

STATE OF ALABAMA     )  
SHELBY COUNTY         )

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**GENERAL DURABLE POWER OF ATTORNEY**  
(EFFECTIVE UPON THE EXECUTION OF THIS INSTRUMENT)

**KNOW ALL MEN BY THESE PRESENTS:** That I, **ROCKY NILES**, of 1150 Ashford Lane, Birmingham, AL 35242, hereby revoking any powers of attorney heretofore created by me, have made, constituted and appointed, and by these presents do make, constitute and appoint, as my true and lawful "Agent", **Denise Niles** (herein called "Agent"), to act for me in my name, place and stead, and for my behalf and benefit:

1. General Grant of Power. To exercise or perform any act, power, duty, right or Obligation whatsoever that I now have or may hereafter acquire, relating to any person, matter, transaction or property, real or personal, tangible or intangible, now owned or hereafter acquired by me, including, without limitation, the following specifically enumerated powers. I grant to my Agent full power and authority to do everything necessary in exercising any of the powers herein granted as fully as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that my Agent shall lawfully do or cause to be done by virtue of this Power of Attorney and the powers herein granted. The specifically numerated powers are as follows:

a. Collection Powers. To forgive, request, demand, sue for, recover, collect, receive, and hold all such sums of money, debts, dues, commercial papers, checks, drafts, accounts, deposits, legacies, bequests, devises, notes, interests, stock certificates, bonds, dividends, certificates of deposit, annuities, pension, profit sharing, retirement, social security, insurance and other contractual benefits and proceeds, all documents of title, all property, real or personal, intangible or tangible property and property rights, and demands whatsoever liquidated or unliquidated, now or hereafter owned by, or due, owing, payable or belonging to me, or in which I have or may hereafter acquire and interest; to have, use and take all lawful means and equitable and legal remedies and proceedings in my name for collection and recovery thereof, and to adjust, sell, compromise, and agree for the same, and to execute and deliver for me, on my behalf, and in my name, all endorsements, releases, receipts, or other sufficient discharges for the same.

b. Power to Acquire and Sell. To acquire, purchase, exchange and grant options to sell, mortgage, pledge, lease, sell and convey real or personal property, tangible or intangible, or interests therein, on such terms and conditions as my Agent shall deem proper, with full authority to sign, endorse, execute and deliver any sales agreement, deed, bill of sale, and all other instruments or documents pertaining to the sale of any of my real or personal property, mortgages, releases and satisfactions, options to purchase; to enter into bonds, contracts, mortgages and deeds connected therewith; to build upon or otherwise improve, repair, demolish, partition, divide or subdivide any property and to cut, sell and remove timber on any real property owned by me.

c. Management Powers. To maintain, repair, improve, invest, manage, insure, rent, lease, encumber, and in any manner deal with any real or personal property, tangible or intangible, or any interest therein, that I now own or may hereafter acquire in my name and for my benefit, upon such terms and conditions as my Agent shall deem proper.

