

General Durable Power of Attorney of BRIAN C. COOPERSMITH

I, BRIAN C. COOPERSMITH, of BIRMINGHAM, Alabama, am creating a Durable Power of Attorney under the laws of the State of Alabama. I revoke all Powers of Attorney previously granted by me as Principal and terminate all agency relationships created by me except:

powers granted by me on forms provided by financial institutions granting the right to write checks on, deposit funds to, and withdraw funds from accounts to which I am a signatory; and
powers granting access to a safe-deposit box.

Article One Appointment of Attorney in Fact

Section 1.01 Initial Attorney in Fact

I appoint ROXANNE ELIZABETH COOPERSMITH to serve as my Attorney in Fact.

Section 1.02 Successor Attorney in Fact

If ROXANNE ELIZABETH COOPERSMITH FAILS TO SERVE I APPOINT ELIZABETH AMEY COOPERSMITH, AND SHE FAILS TO SERVE, I appoint CLINTON CARTER COOPERSMITH to serve as successor Attorney in Fact.

Section 1.03 Effect of Filing Petition for Divorce or Separation

If my spouse or I file a petition for legal separation or dissolution of marriage, my spouse will be deemed to have died or predeceased me (as appropriate for the context) for all purposes of this General Durable Power of Attorney unless and until the petition is dismissed.

Section 1.04 Prior or Joint Attorney in Fact Unable to Act

A successor Attorney in Fact or an Attorney in Fact serving jointly with another Attorney in Fact may establish that the acting Attorney in Fact or joint Attorney in Fact is no longer able to serve as Attorney in Fact by signing an affidavit that states that the Attorney in Fact is not available or is incapable of acting. The affidavit may be supported by a death certificate of the Attorney in Fact, a certificate showing that a guardian or conservator has been appointed for the Attorney in Fact, a physician's letter stating that the Attorney in Fact is incapable of managing his or her own affairs, or a letter from the Attorney in Fact stating his or her unwillingness to act or delegating his or her power to the successor Attorney in Fact.

Article Two

Effectiveness of Appointment - Durability Provision

Section 2.01 Effectiveness

The authority granted to my Attorney in Fact under this power of attorney will be effective immediately upon signing.

Section 2.02 Durability

The authority granted to my Attorney in Fact under this power of attorney will not be affected by my subsequent disability, incompetency, incapacity, or lapse of time.

Section 2.03 Term of Durable Power of Attorney

This Durable Power of Attorney expires at the earliest of:

- my death (except for post-death matters allowed under Alabama law); or
- my revocation of this power of attorney.

Article Three

Powers Granted to My Attorney in Fact

I grant my Attorney in Fact the powers described in this Article so that my Attorney in Fact may act on my behalf. In addition, my Attorney in Fact may do everything necessary to exercise the powers listed below.

Section 3.01 Power to Fund

My Attorney in Fact may transfer any of my assets or any interest I have in any property, tangible or intangible, real or personal, to the trustee of any revocable living trust created by me or by my Attorney in Fact acting within the authority granted in Section 3.21 before or after the execution of this power of attorney, and including any trust that may extend beyond my incapacity or beyond my lifetime.

I grant my Attorney in Fact the following general powers for the specific purpose of transferring property to my trusts under this Section:

My Attorney in Fact may transfer any interest I have in real or personal property, tangible or intangible, to my trusts.

My Attorney in Fact may assign any rights I have to receive income from any source to my trusts.

My Attorney in Fact may execute all legal instruments and other documents necessary or convenient to transfer property to my trusts.

My Attorney in Fact may terminate savings, checking, safekeeping, brokerage, investment advisory, and custodial accounts in my name (alone or jointly with others) at any bank, broker, or financial institution and transfer all or any part of my interest in the cash, stocks, bonds, and securities of the accounts to my trusts.

My Attorney in Fact may enter and remove my property from any safe-deposit box registered in my name (alone or jointly with others) and transfer the removed property to my trusts.

My Attorney in Fact may designate the trust as beneficiary to receive any property, benefit, or contract right on my death, or to change any existing designation to the trust as beneficiary.

I also grant my Attorney in Fact general powers for the specific purpose of transferring any interest I may have in property owned by me to any general partnership, limited partnership, or limited liability company in which I have an interest. This power is subject to the same limitations set forth in the preceding paragraphs of this Section.

Section 3.02 Power to Amend Revocable Living Trust Agreement

My Attorney in Fact may amend any revocable living trust created by me before or after the execution of this power of attorney, and including any trust that may extend beyond my incapacity or beyond my lifetime to:

- alter the administrative and investment powers of my Trustee;
- reflect tax or other legal changes that affect trust administration; or
- correct ambiguities, including scrivener errors, that might otherwise require court construction or reformation.

Section 3.03 Power to Sell

Unless specifically limited by the other provisions of this power of attorney, my Attorney in Fact may sell any interest I own in any kind of property, real or personal, tangible or intangible, including any contingent or expectant interest, any marital right, and any right of survivorship incident to joint tenancy or tenancy by the entirety. My Attorney in Fact may determine the terms of sale and may grant sales options.

My Attorney in Fact may dispose of sales proceeds on my behalf as my Attorney in Fact determines is appropriate.

Section 3.04 Power to Buy

Unless specifically limited by the other provisions of this power of attorney, my Attorney in Fact may buy any kind of property. My Attorney in Fact may determine the terms for buying property and may obtain options to buy property. In addition, my Attorney in Fact may insure the purchased property, and otherwise arrange for its safekeeping.

I authorize my Attorney in Fact to borrow money for the purposes described in this Section and to secure the loan in any manner my Attorney in Fact determines is appropriate.

I authorize my Attorney in Fact to use my funds to repay any money borrowed by me or on my behalf and to pay for any purchases made or cash advanced using my credit cards.

Section 3.05 Power to Invest

My Attorney in Fact may invest and reinvest all or any part of my property in any other property of whatever type: real or personal, tangible or intangible, and whether located inside or outside the geographic borders of the United States and its possession or territories. Unless specifically limited by the other provisions of this power of attorney, my Attorney in Fact may:

- invest in securities of all kinds, limited partnership interests, real estate or interest in real estate whether or not productive at the time of investment, commodities contracts of all kinds, or interests in trusts including investment trusts;

- participate in common, collective, or pooled trust funds or annuity contracts;

- sell or otherwise terminate any investment made by me or on my behalf, and establish and terminate savings and money market accounts at banks and other financial institutions;

- establish and terminate accounts with securities brokers and use brokerage accounts to make short sales and to buy on margin, and pledge any securities held or purchased in brokerage accounts as security for loans and advances made to the account;

- establish and terminate agency accounts with corporate fiduciaries; and

- hire and fire financial and investment advisors.

