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DURABLE POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that I, **CAROLYN NAYLOR PATE**, a resident of Mobile County, Alabama, and over the age of nineteen (19) years, have nominated, constituted and appointed, and by these presents do hereby nominate, constitute and appoint **ALLEN S. PATE** and **CAROLYN ELIZABETH McKERN** as my true and lawful agent and attorney-in-fact (herein called my "Agent"), with each of such individuals having same powers and authority granted herein, pursuant to the *Alabama Uniform Power of Attorney Act* (the "*Act*"). By way of exemplifying and not by way of limiting the powers granted to my Agent, I particularly authorize and empower my Agent to do and perform on my behalf all of the following, viz:

A. Real Property:

1. Demand, buy, lease, receive, accept as a gift or as security for an extension of credit, or otherwise acquire or reject an interest in real property or a right incident to real property;

2. Sell; exchange; convey with or without covenants, representations, or warranties; quitclaim; release; surrender; retain title for security; encumber; partition; consent to partitioning; subject to an easement or covenant; subdivide; apply for zoning or other governmental permits; plat or consent to platting; develop; grant an option concerning; lease; sublease; contribute to an entity in exchange for an interest in that entity; or otherwise grant or dispose of an interest in real property or a right incident to real property;

3. Pledge or mortgage an interest in real property or right incident to real property as security to borrow money or pay, renew, or extend the time of payment of my debt or a debt guaranteed by me;

4. Release, assign, satisfy, or enforce by litigation or otherwise a mortgage, deed of trust, conditional sale contract, encumbrance, lien, or other claim to real property which exists or is asserted;

5. Manage or conserve an interest in real property or a right incident to real property owned or claimed to be owned by me, including:

   a. insuring against liability or casualty or other loss;

   b. obtaining or regaining possession of or protecting the interest or right by litigation or otherwise;

   c. paying, assessing, compromising, or contesting taxes or assessments or applying for and receiving refunds in connection with them; and

   d. purchasing supplies, hiring assistance or labor, and making repairs or alterations to the real property;

6. Use, develop, alter, replace, remove, erect, or install structures or other improvements upon real property in or incident to which I have, or claim to have, an interest or right;

7. Participate in a reorganization with respect to real property or an entity that owns an interest in or right incident to real property and receive, and hold, and act with respect to stocks and bonds or other property received in a plan of reorganization, including:

   a. selling or otherwise disposing of them;

   b. exercising or selling an option, right of conversion, or similar right with respect to them; and

   c. exercising any voting rights in person or by proxy;

   d. change the form of title of an interest in or right incident to real property; and

   e. dedicate to public use, with or without consideration, easements or other real property in which I have, or claim to have, an interest.

B. Personal Property:

1. Demand, buy, receive, accept as a gift or as security for an extension of credit, or otherwise acquire or reject ownership or possession of tangible personal property or an interest in tangible personal property;

2. Sell; exchange; convey with or without covenants, representations, or warranties; quitclaim; release; surrender; create a security interest in; grant options

concerning; lease; sublease; or, otherwise dispose of tangible personal property or an interest in tangible personal property;

3. Grant a security interest in tangible personal property or an interest in tangible personal property as security to borrow money or pay, renew, or extend the time of payment of my debt or a debt guaranteed by me;

4. Release, assign, satisfy, or enforce by litigation or otherwise, a security interest, lien, or other claim on my behalf, with respect to tangible personal property or an interest in tangible personal property;

5. Manage or conserve tangible personal property or an interest in tangible personal property on my behalf, including:

   a. insuring against liability or casualty or other loss;

   b. obtaining or regaining possession of or protecting the property or interest, by litigation or otherwise;

   c. paying, assessing, compromising, or contesting taxes or assessments or applying for and receiving refunds in connection with taxes or assessments;

   d. moving the property from place to place;

   e. storing the property for hire or on a gratuitous bailment;

   f. using and making repairs, alterations, or improvements to the property; and

   g. change the form of title of an interest in tangible personal property.

