

DURABLE POWER OF ATTORNEY

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STATE OF ALABAMA)

COUNTY OF SHELBY)

That I, **William Roy Cherry, Jr.**, of Shelby County, Alabama, have made, constituted, and appointed, and by these presents do make, constitute, and appoint **Charlotte Siener Cherry** of Shelby County, Alabama, my true and lawful agent and attorney in fact, for me and in my name, place and stead to purchase, sell, exchange, borrow, mortgage, and otherwise manage all of my properties, real, personal, and mixed, giving and granting unto my attorneys in fact full power and authority necessary to be done in and about the premises, as fully, to all intents and purposes, as I might or could do if personally present including, but not limited to, the following powers and authority:

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

(2) To take possession of, hold and manage all of my property and assets, both real and personal and wheresoever situated, and whether principal or income, whenever and in such a manner as my attorney in fact shall deem necessary or appropriate; and, in further connection therewith, to ask for, demand, sue for, recover, collect, receive, and hold and possess all sums of money, income, debts, rents, dues, goods, wares, merchandise, chattels, effects, bonds, notes, checks, drafts, accounts, discounts, deposits, safe deposit boxes, legacies, bequests, devises, interest, dividends, stock certificates, certificates of deposit, annuities, pension and retirement benefits, stock bonus plan and profit sharing plan benefits, stock options, insurance benefits and proceeds, documents to title, choses in action, personal and real property, tangible and intangible property rights, and demands whatsoever, liquidated or unliquidated, and things of whatsoever nature or description which now are or hereafter shall be or become due, owing, payable, or belonging to me in or by any right, title, ways or means howsoever, and upon receipt thereof or of any part thereof to make, sign, execute, and deliver such receipts, releases, or other discharges for the same as my attorney in fact shall think fit or be advised.

(3) To commence, prosecute, discontinue, or defend all actions or other legal proceedings touching my estate or any part thereof or touching any matter in which I or my estate may be in anyway concerned; and to have, sue, and take all lawful ways and means and legal and equitable remedies, procedures, and writs in my name for the collection or recovery of any item or matter in which I have or may acquire an interest, and to compromise, settle, and agree for the same and to make, execute, and deliver for me and in my name all endorsements, acquittances, releases, receipts, or other sufficient discharges for the same.

(4) To lease, purchase, exchange and acquire and to bargain, contract, and agree for the lease, purchase, and exchange and acquisition of and to take, receive, and possess any real or personal property whatsoever, tangible or intangible, or any interest therein, on such terms and conditions and under such covenants as my attorney in fact shall deem proper.

(5) To enter into and upon all and each of my real property, and to let, manage, and improve the same or any part thereof, and to repair or otherwise improve or alter, and to insure any buildings or structures thereon.

(6) To sell, either at public or private sale, to exchange, to dedicate or convey for public or private purposes, to subdivide, to create or grant easements or to establish boundary lines, in connection with or with respect to any part or parts of my real estate or interests therein or personal property for such consideration and upon such terms as my attorney in fact shall think fit, and to execute and deliver good and sufficient deeds or other instruments for the conveyance or transfer of the same, with such covenants of warranty or otherwise as my attorney in fact shall see fit, and to give receipts for all or any part of the purchase price or other consideration.

(7) To engage in and actively transact any and all lawful business of whatever nature, kind or form, to commence or continue or terminate or liquidate any business, to form partnerships (general and/or limited) or corporations with any persons or entities, to subscribe for stock or other securities, to contribute any property to any partnership or corporation for an interest therein, to amend any partnership agreement and/or certificate of partnership, whether limited or general.

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

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

(10) To borrow any sum or sums of money on such terms and with such security, whether real or personal property, as my attorney in fact may think fit, and for that purpose to execute all promissory notes, bonds, mortgages, deeds of trust, security agreements, and other instruments which may be necessary or proper.

(11) To purchase, sell, exchange, borrow, mortgage, invest and reinvest, and otherwise manage all of my properties, real, personal (tangible or intangible), and mixed, including, but not limited to, common and preferred stocks, common trust funds, mutual funds, bonds, debentures, U.S. Savings Bonds, Series E, EE, H, and HH, U.S. Treasury Bonds, U.S. Treasury Notes, U.S. Treasury Bills, and other securities of the United States, of any type, kind, class, or denomination, whether bearer or registered.