Section 3.06 Power to Contract

My Attorney in Fact may enter into contracts of any type and for any purpose. Unless specifically limited by the other provisions of this power of attorney and the law, my Attorney in Fact may modify and cancel any existing or any new contracts to which I am a party.

Section 3.07 Power to Manage Real Property

My Attorney in Fact may manage any real property I now own or may acquire in the future including my personal residence. Unless specifically limited by the other provisions of this power of attorney, my Attorney in Fact may:

- lease and sublease property for any period, and grant options to lease or subdivide property, even if the term of the lease, sublease, or option extends beyond the term of this power of attorney;

eject and remove tenants or other persons from property, and recover the property by all lawful means;

collect and sue for rents;

pay, compromise, or contest tax assessments and apply for tax assessment refunds;

subdivide, partition, develop, dedicate property to public use without consideration, or grant or release easements over my real property;

maintain, protect, repair, preserve, insure, build upon, improve, demolish, abandon, and alter all or any part of my real property;

employ laborers;

obtain or vacate plats and adjust boundaries;

adjust differences in the property's value on exchange or partition by giving or receiving consideration;

release or partially release real property from a lien;

enter into any contracts, covenants, and warranty agreements regarding my real property that my Attorney in Fact considers appropriate; and

encumber property by mortgage or deed of trust.

I authorize my Attorney in Fact to accept real property as a gift or as security for a loan.

Section 3.08 Power to Manage Tangible Personal Property

My Attorney in Fact may manage any tangible personal property I now own or may acquire in the future. Unless specifically limited by the other provisions of this power of attorney, my Attorney in Fact may:

lease and sublease property for any period, and grant options to lease or subdivide property, even if the term of the lease, sublease, or option extends beyond the term of this power of attorney;

recover my property by all lawful means;

collect and sue for rents;

pay, compromise, or contest tax assessments and apply for tax assessment refunds;

maintain, protect, repair, preserve, insure, improve, destroy, and abandon all or any part of my property; and

grant security interests in my property.

I authorize my Attorney in Fact to accept tangible personal property as a gift or as security for a loan.

Section 3.09 Power to Manage Digital Assets

My Attorney in Fact may access, modify, control, archive, transfer, and delete my digital assets. Digital assets include my sent and received emails, email accounts, digital music, digital photographs, digital videos, gaming accounts, software licenses, social-network accounts, file-sharing accounts, financial accounts, domain registrations, Domain Name System (DNS) service accounts, blogs, listservs, web-hosting accounts, tax-preparation service accounts, online stores and auction sites, online accounts, and any similar digital asset that currently exists or may be developed as technology advances.

My digital assets may be stored in the cloud or on my own digital devices. My Attorney in Fact may access, use, and control my digital devices in order to access, modify, control, archive, transfer, and delete my digital assets—this power is essential for access to my digital assets that are only accessible through my digital devices. Digital devices include desktops, laptops, tablets, peripherals, storage devices, mobile telephones, smartphones, and any similar hardware that currently exists or may be developed as technology advances.

Section 3.10 Oil, Gas and Mineral Interests

My Attorney in Fact may acquire, maintain, develop, and exploit, either alone or jointly with others, any oil, gas, coal, mineral, or other natural resource rights or interests.

My Attorney in Fact may drill, test, explore, mine, develop, extract, remove, convert, manage, retain, store, sell, and exchange any of those rights and interests on terms and for a price that my Attorney in Fact deems advisable.

My Attorney in Fact may execute leases, pooling, unitization, and other types of agreements in connection with oil, gas, coal, mineral, and other natural resource rights and interests, even though the terms of those arrangements may extend beyond the trust's termination.

My Attorney in Fact may execute division orders, transfer orders, releases, assignments, farm outs, and any other instruments that it considers proper.

My Attorney in Fact may employ the services of consultants and outside specialists in connection with the evaluation, management, acquisition, disposition, and development of any mineral interest, and may pay the cost of the services from the trust's principal and income.

Section 3.11 Power to Operate Businesses

My Attorney in Fact may continue operating and managing any business in which I now or later own an interest for the period of time and in any manner my Attorney in Fact considers appropriate. Unless specifically limited by the other provisions of this power of attorney, my Attorney in Fact may:

act as a director, general or limited partner, or associate or officer of the business;

select and vote for directors, partners, associates, and officers of the business and enter into owners' agreements with other owners of any business in which I have an interest;

execute agreements and amendments to agreements necessary to the operation of the business including stockholder agreements, partnership agreements, buy-sell agreements, and operating agreements for limited liability companies;

hire and fire employees;

pay employees' salaries and provide for employee benefits;

employ legal, accounting, financial, and other consultants;

continue, modify, terminate, renegotiate, and extend any contracts with any person, firm, association, or corporation;

execute business tax returns and other government forms required for my business;

pay all business-related expenses;

transact business for me in my name and on my behalf;

contribute additional capital to the business from my funds;

change the name or the form of the business;

incorporate the business;

enter into a partnership agreement with other persons;

join in a plan to reorganize or consolidate my business, or merge my business with any other business;

establish the value of the business under buy-out or buy-sell agreements to which I am a party;

create, continue, or terminate retirement plans for my business's employees and make contributions required by those plans;

advance money or other property to the business and make loans of cash or securities to the business as my Attorney in Fact considers appropriate; and

borrow for the business and secure any loans with business assets or my personal assets.

My Attorney in Fact may sell, liquidate, or close a business upon terms my Attorney in Fact considers appropriate, including a sale in exchange for cash, a private annuity, and an installment note or any combination of those arrangements.

Section 3.12 Power to Manage Partnership and Limited Liability Company Interests

My Attorney in Fact may manage any general, limited, or special partnership interest or any limited liability company interest I own now or in the future. Unless specifically limited by the other provisions of this power of attorney, my Attorney in Fact may:

exercise any right, power, privilege, or option I may have or may claim under any contract with the partnership or limited liability company;

modify or terminate my interest on terms and conditions my Attorney in Fact considers appropriate;

enforce the terms of the partnership agreement or limited liability company operating agreement for my protection by instituting or maintaining any action, proceeding, or otherwise as my Attorney in Fact considers appropriate; and

defend, arbitrate, settle, or compromise any action or other legal proceeding to which I am a party because of my membership in the partnership or limited liability company.

Section 3.13 Power Regarding Securities

My Attorney in Fact may exercise all rights regarding securities that I own now or in the future. Specifically, my Attorney in Fact may buy, sell, and exchange all types of securities and financial instruments including stocks, bonds, mutual funds, and commodity futures contracts and call and put options on stocks and stock indexes.