- d. Banking Powers. To make, receive and endorse checks and drafts, to deposit and withdraw funds, acquire and redeem certificates of deposit and all other negotiable instruments or commercial paper made payable to me or to my order, or which may require my endorsement, and to collect the proceeds therefrom; to transact business with banks, savings and loan associations and other institutions, to execute or release such deeds of trust or other security agreements as may be necessary or proper in the exercise of the rights and powers herein granted.
- e. Motor Vehicles. To apply for a Certificate of Title upon, and endorse and transfer title thereto, for any automobile or other motor vehicle, and to represent in such transfer assignment that the title to said motor vehicle is free and clear of any liens and encumbrances except those specifically set forth in such transfer assignment.
- f. Tax Powers. To prepare, execute and file reports, returns, declaration, forms and statements for any and all tax purposes including income, gift, real estate, personal property, intangibles tax, single business tax, or any other kind of tax whatsoever, to pay such taxes and any interest or penalty thereon or additions thereto; to make and file objections, protests, claims for abatement, refund or credit in relation to any such tax proposed, levied or paid; to signify, as may be required by Section 2513 of the United States Internal Revenue Code of 1954, as amended, or any corresponding section of any future United States Law, my consent to having one-half (1/2) of any gift(s) made by my spouse considered as made by me; to represent me and to institute and prosecute proceedings in court or before any administrative authority to contest any such tax in whole, or in part, or for recovery of any amount paid in respect of any such tax, to give full and final receipt for any voucher therefore; to pay any and all such taxes and any interest, penalty or other additional amounts, to employ attorneys, accountants or other representatives and grant powers of attorney or letters of appointment thereof for any of the purposes aforesaid.
- g. Safe Deposit Box. To have access to any safe deposit box of which I am a tenant or co-tenant with full power to withdraw or change from time to time the contents thereof; and to exchange or surrender the box and keys thereto, renew any rental contract therefore, and to do all things which any depository, association or bank or its agents may require, thereby releasing the lessor from all liability in connection therewith.
- h. Power to Hold Property and Make Investments. To hold or acquire any property or securities, regardless of whether such property or securities are a so-called "legal" investment, where such course is, in the Agent's opinion, for my best interest.
- i. Power to Access and Disclosure of Medical Records and Financial Information. To request, receive and review any information, verbal or written, regarding my financial affairs or my physical or mental health, including medical and hospital records; to execute any release or other documents that may be required in order to obtain such information; and to disclose such information to such persons, organizations, firms or corporations as my Agent shall deem appropriate.
- j. Power to Provide Health Care Services. To provide medical attention and services for me, including the choice of a physician and the choice of a hospital or nursing home; to provide such other care, comfort, maintenance and support as my Agent may deem necessary; and to apply for, on my behalf Social Security benefits, Medicare, Medicaid, and any other public assistance benefits, to prosecute the claims on my behalf, including representing me at any hearings before administrative agencies or courts in the prosecution of the claims; to employ and discharge medical personnel, including physicians, psychiatrists, dentists, nurses, and therapists as my Agent shall deem necessary for my physical, mental and emotional well-being, and to pay such individuals, or any of them, reasonable compensation.
- k. Power to Borrow. To borrow from time to time such sums of money and upon such terms as my said Attorney may think expedient for or in relation to any purpose or object which my Agent may deem proper or expedient, unsecured or upon the security of any of my property, whether real or personal or otherwise, and for such purpose to give, execute in my name, deliver, and acknowledge promissory notes and/or renewals thereof, mortgages, pledges and guaranties with such powers and provisions as my Agent may think proper or requisite.

