Davidson County WILL
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filed 1997
Robert A. Hagler, Judge
Probate Division Court of Common Pleas
Greene County, Ohio
By Deputy Clerk
Date Certified 12-28-2001

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GREENE COUNTY, OHIO
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ROBERT A. HAGLER
JUDGE PROBATE DIVISION
COURT OF COMMON PLEAS

LAST WILL AND TESTAMENT

of

PHILLIP O. DAVIS

[redacted]-4705

KNOW ALL MEN BY THESE PRESENTS:

That I, PHILLIP O. DAVIS, a resident of the State of Ohio, being over the age of eighteen (18) years, and being of sound mind and disposing memory, do hereby make, publish, and declare this to be my Last Will and Testament, and hereby revoke any and all wills and Codicils heretofore made by me.

ITEM I

I direct that all my just debts, including all inheritance, estate, transfer, succession or other taxes, funeral expenses, expenses of my last illness, and cost of administration of my estate be paid out of the principal of my estate as soon as practicable after my death.

ITEM II

I give, devise, and bequeath all the rest, residue, and remainder of my property, after the payment of the debts and expense provided for in Item I hereof, whether such property be real, personal or mixed, tangible or intangible, wheresoever situated, of which I may be seized or possessed or to which I may be entitled at the time of my death to my wife, PATRICIA A. DAVIS. In the event that my wife has preceded me in death, or in the event that we should meet death at the same time, I then bequeath remainder of my property after payment of debts and expenses provided in Item I to my three (3)children, REBECCA SUE WATSON, JENNIFER LYNN LOWRY, JEFFREY O. DAVIS, equally per stirpes. In the event that my daughter REBECCA SUE WATSON, predeceases me than her share shall go to my grandson WILLIAM CHRISTOPHER SHERLOCK.

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In the event that WILLIAM CHRISTOPHER SHERLOCK is under the age of twenty-five (25) at the time of my death, then I leave his entire share in trust to JENNIFER LYNN LOWRY, Trustee to be administered according to the terms indicated herein.

If a trust is necessary for WILLIAM CHRISTOPHER SHERLOCK my grandson, then it is my desire that my Trustee invest the funds or property bequested to them in an appropriate manner providing them the greatest return while assuring the safety of the principle.

It is further my desire that my Trustee use whatever funds that are necessary at any time in the Trustee's sole discretion should be used for the health, education, or welfare of any child subject to the trust. This would also include the funds necessary for any post high school education as my Trustee would see appropriate to spend.

Upon the child subject to the trust obtaining the age of twenty-five (25) it would be my desire that the entire trust be terminated and all the remainder, rest and residue of the corpus be delivered to my grandchild.

It is further my desire that no person or persons may question the discretion of my trustee in her sole decision making as to what amounts should be given to the grandchild during the term of this trust.

In the event my daughter, JENNIFER LYNN LOWRY, is unable or unwilling to serve as Trustee, then I nominate as the alternate Trustee, my son, JEFFREY O. DAVIS.

ITEM III

I hereby nominate and appoint my wife, PATRICIA A. DAVIS, of Fairborn, Ohio, as Executrix of this Will, and I relieve her from giving bond, and in so far as the law will permit, from making any returns or reports to or securing or filing any inventories or appraisements with any court while acting hereunder. In the event that my wife is unable to serve as my Executrix, I then appoint my son, JEFFREY O. DAVIS, of Elkhorn, Wisconsin to serve on her behalf.