My Attorney in Fact may also:

receive certificates and other evidences of ownership with regard to securities;

hold securities in bearer or uncertified form and use a central depository, clearing agency, or book-entry system such as The Depository Trust Company, Euroclear, or the Federal Reserve Bank of New York;

place all or any part of my securities in the custody of a bank or trust company or in the name of its nominee;

employ a broker-dealer as custodian for my securities and register the securities in the name of the broker-dealer or its nominee;

exercise voting rights with respect to securities in person or by proxy, enter into voting trusts, and consent to limitations on the right to vote;

participate in any reorganization, recapitalization, merger, or similar transaction; and

exercise any subscription rights, option rights (whether or not qualified under the Internal Revenue Code), or other rights to which I am entitled

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now or in the future, or to sell and dispose of these rights, and, if required,
to sign my name to rights, warrants, or other similar instruments.

Section 3.14 Power to Collect and Settle My Obligations

My Attorney in Fact may collect all rights and benefits to which I am entitled now or in the future, including rights to cash payments, property, debts, accounts, legacies, bequests, devises, dividends, and annuities. In collecting my obligations, my Attorney in Fact may demand, sue for, arbitrate, settle, compromise, receive, deposit, expend for my benefit, reinvest, or otherwise dispose of these matters as my Attorney in Fact determines appropriate.

My Attorney in Fact may use all lawful means and methods to recover these assets and rights, to qualify me for benefits and claim benefits on my behalf, and to compromise claims and grant discharges regarding the matters described in this Section. My Attorney in Fact may convert my assets into assets that do not disqualify me from receiving benefits, or my Attorney in Fact may divest my assets altogether. In any divestment action or asset conversion, I direct my Attorney in Fact to avoid disrupting the dispositive provisions of my estate plan as established by me prior to my incapacity.

Section 3.15 Power Regarding Governmental Benefits

All powers described in this Section are exercisable with respect to all federal and state (or any subdivision thereof) programs existing when this power of attorney was executed or for which I become eligible after this power of attorney is executed. The power of attorney shall extend to any state in which I live when my Attorney in Fact's powers become effective.

I appoint my Attorney in Fact as my *Representative Payee* for the purposes of receiving Social Security benefits. My Attorney in Fact may collect all benefits payable to or for my benefit by any governmental agency or body, such as Supplemental Security Income (SSI), Medicaid, Medicare, and Social Security Disability Insurance (SSDI). My Attorney in Fact shall have the full power to represent me and deal in all ways necessary concerning rights or benefits payable to me by any governmental agency including Supplemental Security Income (SSI), Medicaid, and Social Security Disability Insurance (SSDI).

My Attorney in Fact may:

- gift or otherwise spend down my estate for Medicaid eligibility and planning;

- execute vouchers in my name for allowances and reimbursements payable to me by the United States, a foreign government, a state, or a subdivision of a state to me, including allowances and reimbursements for my transportation, my husband's, children's, and other individual's customarily or legally entitled to be supported by me, and for shipping their household effects;

- take possession, remove, and ship any of my property from a post, warehouse, depot, dock, or other place of storage, whether governmental or

private, and execute and deliver a release, voucher, receipt, bill of lading, shipping ticket, certificate, or other instrument for that purpose;

prepare, file, and prosecute my claims for benefits or assistances, financial or otherwise, for any claim to which I am entitled under a statute or government regulation;

prosecute, defend, arbitrate, settle, and propose or accept a compromise with respect to any benefits I may be entitled to receive;

receive the financial proceeds of any type of claim described in this Section and invest, disburse, or use the proceeds on my behalf for any lawful purpose;

sign on my behalf any document necessary to permit my return to my residence following my incapacity or other condition that prevents me from currently living there;

execute any trust agreement described in 42 U.S.C. § 1396p (d)(4) with any trustee or trustees that my Attorney in Fact selects. In addition, my Attorney in Fact may deliver and convey any or all of my assets to the trustee or trustees of the trust as well as designate the trust as payee of any income to which I may be entitled.

Section 3.16 Power Regarding My Retirement Plans and Other Employee Benefits

My Attorney in Fact may exercise all rights and collect all qualified retirement benefits to which I am entitled now or in the future. Specifically, my Attorney in Fact may:

establish, using any of my assets, one or more qualified retirement plans in my name;

make or cause contributions to be made, including rollover contributions and conversion contributions, to any qualified retirement plan my Attorney in Fact considers appropriate using my assets;

receive and endorse checks and other distributions to me from any qualified retirement plans, or arrange for the direct deposit of those checks or distributions in any of my accounts;

elect any form of payment from my qualified retirement plans and to withdraw benefits on my behalf from the IRAs and retirement plans;

make, exercise, waive, or consent to any and all elections and options that I may have regarding contributions to qualified retirement plans, investments, and administration of the retirement plans, and distribution or other forms of qualified retirement benefits available to me;

convert all or a portion of a qualified retirement plan to a Roth IRA under Internal Revenue Code Section 408A (or other similar qualified retirement plan);

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with respect to any contribution to an IRA or Roth IRA, recharacterize all or any part of the contribution so that the contribution or any part of the contribution is treated as made to the other type of IRA; and

borrow money, purchase assets from any of my qualified retirement plans, and sell assets to any of my qualified retirement plans if the plan authorizes these actions.

My Attorney in Fact may make primary and contingent beneficiary designations, whether revocable or irrevocable, change primary and contingent revocable beneficiary designations, and consent or waive consent in connection with the designation of primary and contingent beneficiaries and the selection of joint and survivor annuities under any employee benefit plan. But my Attorney in Fact may not directly or indirectly designate a greater share or portion of any benefit to my Attorney in Fact than my Attorney in Fact would have otherwise received unless all other beneficiaries under the qualified retirement plan consent to the change in beneficiary designation.

For all purposes of this Section, *qualified retirement plan* means a plan qualified under Internal Revenue Code Section 401, an individual retirement arrangement under Section 408 or Section 408A, or a tax-sheltered annuity under Section 403. The term *qualified retirement benefits* means the amounts held in or distributed pursuant to a plan qualified under Section 401, an individual retirement arrangement under Section 408 or Section 408A, a tax-sheltered annuity under Section 403, or any other benefit subject to the distribution rules of Section 401(a)(9).

Section 3.17 Power Regarding Bank Accounts

My Attorney in Fact may establish bank accounts of any type in one or more bank institutions that my Attorney in Fact may choose. My Attorney in Fact may modify, terminate, make deposits to, write checks on, make withdrawals from, and grant security interests in any account in my name or to which I am an authorized signatory, except accounts held by me in a fiduciary capacity. This authority may be exercised whether the account was established by me or for me by my Attorney in Fact. My Attorney in Fact is authorized to negotiate, endorse, or transfer any check or other instrument with respect to any account; to contract for any services rendered by any bank or financial institution; and to execute, on my behalf as principal, any agency or power of attorney forms furnished by a bank with respect to accounts with the bank that appoints the bank or any person as my agent.

