee pensions, retirement-annuity contracts, and stock options, including specifically the right to make beneficiary designations with respect thereto, or to change the beneficiary or beneficiaries designated thereon to any person or persons other than my Attorney.

10. To conduct or participate in any lawful business of whatsoever nature for me and in my name; to execute partnership agreements and amendments thereto, 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.

11. To have access to and enter at any time or times to any safe deposit boxes or other places of deposit, held or possessed in my name, wheresoever located, and to deposit therein or to remove therefrom all or any part of the contents thereof, including securities, documents, or other items of personal property whatsoever; and to surrender or relinquish said safe deposit boxes; provided always that any institution in which such safe deposit boxes may be located shall not incur any liability to me or my estate as a result of permitting my Attorney to exercise this power.

12. 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 and/or generation skipping transfer tax returns with respect to gifts and/or generation skipping transfers made by me for any year or years; and to prepare, sign and file any and all other returns of tax of whatever nature.

13. To make or consent to any gift (outright, in trust or otherwise) to my children and their descendants (including my Attorney) and to the spouses of all my descendants (including my Attorney) to the extent that such gifts or amount paid will be eligible for the annual gift tax exclusion provided in section 2503(b) or section 2503(e) of the Internal Revenue Code of 1986, as amended, as then applicable or the corresponding provisions of any subsequent federal tax laws; except that when a child of mine, his or her spouse, or other descendant of mine is acting as my Attorney hereunder, gifts to himself or herself in an individual capacity shall be limited to \$5,000 per year or such greater amount which will avoid taxation under section 2514(e) or section 2041(b)(2) of the *Internal Revenue Code of 1986*, as amended, if the power lapses; and to make such gifts as shall be deductible under sections 170 and 2522 of the *Internal Revenue Code of 1986*, as amended, in the year in which such gifts are made.

14. To prepare, sign and file any claims for refund of any tax, requests for extension of time, ruling requests, petitions to the Tax Court or other courts regarding tax matters, and any other tax related documents, including, without limitation, receipts, offers, waivers, consents, including but not limited to consents and agreements under sections 2032A and 2057 of the

Code, closing agreements and any power of attorney form (e.g., Form 2848) required by the Internal Revenue Service, or other taxing authority with respect to any tax periods between the years 2000 and 2050; to pay taxes due, collect refunds, post bonds, receive confidential information, and contest deficiencies determined by the Internal Revenue Service, or other taxing authorities; to exercise any elections I may have under federal, state or local tax law; and generally to represent me in all tax matters and proceedings of all kinds and for all periods between the years 2000 and 2050 before all offices and officers of the Internal Revenue Service and any other taxing authority.

15. To enter into mineral transactions, including the execution of oil, gas, and mineral leases, pooling agreements, unitization agreements, community leases, division orders, and transfer orders; to contract for mineral processing plants, to make "dry hole" or "bottom hole" contributions, to undertake any act in connection with prospecting for, developing, producing, processing, transporting, or marketing any minerals, even though not now or hereafter recognized as customary or proper practices by those engaged in such matters.

16. To engage, employ, compensate (and charge same to me), and dismiss any agents, clerks, servants, attorneys at law, accountants, investment advisors, custodians, or other persons in and about the performance of these presents as my Attorney shall think fit. This authority shall include employment of partnerships, firms and companies in which my Attorney owns an equity interest or in which he or she is otherwise pecuniarily interested.

17. To vote at the meetings of stockholders or other meetings of any corporation or company, or otherwise to act as my Attorney or proxy in respect of any stocks, shares, or other instruments now or hereafter held by me therein, and for that purpose to execute any proxies or other instruments.

18. To exercise any powers and any duties vested in me, whether solely or jointly, with any other or others as executor, administrator, or trustee or in any other fiduciary capacity, so far as such power or duty is capable of validly being delegated.

19. To request access to, inspect, copy, and review all medical and/or other information which may be contained in my medical records at any hospital or physician's office, or which may be in the possession of any other health care provider, and to execute releases of confidential information from medical providers and insurers or other third parties, and to disclose such

information as my Attorney may deem appropriate. The authority granted herein shall constitute my Attorney as my personal representative for purposes of the *Health Insurance Portability and Accountability Act of 1996* (HIPAA), and I hereby grant to my Attorney all rights and authority which I may have with respect to access to and disclosure of my medical information pursuant to the terms of HIPAA, including the right to request an accounting of disclosures, to request a restriction or limitation on the use or disclosure of medical information, and to request a review of any denial of access to my medical information.

