Davidson County WILL
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2001 JUN 27 PM 2:03
RICHARD R. ROOKER, CLERK
D.C.

LAST WILL AND TESTAMENT
OF
JAMES CLAYTON MIDGETT, SR.

I, JAMES CLAYTON MIDGETT, SR., being of sound mind and disposing memory, and being a resident of Joelton, Davidson County, Tennessee, hereby make, publish and declare this to be my Last Will and Testament, and I hereby revoke all former wills and codicils previously made by me, including any in my own handwriting.

ITEM I: I direct that all my legal debts and any expenses of my last illness, funeral, and administration of my estate shall be paid by my Executrix from the principal of my residuary estate as soon as practicable after my death. All inheritance, estate and succession taxes (including interest and penalties, if any) payable by reason of my death, shall be paid out of and be charged generally against the principal of my residuary estate.

ITEM II: All of the furniture, furnishings, household goods, silverware, china, and ornaments located in my residence or other repository are the property of my wife, HELEN B. MIDGETT, and I hereby acknowledge and confirm her ownership of all such items. I give and bequeath to my wife, if she survives me, all my other tangible personal property, including clothing, jewelry, automobiles and all articles of personal use, together with the proceeds of any policies of insurance on such tangible personal property which may become payable by reason of my death. If my wife does not survive me, I bequeath such property to my children, JAMES C. MIDGETT, JR. and MARILYN M. MIDGETT, both per stirpes and in shares of substantially equal value. Such property is to be divided as they shall agree.

ITEM III: I devise and bequeath all of my residuary estate, being all property, wherever situated, in which I may have an interest at the time of my death, to my wife, HELEN B. MIDGETT, in fee.

ITEM IV: (1) If my wife, HELEN B. MIDGETT, does not survive me, then I devise and bequeath all my residuary estate to my children, JAMES C. MIDGETT, JR. and MARILYN M. MIDGETT, both per stirpes and in shares of equal value.

(2) If either of my children should predecease me without leaving any living lineal descendants, then that child's share shall go to the surviving child, per stirpes.

(3) If both my children shall predecease me without leaving any lineal descendants, then I devise and bequeath my entire residuary estate to my mother, MARTHA ELLIS.

(4) If my mother shall predecease me, then I devise and bequeath my entire residuary estate to the FIRST BAPTIST CHURCH of Joelton, Tennessee.

ITEM V: (1) I appoint my wife, HELEN B. MIDGETT, to be the Executrix of this my Last Will and Testament, and I direct that no bond be required. If my Executrix shall predecease me, or for any reason be unwilling or unable to serve, or having qualified, die or resign, then I appoint my children, JAMES C. MIDGETT, JR. and MARILYN M. MIDGETT, as Successor Co-Executors, likewise without bond. If either of my children shall predecease me, or for any reason be unwilling or unable to serve, or, having qualified, died or resign, then the surviving child shall be the sole Executor without bond.

(2) Without diminution or restriction of powers vested in them by law or elsewhere in this Will, and subject to all the provisions of this Will, my Executrix, or Successor Executors, without the necessity of procuring any judicial authorization therefore, or approval thereof, shall be vested with and in the application of their best judgment and discretion on behalf of the beneficiaries of this instrument, shall be authorized to exercise the powers specifically enumerated in Tennessee Code Annotated Section 35-616, subparagraphs "1" to "32" inclusive, or successor provisions.

ITEM VI: (1) If my wife, HELEN B. MIDGETT, and I shall die under circumstances such that there is not sufficient evidence to determine the order of our deaths, then it shall be presumed that I survived her, and my estate shall be administered and distributed in all respects in accordance with such presumption.

(2) It is my intention that this Will be construed under and in accordance with the laws of the State of Tennessee.

(3) Although my wife and I are executing our Wills at or about the same time, I desire to make it plain that there has been no contract between my wife and me to make a mutual testamentary disposition of our property. It is my intention that no such contract be inferred from the execution of wills which are substantially similar in content.

It is my intention that, in the event my wife survives me, she shall have full power to execute codicils to her Will and to revoke said Will and execute a later will or wills, making such disposition of her estate as she may desire in her sole discretion, including any or all the property passing to her under the provisions of this Will.

IN WITNESS WHEREOF, I have executed this my Last Will and Testament consisting of three pages, each of which is identified by my signature, this 31 day of July, 1978.

James Clayton Midgett Sr.
JAMES CLAYTON MIDGETT, SR.

SIGNED by the said JAMES CLAYTON MIDGETT, SR., as and for his Last Will and Testament in the presence of us, the undersigned, who at his request and his sight and presence, and in the sight and presence of each other, have subscribed our names to this Will as attesting witnesses this 31 day of July, 1978.