If more than one Attorney in Fact is serving concurrently under this power of attorney, the signature of any one of them is sufficient to endorse checks or drafts and to draw checks or drafts on my financial accounts.

Section 3.18 Power Regarding Safe-Deposit Boxes

My Attorney in Fact may contract with any institution to rent a safe-deposit box in my name. My Attorney in Fact may have access to any safe-deposit box in my name or for which I am an authorized signer. This Section will apply whether the contract for the safe-deposit box was executed by me alone, jointly with others, or by my Attorney in Fact in

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my name. My Attorney in Fact may also add contents to or remove contents from a safe-deposit box, or terminate any rental contract for a safe-deposit box.

Section 3.19 Power to Prosecute and Defend Legal Actions

My Attorney in Fact may institute, supervise, prosecute, defend, intervene in, abandon, compromise, adjust, arbitrate, settle, dismiss, and appeal from any legal, equitable, judicial, or administrative hearings, actions, suits, or proceedings involving me in any way. This authority includes claims by or against me arising out of property damage or personal injury suffered by me, or caused by me or under circumstances such that the resulting loss may be imposed on me. My Attorney in Fact may otherwise engage in litigation involving me, my property, or my legal interests, including any property, interest, or person I am or may be responsible for.

Section 3.20 Power to Loan and Borrow

My Attorney in Fact may make secured or unsecured loans to any person, entity, trust, or estate on my behalf, for any term or payable on demand, with or without interest. My Attorney in Fact may enter into or modify the terms of any mortgage, deed of trust, or security agreement made in connection with any loan and may release or foreclose on the mortgage, deed of trust, or security.

My Attorney in Fact may borrow money on my behalf at interest rates and on other terms that my Attorney in Fact considers advisable from any person, institution, or other source. If my then-acting Attorney in Fact is a corporate fiduciary, this includes loans from its own banking or commercial lending department.

My Attorney in Fact may encumber my property by mortgages, pledges, and other hypothecation and has the power to enter into any mortgage or deed of trust even though the term of the mortgage or deed of trust may extend beyond the effective term of this power of attorney.

My Attorney in Fact may borrow money for any purpose on any life insurance policy owned by me on my life even though the term of the loan may extend beyond the effective term of this power of attorney. My Attorney in Fact may grant a security interest in the policy to secure the loan. In this regard, my Attorney in Fact may assign and deliver the policy as security. No insurance company will be under any obligation to determine the loan's necessity or how my Attorney in Fact applies the loan proceeds.

Section 3.21 Power to Create Revocable Living Trusts for My Benefit

My Attorney in Fact may execute a Revocable Living Trust with any trustee or trustees that my Attorney in Fact selects. All income and principal must be paid under the trust, to me or another person for my benefit or applied for my benefit. The trust income and principal must be paid under the trust in the amounts that I or my Attorney in Fact requests or that the Trustee or Trustees determine. The terms of the trust must provide that upon my death, the remaining income and principal be distributed to my Personal Representative to distribute as part of my probate estate. The trust must provide that it may be revoked or amended by me or my Attorney in Fact at any time; however, the trust must provide that

any amendment by my Attorney in Fact must be of a type that could have been included in the original trust document by law or under the provisions of this power of attorney. In addition, my Attorney in Fact may deliver and convey any of my assets to the Trustee or Trustees of the Revocable Living Trust, or convey any or all of my assets to a Revocable Living Trust that exists now or is created by me after the creation of this power of attorney.

My Attorney in Fact may be sole Trustee of my Revocable Living Trust or one of several trustees.

Section 3.22 Power to Withdraw Funds from Trusts

My Attorney in Fact may withdraw and receive the income or principal of any trust over which I have a right of receipt or withdrawal. My Attorney in Fact may request and receive the income or principal of any trust with respect to which the trustee has the discretionary power to make distributions to me or on my behalf. In connection with this, my Attorney in Fact may execute and deliver to the Trustee a receipt and release or similar document for the income or principal received. My Attorney in Fact may exercise in whole or in part, release, or let lapse any power of appointment held by me, whether general or special, or any amendment or revocation power under any trust even if the power may be exercised only with the consent of another person and even if my Attorney in Fact is the other person, subject to any restrictions on exercise imposed on my Attorney in Fact under this power of attorney.

Section 3.23 Power to Renounce or Resign from Fiduciary Positions

My Attorney in Fact may resign or renounce any fiduciary position I hold now or in the future including personal representative, trustee, guardian, attorney in fact, and officer or director of a corporation, as well as any governmental or political office or position. In so doing, my Attorney in Fact may file an accounting with the appropriate court of competent jurisdiction or settle based on a receipt, release, or other appropriate method.

Section 3.24 Power to Disclaim or Release Property Interests

My Attorney in Fact may renounce and disclaim any property or property interest or power to which I may become entitled by gift, testate succession, or intestate succession. My Attorney in Fact may release or abandon any property interest or power that I may own or hold, now or in the future. This includes any interest in, or right over, a trust, including the right to alter, amend, revoke, or terminate the trust. My Attorney in Fact may claim an elective share in any estate or under any Will. But my Attorney in Fact may not make any disclaimer that is expressly prohibited by the law or other provisions of this power of attorney.

Section 3.25 Power Regarding Insurance

My Attorney in Fact may purchase, maintain, surrender, or collect:

all kinds of life insurance or annuities on my life or the life of any one in whom I have an insurable interest;

liability insurance protecting my estate and me against third party claims;

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hospital insurance, medical insurance, Medicare supplement insurance, custodial care insurance, and disability income insurance for me or my dependents; and

casualty insurance insuring my assets against loss or damage due to fire, theft, or other commonly insured risk.

My Attorney in Fact may pay all insurance premiums, select any options under the policies, increase coverage under any policy, borrow against any policy, pursue all insurance claims on my behalf, and adjust insurance losses. This authority applies to both private and public plans, including Medicare, Medicaid, Supplemental Security Income and Workers' Compensation.

My Attorney in Fact may select and amend the primary and contingent beneficiary designations under insurance policies insuring my life. My Attorney in Fact may also select and amend primary and contingent beneficiary designations under any annuity contract in which I have an interest; but my Attorney in Fact may not directly or indirectly designate to himself or herself a greater share or portion of any benefit my Attorney in Fact would have otherwise received unless all other beneficiaries under the policy consent to the change.

My Attorney in Fact may decrease or terminate coverage under any insurance policy insuring my life. My Attorney in Fact may receive the cash value received if the policy is decreased or terminated and dispose of the cash value.

Section 3.26 Power Regarding Taxes

My Attorney in Fact may represent me in all tax matters and proceedings before any agent or officer of the Internal Revenue Service, state and local authorities and in any court, for all periods.