(12) To engage, employ, compensate (and charge same to me), and dismiss any agents, clerks, servants, attorneys at law, accountants, investment advisors, custodians, or other persons in and about the performance of these presents as my attorney in fact shall think fit. This authority shall include employment of partnerships, firms, and companies in which my attorney in fact own equity interests or in which they are otherwise pecuniarily interested.

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

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

(15) To deposit any monies which may come to my attorney in fact as my attorney in fact with any bank or banker or other person either in my name or in the name of attorney in fact as my attorney in fact, and to employ or expend as my attorney in fact shall think fit any of such money or any other money to which I am entitled which now is or shall be so deposited; to withdraw, in the payment of any debts, or interest payable by me, or taxes, assessments, insurance, and expenses due and payable or to become due and payable on account of my real and personal estate, or in or about any of the purposes herein mentioned, or otherwise for my use and benefit, or to invest in the names of my attorney in fact as my attorney in fact or any nominee of my attorney in fact in any stocks, shares, bonds, securities or other property, real or personal, as my attorney in fact may think proper, and to receive and give receipts for any income or dividend arising from such investments, and to vary or dispose of such investments.

(16) To contract of, or to dispense with, all personal, professional, and other services, including, but not by way of limitation, medical, hospital, nursing, legal household, business, clerical, and other services, which, in the opinion of my attorney in fact, should be performed or dispensed with in the furtherance of my interests or my estate; and to pay for any or all such services performed out of my assets.

(17) To make, draw, sign, accept, endorse, deposit, and deliver checks, drafts, and other instruments or issue instructions for the payment or transfer of money or renewal or reinvestment of or with respect to any and all bank accounts (i.e., checking, commercial, or savings accounts), savings and loan association accounts, or accounts in other financial institutions (for example, but not by way of limitation, Merrill Lynch, Smith Barney, PaineWebber, etc.), wherever situated now standing in my name or hereafter opened in my name ("such accounts" below in this paragraph 17); to sign receipts for canceled checks and vouchers with respect to such accounts; to receive and acknowledge the corrections of any statement of such accounts; to accept, receive, and respond to notices or demands with respect to such accounts; to enter into any agreements with any bank and/or its parent companies or affiliates relating to or incident to the establishment, maintenance, modification, or termination of such accounts and/or safe deposit box leases; and to acquire and redeem certificates of deposit in banks, savings and loan associations, and other financial institutions whenever, in the opinion of my attorney in fact, it is necessary or appropriate so to do.

(18) To have access to and to enter any and all safe deposit boxes or other places of deposit, held or possessed in my name, and to deposit therein or remove therefrom any or all securities, documents, or other items of personal property whatsoever, whenever my attorney in fact shall deem it necessary or proper so to do; provided always that any institution in which any such

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safe deposit box may be located shall not incur any liability to me or my estate as a result of permitting my attorney in fact to exercise this power.

(19) To make gifts to or to pay amounts on behalf of any one or more of my issue of whatever degree in whatever amount is deemed appropriate by my attorney in fact, provided that gifts to my attorney in fact, shall be limited to an amount that is, for federal gift tax purposes, excludable under §2503(b) or §2503(e) of the Code as then applicable or the corresponding provisions of any subsequent federal tax laws, or if such tax laws shall be repealed then \$10,000 per year; and to make such gifts as shall be deductible under §§170 and 2522 of the Code in the year in which such gifts are made. Any authority granted to my attorney in fact under this paragraph 19 shall be limited so as to prevent this Durable Power of Attorney (i) from causing my attorney in fact to be taxed on my income, (ii) from causing my attorney in fact to have, hold, or possess a general power of appointment (as that term is defined in §2041 of the Code, as amended) with respect to any or all of my estate in excess of \$10,000 per year, and (iii) from causing my attorney in fact or either of them to have any incidents of ownership (within the meaning of §2042 of the Code, as amended) with regard to any life insurance policies on the life of my attorney in fact.

(20) To prepare, sign, and file joint or separate income tax returns or declarations of estimated tax for any year or years; to prepare, sign, and file tax and/or generation-skipping transfer tax returns with respect to gifts and/or generation-skipping transfers made by me for any year or years; to consent to any gift and to utilize any gift-splitting provision or other tax election; and to prepare, sign, and file any claims for refund of any tax, requests for extensions of time, ruling requests, petitions to the tax Court or other courts regarding tax matters, and any and all other tax-related documents, including, without limitation, receipts, offers, waivers, consents (including, but not limited to, consents and agreements under Section 2032A of the Code), closing agreements and any power of attorney form (e.g., Form 2848) required by the Internal Revenue Service or other taxing authority with respect to any tax period between the years 1970 and 2020; to pay taxes due, collect refunds, post bonds, receive confidential information, and contest deficiencies determined by the Internal Revenue Service or other taxing authorities; to exercise any elections I may have under federal, state or local tax law; and generally to represent me in all tax matters and proceedings of all kinds and for all periods between the years 1970 and 2020 before all offices and officers of the Internal Revenue Service and any other taxing authority.