C. <u>Stocks, Bonds, Commodities Options</u>:

1. Buy, sell, and exchange stocks and bonds;

2. Establish, continue, modify, or terminate an account with respect to stocks and bonds;

3. Pledge stocks and bonds as security to borrow, pay, renew, or extend the time of payment of my debt;

4. Receive certificates and other evidences of ownership with respect to stocks and bonds;

5. Exercise voting rights with respect to stocks and bonds in person or by proxy, enter into voting trusts, and consent to limitations on the right to vote;

6. Buy, sell, exchange, assign, settle, and exercise commodity futures contracts and call or put options on stocks or stock indexes traded on a regulated option exchange; and

7. Establish, continue, modify, and terminate option accounts.

D. Financial Institutions:

1. Continue, modify, and terminate an account or other banking arrangement made by me or on my behalf;

2. Establish, modify, and terminate an account or other banking arrangement with a bank, trust company, savings and loan association, credit union, thrift company, brokerage firm, or other financial institution selected by the agent;

3. Contract for services available from a financial institution, including renting a safe deposit box or space in a vault;

4. Withdraw, by check, order, electronic funds transfer, or otherwise, money or property of the principal deposited with or left in the custody of a financial institution;

5. Receive statements of account, vouchers, notices, and similar documents from a financial institution and act with respect to them;

6. Enter a safe deposit box or vault and withdraw or add to the contents;

7. Borrow money and pledge as security personal property of mine necessary to borrow money or pay, renew, or extend the time of payment of my debt or a debt guaranteed by me;

8. Make, assign, draw, endorse, discount, guarantee, and negotiate promissory notes, checks, drafts, and other negotiable or nonnegotiable paper of mine or payable to me or my order, transfer money, receive the cash or other proceeds of those transactions, and accept a draft drawn by a person upon me and pay it when due;

9. Receive for me and act upon a sight draft, warehouse receipt, or other document of title whether tangible or electronic, or other negotiable or nonnegotiable instrument;

10. Apply for, receive, and use letters of credit, credit and debit cards, electronic transaction authorizations, and traveler's checks from a financial institution and give an indemnity or other agreement in connection with letters of credit; and

11. Consent to an extension of the time of payment with respect to commercial paper or a financial transaction with a financial institution.

E. Business Interests:

1. Operate, buy, sell, enlarge, reduce, or terminate an ownership interest;

2. Perform a duty or discharge a liability and exercise in person or by proxy a right, power, privilege, or option that I have, may have, or claim to have;

3. Enforce the terms of an ownership agreement;

4. Initiate, participate in, submit to alternative dispute resolution, settle, oppose, or propose or accept a compromise with respect to litigation to which I am a party because of an ownership interest;

5. Exercise in person or by proxy, or enforce by litigation or otherwise, a right, power, privilege, or option that I have or claim to have as the holder of stocks and bonds;

6. Initiate, participate in, submit to alternative dispute resolution, settle, oppose, or propose or accept a compromise with respect to litigation to which I am a party concerning stocks and bonds;

7. With respect to an entity or business owned solely by me:

a. continue, modify, renegotiate, extend, and terminate a contract made by or on behalf of me with respect to the entity or business before execution of this Power of Attorney;

b. determine:

(i) the location of its operation;

(ii) the nature and extent of its business;

(iii) the methods of manufacturing, selling, merchandising, financing, accounting, and advertising employed in its operation;

(iv) the amount and types of insurance carried; and

(v) the mode of engaging, compensating, and dealing with its employees and accountants, attorneys, or other advisors;

c. change the name or form of organization under which the entity or business is operated and enter into an ownership agreement with other persons to take over all or part of the operation of the entity or business; and

d. demand and receive money due or claimed by me or on my behalf in the operation of the entity or business and control and disburse the money in the operation of the entity or business;

8. Put additional capital into an entity or business in which I have an interest;

9. Join in a plan of reorganization, consolidation, conversion, domestication, or merger of the entity or business;

10. Sell or liquidate all or part of an entity or business;

11. Establish the value of an entity or business under a buy-out agreement to which I am a party;

12. Prepare, sign, file, and deliver reports, compilations of information, returns, or other papers with respect to an entity or business and make related payments; and

13. Pay, compromise, or contest taxes, assessments, fines, or penalties and perform any other act to protect the principal from illegal or unnecessary taxation, assessments, fines, or penalties, with respect to an entity or business, including attempts to recover, in any manner permitted by law, money paid before or after the execution of this Power of Attorney.

