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STATE OF ALABAMA)

SHELBY COUNTY)

GENERAL DURABLE POWER OF ATTORNEY

* * * * * * * * *

KNOW ALL MEN BY THESE PRESENTS: That I, <u>James Edward Franklin</u>, as principal ("Principal"), a resident of the County of <u>Shelby</u>. State of Alabama, have made, constituted and appointed and by these presents do make, constitute and appoint my Son, <u>Matthew Hinson Franklin</u>, as my true and lawful Attorney in Fact ("Agent"), and if my Agent is unable or unwilling to act for me, I name as my Successor Agent my Son, <u>James Patrick Franklin</u>, for me and in my name, place, and stead to do and perform each and every act, deed, matter and thing whatsoever in and about my estate, property and affairs as fully and effectually to all intents and purposes as I might or could do in my own proper person, if personally present, including, without limiting the generality of the foregoing, the following specifically enumerated powers which are granted in aid and exemplification of the full, complete and general power herein granted and not in limitation or definition thereof:

1. To forgive, request, demand, sue for, recover, elect, receive, hold all such sums of money, debts, dues, commercial papers, checks, drafts, accounts, deposits, legacies, bequests, bonds, dividends, certificates of deposit, annuities, pension, profit sharing, retirement, and all other documents of title, all property and



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property rights, and demands whatsoever, liquidated or unliquidated, now or hereafter owned by me, or due, owing, payable or belonging to me or in which I have or may hereafter acquire an interest; to have, use, and take all lawful means and equitable and legal remedies and proceedings in my name for the 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;

- 2. To buy, receive, lease as lessor, accept or otherwise acquire; to sell, convey, mortgage, grant options upon, hypothecate, pledge, transfer, exchange, quitclaim, or otherwise encumber or dispose of; or to contract or agree for the acquisition, disposal, or encumbrance of any property whatsoever or any custody, possession, interest, or right therein, for cash or credit and upon such terms, considerations and conditions as **Agent** shall think proper, and no person dealing with **Agent** shall be bound to see to the application of any monies paid.
- 3. To take, hold, possess, invest, or otherwise manage any or all of my property or any interest thereon to eject, remove or relieve tenants or other persons from, and recover possession of, such property by all lawful means; and to maintain, protect, preserve, insure, remove, store, transport, repair, build on, raze, rebuild, alter, modify, or improve the same or any part thereof, and/or to lease any property for me or for my benefit, as lessee, with or without option to renew; to collect, receive and receipt for rents, issues and profits of my property.

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- 4. To invest and reinvest all or any part of my property in any property and undivided interest in property, wherever located including bonds, debentures, notes, secured or unsecured, stocks of corporations regardless of class, interests in limited partnerships, real estate or any interest in real estate whether or not productive at the time of investment, interests in trust, investment trusts, whether of the open and/or closed fund types, and participation in common, collective or pooled trust funds or annuity contracts without being limited by any statute or rule of law concerning investments by fiduciaries.
- 5. To make, receive and endorse checks and drafts, deposit and withdraw funds, acquire and redeem certificates of deposit, in banks, savings and loan associations or other institutions, 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.
- 6. To pay any and all indebtedness of mine in such manner and at such times as **Agent** may deem appropriate.
- 7. To borrow money if deemed necessary for my care and/or support, with or without security or on mortgage or pledge of any property.
- 8. To conduct or participate in any lawful business of whatever nature for me and in my name; execute partnership agreements and amendments thereto; incorporate, reorganize, merge, consolidate, recapitalize, sell, liquidate or dissolve any business; elect or employ officers, directors and agents; carry out the provisions of any agreement for the sale of any business interest or the stock therein; and

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exercise voting rights with respect to stock, either in person or by proxy, and to exercise stock options;

- 9. To prepare, sign and file joint or separate income tax returns and declarations of estimated tax for any year or years; to prepare, sign and file gift tax returns with respect to gifts 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;
- by me, wheresoever located, and to remove all or any part of the contents thereof, and to surrender or relinquish said safe deposit box, and any institution in which any such safe deposit box may be located shall not incur any liability to me or my estate as a result of permitting **Agent** to exercise this power.
 - 11. To execute any and all contracts of every kind or nature.

As used herein the term "property" includes any property, real or personal, tangible or intangible, wheresoever situated. All conveyances, papers, instruments, documents or writings executed in my name and behalf by Agent shall be in such form and contain such provisions as shall be satisfactory to Agent. The execution and delivery by Agent of any conveyance, paper, instrument or document in my name and behalf shall be conclusive evidence of Agent's approval of the consideration thereof, and of the form and contents thereof, and that Agent deems the execution thereof in my behalf necessary or desirable.

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Any person, firm or corporation dealing with **Agent** under the authority of this instrument is authorized to deliver to **Agent** all considerations of every kind or character with respect to any transactions so entered into by **Agent** and shall be under no duty or obligation to see or to examine into the disposition thereof. Third parties may rely upon the representation of **Agent** as to all matters relating to any power granted to **Agent**, and no person who may act in reliance upon the representation of **Agent** or the authority granted to **Agent** shall incur liability to me or my estate as a result of permitting **Agent** to exercise any power. **Agent** shall be entitled to reimbursement for all reasonable costs and expenses incurred and paid by **Agent** on my behalf pursuant to any provisions of this **DURABLE POWER OF ATTORNEY**, but **Agent** shall not be entitled to compensation for services rendered hereunder.

Notwithstanding any provision herein to the contrary, **Agent** shall not satisfy any legal obligation of **Agent** out of any property subject to this Power of Attorney, nor may **Agent** exercise this power in favor of agent, **Agent's** estate, **Agent's** creditors or the creditors of Agent's estate.

This Power of Attorney shall not be affected by disability, incompetency or incapacity of Principal. Principal may revoke this Durable Power of Attorney at any time by written instrument delivered to **Agent**. The guardian of Principal may revoke this instrument by written instrument delivered to **Agent**.



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Principal's Name

James G. D. J. Carol,

WITNESSES:

Witness

Witness

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STATE OF ALABAMA)

SHELBY COUNTY

I, a Notary Public in and for said State and County, hereby certify that James Edward Franklin, whose name is signed to the foregoing DURABLE POWER OF ATTORNEY, and who is known to me, acknowledged before me on this day that, being informed of the contents of this instrument, he /she executed the same voluntarily on the day the same bears date.

NOTARY PUBLIC

My Commission Expires: 1//12/2024