(21) To apply for a Certificate of Title upon, and endorse and transfer title to, any automobile, truck, pickup, van, motorcycle, or other motor vehicle, and to represent in such transfer assignment that the title to said motor vehicle is free and clear of all liens and encumbrances except those specifically set forth in such transfer assignment.

(22) To establish a revocable trust or revocable trusts, solely for the benefit of me and my estate, and to assign and convey any or all of my estate (consisting of any property, real, personal or mixed, of whatsoever kind and wheresoever located and whensoever acquired) into such trust or trusts and on such terms as my attorney in fact shall deem proper and in my best interests; provided that any such trust shall be revocable and shall include a provision that it is revocable by an instrument in writing signed by me personally and not in any event by any personal representative (e.g., a guardian of my person and/or of my estate) acting on my behalf; provided further that any such trust shall also provide that if I am unable to personally revoke it, then it shall be revocable by my attorney in fact solely in my favor and in favor of my estate. Any authority granted to my attorney in fact under this paragraph 22 shall be limited so as to prevent this Durable Power of Attorney (i) from causing my attorney in fact to be taxed on my income, (ii) from causing my attorney in fact to have, hold, or possess a general power of appointment (as that term is defined in §2041 of the Code, as amended) with respect to any or all of my estate, and (iii) from causing my

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attorney in fact to have any incidents of ownership (within the meaning of §2042 of the Code, as amended) with regard to any life insurance policies on the life of my attorney in fact.

(23) To exercise any power a trustee of an express trust has under the Alabama Trust Code.

(24) I hereby ratify and confirm all that my attorney in fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers granted herein. I hereby bind myself to indemnify my attorney in fact who shall so act against any and all claims, demands, losses, damages, actions, and causes of action, including expenses, costs, and reasonable attorney' fees which my attorney in fact any time may sustain or incur in connection with the carrying out of the authority granted to my attorney in fact in this power of attorney.

(25) My attorney in fact shall not be obligated to furnish bond or other security. My attorney in fact shall be entitled to reasonable compensation for services rendered.

(26) Unless a written instrument of revocation is executed, acknowledged, and filed in the Deed Records of Shelby County, Alabama, as provided herein, and regardless of whether I have designated any other person to act as my attorney in fact in any other documents, no person, firm, or corporation dealing with my attorney in fact designated herein, if acting in good faith, shall be required to ascertain the authority of my attorney in fact, nor to see to the performance of the agency, nor be responsible in any way for the proper application of funds or property paid or delivered to my attorney in fact; but, if acting in good faith, may deal with my attorney in fact as though my attorney in fact were the unconditional owners, and shall incur no liability to me or to my estate or to any person whomsoever as a result of permitting my attorney in fact to exercise any power. Any person dealing with my attorney in fact shall be protected without any search of the records in the office of the Probate Judge of Shelby County, Alabama, or records in the office of any other Probate Judge, in acting and relying on a certificate of my attorney in fact that this power of attorney on the date of such certificate has not been revoked and is in full force and effect.

(27) My attorney in fact is specifically authorized and empowered to indemnify and hold harmless any third party person dealing with my attorney in fact who accepts and acts under this power of attorney, from and against any and all claims, demands, losses, damages, actions, and causes of action that such person may sustain or incur in connection with accepting and acting under this power of attorney.

(28) If any third party (including, but without limitation, stock transfer agents, title insurance companies, banks, credit unions, and savings and loan associations) with whom my attorney in fact seek to engage in transactions refuses to recognize the authority of my attorney in fact to act on my behalf pursuant to this power of attorney, I authorize my attorney in fact to sue and recover from such third party all resulting damages, costs, expenses, and attorney's fees that are incurred because of such failure to act. The costs, expenses, and attorney's fees incurred in bringing such action shall be charged against my general assets, to the extent that they are not recovered from said third party.