- l. Power to Represent; Disclaim, etc. To represent me legally and otherwise, whether as heir, legatee, creditor, executor, administrator or otherwise, with respect to all estates in which I may be or become interested; to apply for the administration thereof; to accept or refuse appointment as legal representative thereof; to file any and all pleadings therein and to demand, obtain, and execute all kinds of orders, decrees, and judgments in connection therewith; to partition or divide the same in any manner; to accept, settle, compromise, liquidate, disclaim or renounce my interest therein or in any property therein, whether in whole or in part, in any manner and to any extent allowed by law, and in exercising such discretion my Agent shall take into account such matters as shall include but not limited to any reduction in estate or inheritance taxes on my estate, and the effect of such renunciation or disclaimer upon persons interested in y estate and person who would receive the renounced or disclaimed property; to receive and receipt for all property in which I may be entitled with respect to those estates and to act as agent for service of process with respect to any estates in which I may be appointed legal representative.
- m. Trusts. To transfer, assign and convey any property or interest in property, the legal or equitable title to which is in my name, to any trust of which I am the primary beneficiary during my lifetime and under the terms of which I expressly have the power to amend or revoke such trust, and to exercise any right of withdrawal of income and/or principal which I may have pursuant to the terms and conditions of such trust, whether such trust was created before or after the execution of this power of attorney; and to create and execute on my behalf a trust or trust for my benefit or the benefit of others, so as to comply with Ala. Code §35-4-255, or any subsequent statute of similar import or corresponding law of any other jurisdiction.
- n. Power to Purchase or Sell Securities. To effect purchases and sales (including short sales), to subscribe for and to trade in stocks, bonds, options, or any other securities, or limited partnership interests or investments and trust units, whether or not in negotiated form, issued or unissued, foreign exchange, commodities, and contracts relating to same (including commodity futures), on margin or otherwise, for my account(s) and risk; and to sell, assign, endorse and transfer any stocks, bonds, options or other securities of any nature, at any time standing in my name and to effectuate the foregoing.
- o. Power to Open Accounts with Securities Brokers or Dealers. To open an account or accounts with securities brokers or dealers; to act for me and in my behalf in all matters in connection with my account or accounts with securities brokers or dealers, however designated, and whether presently open or hereafter opened by me or by my Agent for me, with the same effect as I myself might or could do; to deliver to securities brokers or dealers securities for my account and to instruct them to deliver securities from my account to my Agent for me, or to others, and in such name and form, including my Agent's name, as my Agent may direct, to instruct securities brokers or dealers to make payments of moneys from my account or accounts with them and to receive and direct payments from those accounts payable to my Agent or to others; to receive statements of transactions made for my account or accounts with securities brokers or dealers and to approve and confirm the same; and to receive from securities brokers or dealers any and all notices, calls for margin, or other demands with reference to my account or accounts.
- p. Power to Vote Stock. To vote at all stockholder meetings of corporations and otherwise to act as my proxy or representative in respect of any shares now held or which may hereafter be acquired by me therein and for that purpose to sign and execute any proxies or other instruments in my name and on my behalf.
- q. Power to Contract. To make, do, and transact every kind of business of whatever nature, and also for me and in my name, and as my act and deed, to sign, seal, execute, deliver and acknowledge such stock certificates, stock powers, assignments separate from certificate, deeds, conveyances, leases and assignments of leases, covenants, indentures, options, letters of intent, contracts, agreements, closing agreements, certificates, mortgages, hypothecations, bills of lading, bills, bonds, debentures, notes, receipts, evidences of debt, releases and satisfaction of mortgage, judgments and other debts, waivers of statutes of limitation, and such other documents and instruments in writing of whatever kind and nature as may be necessary or proper in the premises, as fully as I might do if done in my own capacity.
- r. Power to Foreclose Mortgages. To foreclose mortgages on real or personal property and to take title to the property in my name.

s. Power to Place Insurance and Make Bond. To place in effect insurance on any real or personal property owned by me and to make and execute bonds of all kinds, either as principle or surety, and to purchase life, health, disability, or other medical insurance for me or for my benefit, including purchasing insurance for any dependant of mine or for any person in whom I have an insurable interest.

t. Power to Institute and Appear in Litigation. To institute, defend, or otherwise contest any legal or administrative proceedings in my name and to appear for me in all proceedings to which I may be a party in any court or other judicial or administrative forum; to sign and verify in my name all complaints, petitions, answers, pleadings and other instruments in connection with any such proceeding; to compromise, settle, or apply for writs and all other processes, including appeals of any such proceedings; and to take any and all other such actions as my Agent deems necessary or advisable in connection with any such proceedings.

u. Power to Expend Money. To make any payments and expenditures of money that my Agent believes are necessary in connection with any of the matters enumerated in this power of attorney or with the administration of my affairs.

v. Power to Form Corporations. To form or cause to be formed, or join with any other person or persons in forming or causing to be formed, a corporation or corporations, in any manner, on any terms and conditions and for any capitalization, duration or purpose authorized by the laws applicable thereto; to execute, as one of the incorporators, proper Articles of Incorporation and to execute any and all other papers which my Agent may deem necessary or desirable to effect the incorporation or in connection with the incorporation; and to exchange cash or property of any amount or value belonging to me for any class or amount of stock or other evidence of ownership or membership in the corporation or for any bonds, notes, or other evidences of indebtedness of the corporation.