My Attorney in Fact may:

prepare, sign, and file all federal, state, and local tax returns including income, gift, FICA, and payroll tax returns on my behalf;

prepare, sign, and file claims for refunds, requests for extensions of time to file returns or pay taxes, extensions and waivers of applicable periods of limitation, and protests and petitions to administrative agencies or courts (including the United States Tax Court);

sign consents and agreements under Internal Revenue Code Section 2032A or any successor section and consents to split gifts, closing agreements, and any power of attorney form required by the Internal Revenue Service or any state or local taxing authority with respect to any tax year;

pay taxes due, collect and dispose of refunds as my Attorney in Fact determines appropriate, post bonds, receive confidential information, and contest deficiencies determined by the Internal Revenue Service or any state or local taxing authority;

exercise any election I have under federal, state, or local tax law and allocate any generation-skipping tax exemption to which I am entitled; and

engage representation for me in any tax proceeding by attorneys-at-law, Certified Public Accountants, enrolled agents, and other licensed tax professionals.

Section 3.27 Power to Deal with My Spouse

My Attorney in Fact may deal with my spouse on my behalf. In dealing with my spouse, my Attorney in Fact may partition, transfer, and exchange any of my marital property estate, whether separate or community property between my spouse and me. My Attorney in Fact may enter into and execute on my behalf marital property agreements, partition and exchange agreements, or community property agreements. My Attorney in Fact may enforce, amend, or revoke any marital property agreement between my spouse and me but only with respect to rights in and obligations with respect to property owned by my spouse, by me, or by both of us and with respect to reclassification of management and control over our property.

Section 3.28 Power to Make Gifts

My Attorney in Fact may make gifts on my behalf. To make gifts, my Attorney in Fact may withdraw assets from any trust created by me or by my Attorney in Fact acting within the authority granted in Section 3.21 and from which I may withdraw assets.

For purposes of this power of attorney, my Attorney in Fact may forgive any debts owed to me, and any debt forgiven will be considered a gift to the debtor.

As mentioned in Section 3.15, my Attorney in Fact may gift or otherwise spend down my estate for Medicaid eligibility and planning.

My Attorney in Fact may make gifts on the following terms and conditions:

(a) Continuation of My Gifting

My Attorney in Fact may honor pledges and continue to make gifts to charitable organizations that I have regularly supported in the amounts I have customarily given. My Attorney in Fact may continue any gifting program initiated by me prior to the time I became incapacitated.

My Attorney in Fact may make special occasion gifts to my estate plan beneficiaries, family members, or friends, in equal or unequal amounts, that reflect my past giving and my relationship with these individuals.

(b) Gifts to My Attorney in Fact

I specifically authorize gifts to my Attorney in Fact, but only a Special Attorney in Fact appointed under Section 7.03 may make gifts to my Attorney in Fact. My Attorney in Fact may not make gifts to himself or herself, his or her estate, his or her creditors, or the creditors of his or her estate.

(c) Gifts in Excess of the Annual Federal Gift Tax Exclusion

Only a Special Attorney in Fact appointed under Section 7.03 may make gifts in excess of the annual federal gift tax exclusion to my beneficiaries.

If my Attorney in Fact determines that gifts that exceed the annual federal gift tax exclusion are in my best interest and the best interests of my beneficiaries, my Attorney in Fact, by unanimous vote if more than one Attorney in Fact is then serving, shall appoint a Special Attorney in Fact unrelated by blood or marriage to any Attorney in Fact to review the facts and circumstances and to decide whether these gifts should be made. I recommend that my Attorney in Fact select an independent certified public accountant, attorney at law, or corporate fiduciary to serve as the Special Attorney in Fact under such circumstances.

Neither my Attorney in Fact nor the Special Attorney in Fact appointed by my Attorney in Fact will be liable to any beneficiary for exercising or failing to exercise the discretion to make gifts.

(d) Gifts for Tuition

My Attorney in Fact may prepay tuition for any of my beneficiaries. My Attorney in Fact shall make the payments directly to the educational institution or by establishing and contributing to a Qualified State Tuition Program established under Internal Revenue Code Section 529.

(e) Gifts for Medical Expenses

My Attorney in Fact may pay medical expenses for any of my beneficiaries as permitted under Internal Revenue Code Section 2503(e). My Attorney in Fact shall make the payments directly to the medical provider.

(f) Gift Splitting Authorized

I authorize my Attorney in Fact to consent to gift splitting under Internal Revenue Code Section 2513 or under similar provisions of any state or local gift tax laws.

(g) Methods of Making Gifts

My Attorney in Fact may make gifts of my property under this Section outright, in trust, or in any other manner that my Attorney in Fact considers appropriate.

By way of example and without limiting my Attorney in Fact's powers under this Section, my Attorney in Fact is specifically authorized to make gifts by creating tenancy in common and joint tenancy interests or establishing irrevocable trusts including charitable or non-charitable split-interest trusts. My Attorney in Fact may make gifts by establishing and contributing my property to corporations, family limited partnerships, limited liability partnerships, limited liability companies, or other similar entities and by making gifts of interests in any of those entities.

To accomplish the objectives described in this subsection, my Attorney in Fact may establish and maintain financial accounts of all types and may execute, acknowledge, seal, and deliver deeds, assignments, agreements, authorizations, checks, and other instruments. With respect to a claim existing in favor of or against me based on or involving a gift transaction on my behalf, my Attorney in Fact may prosecute, defend, or submit to arbitration, as well as settle, propose, or accept a compromise. My Attorney in Fact may intervene in any related action or proceeding.

My Attorney in Fact may perform any other act my Attorney in Fact considers necessary or desirable to complete a gift on my behalf under this Section.

(h) Standard for Making Gifts

In making gifts on my behalf, I want my Attorney in Fact to consider the history of my gift making and my estate plan. To the extent reasonably possible, I direct my Attorney in Fact to avoid disrupting the dispositive provisions of my estate plan as established by me prior to my incapacity.

(i) Ratification of Gifts

I specifically ratify any gifts made by my Attorney in Fact under the terms of this power of attorney.

Article Four

Care and Control of Principal

My Attorney in Fact may exercise the following powers and pay the associated costs from my assets with respect to the control and management of my person.

Section 4.01 Power to Provide for My Support

My Attorney in Fact may do anything reasonably necessary to maintain my customary standard of living, including:

- maintain my residence by paying all operating costs, including interest on mortgages or deeds of trust, amortization payments, repairs, and taxes, as well as purchasing, leasing, or making other arrangements for a different residence;

- provide normal domestic help;

- provide clothing, transportation, medicine, food, and incidentals; and

- make all necessary arrangements, contractual or otherwise, for my care at any hospital, hospice, nursing home, convalescent home or similar establishment, or in my own residence should I desire it, and assure that all of my essential needs are met wherever I may be.

