

STATE OF ALABAMA
COUNTY OF TUSCALOOSA

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DURABLE POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, which are intended to constitute a Durable Power of Attorney, that I, HOWELL COBB WARE, SR., also known as H. C. Ware and Cobby Ware, the undersigned, of 8616 Enterprise Avenue, NE, Tuscaloosa (35406), County of Tuscaloosa, State of Alabama, do hereby make, constitute and appoint my spouse, Elise H. Ware, of 8616 Enterprise Avenue, NE, Tuscaloosa (35406), County of Tuscaloosa, State of Alabama, my true and lawful Attorney in Fact, for me and in my name, place and stead, and on my behalf and for my use and benefit. If said person be dead or fail or refuse to act as my Attorney in Fact, or having acted, should thereafter die, resign or become incapacitated, then in that event I constitute and appoint my sons, Howell Cobb Ware, Jr., of 116 Livingston Lane, Madison (39110), County of Madison, State of Mississippi, and John Mark Ware, of 904 Bellgrave Court, Birmingham (35242), County of Jefferson, State of Alabama, to act as the successor hereunder.

I grant to my said Attorney in Fact full power and authority to do, take, and perform all and every act and thing whatsoever requisite, proper, or necessary to be done, in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that my said Attorney in Fact, or substitute, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.

To exercise or perform any act, power, duty, right, or obligation whatsoever that I now have, or may hereafter acquire the legal right, power, or capacity to exercise or perform, in connection with, arising from, or relating to any person, item, transaction, thing, property, real or personal, tangible or intangible, or whatsoever;

To request, ask, demand, sue for, recover, collect, receive, and hold and possess all such sums of money, debts, dues, commercial paper, checks, drafts, accounts, deposits, legacies, bequests, devises, notes, interests, stock certificates, bonds, dividends, certificates of deposit, annuities, pension and retirement benefits, insurance benefits and proceeds, any and all documents of title, choses in action, personal and real property, tangible and intangible property and property rights, and demands whatsoever, liquidated or unliquidated, as now are, or shall hereafter become, owned by me, or due, owing, payable, or belonging to, me or in which I have or may hereafter acquire interest, to have, use and take all lawful means and equitable and legal remedies, procedures, and writs in my name for the collection and recovery thereof, and to adjust, sell, compromise, and agree for the same, and to make, execute, and deliver for me, on my behalf, and in my name, all endorsements, acquittances, releases, receipts, or other sufficient discharges for the same;

To lease, purchase, exchange, and acquire, and to agree, bargain, and contract for the lease, purchase, exchange, and acquisition of, and to accept, take, receive, and possess any real or personal property whatsoever, tangible or intangible, or interest thereof, on such terms and conditions, and under such covenants, as my said Attorney in Fact shall deem proper;

To maintain, repair, improve, manage, insure, rent, lease, sell, convey, subject to liens, mortgage, subject to deeds of trust, and hypothecate, and in any way or manner deal with all or any part of any real or personal property whatsoever, tangible or intangible, or any interest therein, that I now own or may hereafter acquire, for me, in my behalf, and in my name and under such terms and conditions, and under such covenants, as my said Attorney in Fact shall deem proper;

To conduct, engage in, and transact any and all lawful business of whatever nature or kind for me, on my behalf, and in my name;

To make, receive, sign, endorse, execute, acknowledge, deliver, and possess such applications, contracts, agreements, options, covenants, conveyances, deeds, trust deeds, security agreements, bills of sale, leases, mortgages, assignments, insurance policies, bills of lading, warehouse receipts, documents of title, bills, bonds, debentures, checks, drafts, bills of exchange, letters of credit, 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 associations, credit unions, or other financial institutions or associations, proofs of loss, evidences of debts, releases, and satisfaction of mortgages, liens, judgments, security agreements and other debts and obligations and such other instruments in writing of whatever kind and nature as may be necessary or proper in the exercise of the rights and powers herein granted;

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If affected by disability, incompetency or incapacity, to exercise care, custody, and control over my person as a Guardian, having all powers as set forth in Alabama Code §26-2A-108 et.seq., as last amended. To make any and all health care decisions for me; including the right to request, receive and review any information, verbal or written, regarding my physical or mental health, including but not limited to medical records, including the right to execute any releases necessary to obtain the same. My attorney's authority includes the power to decide to accept or refuse any treatment, service, or procedure used to diagnose, treat, or care for me; to withhold or withdraw life-sustaining measures; and to withhold or withdraw artificially provided fluids and nutrition, such as by feeding tube or intravenous infusion. This authority shall be construed in the broadest possible manner, and my attorney may act, or not act, to the same extent as I could in making my own health care decisions. I request that my attorney make these decisions in accordance with any wishes and instructions I may give to my attorney, but this request shall not be construed as a limit on my attorney's authority;

To have all powers given to a Conservator as set forth in §26-2A-152 and 153, Code of Alabama (1975), as amendment from time to time.

And, if the estate is ample to provide for the purposes implicit herein, to make gifts to my family, to charity and other objects as I might have been expected to make.

This instrument is to be construed and interpreted as a durable and general power of attorney. The enumeration of specific items, rights, acts, or powers herein is not intended to, nor does it, limit or restrict, and is not to be construed or interpreted as limiting or restricting, the general powers herein granted to my said Attorney in Fact.

This power of attorney shall not be affected by disability, incompetency, or incapacity of the said principal, Howell Cobb Ware, Sr.; and such rights, powers and authority shall remain in full force and effect after such disability, incompetency, or incapacity as set forth under §26-2A-1, Code of Alabama (1975), as amended from time to time. 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.

It is my express intention to make this power of attorney retroactive so that by this instrument I do hereby confirm and ratify each and every act and thing which my said attorney has in the past done for me and in my name.

I expressly agree that all acts done hereunder by my attorney, prior to the receipt by my attorney or any parties with whom my attorney has dealt pursuant to this power of attorney of actual notice of revocation of this authority, whether by my death or otherwise, shall be binding upon me and upon my heirs and legal representatives.

No person relying upon this power of attorney in good faith and without actual notice of revocation of this authority shall incur any liability to me or my estate as a result of permitting my attorney to exercise any power or discretion on my behalf granted herein, nor shall any person dealing with my attorney be required to see to the application and disposition of any moneys, stocks, bonds, securities or other property paid to or delivered to my attorney, or my attorney's substitute, pursuant to the provisions hereof.

This power of attorney granted herein to a person appointed as my Attorney in Fact shall terminate and be deemed revoked as to such person, without further action on my part, immediately upon the occurrence of any one of the events listed below, and upon such termination and revocation, the person(s) named in this instrument as my next successor Attorney in Fact shall act as my Attorney in Fact hereunder. The occurrences referred to hereinabove are as follows: 1) The death of my Attorney in Fact; 2) The incapacity of my Attorney in Fact; and, for purposes of this instrument, my Attorney in Fact's incapacity shall be deemed to exist immediately upon the first to occur: (i) when such Attorney in Fact's incapacity or disability has been declared by a court of competent jurisdiction, (ii) when a conservator for such Attorney in Fact has been appointed, or (iii) upon presentation of a certificate executed by a physician licensed to practice in the state such Attorney in Fact's residence which states the physician's opinion that such Attorney in Fact is incapable of caring for himself or herself and/or is physically or mentally incapable of

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