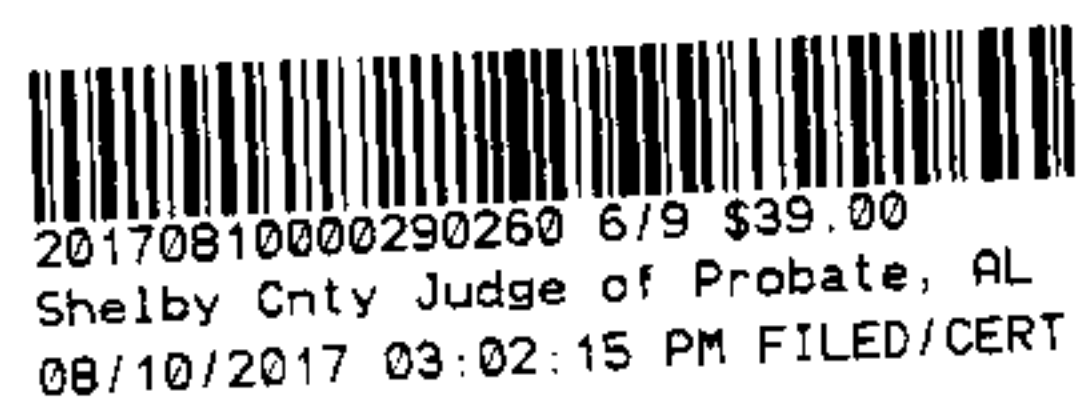
It is my intent and desire that my resources and assets be utilized to provide health and medical care for me at home should I become disabled and incompetent to the extent that I am unable to care for my own needs. The home care for me should take priority over other expenditures from my resources. If necessary and appropriate, my Attorney shall also have the authority to renovate my home to the extent that it may be necessary to care for me as a disabled, ill, and/or incompetent person.

As used herein, the term "property" includes any property, real or personal, tangible or intangible, wheresoever situated.

All conveyances, papers, instruments, documents or writings executed in my name and on my behalf by my Attorney shall be in such form and contain such provisions as shall be satisfactory to my Attorney.

The execution and delivery by my Attorney of any conveyance, paper, instrument or document in my name and on my behalf shall be conclusive evidence of my Attorney's approval of the consideration therefor, and of the form and contents thereof, and that my Attorney deems the execution thereof on my behalf necessary or desirable.

Any person, firm or corporation dealing with my Attorney under the authority of this instrument is authorized to deliver to my Attorney all considerations of every kind or




character with respect to any transactions so entered into by my Attorney and shall be under no duty or obligation to see to or examine into the disposition thereof.

Third parties may rely upon the representation of my Attorney as to all matters relating to any power granted to my Attorney, and no person who may act in reliance upon the representation of my Attorney or the authority granted to my Attorney shall incur any liability to me or my estate as a result of permitting my Attorney to exercise any power. My Attorney shall be entitled to reimbursement for all reasonable costs and expenses incurred and paid by my Attorney on my behalf pursuant to any provisions of this Durable Power of Attorney, but my Attorney shall not be entitled to compensation for services rendered hereunder.

It is my intent that all three of my daughters, who are herein appointed as my Attorneys, shall be able to act on my behalf either jointly or individually, as the circumstances dictate.

To establish that my Attorney is unable to act the following documents may be relied upon: a death certificate for my Attorney; a certificate appointing a guardian for my Attorney; a letter from a physician who has personally examined my Attorney stating that my Attorney is not capable of managing his or her own affairs; a letter from my Attorney stating his or her unwillingness to act or my Attorney's delegation to a successor Attorney; or an affidavit by the successor Attorney that my Attorney is not available or is incapable of acting.

Except as provided in paragraph 13 herein, my Attorney shall not satisfy any legal obligation of my Attorney out of any property subject to this Durable Power of Attorney, nor


20170810000290260 7/9 \$39.00
Shelby Cnty Judge of Probate, AL
08/10/2017 03:02:15 PM FILED/CERT

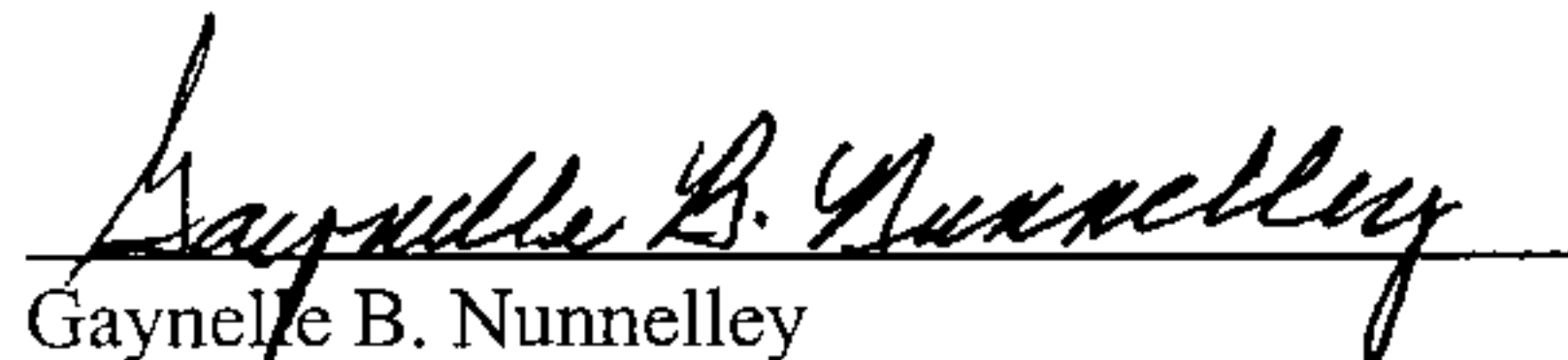
may my Attorney exercise this power in favor of my Attorney, his or her estate, his or her creditors, or the creditors of my Attorney's estate.

