

STATE OF ALABAMA

§
§
§

POWER OF ATTORNEY

SHELBY COUNTY

KNOW ALL MEN BY THESE PRESENTS, that I, **MARGARET DWIGHT KENNERLY**, residing in Shelby County, State of Alabama, do hereby constitute and appoint **WILLIAM ALAN DENNIS AND MARY FORD DENNIS DAVIS**, of Tuscaloosa County, Alabama, my true and lawful attorneys for me and in my name, place and stead, giving and granting to each of them individually, as they shall deem advisable, the full, complete and unlimited right, power and authority to do, execute, and perform any act, deed, matter, or thing whatsoever that my Agents, in their discretion, determine ought to be done, executed, or performed, of every nature and kind whatsoever, as fully and effectively as I could do if personally present and capacitated. Without in any way limiting the generality of the foregoing, I grant the following specific powers to my Agent acting either individually or jointly:

A) to deposit in or withdraw from any bank, trust company, savings association, safe deposit company, broker or other depository or agent any moneys or other property and to examine or receive related records, including statements of account and canceled checks;

B) to rent safe deposit boxes in my name as depositories for my property, and to open and enter on my behalf any safe deposit box rented or held by me alone or jointly with others, at any time to deposit in such box and to remove from such box any part or all of the contents thereof, including any security or tangible personal property, as often and as freely as I could do if personally present, to cancel or modify the lease under which such box is rented and to surrender or exchange the same;

C) to retain, invest in, acquire by purchase, subscription, lease or otherwise, manage, sell at public or private sale, wholly or partly for cash or on credit, contract to purchase or sell, grant or exercise options to purchase, options to sell or conversion rights, assign, transfer, convey, deliver, endorse, exchange, pledge, mortgage, abandon, improve, repair, maintain, insure, lease for any term and otherwise deal with all property, real and personal, and to release and waive any right of homestead therein, if any;

D) to enter upon and demand possession of, maintain, manage, improve, subdivide, resubdivide, raze, alter, dedicate, vacate, partition, release, lease or renew, amend or extend leases for any term, contract to make leases, grant options to lease or to purchase the whole or any part of the reversion, contract regarding the manner of fixing present or future rentals, grant easements or charges of any kind on or with respect to, and cultivate, irrigate and operate, all interests in real estate now or hereafter owned by me, including beneficial interests in any trust and leasehold interests, and related improvements, equipment and supplies, along or with others, by general or limited partnerships, trust agreements, joint ventures, corporations, associations, sharecrop agreements, leases management or agency agreements, participation in government programs or otherwise;

E) to borrow money at interest rates then prevailing from any individual, bank or other source, and mortgage or pledge any property to any lender, including my attorney individually;

F) to determine my place of residence from time to time, to pay my ordinary household expenses, to arrange for and pay the costs of medical, dental, nursing, hospital, convalescent and other health care and treatment, including admission to hospitals, nursing homes, rest homes or other care facilities or institutions; to consent to treatment, and to make application for insurance, pension or employee benefits related to such health care and treatment, including, but not limited to, benefits under Social Security, Medicare and Medicaid; to obtain on my behalf copies of medical reports, summaries or other related information concerning me made or taken before or after the date of this instrument, and to execute any written consents on my behalf for the disclosure of such reports, summaries, or related information as may be required under any applicable federal statute, statutes of any state of the United States, or ordinances, rules or requirements of any local governmental municipality, authority or agency;

G) to demand, sue for, receive and otherwise take steps to collect or recover all debts, rents, proceeds, interest, dividends, annuities, securities for money, goods, chattels, bequests, income from property, damages and all other property to which I may be entitled or which are or may become due me from any person or organization; to commence, prosecute or enforce, or to defend, answer or oppose, contest and abandon all legal proceedings in which I am or may hereafter be interested; and to settle, compromise or submit to arbitration any accounts, debts, claims, disputes and matters now existing or which may hereafter arise between me and any other person or organization and to grant an extension of time for the payment or satisfaction thereof on any terms, with or without security;

H) to continue to carry, purchase, cancel or dispose of fire, casualty, property or income protection, medical, hospital, life, liability or other insurance and to pay any premiums thereon, designate or change beneficiaries, select alternate modes of payment or benefits and to otherwise deal with any such policies as if my attorneys were the owner thereof;

I) to sell and dispose of, as my attorneys shall deem best, by private sale or otherwise, any shares of stock I now hold or may hereafter hold in any corporation, and any bonds or securities of the United States, any state, or any municipal corporations or private company, and to receive the consideration from the sale thereof, and for me and in my name to execute such transfers or assignments as shall be necessary to assign my said shares, bonds or securities to the purchaser or purchasers, and to pay any and all reasonable charges in connection with the handling of my securities;

J) to exercise in person or by general or limited proxy all voting and other rights, powers, and privileges and to take all steps to realize all benefits with respect to stocks or other securities including the power to enter into or oppose, alone or with others, voting trusts, mergers, consolidations, foreclosures, liquidations, reorganizations or other changes in the financial structure of any corporation;

