

**DURABLE POWER OF ATTORNEY
OF JOSEPH WALDNER, JR.**

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KNOW ALL MEN BY THESE PRESENTS which are intended to constitute a Durable Power of Attorney that I, **JOSEPH WALDNER, JR.**, do hereby make, constitute and appoint as my true and lawful Attorney-in-Fact **DEBORAH W. SMITH and/or JOSEPH WALDNER, III** for me and in my name, place and stead, and on my behalf and for my use and benefit

1. I grant to my Attorney-in-Fact the following powers and authority:

(a) 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, chooses 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;

(b) To have and gain entry and access to my safe deposit box or vault at any time; to remove any or all contents thereof; to sign any papers or documents relating thereto; to deposit any papers, documents or securities in such safe deposit box or vault and to do with respect to any of the contents of said safe deposit box or vault;

(c) To maintain, subject to lien, mortgage, subject to deeds of trust, sell, lease, exchange or dispose of any of my real estate and/or personal property to any person or persons, for any price, and upon such terms and conditions, for cash or on credit, as such Attorney-in-Fact may deem fit, and to execute any contracts, conveyances, or other instruments whatsoever, with full covenants of warranty;

(d) 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 thereon, on such terms and conditions, and under such covenants, as my said Attorney-in-Fact shall deem proper;

(e) To borrow sums of money from time to time from any person, firm or corporation, including the borrowing of any sums from any insurance company, and to make and execute promissory notes, mortgages, pledges of insurance policies and any other transfers of security;

(f) To sign checks and otherwise withdraw funds from any bank accounts or other accounts, to endorse any checks, to deposit any checks or other sums in any bank account;

(g) To purchase any goods, merchandise, stocks, bonds or other personal property, on my account and for such prices and in such amounts as such Attorney-in-Fact may deem proper;

(h) To settle and adjust all accounts and demands now subsisting or which may hereafter subsist between me and any person or persons as such Attorney-in-Fact may deem proper;

(i) To pay and discharge all debts and demands due or payable or which may hereafter become due and payable by me unto any persons, firms or corporations;

(j) To redeem or cause to be redeemed any bonds, including United States Government Bonds, belonging to me;

(k) To vote at the meetings of stockholders or other meetings of any corporation, to act as my attorney 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;

(l) To commence and prosecute any suit or action which such Attorney-in-Fact shall deem proper for the recovery, possession or enjoyment of any thing or matter which is or which may hereafter be due, payable or belonging to me; to defend any suit or action which may be brought against me or in which I may be interested as such Attorney-in-Fact shall deem proper;

(m) To sign, make, execute and file any Federal or State income tax returns, claims for refund and to defend me against any proposed additional taxes;

(n) To make gifts, grants or other transfers without consideration, either outright or in trust, to or for the benefit of any one or more of my descendants, if any; my spouse, if any; any beneficiary named in my Last Will and Testament; or a charitable institution, including the forgiveness of indebtedness, the creation of charitable pledges, and the completion of any charitable pledges I may have made; to make payments for the college and post-graduate tuition and medical care of any descendant of mine; and if applicable, to consent to the splitting of gifts under Internal Revenue Code section 2513 (or successor sections thereto) if my spouse makes gifts to any one or more of my descendants or to a charitable institution; and to pay any transfer taxes that may arise by reason of such gifts; provided, however, if my Attorney-in-Fact is not my spouse then any gifts my Attorney-in-Fact may make, either directly or indirectly, to or for my Attorney-in-Fact's benefit shall be limited to gifts (a) that qualify for the federal gift tax annual exclusion, (b) that do not exceed in value the federal gift tax annual exclusion amount in any one calendar year, and (c) this annual right shall be noncumulative 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.

(o) To make any low-interest or interest free loans to any person to whom gifts may be made under Subparagraph (n), with such duration and security, or entirely without security, as my Attorney-in-Fact shall deem advisable.

(p) To disclaim all or part of any transfers of property to me in a manner consistent with Section 2518 of the Internal Revenue Code, or the corresponding section of any subsequent federal tax law, and Alabama law.

(q) 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, and to execute any releases 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 Attorney-in-Fact shall deem appropriate.