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Section 4.02 Power to Provide for Support of Dependents

My Attorney in Fact may make payments for the health, education, maintenance, or support of my husband and those my Attorney in Fact determines to be dependent on me for support.

Section 4.03 Power to Protect or Dispose of Property

If my Attorney in Fact determines that I will never be able to return to my residence from a hospital, hospice, nursing home, convalescent home, or similar facility, my Attorney in Fact may dispose of my residence. In so doing, my Attorney in Fact may sell, lease, sublease, or assign my interest.

My Attorney in Fact may store any items of tangible personal property remaining in my residence and pay all storage costs. Alternatively, my Attorney in Fact may sell any items that my Attorney in Fact believes I will never need again on terms and conditions that my Attorney in Fact considers appropriate.

As an alternative to storage, my Attorney in Fact may transfer custody and possession but not title of any property item to the person designated to receive that property item on my death in my Will or my Revocable Living Trust.

Section 4.04 Power to Provide for My Recreation and Travel

My Attorney in Fact may allow me to engage in recreation, sport, and travel activities as my health permits and at my expense.

Section 4.05 Power to Provide for Religious and Spiritual Needs

My Attorney in Fact may provide for my religious and spiritual needs, including involvement of religious clergy and spiritual leaders in my care as well as my membership in religious and spiritual organizations consistent with my religious beliefs. My Attorney in Fact may purchase religious books, tapes, and other materials for my use and benefit.

Section 4.06 Power to Provide for Companionship

My Attorney in Fact may arrange any form of companionship for me necessary to meet my needs if I am unable to make my own arrangements.

Section 4.07 Power to Make Advance Funeral Arrangements

My Attorney in Fact may make advance arrangements for my funeral and burial, including a burial plot, marker, and any other related arrangements.

Article Five

Incidental Powers

My Attorney in Fact may perform these acts and execute and deliver the legal documents necessary or appropriate to exercise the powers set forth in this power of attorney, including the following incidental powers.

Section 5.01 Power to Commence Court Proceedings

My Attorney in Fact may commence any court proceedings necessary to protect my legal rights and interests under this power of attorney including:

actions for declaratory judgments from any court of competent jurisdiction interpreting the validity of this power of attorney and any of the acts sanctioned by this power of attorney but my Attorney in Fact need not seek a declaratory judgment to perform any act sanctioned by this power of attorney;

actions for mandatory injunctions requiring any person or entity to comply with my Attorney in Fact's directions authorized by this power of attorney; and

actions for actual and punitive damages and the recoverable costs and expenses of the litigation against any person or entity who negligently or willfully fails or refuses to follow my Attorney in Fact's directions authorized by this power of attorney.

Section 5.02 Power to Employ and Discharge Personnel

My Attorney in Fact may employ and remove investment advisors, accountants, auditors, depositories, custodians, brokers, consultants, attorneys, expert advisors, agents, and employees to advise or assist my Attorney in Fact.

Section 5.03 Power to Sign Documents

My Attorney in Fact may sign, execute, endorse, seal, acknowledge, deliver, and file or record all appropriate legal documents necessary to exercise the powers granted under this power of attorney.

Section 5.04 Power to Execute Power of Attorney of Financial Institutions

My Attorney in Fact may execute a financial institution's durable power of attorney, or other instrument, deemed necessary by the financial institution to grant my Attorney in Fact authority over assets I hold at the financial institution when a company specific power of attorney is required by the financial institution.

Section 5.05 Power to Submit Costs for Payment

If my Attorney in Fact incurs costs in performing any powers granted under this power of attorney or in enforcing compliance with the powers given to my Attorney in Fact under this power of attorney, my Attorney in Fact may submit those costs to any person who has the authority to pay those costs such as the trustee of my Revocable Living Trust, my guardian, or my conservator. My trustee, conservator, or guardian shall promptly pay those costs.

Section 5.06 Power Regarding My Mail

My Attorney in Fact may open, read, respond to, and redirect my mail. My Attorney in Fact may represent me before the US Postal Service and all other mail or package carriers in any matter relating to mail or delivery services including the receipt of certified mail.

Section 5.07 Power Regarding Memberships

My Attorney in Fact may establish, cancel, continue, or initiate my membership in organizations and associations of all kinds.

Section 5.08 Power Regarding Custody of Documents

My Attorney in Fact may take, give, or deny custody of my important documents, including my Will and any codicils, trust agreements, deeds, leases, life insurance policies, contracts, or securities. My Attorney in Fact may disclose or not disclose the whereabouts or contents of those documents.

Section 5.09 Power to Care for My Pets

My Attorney in Fact may provide for the housing, support, and maintenance of my pet animals. My Attorney in Fact may contract for and pay the expenses of their proper veterinary care and treatment. But if my Attorney in Fact decides that the care and maintenance of my pet animals is unreasonably expensive or burdensome, my Attorney in Fact may give the pet animals to persons willing to care for them.

Article Six

Limitation on Powers

All powers granted to my Attorney in Fact under this power of attorney are subject to the limitations set forth in this Article.

Section 6.01 Tax Sensitive Powers

No individual serving as my Attorney in Fact may exercise any fiduciary power or discretion if the exercise of that power or discretion would:

cause any income generated by my property to be attributed to my Attorney in Fact for federal income tax purposes;

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cause the value of any property subject to this power of attorney to be included in my Attorney in Fact's gross estate for federal estate tax purposes;

cause any distribution made or allowed to be made by my Attorney in Fact to be treated as a gift from my Attorney in Fact; or

discharge a legal obligation of my Attorney in Fact.

If the exercise of a power by my Attorney in Fact under this power of attorney would cause any of the foregoing results, a Special Attorney in Fact appointed under the provisions of Section 7.03 may exercise the power or discretion.

Section 6.02 Life Insurance on the Life of My Attorney in Fact

No individual Attorney in Fact may exercise any powers or rights in a policy owned by me that insures the life of that Attorney in Fact. Any powers and rights regarding the policy will be exercised solely by another Attorney in Fact serving under this power of attorney.

Section 6.03 Prohibition on Power over Prior Transfers

No Attorney in Fact may exercise any power or authority over any irrevocable trust created by my Attorney in Fact to which I am a trustee or a beneficiary or over any asset given to me by my Attorney in Fact.

Section 6.04 My Attorney in Fact to Avoid Disrupting My Estate Plan

If it becomes necessary for my Attorney in Fact to liquidate or reinvest any of my assets to provide support for me, I direct that my Attorney in Fact, to the extent that it is reasonably possible, avoid disrupting the dispositive provisions of my estate plan as established by me prior to my incapacity.

If it is necessary to disrupt the dispositive provisions of my estate plan, my Attorney in Fact will use his or her best efforts to restore my plan as soon as possible. My Attorney in Fact will make reasonable efforts to obtain and review my estate plan. I authorize any person with knowledge of my estate plan or possession of my estate planning documents to disclose information to my Attorney in Fact and to provide copies of documents to my Attorney in Fact.