F. <u>Insurance and Annuities</u>:

1. Continue, pay the premium or make a contribution on, modify, exchange, rescind, release, or terminate a contract procured by or on my behalf which insures or provides an annuity to either me or another person, whether or not I am a beneficiary under the contract;

2. Procure new, different, and additional contracts of insurance and annuities for me and my spouse, children, and other dependents, and select the amount, type of insurance or annuity, and mode of payment;

3. Pay the premium or make a contribution on, modify, exchange, rescind, release, or terminate a contract of insurance or annuity procured by the Agent;

4. Apply for and receive a loan secured by a contract of insurance or annuity;

5. Surrender and receive the cash surrender value on a contract of insurance or annuity;

6. Exercise an election;

7. Exercise investment powers available under a contract of insurance or annuity;

8. Change the manner of paying premiums on a contract of insurance or annuity;

9. Change or convert the type of insurance or annuity with respect to which I have or claim to have authority described in this section;

10. Apply for and procure a benefit or assistance under a statute or regulation to guarantee or pay premiums of a contract of insurance on my life;

11. Collect, sell, assign, hypothecate, borrow against, or pledge my interest in a contract of insurance or annuity;

12. Select the form and timing of the payment of proceeds from a contract of insurance or annuity; and

13. Pay, from proceeds or otherwise, compromise or contest, and apply for refunds in connection with, a tax or assessment levied by a taxing authority with respect to a contract of insurance or annuity or its proceeds or liability accruing by reason of the tax or assessment.

G. Estates, Trusts and Other Beneficial Interests: To have general authority with respect to estates, trusts, and other beneficial interests (collectively meaning a trust, probate estate, guardianship, conservatorship, escrow, or custodianship or a fund from which I am, may become, or claim to be, entitled to a share or payment), including but not limited to authority to:

1. accept, receive, receipt for, sell, assign, pledge, or exchange a share in or payment from the fund;

2. demand or obtain money or another thing of value to which I am, may become, or claim to be, entitled by reason of the fund, by litigation or otherwise;

3. exercise for my benefit a presently exercisable general power of appointment held by me;

4. initiate, participate in, submit to alternative dispute resolution, settle, oppose, or propose or accept a compromise with respect to litigation to ascertain the meaning, validity, or effect of a deed, will, declaration of trust, or other instrument or transaction affecting my interest;

5. initiate, participate in, submit to alternative dispute resolution, settle, oppose, or propose or accept a compromise with respect to litigation to remove, substitute, or surcharge a fiduciary;

6. conserve, invest, disburse, or use anything received for an authorized purpose;

7. transfer an interest of mine in real property, stocks and bonds, accounts with financial institutions or securities intermediaries, insurance, annuities, and other property to the trustee of a revocable trust created by me as settlor; and

8. reject, renounce, disclaim, release, or consent to a reduction in or modification of any property interest or power to which I may become entitled by gift or by testate disposition or intestate succession .

H. <u>Claims and Litigation</u>:

1. Assert and maintain before a court or administrative agency a claim, claim for relief, cause of action, counterclaim, offset, recoupment, or defense, including an action to recover property or other thing of value, recover damages sustained by me, eliminate or modify tax liability, or seek an injunction, specific performance, or other relief;

2. Bring an action to determine adverse claims or intervene or otherwise participate in litigation;

3. Seek an attachment, garnishment, order of arrest, or other preliminary, provisional, or intermediate relief and use an available procedure to effect or satisfy a judgment, order, or decree;

4. Make or accept a tender, offer of judgment or admission of facts, submit a controversy on an agreed statement of facts, consent to examination, and bind me in litigation;

5. Submit to alternative dispute resolution, settle, and propose or accept a compromise;

6. Waive the issuance and service of process upon me, accept service of process, appear for me, designate persons upon which process directed to me may be served, execute and file or deliver stipulations on my behalf, verify pleadings, seek appellate review, procure and give surety and indemnity bonds, contract and pay for the preparation and printing of records and briefs, receive, execute, and file or deliver a consent, waiver, release, confession of judgment, satisfaction of judgment, notice, agreement, or other instrument in connection with the prosecution, settlement, or defense of a claim or litigation;

7. Act for me with respect to bankruptcy or insolvency, whether voluntary or involuntary, concerning me or some other person, or with respect to a reorganization, receivership, or application for the appointment of a receiver or trustee which affects an interest of mine in property or other thing of value;