w. Power to do Business. To operate, in whole or in part, or to participate in the operation of any business or business interest at any time belonging to me and to any and all things which my Agent deems appropriate thereto and which I might do as absolute owner and holder of a business or business interest, including, but without being limited thereto, the right to invest additional capital therein; to join with others in a partnership or joint venture; to incorporate a business; to change the nature of a business or its form of organization, or enlarge or diminish the scope of its activity, or dissolve or liquidate it, or to participate in such incorporation, change dissolution or liquidation.

x. Power to Apply for Benefits. To apply for, or to pursue any claims for, and in any capacity (whether as individual, representative or as a dependant or beneficiary of another,) on my behalf, any benefits that may be owed to me for any reason, including but not limited to, any of the following: military service benefits; life, health, accident, casualty, or other personal or property insurance; and death benefits available for any qualified or non-qualified profit sharing plan, pension plan, or other deferred compensation agreement; to apply for and appear, and represent me at any hearing if such is in my Agent's opinion, necessary or proper to collect such benefits; and any and all other actions my Agent deems necessary or proper to collect any such benefits.

2. MISCELLANEOUS. I grant to the Agent named herein the following additional powers and authority:

a. If any Agent named herein should be of the opinion at any time that said Agent does not have the expertise to manage all or part of my assets, I grant to my Agent the right and power to delegate the management powers hereinabove granted over all or any part of my assets to any bank or trust company having at such time total capital and surplus of not less than One Hundred Million and No/100 Dollars (\$100,000,000.00) or to any other registered investment advisor, and to enter into any management or agency agreements pertaining thereto, with the right on the part of the Agent named herein to revoke and cancel any such agreement at any time upon not more than ninety (90) days' written notice;

b. My Agent is empowered to make any gifts of any of my property, whether

real or personal, to or for the benefit of any persons, including, but not limited to my Agent who is acting under this power of attorney, and any member of my family, as well as to make gifts to or for the benefit of any charitable organization, with all my full understanding that any such gifts to any person or to any charitable organization will be without full and adequate consideration in money or money's worth to me; and to make any other transfers of my property, whether real or personal, in order to effectuate an tax planning, whether Federal, state, or local, as determined in the sole discretion of my Agent to be in my estate's best interests, notwithstanding that those incidentally or fully benefit my Agent; provided, however, that the total fair market value of any of my property given by my Agent to my Agent pursuant to this power of attorney shall be limited to the lesser of (i) amounts that will not constitute a taxable gift for purposes of the Federal gift tax laws as then in effect or (ii) five percent (5%) of the aggregate value of the property which my Agent can give to my Agent pursuant to the power of attorney.

c. If I should become physically or mentally disabled or incompetent, my Agent in my Agent's sole judgment and without liability is specifically directed to carry out any plan or pattern of family and/or charitable gifts:

- (1) Which had theretofore apparently been established or clearly contemplated by me; or
- (2) Which, in the opinion of counsel for my Agent, my duly appointed guardian or conservator would be permitted to make, and which would be considered advisable under the then circumstances to make from my assets if they were my guardianship or conservatorship estate, including the making of additions to any then existing trust or trusts (whether created by me or others).

The value of gifts which my Agents may make to or for my said Agent's benefit shall be limited to gifts which qualify for the federal gift tax annual exclusion and shall not exceed in value the federal gift tax annual exclusion amount in any one calendar year. This annual right shall be non-cumulative and shall lapse at the end of each calendar year. Any gifts made under the foregoing power to descendants of mine shall be made equally to all of the descendants of the same generation. For example, if a gift is made to one grandchild of mine, then a similar gift of the same amount must be made to each then living grandchild of mine.

d. I further authorize and empower the Agent named herein to use and apply so much of the income and principal of the assets comprising my estate as may be necessary or desirable, in the sole discretion of the Agent, for my maintenance and support, and for the maintenance and support of any person dependent upon me, taking into consideration other income, resources, or financial assistance available to any of them from all other sources. Any provision herein to the contrary notwithstanding, the Agent shall have no power or authority to use or apply the principal to discharge any legal obligation that the Agent may have to support me or any person dependent upon me.

e. I further authorize and empower my Agent to engage, employ and dismiss any agents, clerks, servants, attorneys-at-law, accountants, investment advisors appraisers and the experts in my behalf, custodians, or other persons, firms or corporate institutions in and about the performance of these presents as my Agent shall think fit.