Article Seven Administrative Powers and Provisions

This Article contains certain administrative powers and provisions that facilitate the use of the power of attorney and that protect my Attorney in Fact and those who rely upon my Attorney in Fact.

Section 7.01 Release of Information

My Attorney in Fact may release and obtain any information regarding my financial investments and taxes, including any information regarding stocks, bonds, certificates of deposit, bank accounts, tax returns, retirement accounts, pension plans, and any other documents or information regarding my financial affairs and taxes. This information may be obtained from my attorneys at law, financial advisors, insurance professionals, accountants, stockbrokers, stock transfer agents, and any other persons having such information.

I release these persons or entities from any liability for releasing the above-referenced information to my Attorney in Fact in reliance on this Section.

If my Attorney in Fact is an attorney at law or other accounting or financial professional, the professional regulations of my Attorney in Fact's profession and federal law may prohibit my Attorney in Fact from releasing information about my financial affairs to others if I am a client of my Attorney in Fact. This instrument, therefore, is a limited waiver of any privilege (such as the attorney-client privilege) that I have established with any Attorney in Fact as a client for the sole purpose of permitting my Attorney in Fact to perform his or her duties under this power of attorney.

Section 7.02 Nomination of Guardian of My Person and Conservator of My Estate

If appointment proceedings are ever initiated for Guardian of my person and conservator of my estate, I concurrently nominate the person then serving or named to serve as my Attorney in Fact under this power of attorney.

Section 7.03 Appointment of a Special or Ancillary Attorney in Fact

If any Attorney in Fact is unwilling or unable to act with respect to any property or any provision of this power of attorney, my Attorney in Fact shall appoint, in writing, a corporate fiduciary or an individual to serve as Special Attorney in Fact as to the property or with respect to the provision. The Special Attorney in Fact appointed must be an individual that is not related or subordinate to me or any beneficiary within the meaning of Internal Revenue Code Section 672(c). My Attorney in Fact may revoke this appointment at will.

If my Attorney in Fact determines that it is necessary or desirable to appoint an Ancillary Attorney in Fact to act under this power of attorney in a jurisdiction other than this one, my Attorney in Fact may do so. In making an appointment, my Attorney in Fact may sign, execute, deliver, acknowledge, and make declarations in any documents that may be necessary, desirable, convenient, or proper in order to carry out the appointment.

A Special or Ancillary Attorney in Fact may exercise all powers granted by this power of attorney unless expressly limited elsewhere in this power of attorney or by the instrument appointing the Special or Ancillary Attorney in Fact. A Special or Ancillary Attorney in Fact may resign at any time by delivering written notice of resignation to my Attorney in Fact. Notice of resignation will be effective under the terms of the notice.

Section 7.04 Attorney in Fact Authorized to Employ My Attorney

My Attorney in Fact may employ the attorney who prepared this power of attorney or any other attorney employed by me in connection with my estate plan or business matters and I specifically:

- waive any conflicts of interest that might arise through this employment;
- authorize the attorney to make full disclosure of my estate plan and business to the Attorney in Fact; and
- authorize the attorney to accept the engagement.

Section 7.05 Fiduciary Eligibility of Attorney in Fact

My Attorney in Fact is eligible to serve in any other fiduciary capacity for me or for my benefit, including trustee, guardian, conservator, committee, executor, administrator, or personal representative.

Section 7.06 Reimbursement for Expenses and Compensation

My Attorney in Fact may pay himself or herself, from my assets, fair and reasonable compensation authorized by law for services performed under this power of attorney and, in addition, my Attorney in Fact may reimburse himself or herself for all reasonable expenses incurred for carrying out any provision of this power of attorney.

Section 7.07 Liability of Attorney in Fact

I release and discharge any Attorney in Fact acting in good faith from any civil liability and from all claims or demands of all kinds whatsoever by me, my estate, and my heirs, successors, and assigns arising out of the acts, forbearances, or omissions of my Attorney in Fact, except for willful misconduct or gross negligence. This protection extends to my Attorney in Fact's estate, heirs, successors, and assigns.

Section 7.08 Amendment and Revocation

I may amend or revoke this power of attorney at any time. Amendments to this document must be made in writing by me personally (not by my Attorney in Fact) and must be attached to the original of this document and recorded in the same county or counties as the original if the original is recorded.

Section 7.09 Resignation

My Attorney in Fact may resign by executing a written resignation delivered to me or, if I am mentally disabled, by delivery to any person with whom I am residing or who has my care and custody.

Section 7.10 Signature of Attorney in Fact

My Attorney in Fact shall use the following form when signing documents on my behalf pursuant to this power:

Section 7.11 Interpretation

This power of attorney is a general power of attorney and should be interpreted as granting my Attorney in Fact all general powers permitted under the laws of State of Alabama. The description of specific powers is not intended to limit or restrict any of the general powers granted to my Attorney in Fact.

Section 7.12 Use of *Attorney in Fact* Nomenclature

The word *Attorney in Fact* and any modifying or equivalent word or substituted pronoun includes the singular and the plural cases, as well as the masculine, feminine, and neuter genders.

Section 7.13 Third Party Reliance

No person who relies in good faith on the authority of my Attorney in Fact under this power of attorney will incur any liability to my estate; my heirs, successors, and assigns; or to me.

Any party dealing with my Attorney in Fact may conclusively rely upon an affidavit or certificate of my Attorney in Fact that:

the authority granted to my Attorney in Fact under this power of attorney is in effect;

my Attorney in Fact's actions are within the scope of my Attorney in Fact's authority under this power of attorney;

I was competent when I executed this power of attorney;

I have not revoked this power of attorney; and

my Attorney in Fact is currently serving as my Attorney in Fact.

Section 7.14 Effect of Duplicate Originals or Copies

If this power of attorney has been executed in multiple counterparts, each counterpart original will have equal force and effect. My Attorney in Fact may make photocopies (photocopies includes facsimiles and digital or other reproductions, referred to collectively as *photocopy*) of this power of attorney and each photocopy will have the same force and effect as the original.

Section 7.15 Governing Law

This power of attorney's validity and interpretation will be governed by the laws of the State of Alabama. To the extent permitted by law, this power of attorney is applicable to all my property, whether real, personal, intangible, or mixed; wherever located; and whether or not I now or in the future own the property.

Section 7.16 Severability

If any provision of this power of attorney is declared invalid for any reason, the remaining provisions will remain in full force and effect.

Section 7.17 Shall and May

Unless otherwise specifically provided in this document or by the context in which used, I use the word *shall* in this document to impose a duty, command, direct, or require, and the word *may* to allow or permit, but not require. In the context of my Attorney in Fact, when I use the word *shall*, I intend to impose a fiduciary duty on my Attorney in Fact; when I use the word *may*, I intend that my Attorney in Fact is empowered to act with sole and absolute discretion unless otherwise stated in this document.