K) to retain, continue, operate, manage, organize, acquire, invest in, terminate and dispose of, alone or with others, proprietorships, corporations, limited or general partnerships, joint ventures, land trusts and other business or property holding organizations under the laws of any jurisdiction; to lease, sell purchase or otherwise transfer any property to or from, make further investments in or advance or loan funds to borrowers with or without security, and incur obligations on account of or for the benefit of, any such organization; and to employ any persons for such purposes and delegate to them such powers and discretion as my attorneys consider advisable;

L) to undertake performance of any and all acts, whether or not otherwise specifically enumerated herein, including the sale of any property or the borrowing of any funds, which my attorneys consider necessary or appropriate in order to purchase United States Treasury Bonds redeemable at par in payment of federal estate taxes; provided, however, that nothing herein shall be construed as requiring my attorneys to acquire any such bonds;

M) to appear and represent me in regard to and to take all actions convenient or appropriate in connection with taxes imposed by any municipal, state, United States or foreign authority or government relating to any tax liability or refund, abatement or credit (including interest or penalties) due or alleged to be due from or to me or any other person or organization, association or trust for which I am responsible for the preparation, signing, executing, verifying, acknowledging or paying of any tax due or filing of a return or report, reports, or the papers or documents, compromises, or adjustments of any and all claims, and to execute Internal Revenue Service Forms 2848 and 2848-D, and any other forms required by the Internal Revenue Service or any other governmental agency from time to time in regard to the granting of powers of attorney, and to name my attorneys or any other person as my attorney thereunder;

N) to prepare, draw, make sign, execute, seal acknowledge, verify, discount, accept, endorse, with or without recourse on me, waive demand, notice and notice of protest, file and deliver on my behalf, any and all checks, options, orders, notes, drafts, overdrafts, certificates of deposit, bills of exchange,

deeds, directions to land trustees, mortgages, leases, powers of sale, bonds (of indemnity or otherwise) and contracts, transfers, assignments, proxies, agreements, receipts, releases, release deeds, compositions agreements, discharges, income or personal or intangible property or gift or abatement, refund or credit, protest, requests, (including request for rulings from property authorities), applications, waivers (including waiver of restrictions on the assessment or collection of any deficiency or additional tax), acceptance (including acceptance of any determination or proposed determination of additional tax or over assessment or overpayment of tax including interest and penalties), consents or waivers or agreements for a later determination and assessment and collection of taxes than is provided by or a specific matter or otherwise), petitions, pleadings, motions, stipulations, consents and any other papers, documents or writings or things, with or without guarantees, surety obligations, covenants, warranties, indemnifications, representations, powers of substitution, affirmations or otherwise;

O) to appoint and employ, with or without compensation, any accountants, attorney at law, investment counsel, agents, servants or other persons, including his agents and associates, and to dismiss or discharge the same and to appoint or employ any others in their stead as my true and lawful attorneys, to appear and represent me as to all matters covered by this power of attorney, or for any other purpose, including, but not limited to, appearances before the Treasury Department of the United States, the Tax Court of the United States, the United States Court of Claims, or any other court of the United States or the District of Columbia, or any state, municipal or foreign court, and any department or official of the United States government or any state, municipal or foreign government; with full power and authority to such agents and attorneys to do any and all acts convenient or appropriate in connection with such matters, including the specific acts described above, and to substitute attorneys and agents subsequent to the date of such appointment and prior to any revocation thereof, and to delegate and revoke the authority so granted to them;

P) to pay, as my attorneys shall think fit, any debts or interest payable by me, or taxes, assessments and expenses due and payable or to become due and payable for my use and benefit or for the use and benefit of any person whom I have a legal obligation to support;

Q) to transfer, assign and convey any property or interest in property which I may own to any trust of which I am a beneficiary and under the terms of which I expressly have the power, exercisable alone or with others, to amend or revoke such trust, whether such trust was created before or after the execution of this power of attorney;

R) to create any trust of which I am sole beneficiary and under the terms of which I expressly have the power to amend or revoke such trust and the proceeds of which are payable to my estate at the time of my death;

S) to pay my pledges to and make such gifts as I have regularly made to charitable organizations described in Section 170(c) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws and to make such gifts to persons, or for their benefit, as I have regularly made;

T) to make gifts to my family, to charity, and to other persons or entities as my attorneys may decide in their sole discretion, whether or not I have made gifts to said persons or entities during any prior year, in such amounts as determined by my attorneys in their sole discretion, including gifts which may exceed or otherwise fail to qualify for the federal or state gift tax annual exclusion;

U) to take and do any and all acts and execute any and all instruments and take all steps that are necessary or appropriate to purchase for me and on my behalf U.S. treasury Bonds, which are redeemable at par for the payment of Federal Estate Tax purposes in such quantities and in such amounts as my Attorneys shall deem necessary or appropriate;



20180910000324360 3/5 \$27.00
Shelby Cnty Judge of Probate, AL
09/10/2018 02:00:58 PM FILED/CERT

V) to make any and all decisions for me concerning my personal care, medical treatment, hospitalization and health care and to require, withhold or withdraw any type of medical treatment or procedure, even though my death may ensue. My attorneys shall have the same access to my judicial records that I have, including the right to disclose the contents to others. My attorneys shall also have full power to make a disposition of any part or all of my body for medical purposes, authorize an autopsy and direct the disposition of my remains, and

W) finally (without prejudice to and in enlargement of the authority above conferred) to execute each and every instrument, undertake each and every obligation, and to take from time to time any and all action of whatsoever nature and with relation to any matters whatsoever, whether or not specifically mentioned herein, and to exercise in respect thereto as full and complete power and discretion as I myself might or could do.