8. Pay a judgment, award, or order against me or a settlement made in connection with a claim or litigation; and

9. Receive money or other thing of value paid in settlement of or as proceeds of a claim or litigation.

I. Personal and Family Maintenance:

1. Perform the acts necessary to maintain my customary standard of living and that of my spouse, and the following individuals, whether living when this Power of Attorney is executed or later born:

   a. my children;

   b. other individuals legally entitled to be supported by me; and

   c. the individuals whom I have customarily supported or indicated the intent to support;

2. Make periodic payments of child support and other family maintenance required by a court or governmental agency or an agreement to which I am a party;

3. Provide living quarters for the individuals described in subparagraph 1 above by:

   a. purchase, lease, or other contract; or

   b. paying the operating costs, including interest, amortization payments, repairs, improvements, and taxes, for premises owned by me or occupied by those individuals;

4. Provide normal domestic help, usual vacations and travel expenses, and funds for shelter, clothing, food, appropriate education, including postsecondary and vocational education, and other current living costs for the individuals described in subparagraph 1 above;

5. Pay expenses for necessary health care and custodial care on behalf of the individuals described in subparagraph 1 above;

6. Act as my personal representative pursuant to the *Health Insurance Portability and Accountability Act, Sections 1171* through *1179 of the Social Security Act*, and applicable regulations, in making decisions related to the past, present, or future payment for the provision of health care consented to by me or anyone authorized under the law of this State to consent to health care on my behalf;

7. Continue any provision made by me for automobiles or other means of transportation, including registering, licensing, insuring, and replacing them, for the individuals described in subparagraph 1 above;

8. Maintain credit and debit accounts for the convenience of the individuals described in subparagraph 1 above and open new accounts; and

9. Continue payments incidental to my membership or affiliation in a religious institution, club, society, order, or other organization or to continue contributions to those organizations.

J. Government Benefits: To have general authority with respect to benefits from governmental programs or civil or military service (collectively meaning any benefit, program, or assistance provided under a statute or regulation including, but not limited to, Social Security, Medicare, and Medicaid), including but not limited to authority to:

1. execute vouchers in my name for allowances and reimbursements payable by the United States or a foreign government or by a state or subdivision of a state to me, including allowances and reimbursements for transportation of the individuals described in Paragraph I(1), above, and for shipment of their household effects;

2. take possession and order the removal and shipment of my property from a post, warehouse, depot, dock, or other place of storage or safekeeping, either governmental or private, and execute and deliver a release, voucher, receipt, bill of lading, shipping ticket, certificate, or other instrument for that purpose;

3. enroll in, apply for, select, reject, change, amend, or discontinue, on my behalf, a benefit or program;

4. prepare, file, and maintain a claim of mine for a benefit or assistance, financial or otherwise, to which I may be entitled under a statute or regulation;

5. initiate, participate in, submit to alternative dispute resolution, settle, oppose, or propose or accept a compromise with respect to litigation concerning any benefit or assistance I may be entitled to receive under a statute or regulation; and

6. receive the financial proceeds of a claim described herein and conserve, invest, disburse, or use for a lawful purpose anything so received.

K. Retirement Plans: To have general authority with respect to retirement plans [collectively meaning a plan or account created by me, an employer, or another individual to provide retirement benefits or deferred compensation of which I am a participant, beneficiary, or owner, including (i) an individual retirement account under *Internal Revenue Code Section 408;* (ii) a Roth individual retirement account under *Internal Revenue Code Section 408A*; (iii) a deemed individual retirement account under *Internal Revenue Code Section 408(q)*; (iv) an annuity or mutual fund custodial account under *Internal Revenue Code Section 403(b)*; (v) a pension, profit-sharing, stock bonus, or other retirement plan qualified under *Internal Revenue Code Section 401(a)*; (vi) a plan under *Internal Revenue Code Section 457(b)*; and a non-qualified deferred compensation plan under *Internal Revenue Code Section 409A]*; including but not limited to authority to:

1. select the form and timing of payments under a retirement plan and withdraw benefits from a plan;

2. make a rollover, including a direct trustee-to-trustee rollover, of benefits from one retirement plan to another;

3. establish a retirement plan in the principal's name;

4. make contributions to a retirement plan;

5. exercise investment powers available under a retirement plan; and

6. borrow from, sell assets to, or purchase assets from a retirement plan.