**Article Eight
Declarations of the Principal**

I understand that this power of attorney is an important legal document. Before executing this power of attorney, my attorney explained the following information to me.

The power of attorney provides my Attorney in Fact with broad powers to dispose of, sell, convey, and encumber my real and personal property.

The powers will exist for an indefinite period unless I revoke the power of attorney or I have limited their duration by specific provisions in the power of attorney.

This Durable Power of Attorney will continue to exist during my subsequent disability or incapacity.

I have the power to revoke or terminate this Durable Power of Attorney at any time.

Dated: December 18, 2017 20180103000001260 01/03/2018 09:37:31 AM POA 26/27


BRIAN C. COOPERSMITH, Principal

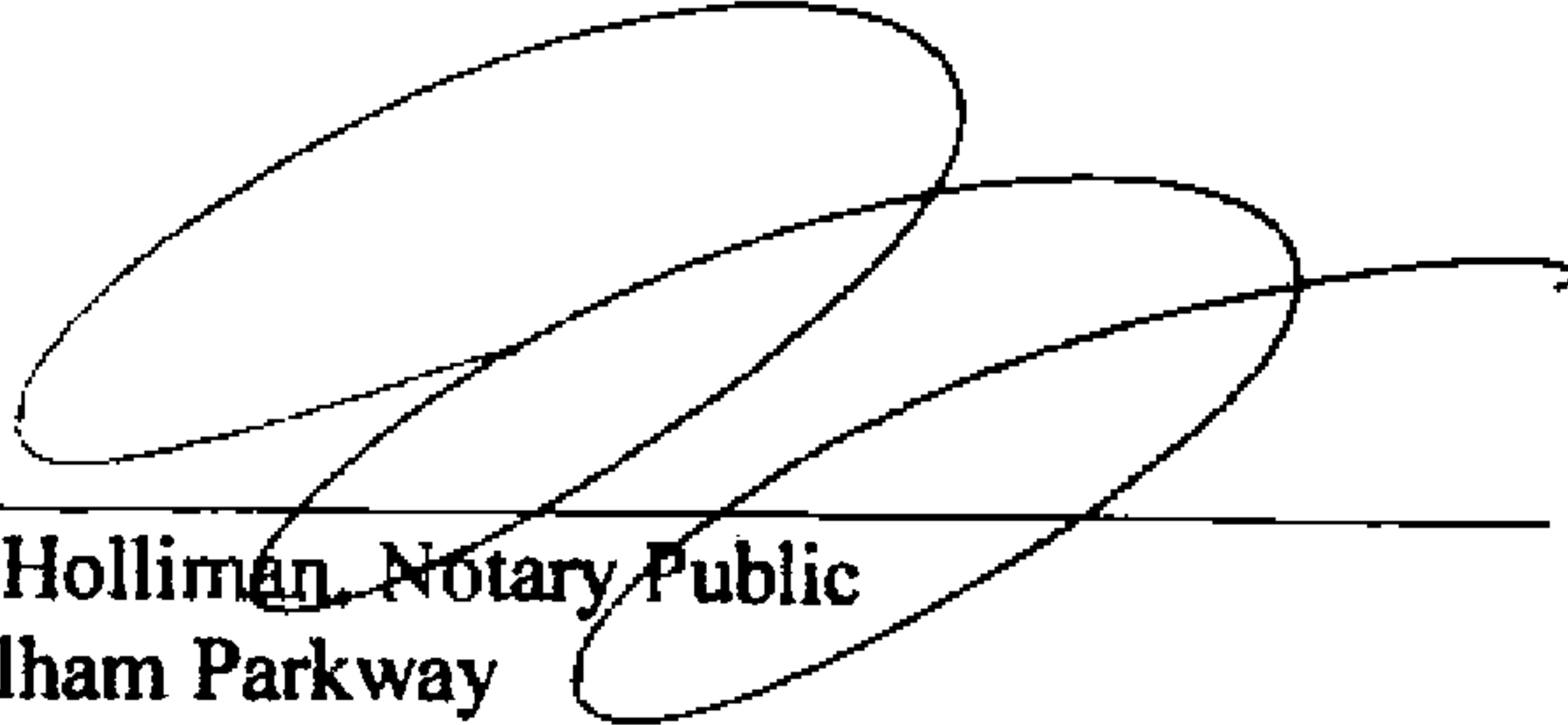
STATE OF ALABAMA)
) ss.
COUNTY SHELBY)

I, John R. Holliman, a notary public in and for said County in said State, hereby certify that BRIAN C. COOPERSMITH, as Principal whose names are signed to the foregoing Durable Power of Attorney, and who are known to me, acknowledged before me on this day, being informed of the contents of the Durable Power of Attorney, he executed the same voluntarily on the day the same bears date.

Given under my hand this December 18, 2017.

[Seal]

NOTARY PUBLIC
STATE OF ALABAMA
COMMISSION EXPIRES 08/29/2018


John R. Holliman, Notary Public
2491 Pelham Parkway
Pelham, Alabama 35124

My commission expires: 08/29/2018

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BRADFORD & HOLLIMAN, LLC, 2491 PELHAM PARKWAY, PELHAM, ALABAMA 35124 | (205) 663-0281

We, Lindsay Klein and Jessica Cull, have been sworn by the officer signing below, and declare to that officer on our oaths that BRIAN C. COOPERSMITH declared the instrument to be his power of attorney and signed it in our presence. We each signed the instrument as a witness in the presence of BRIAN C. COOPERSMITH and of each other.

Lindsay Klein
Lindsay Klein
2491 Pelham Parkway
Pelham, AL 35124

Jessica Cull
Jessica Cull
2491 Pelham Parkway
Pelham, AL 35124

STATE OF ALABAMA

)
) ss.
)

COUNTY SHELBY

I, John R. Holliman, a notary public in and for said County in said State, hereby certify that Lindsay Klein, as Witness, and Jessica Cull, as Witness whose names are signed to the foregoing Durable Power of Attorney, and who are known to me, acknowledged before me on this day, being informed of the contents of the Durable Power of Attorney, they executed the same voluntarily on the day the same bears date.

Given under my hand this December 18, 2017.

[Seal]

ALABAMA
NOTARY
PUBLIC
JOHN R. HOLLIMAN

John R. Holliman, Notary Public
2491 Pelham Parkway
Pelham, Alabama 35124

My commission expires: 08/29/2018



Filed and Recorded
Official Public Records
Judge James W. Fuhrmeister, Probate Judge,
County Clerk
Shelby County, AL
01/03/2018 09:37:31 AM
\$93.00 CHERRY
20180103000001260

John R. Holliman

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