In the event that court proceedings are hereafter commenced to appoint a conservator, guardian, trustee, curator, or other fiduciary to take charge of, manage, protect and conserve my property, I hereby nominate, constitute and appoint my above-named Attorney, or my successor Attorney, if my Attorney shall be unable or unwilling to serve as such, as my conservator, trustee, guardian, curator or other fiduciary, and hereby grant my said conservator, trustee, guardian, curator or other fiduciary all of the powers and authority over my property and affairs as specified herein.

**THIS DURABLE POWER OF ATTORNEY SHALL NOT BE AFFECTED BY
THE DISABILITY, INCOMPETENCY OR INCAPACITY OF THE PRINCIPAL.**

The Principal may revoke this Durable Power of Attorney at any time by written instrument delivered to the Attorney. The guardian of the Principal may revoke this instrument by a written instrument delivered to my Attorney.

IN WITNESS WHEREOF, I have executed this Durable Power of Attorney on this
the 4th day of March, 2009.


Gaynelle B. Nunnolley

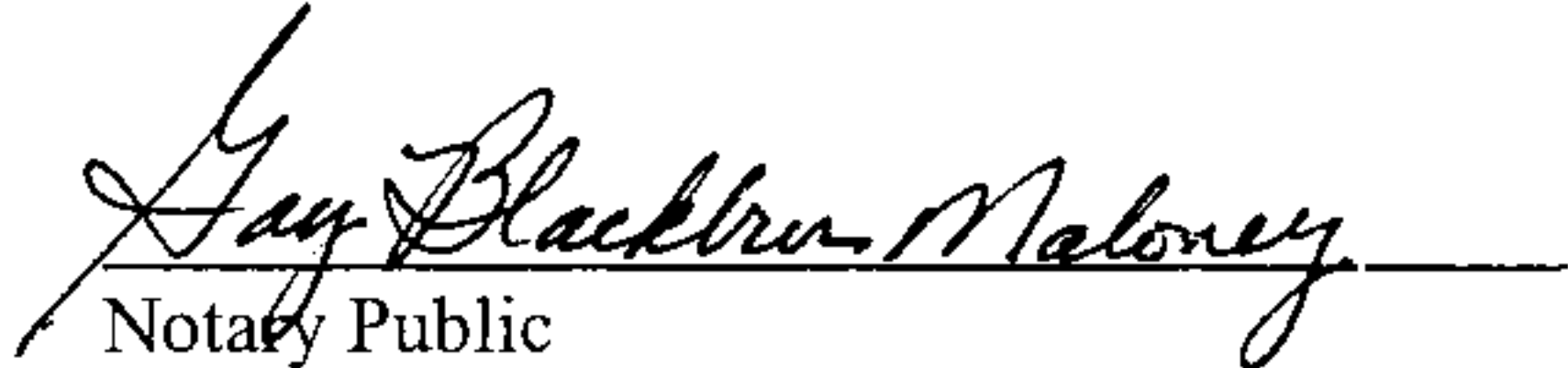


20170810000290260 8/9 \$39.00
Shelby Cnty Judge of Probate, AL
08/10/2017 03:02:15 PM FILED/CERT

STATE OF ALABAMA)
)
COUNTY OF MORGAN)

I, the undersigned, a notary public in and for said State and County, hereby certify that Gaynelle B. Nunnelley, whose name is signed to the foregoing Durable Power of Attorney, and who is known to me, acknowledged before me on this date that, being informed of the contents of the Durable Power of Attorney, she executed the same voluntarily on the day the same bears date.

Given under my hand and seal on this the 4th day of March, 2009.



Notary Public

THIS DOCUMENT PREPARED BY:

Gay Blackburn Maloney
Lynn Belt Schuppert
Blackburn, Maloney and Schuppert, LLC
201 Second Avenue, S. E.
P. O. Box 1469
Decatur, Alabama 35602
(256) 353-7826

Gay Blackburn Maloney
State At Large, Alabama
My Commission Expires 03-29-2009

1-26360-2.272


20170810000290260 9/9 \$39.00
Shelby Cnty Judge of Probate, AL
08/10/2017 03:02:15 PM FILED/CERT