L. Taxes:

1. Prepare, sign, and file federal, state, local, and foreign income, gift, payroll, property, Federal Insurance Contributions Act, and other tax returns, claims for refunds, requests for extension of time, petitions regarding tax matters, and any other tax-related documents, including receipts, offers, waivers, consents, including all consents and agreements under the *Internal Revenue Code Section*

2032A, closing agreements, and any power of attorney required by the Internal Revenue Service or other taxing authority with respect to a tax year upon which the statute of limitations has not run and the following twenty-five (25) tax years;

2. Pay taxes due, collect refunds, post bonds, receive confidential information, and contest deficiencies determined by the Internal Revenue Service or other taxing authority;

3. Exercise any election available to me under federal, state, local, or foreign tax law; and

4. Act for me in all tax matters for all periods before the Internal Revenue Service, or other taxing authority.

M. Gifts: To have general authority with respect to gifts, including but not limited to authority to:

1. make outright to, or for the benefit of (including a gift to a trust, an account under the Uniform Transfers to Minors Act, and a tuition savings account or prepaid tuition plan as defined under *Internal Revenue Code Section 529I*) a person, including my Agent, a gift of any of my property, including by the exercise of a presently exercisable general power of appointment held by me, in an amount per donee not to exceed the annual dollar limits of the federal gift tax exclusion under *Internal Revenue Code Section 2503(b)* without regard to whether the federal gift tax exclusion applies to the gift, or if my spouse agrees to consent to a split gift pursuant to *Internal Revenue Code Section 2513* in an amount per donee not to exceed twice the annual federal gift tax exclusion limit; and

2. consent, pursuant to *Internal Revenue Code Section 2513* to the splitting of a gift made by my spouse in an amount per donee not to exceed the aggregate annual gift tax exclusions for both spouses.

Notwithstanding the preceding provisions, my Agent may make a gift of my property only as the Agent determines is consistent with my objectives if actually known by the Agent and, if unknown, as the Agent determines is consistent with my best interest based on all relevant factors, including (i) the value and nature of my property, (ii) my foreseeable obligations and need for maintenance, (iii) minimization of taxes, including income, estate, inheritance, generation skipping transfer, and gift taxes, (iv) eligibility for a benefit, a program, or assistance under a statute or regulation, and (v) my personal history of making or joining in making gifts.

N. Miscellaneous: Unless otherwise specifically provided to the contrary herein, with respect to the subject matter of paragraphs A through M above, to:

State of Alabama
County of Shelby

NON-REVOCATION AFFIDAVIT

Before me, the undersigned Notary Public in and for the State of Alabama, County of Shelby, appeared Allen S. Pate, who having been by me first duly sworn, depose and states as follows:

1) My name is Allen S. Pate. I am over the age of twenty-one (21) years, and have personal knowledge of the facts stated herein.
2) On 08/24/2016, Carolyn Naylor Pate appointed me his/her/their attorney-in-fact under a Durable Power of Attorney, recorded at Bk: ____________ Pg: ___________ in the Probate Office of Shelby County, Alabama. Record simultaneously
3) On 12/07/17, I exercised the above-reference Power of Attorney by executing documents (deed, mortgage, note, settlement statement, affidavits, etc.) relating to the sale/purchase/refinance of a residence located in Shelby County, Alabama, and being more particularly described as follows:

Lot 22, according to the Survey of Final Plat of Hayesbury, Phase 3, as recorded in Map Book 30, Page 138, in the Probate Office of Shelby County, Alabama.

4) At the time of the execution of the above mentioned closing documents and exercise of the Power of Attorney, I had no actual knowledge of the termination of the power by revocation or of the death of Carolyn Naylor Pate.

Executed by the undersigned this 12/07/17.

Allen S Pate
____

Allen S. Pate

State of Alabama)
County of ~~Shelby~~ Jefferson
Subscribed and sworn to before me on this 12/07/17.

____

Notary Public: The Undersigned
My Commission Expires:

My Commission Expires:
June 17, 2021

AMYE ADAMS VON SEEBACH
NOTARY PUBLIC
ALABAMA STATE AT LARGE

SHELBY COUNTY ALABAMA

Filed and Recorded
Official Public Records
Judge James W. Fuhrmeister, Probate Judge,
County Clerk
Shelby County, AL
12/11/2017 09:57:32 AM
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