Any person or her successors serving as Executor hereunder shall have all of the powers from time to time conferred upon trustees by law, except to the extent a power would conflict with my Will, in which case the provisions of my will shall control. In addition to such powers, any Executor serving hereunder is specifically authorized:

To borrow money from any lender, extend or renew any existing indebtedness and mortgage or pledge any property in the estate;

To sell, without the necessity of authorization by any court, at public or private sale, contract to sell, to convey, by deed or exchange, transfer and otherwise deal with the estate or trust property, real or personal, and any reinvestment thereof from time to time for such price and upon such terms as my Executor sees fit;

To employ agents, attorneys and proxies and to delegate to them such powers as my Executrix considers desirable;

To deal with, purchase assets from, or make loans to the fiduciary of any trust made by me or any member of my family or a trust or estate in which any beneficiary under this Will has an interest, though my Executrix hereunder is the fiduciary or a beneficiary;

To perform other acts necessary or appropriate for the proper administration of my estate; including to execute and deliver necessary instruments and give full receipts and discharges.

If in the course of the administration of my estate it becomes necessary or advisable to have an ancillary administration of my estate and my Executrix is unable or is unwilling to act as ancillary administrator, my Executrix shall select as such ancillary administrator, such individual, bank or trust company as my Executor shall determine (and such determination shall not be subject to question by any beneficiary hereunder or any other person); such ancillary administrator shall serve without bond and shall have all of the rights, powers and duties herein conferred upon my Executrix.

To receive, retain, sell, exchange, invest and reinvest in any property, real and personal and any additions or substitutions thereof, without being limited by statutory or diversification restrictions; including the right to retain or invest in stock and collective investment funds of any corporate Executor or on any parent or affiliate thereof; to exercise and grant stock and other options and rights belonging to my estate; to advance or borrow money from my Executrix or others, including

the right to borrow or advance funds for the purpose of exercising options; to mortgage and pledge property; to compromise, arbitrate, settle prosecute, abandon or release claims of or against the estate or any claims which are held by my estate; to distribute (including the satisfaction of pecuniary bequests) in cash or in kind without regard to beneficiary; to lease for any term or perpetually; to collect rents, repair, improve, insure and manage real estate.

To renew or modify existing contracts or agreements or to lease any estate property for any period of time though commencing in the future or extending beyond the period of the administration of the estate.

In addition to other powers granted to my Executrix hereunder, my Executrix shall have the right to continue and to operate any business interest owned by me at the time of my death without the necessity of applying to any court for authority to do so and without the necessity of filing court accounting except in conjunction with court accounting which may be required in connection with the general administration of my estate; to cause a corporation to be organized under the laws on any state in the United States and to transfer any or all of the assets of said business to the corporation so formed; to repair, add to, change and improve said business or convert it to other uses; to lease any part thereof in its present form or other form; to sell and convey all or any part of such business at such time or times, for such prices and upon such terms and conditions as my Executrix shall determine; to borrow money and to pledge or mortgage any assets of such business whether or not the money so borrowed is used in the management or operation of such business, and to otherwise deal with such business as I might do if acting personally. My Executrix shall not be personally liable for any loss entailed in the retention, management or operation of such business.

Any Executor may rely in good faith upon the written opinion of an attorney, any facts stated in any instrument in writing and believed true or any other evidence deemed sufficient. Any individual personal representative shall be saved harmless from any liability for any action such personal representative may take, or for the failure of such personal representative to take any action, if done in good faith and without gross negligence.

If at the time for distribution of my estate or any part thereof to the Trustee of the Trust Agreement referred to above, any beneficiary is then entitled to an immediate and outright distribution of any such property, then anything herein to the contrary notwithstanding my Executrix may make such distribution directly to such beneficiary.

IN WITNESS WHEREOF, I have hereunto set my hand this 8 day of August, 1996.

Phillip O. Davis
PHILLIP O. DAVIS

STATE OF OHIO,
COUNTY OF GREENE, SS:

The foregoing instrument consisting of five (5) typewritten pages, including this page, was signed, published, and declared by PHILLIP O. DAVIS, the Testator, to be his Last Will and Testament in the presence of us, who at his request, in his presence and in the presence of each other, have subscribed our names as witnesses.

Stephen A. Wolaver of Beavercreek

Beverly Davis of Xenia, Ohio

THIS DOCUMENT PREPARED BY:
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