(r) To give or withhold consent to any medical procedure, test or treatment for me including choice of a physician, choice of a hospital or nursing home; to revoke, withdraw, modify or change consents to such procedures, tests or treatment; and to

provide such other care, comfort, maintenance and support as my Attorney-in-Fact may deem necessary.

(s) To employ and discharge medical personnel including such physicians, psychiatrists, dentists, nurses, and therapists as my Attorney-in-Fact shall deem necessary for my physical, mental and emotional well-being, and to pay such individuals, or any of them, reasonable compensation.

(t) To generally do and perform all matters and things, transact all business, make, execute and acknowledge all contracts, orders, deeds or other conveyances, mortgages, leases and to execute all other instruments of every kind which may be necessary or proper to effectuate all powers hereinabove specifically granted, or any other matter or thing appertaining or belonging to me, with the same full powers, and to all intents and purposes, with the same validity as I could, if personally present; and hereby ratifying and confirming whatsoever my said Attorney-in-Fact shall and may do, by virtue hereto.

(u) 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;

2. My Attorney-in-Fact under this instrument is hereby designated as my Personal Representative as defined by 45 CFR 164.502, otherwise known as the Health Insurance Portability and Accountability Act of 1996, as amended, or HIPAA. This Personal Representative may view my medical records, execute releases of confidential information from medical providers and insurers or other third parties, and shall be considered my Personal Representative for health care disclosure under HIPAA. This authorization and consent to disclosure shall apply whether or not I continue to have the capacity to give informed consent, and is effective immediately. I further consent to and direct covered entities to provide my protected health information to my Personal

Representative at any time upon his/her request.

3. Notwithstanding the powers given my attorney-in-fact in other provisions of this document, my Attorney-in-Fact (a) shall have no incidents of ownership in any life insurance policy in which I own an interest and which insures my attorney-in-fact's life, (b) shall not hold or exercise any powers which I may have over assets my Attorney-in-Fact has given to me or over assets held in an irrevocable trust of which my Attorney-in-Fact is a grantor, (c) shall not transfer any of my assets in discharge of any of my Attorney-in-Fact's legal obligations, (d) shall not transfer to a third person any asset of mine in which my Attorney-in-Fact has a beneficial interest, and (e) shall not hold or exercise any fiduciary powers that I now hold or may later acquire.

4. The powers herein granted to my said Attorney-in-Fact shall be exercisable by such Attorney-in-Fact upon my disability, incapacity and/or incompetency such that I can no longer handle my affairs as determined by my treating physician.

5. This Power of Attorney shall remain in full force and effect and any party dealing with my said Attorney-in-Fact at any time shall be fully protected and is hereby discharged, released and indemnified from so doing in respect of any matter relating hereto unless such particular party shall have received prior notice in writing of the revocation of this power.

6. This instrument is to be construed and interpreted as a durable 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 hereby granted to my said Attorney-in-Fact.

7. THIS POWER OF ATTORNEY SHALL NOT BE AFFECTED BY MY DISABILITY, INCOMPETENCY OR INCAPACITY AND MAY BE EXERCISED NOTWITHSTANDING ANY SUCH DISABILITY, INCOMPETENCY OR INCAPACITY AND NOTWITHSTANDING ANY UNCERTAINTY AS TO WHETHER I AM DEAD OR ALIVE.

In the event that I decide to revoke this Durable Power of Attorney, revocation will be effectuated by filing a revocation of this Durable Power of Attorney in the Shelby County Office of Probate.

IN WITNESS WHEREOF, I, **JOSEPH WALDNER, JR.**, have signed this Durable Power of Attorney at Pelham, Alabama on this the 26th day of

July, 2013, and have directed that photographic copies of this durable power of attorney be made which shall have the same force and effect as an original.