(29) My attorney in fact, so long as she exercises good faith while acting as my attorney in fact, shall have the power to make contracts and have dealings with herself individually or with any person or entity regardless of any relationship of the person or entity to my attorney in fact. My attorney in fact, or any entity owned (directly or indirectly, wholly or partially) or controlled by my attorney-in-fact, may engage in or own an interest in other business ventures of every nature and description and in any vicinity whatsoever and I shall not have any rights in and to any such interest

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and to any profits therefrom. Any such independent activity may be undertaken by my attorney in fact with or without notice to or participation by me.

(30) I also give and grant unto my attorney in fact full power to substitute one or more attorneys in fact under my attorney in fact, in or concerning the premises of any part thereof, and such substitution at the pleasure of my attorney in fact to revoke, hereby ratifying and confirming whatsoever my attorney in fact or the substitute or substitutes of my attorney in fact shall and may do by virtue hereof in the premises. I hereby revoke any previous Durable Powers of Attorney granted by me. I agree and represent to those dealing with my attorney in fact or the substitute or substitutes of my attorney in fact that this Durable Power of Attorney may be voluntarily revoked alone by revocation entered of record in the office of the Probate Judge of Shelby County, Alabama.

(31) As applied in this instrument, unless otherwise required by the context, a reference to a provision of "the Code" is to that provision of the United States Internal Revenue Code of 1986 as then applicable and to the corresponding provision of any subsequent Federal tax law. Pronouns, nouns, and terms as used in this instrument include the masculine, feminine, neuter, singular, and plural forms thereof wherever appropriate to the context.

(32) If my attorney in fact (i) declines to serve hereunder as my attorney in fact and such declination is entered of record in the office of the Probate Judge of Shelby County, Alabama, (ii) resigns as my attorney in fact and such resignation is entered of record in the office of the Probate Judge of Shelby County, Alabama, (iii) dies, or (iv) is herself judicially declared incompetent as that term is defined in the Alabama Code, I make, constitute and appoint **Gerald N. Cherry** of Houston County, Alabama, my true and lawful agent and attorney in fact, for me, on my behalf, and in my name, place and stead and to whom the term "my attorney in fact" in this Durable Power of Attorney shall thereafter apply. If **Gerald N. Cherry** shall be unable or unwilling to serve for any of the reasons in the foregoing sentence I appoint **William Roy Cherry, III** of Troup County, Georgia, my true and lawful agent and attorney in fact, for me, on my behalf, and in my name, place and stead and to whom the term "my attorney in fact" in this Durable Power of Attorney shall thereafter apply.

(33) The rights, powers and authority of my said attorney-in-fact herein granted shall commence and be in full force and effect immediately upon the signing of this document, and such rights, powers and authority shall remain in full force and effect thereafter until the death of the principal. This power of attorney shall not be affected by disability, incompetency, or incapacity of the principal. Any action taken in good faith pursuant to the foregoing authority without actual knowledge of my death shall be binding upon me, my heirs, assigns and personal representatives.

IN WITNESS WHEREOF, I, as Principal, have hereunto set my hand this 7th day of July, 2003.


William Roy Cherry, Jr.

Each of us being more than eighteen years of age, we hereby declare that **William Roy Cherry, Jr.** signed the foregoing instrument in our presence and in the presence of each other, declaring the same at the time to be a Durable Power of Attorney, and we now at the Principal's

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request, in the Principal's presence, and in the presence of each other, sign our names as subscribing witnesses, this 7th day of July, 2003

Steven A. Benefield
Witness

Steven A. Benefield
Printed name of Witness

Residing at:

505 N. 20th St., Suite 1800
Birmingham, AL 35203

Shirley H. Cardwell
Witness

Shirley H. Cardwell
Printed name of Witness

Residing at:

505 N. 20th St., Suite 1800
Birmingham, AL 35203

Principal:

STATE OF ALABAMA
JEFFERSON COUNTY

I, the undersigned Notary Public, in and for said county in said State, hereby certify that **William Roy Cherry, Jr.**, whose name is signed to the foregoing Power of Attorney as the Principal and that Steven A. Benefield and Shirley H. Cardwell, whose names are signed to the foregoing Power of Attorney as witnesses, and who are known to me, acknowledged before me on this day that, being informed of the contents of the Power of Attorney they executed the same voluntarily on the day the same bears date.

Given under my hand and seal this the 7th day of July, 2003.

Marilyn S. Jones
Notary Public
My Commission expires _____

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Feb 14, 2006
BONDED THRU NOTARY PUBLIC UNDERWRITER



Filed and Recorded
Official Public Records
Judge of Probate, Shelby County Alabama, County
Clerk
Shelby County, AL
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