X) My Attorneys are specifically granted the right to perform any of the following acts:

- a) Create, amend, revoke or terminate an inter vivos trust;
- b) Create or change rights of survivorship;
- c) Create or change a beneficiary designation;
- d) Delegate authority granted under this power of attorney;
- e) Waive the principal's rights to be a beneficiary of a joint and survivor annuity, including a survivor benefit under a retirement plan; or
- f) Exercise fiduciary powers that the principal has authority to delegate

Y) My Attorneys are granted such other powers as set forth in Alabama Code (1975) 26-1A-101 et. seq.

REVOCATION OF PRIOR POWERS OF ATTORNEY APPOINTMENTS: From and after the date hereof principal hereby specifically revokes any prior Power of Attorney executed by principal.

RATIFICATION: I, **MARGARET DWIGHT KENNERLY**, ratify and confirm all and whatsoever that my Attorneys, or their substitute, shall do or cause to be done by virtue of this Power of Attorney. I declare that any act or thing lawfully done hereunder by my Attorneys shall be binding upon me and my heirs, personal representatives, and assigns, whether the same shall have been done before or after my death or other revocation of this instrument, unless and until actual knowledge thereof shall have been received by the person or organization acting in reliance hereon. This Power of Attorney may be filed for record in any public office. Any person or organization dealing with my Attorneys shall not be held liable for relying without inquiry upon the certification of my Attorneys that this Power of Attorney has not been revoked.

CHARACTERIZATION: I intend this Power of Attorney to constitute a Durable Power of Attorney under the Alabama Code annotated, as amended, and this Power of Attorney shall not be affected by my disability, incompetency, or incapacity. All acts done by my Attorneys, or their agent or substitute, shall have the same effect and inure to the benefit of and bind me, my estate, heirs, successors in interest, personal representatives, and assigns the same as I could do when not disabled, incompetent, or incapacitated.

DURABILITY: This Power of Attorney shall not be revoked or terminated by my death or other revocation as to my Attorneys, their agent or substitute, and any other person or organization who, without actual knowledge of my death, acts in good faith in reliance on this Power of Attorney and any such action so taken, where lawful, shall bind my estate, heirs, successors in interest, personal representatives, and assigns the same as if taken by me before my death. No person or organization relying upon this Power of Attorney in good faith and without actual notice of revocation or termination shall incur any liability to me or to my estate as a result of permitting my Attorneys, their agent or substitute, to exercise any power or discretion on my behalf granted herein, nor shall any person or organization dealing with my Attorneys, their agent or substitute, be required to see to the application and disposition of any monies, stocks, bonds,



securities, realty or other property paid to or delivered to my Attorneys, their agent or substitute, pursuant to the provisions hereof.

NOMINATION OF FIDUCIARY: In the event any court or other authority shall undertake to appoint a fiduciary for me or my property, I hereby nominate William Alan Dennis and Mary Ford Dennis Davis, either jointly or individually, at they deem appropriate pursuant to the Alabama Code annotated, as amended, to be appointed guardians, curators, custodians, trustees, conservators, receivers, or any other fiduciarys for me or my property.

NOMINATION OF ALTERNATE ATTORNEYS: In the event William Alan Dennis or Mary Ford Dennis Davis, are incapacitated, and should fail to serve as my Attorneys or as my fiduciarys for any reason, I appoint the survivor of William Alan Dennis or Mary Ford Dennis Davis of Tuscaloosa County, Alabama to serve as my Attorney or fiduciary under this instrument with all powers that are granted herein.

SITUS: This Power of Attorney shall be governed by the laws of the State of Alabama.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 21st day of October, 2016.

WITNESS:

Stephanie Beazley

Margaret Dwight Kennerly
MARGARET DWIGHT KENNERLY

STATE OF ALABAMA

§
§
§

SHELBY COUNTY

I, the undersigned authority, a notary public for the State of Alabama at large, do hereby certify that **MARGARET DWIGHT KENNERLY**, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal on this the 21st day of October, 2016.

[Signature]
Notary Public

My Commission Expires:

4/15/17

THIS DOCUMENT PREPARED BY:

Robert W. Monfore
Attorney at Law
P.O. Box 20530
Tuscaloosa, Alabama 35402
Telephone: (205) 750-8102

20180910000324360 5/5 \$27.00
Shelby Cnty Judge of Probate, AL
09/10/2018 02:00:58 PM FILED/CERT