Any decisions made by the Agent with respect to the matters set forth hereinabove in this paragraph shall be final, binding and conclusive upon all of the beneficiaries of my estate, and the Agent shall be released and discharged of and from all liability for any such decisions that such Agent may make in good faith with respect thereto.

3. SUBSTITUTE AGENT. If **Denise Niles** should predecease me, or be unable or unwilling to serve for any reason, then I appoint, **Joe Pilcher and/or Mike Pilcher**, to act as my Agent and to have all of the powers herein enumerated as if named as the original Agent.

4. INTERPRETATION AND GOVERNING LAW/EFFECTIVENESS. This instrument is to be construed and interpreted as a general durable power of attorney effective as of the date of the execution of this instrument and shall not be affected by my disability,

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incompetency or incapacity. The powers granted to my Agent under this instrument are given pursuant to a "durable power of attorney" as authorized by the laws of the State of Alabama and Ala. Code §26-1-2, as last amended. The enumeration of specific powers herein is not intended to, nor does it, limit or restrict the general powers herein granted to my Agent. This instrument is executed and delivered in the State of Alabama, and the laws of the State of Alabama shall govern all questions as to the validity of this power and the construction of its provisions.

5. INDEMNITY. I hereby bind myself to indemnify my Agent and any successor who shall so act against any and all claims, demands, losses, damages, actions and causes of action, including expenses, costs and reasonable attorneys' fees which my Agent at any time may sustain or incur in connection with carrying out the authority granted to my Agent in this power of attorney.

6. THIRD PARTY RELIANCE. Third parties may rely upon the representations of my Agent as to all matters relating to any power granted to my Agent, and no person who may act in reliance upon the representations of my Agent or the authority granted to my Agent shall incur and liability to me or my estate as a result of permitting my Agent to exercise any power.

7. NOMINATION OF GUARDIAN OR CONSERVATOR. If court proceedings are hereafter commenced to appoint a guardian, conservator or other fiduciary to take charge of, manage and conserve my property, I hereby nominate and appoint my Agent as my guardian, conservator, or other fiduciary, and direct that my Agent shall serve without bond.

8. REVOCAION. This General Durable Power of Attorney may be voluntarily revoked by me by written instrument delivered to my Agent. My legal guardian or conservator may also revoke this instrument by written instrument delivered to my Agent. Any affidavit executed by my Agent stating that he or she does not have, at the time of doing and act pursuant to this power of attorney, actual knowledge of the revocation or termination of this power of attorney, is, in the absence of fraud, conclusive proof of the nonrevocation or nontermination of the power at that time.

9. DEATH. My death shall not revoke or terminate this agency as to my Agent or any other person who, without actual knowledge of my death, acts in good faith under this power of attorney. Any action so taken, unless otherwise invalid or unenforceable, shall be binding upon me and my heirs, devisees, and personal representatives.