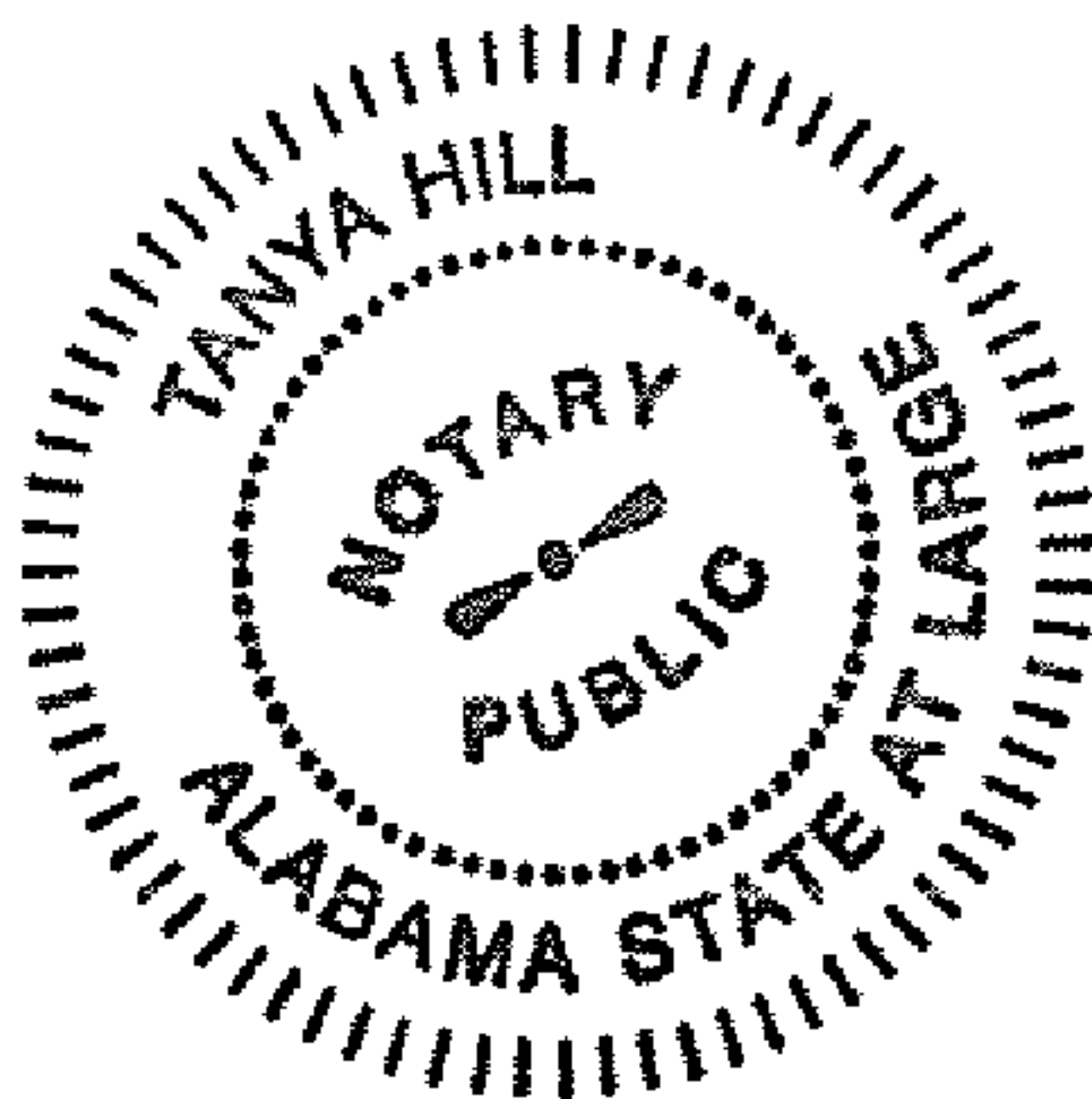
Joseph Waldner
JOSEPH WALDNER, JR.

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned Notary Public, in and for said County, in said State, hereby certify that Joseph Waldner, Jr., whose name is signed to the foregoing and who is known to me, acknowledged before me on this day that being informed of the covenants of said Durable Power of Attorney he executed the same voluntarily on the day same bears date.

GIVEN under my HAND and SEAL this the
26th day of July, 2013

Tanya Hill
Notary Public
My Commission Expires: 7/2017



Filed and Recorded
Official Public Records
Judge of Probate, Shelby County Alabama, County
Clerk
Shelby County, AL
09/12/2022 10:09:46 AM
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Alli S. Beyl