Last Will and Testament

OF

JACQUELINE ELIZABETH SMITH

I, JACQUELINE ELIZABETH SMITH of Nashville, Davidson County, Tennessee, being of sound mind and disposing memory, do hereby make and publish this, my Last Will and Testament, hereby revoking all wills and codicils heretofore made by me.

SECTION I: I direct that all my just debts, funeral expenses, and expenses, in connection with the administration of my estate be paid as soon as practicable after my death.

SECTION II: I give, devise and bequeath my house to Margarette Elizabeth Smith and Martin Theodore Powell and should they ever desire that my house be sold and after all expenses in connection with said sale, I give, devise and bequeath all of remaining funds from said sale to be distributed one-third to Margarette Elizabeth Smith, one-third to Martin Powell and one-third to be divided equally between Samuel Smith, II, Brittney Smith, Whitley Smith and Anthony Smith in accordance with the provisions of Section V of this will. I further give, devise and bequeath all of my jewelry and my bedroom suite to my granddaughter, Martia Mitchell. I give, devise and bequeath my large freezer and clothes to my daughter, Margarette Elizabeth Smith. All other furniture and appliances I give, devise and bequeath to my son, Martin Powell. All the remainder of my personal property I give to my children to be divided equally between them.

SECTION III: In the event that any of my beneficiaries shall not survive me and have children, then their children shall take their parents share.

SECTION IV: If any beneficiary or beneficiaries under this Will shall die with me in a common accident, or disaster, or under such circumstances that it is difficult to determine which of us

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died first, I direct that I shall be deemed to have survived such beneficiary or beneficiaries, and that this Will shall be so construed.

SECTION V: If at the time of my death, should Samuel Smith II, Brittney Smith, Whitley Smith or Anthony Smith be under the age of 30, I direct that the distribution to these beneficiaries under Section II of this will be placed in a trust for their benefit. Until each of them shall attain the age of 30 years, the Trustee shall pay to them or expend on their behalf, so much of the net income derived from the trust as the Trustee may deem advisable to provide properly for their health, maintenance, education and support, and incorporate any income not so disbursed into the principal of the trust fund. When each of these beneficiaries shall attain the age of 30 years, the trust shall terminate as to that beneficiary and the Trustee shall distribute to that beneficiary their portion of the trust fund in fee, or to the estate of any of them should they die before attaining the age of 30 years. I hereby authorize and empower the Trustee in her sole and absolute discretion, at any time and from time to time, to disburse from the principal of the trust created under this Article, such amounts as she may deem advisable to provide adequately and properly for the health, support, maintenance, and education of any of them including but not by way of limitation, expenses incurred by reason of illness and disability. The discretion of the Trustee shall be conclusive as to the advisability of any such disbursement and the same shall not be questioned by anyone. For all sums so disbursed, the Trustee shall have full acquittance. I hereby appoint Margarette Elizabeth Smith, of Nashville, TN to serve as Trustee of this trust and grant to her absolute and unlimited power to administer said trust and to make such investments as she may deem advisable. I direct that no bond be required for her faithful performance in this capacity.

SECTION VI: I hereby nominate, constitute and appoint, Margarette Elizabeth Smith, as Executor of this my Last Will And Testament. I authorize and empower my Executor, if and whenever in

the settlement of my estate she shall deem it advisable, to sell at private or public sale at such price and on such terms as she shall think fit, the whole or any part of my real and personal estate, and to execute good and sufficient deeds and other instruments necessary or proper to convey and transfer the same to purchasers, who shall not be bound to see to the application of the purchase money. I also further authorize my Executor to continue and carry on during the administration of my estate, as she may deem advisable, any business which I may own or in which I may have an interest at the time of my death. Said Executor is to have sole discretion in determining the distribution of my estate under this Will, so as to give each beneficiary an equal share of the items divided. Said Executor is to serve without bond and without fee for the faithful performance of her duties.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name to this my Last Will and Testament, consisting of this and 2 preceding typewritten page, all in the presence of the persons witnessing it at my request on the 9th day of March, 1998 at Nashville, Tennessee.

X Jacqueline Elizabeth Smith

JACQUELINE ELIZABETH SMITH

The foregoing instrument, consisting of this and 3 preceding typewritten pages, was signed, sealed, published and declared by Jacqueline Elizabeth Smith, the Testatrix, to be her Last Will and Testament, in our presence, and we, at her request and in her presence and in the presence of each other, have hereunto subscribed our names as witnesses this 9th day of March, 1998 at Nashville, Tennessee.

X Michael L. Shields, Sr.

Residing at 3763 Westport DR., Nash. Tn. 37218

X Juetta D. Oldham

Residing at 513 Lemont Dr, Nashville, TN 37214

PICKUP

05765522

MORTGAGE TAX
PICKUP

99 APR 20 PM 3:30

RECEIVED
IN THE REGISTER'S OFFICE
DAVIDSON COUNTY, TN.

AFFIDAVIT OF WITNESSES TO PROVE THE WILL

Michael L. Shields Sr. AND Evette Ashley Johnson

after first being duly sworn according to law, depose and say:

1. That they are adult citizens of Nashville, Davidson County, Tennessee.

2. That they witnessed the execution of the Last Will and Testament of Jacqueline Elizabeth Smith, dated the 9th day of March, 1998 to which this affidavit is attached, and that this affidavit is being made at the request of the Testatrix, and in accordance with Tennessee Code Annotated §32-2-110.

3. That their signatures are affixed to said Last Will and Testament, that they signed or affixed the same at the insistence and at the request of the Testatrix and in her presence, and in the presence of each other, at the place and on the date recited in said Last Will and Testament.

4. That the Testatrix signed said paper writing as and for her Last Will and Testament in their sight and presence.

5. That at the time they witnessed said Last Will and Testament, the Testatrix was, in their opinion, of sound mind.

X Michael L. Shields, Sr.

X Evette Ashley Johnson

Sworn to and subscribed before me Gail O. Pride, a Notary Public this the 9th day of March, 1998.

Gail O. Pride
NOTARY PUBLIC

COMMISSION EXPIRES:
10-12-99

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I hereby certify that this is a true copy of original instrument filed in my office this 14th day of April 19 99
RICHARD R. ROOKER Clerk
By
Deputy Clerk