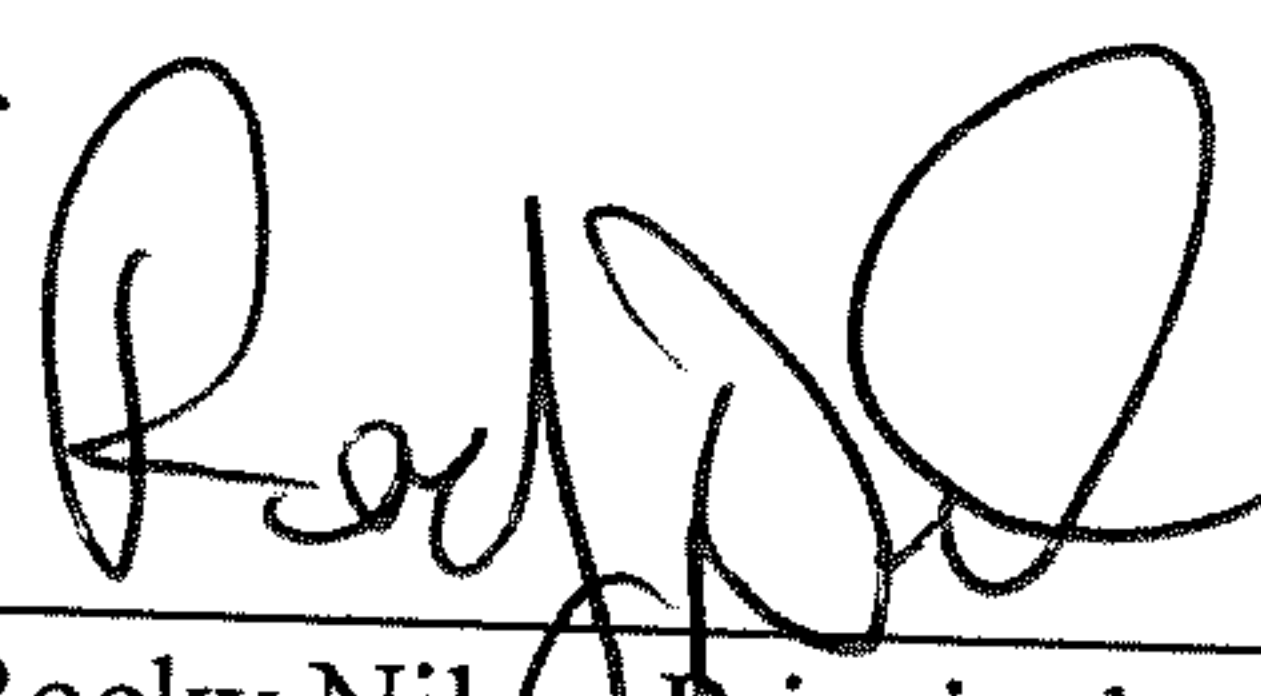
10. AWARENESS OF CONTENTS. I acknowledge that I have read carefully the provisions of this power of attorney. I understand that (a) this power of attorney authorizes my Agent to exercise all powers with respect to my real and personal property which I might personally exercise, (b) anything my Agent may do in exercise of these powers if fully binding upon me, and (c) these powers are not terminated by my being declared legally incapacitated.

11. DESCRIPTIVE HEADINGS. The descriptive headings used in this power of attorney are for convenience of reference only and shall not be deemed to alter or affect the meaning of any of its provisions.

12. SEVERABILITY. If any power or authorization granted under this power of attorney be determined to be invalid or ineffective, that invalidity or ineffectiveness shall not affect in any way the validity or authority given under any of the other powers, or authorization granted under this power of attorney.

IN WITNESS WHEREOF, I have executed this General Durable Power of Attorney, which shall not be affected by my disability, incapacity or incompetency, in three (3) counterparts, and I have directed that photographic copies of this power be made, which shall have the same force and effect as an original.


Dated this the 28<sup>th</sup> day of August, 2012.

  
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Rocky Niles, Principal

STATE OF ALABAMA )

SHELBY COUNTY )

I, the undersigned, a Notary Public, in and for said County in said State, hereby certify that **ROCKY NILES**, 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 foregoing instrument, executed the same voluntarily this the 28<sup>th</sup> day of August, 2012.

  
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Notary Public

My Commission Expires 6/18/13



Filed and Recorded  
Official Public Records  
Judge of Probate, Shelby County Alabama, County  
Clerk  
Shelby County, AL  
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*Allie S. Bayl*