Cornelia A. Clark residing at Franklin, Tennessee

W. W. Nowlin residing at Nashville, Tennessee

AFFIDAVIT

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

We, the undersigned, being first duly sworn, make oath that JAMES CLAYTON MIDGETT, SR., on the day and date written above, declared and signified to us that this instrument is his Last Will and Testament; that he signed this Will in our sight and presence; and that we, at his request and in his sight and presence, and in the sight and presence of each other, then subscribed our names to this Will as attesting witnesses; that at the time of the execution of this Will, JAMES CLAYTON MIDGETT, SR., was more than eighteen (18) years of age, of sound mind and disposing memory, and did not appear to be under any undue influence; and that we, the undersigned, are each more than eighteen (18) years of age, and make and sign this Affidavit at the request of JAMES CLAYTON MIDGETT, SR.

Cornelia A. Clark

Sworn to and subscribed before me this 21st day of July, 1978.

Notary Public

My commission expires:

March 12, 1980

FIRST CODICIL
TO
LAST WILL AND TESTAMENT
OF
JAMES CLAYTON MIDGETT, SR.

I, JAMES CLAYTON MIDGETT, SR., a resident of Joelton, Davidson County, Tennessee, being of sound and disposing mind and memory, hereby make, publish and declare this to be my First Codicil to my Last Will and Testament dated 31 July 1978.

In ITEM V, paragraph (2) at lines 6 and 7, the authorization of the Executrix or Successor Co-Executors to exercise the powers specifically enumerated in Tennessee Code Annotated Section 35-616, subparagraphs "1" to "32" inclusive, or successor provisions, is hereby changed to read, "authorized to exercise the powers specifically enumerated in Tennessee Code Annotated Section 35-618, subparagraphs 1 through 32 inclusive, or successor provisions."

This Codicil makes no changes to my said Will other than the above listed changes. I hereby ratify and confirm my said Last Will and Testament except in so far as any part thereof is revoked or modified by this Codicil.

IN WITNESS WHEREOF, I have hereunto set my hand this 13th day of July, 1983, and do publish and declare this to be my First Codicil to my Last Will and Testament dated 31 July 1978, in the sight and presence of each and all of the subscribing witnesses whom I have requested to act as such by signing their names as attesting witnesses in my sight and presence and in the sight and presence of each other, and by signing the attached Affidavit pursuant to the provisions of Tennessee Code Annotated Section 32-211.

James Clayton Midgett Sr. (SEAL)
JAMES CLAYTON MIDGETT, SR.

SIGNED by the said JAMES CLAYTON MIDGETT, SR., as and for his First Codicil to his Last Will and Testament dated 31 July 1978 in the presence of us, the undersigned, who at his request and in his sight and presence, and in the sight and presence of each other, have subscribed our names to this Codicil as attesting witnesses this 13th day of July, 1983.

Elva E. Wood residing at Joelton, Tn.

Karen L. Wiles residing at Joelton, Tn

Kimberly D. Pylant residing at Ashland Ct., Tn.

AFFIDAVIT

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

We, the undersigned, being first duly sworn, make oath that JAMES CLAYTON MIDGETT, SR., on the day and date above written, declared and signified to us that the above instrument is his First Codicil to his Last Will and Testament dated 31 July 1978; that he then signed said instrument in our sight and presence; and that we, at his request and in his sight and presence, and in the sight and presence of each other, then subscribed our names to this Codicil as attesting witnesses; that at the time of the execution of this Codicil, JAMES CLAYTON MIDGETT, SR., was more than eighteen (18) years of age, of sound mind and disposing memory, and did not appear to be under any undue influence; and that we, the undersigned, are each more than eighteen (18) years of age, and make and sign this Affidavit at the request of JAMES CLAYTON MIDGETT, SR. on the day and date above written.

Ezra E. Wood

Karen D. Willis

Kimberly D. Pigott

Sworn to and subscribed before me this 13th day of July, 1983.

Clifton E. Willis
Notary Public

My Commission Expires:
My Commission Expires Oct. 15, 1983

STATE OF TENNESSEE

I, RICHARD R. ROOKER, Clerk of the Circuit Court for Davidson County, in the State aforesaid, do hereby certify that the foregoing is a true and correct copy of the Order heretofore entered in the SEVENTH Circuit Court for Davidson County, Tennessee, on the 27 day of JUNE , 2001 , in the Case Number 01P1033 between MIDGETT JR., JAMES C. ET.AL Petitioner, and MIDGETT SR., JAMES CLAYTON Respondent, as same remains of record in Vol. 1950 , Page 357974 of the Minutes of said Court.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 07 day of AUGUST in the year two thousand one and in the 225th year of American Independence.

SEAL

RICHARD R. ROOKER, Clerk,

By _____ Deputy Clerk