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FORSYTH COUNTY, GEORGIA
PROBATE COURT

Last Will and Testament
Of
Dorothy M. Upchurch

BILL GARRETT, Davidson County
Trans:T20130094004 WILL
Recvd: 11/04/13 10:17 9 pgs
Fees:47.00 Taxes:0.00
20131104-0114129

STATE OF GEORGIA

COUNTY OF FORSYTH

I, DOROTHY M. UPCHURCH, of said State and County do make and publish this, my Last Will and Testament, hereby revoking all Wills and Codicils heretofore made by me.

ITEM ONE

(a) I request that my remains be disposed of in a Christian-like manner at a reasonable expense and my Executor shall have full discretion as to the details thereof.

(b) All of my due and payable debts and any unpaid charitable pledges, whether such pledges are legally enforceable or not, shall be paid out of my estate as soon as practicable; PROVIDED HOWEVER, that the Executor shall not be required to prepay or anticipate any indebtedness or any part or any installment of any indebtedness prior to the maturity thereof, and the devisees or legatees of any real or personal property shall, unless otherwise provided for in this Will, receive such property, and same shall, unless otherwise determined by my Executor, be distributed to them, subject to all mortgages, deeds to secure debt, liens, or encumbrances existing at the time of such distribution against such property.

W. Russell Hodges
418 Pirkle Ferry Road, Ste 111
Cumming, GA 30040
770-888-0015

2013-ES-0268
WILLSUB
Will Submitted for Probate
508821

ITEM TWO

I hereby nominate, constitute, and appoint my son, Steven Allen Upchurch of Cumming, Georgia, Executor of this my Last Will and Testament. I expressly confer upon my Executor, all powers as such to administer my estate, excusing my Executor from giving any bond, or making any appraisement, inventory and returns to the Judge of the Probate Court, and I expressly give to my Executor all of the directives under Item 5 below and confer upon him all of the powers under Items 6 and 7 below. If he is unable or unwilling to serve, then I appoint Travis Upchurch of Cumming, Georgia, as successor executor with the same powers and lack of bond.

ITEM THREE

(a) Any interest I may own at the time of my death in my personal residence or residences, and in all land adjoining the same, I give and devise to my son, Steven Allen Upchurch. If we die simultaneously, or if he does not survive me by at least 30 days, then I direct that same be given to Travis Upchurch, subject to any indebtedness secured thereby.

(b) All personalty, I give, devise and bequeath unto my son, Steven Allen Upchurch, provided he survives me by at least 30 days, and if not, then to be given to Travis Upchurch.

ITEM FOUR

All of the rest, residue and remainder of my property of every kind and description, and

wherever located, including any lapsed or void legacy or devise (but not including any property over which I may have the power of disposition or appointment), I give, devise, and bequeath to my son, Steven Allen Upchurch, provided he survive me by at least 30 days, and if not, then to be given to Travis Upchurch.

ITEM FIVE

All transfer, estate, inheritance, succession, and other death taxes which shall become payable by reason of my death, other than any tax on any generation-skipping transfer and any additional estate tax imposed pursuant to section 2032A(c) or section 2057(f) of the Internal Revenue Code of 1986, as amended, and all debts and expenses of administration of my estate, whether in respect of property passing under this Will or otherwise, shall be paid from the residue of my estate, without apportionment, except that the Executor shall make claim, if and to the extent permitted by law, for death taxes assessed against my estate because of any power of appointment which I may have.

ITEM SIX

I have confidence in the investments which will be found in my estate at the time of my death, and no change need be made by the Executor in these investments solely for the purpose of creating a diversity of investments, but the Executor shall be authorized to sell or otherwise dispose of such investments, if and to the extent the Executor deems such sale or disposition to be in the best interest of my estate, without being constrained to do so.

ITEM SEVEN

(a) In the management, care, and disposition of my estate and of every trust, I confer upon the Executor of this Will, and its successors in office, the power to do all things and execute such instruments as may be deemed necessary or proper, including the powers set out in Official Code of Georgia Annotated section 53-12-261, as amended to the date of execution of this Will, which powers are incorporated by reference herein. All such powers may be exercised without order of or report to any court.

(b) Whenever the Executor is directed to distribute any property in fee simple to a person who is then under twenty-one (21) years of age, the Executor shall be authorized to hold such property in trust for such person until he or she becomes twenty-one (21) years of age, and in the meantime shall use such part of the income and the principal of the trust as the Executor may deem necessary to provide for the proper support and education of such person. If such person should die before becoming twenty-one (21) years of age, the property then remaining in the trust shall be distributed to the personal representative of such person's estate.

(c) The Executor shall be authorized to make any election permitted by any tax law, including the filing of joint returns, if in the opinion of the Executor such election is for the combined best interest of my estate and the beneficiaries thereof, and shall be authorized to make, or fail to make, such adjustment between the parties or the several bequests or accounts as the Executor may deem equitable and just under all the circumstances. This authority to make tax elections shall

specifically include the power to allocate any increase in basis of property, if applicable, as the Executor shall deem best and the Executor shall incur no liability for the good faith exercise of this authority.

(d) Any Executor may give to any Co-Executor power of attorney to act for or to sign the name of such Executor to any paper and any action taken pursuant to such power of attorney shall be valid for all purposes as if done or signed in person by the Executor giving such power of attorney. Any such power of attorney may be general or limited to certain acts or instruments or may contain conditions and restrictions and may be changed or revoked at any time by the Executor who gave such power giving notice of its change or revocation to the co-Executor. Any action taken pursuant to such power of attorney need not be approved or supervised in any way by the fiduciary granting such power of attorney, and the fiduciary granting the power of attorney shall incur no liability for the actions taken by the other fiduciary pursuant to the power of attorney.

(e) The individual Executor of this Will may act as director, officer, or employee of any corporation or any unincorporated business in which my estate owns an interest, and may receive reasonable compensation as such director, officer, or employee.

(f) My Executor shall be authorized to sell any property to, or to purchase any property from, any trust created by me during life, at the fair market value thereof as determined by the Executor, even though the same person or corporation may be acting as trustee of any of such other trusts

and as the Executor hereunder of my estate.

(g) The Executor shall not be required to file any inventory or appraisal, or any annual or other returns or reports to any court or to give bond, but shall upon request furnish a statement of receipts and disbursements at least annually to each beneficiary thereof.

ITEM EIGHT

(a) No successor Executor shall be required to inquire into or audit the acts or doings of any predecessor Executor or to make any claim against any such predecessor Executor or his or her estate.

(b) Any successor Executor shall have and may exercise any or all of the powers herein conferred on my Executor as fully and to the same extent as if such successor had originally been named as Executor herein.

(c) Pronouns shall be deemed to include masculine, feminine, or neuter forms, or singular or plural forms, in order to reflect the gender or number of the fiduciaries then serving. Any reference to corporation or corporate shall also be deemed to include LLCs.

(d) Although I may have appointed Executors to serve hereunder who may not be residents of the state of my residence at the date of my death, it is my specific request that they be allowed to serve in the positions designated, without bond.

(e) Reference to "Executor" hereunder shall include its masculine, feminine, and neuter forms, and singular and plural forms, in order to reflect the gender and number of the fiduciaries then serving.

(f) If a corporate Executor is serving hereunder, and if it should be necessary to probate this Will in any state in which such corporate Executor shall be unable or unwilling to qualify, then my domiciliary individual Executor, if any, shall serve as Executor in such other state. If there should be no domiciliary individual Executor, or should such person be unable or unwilling to qualify, then that person designated in writing by the corporate Executor shall serve as Executor in such other state. Such Executor is directed to complete the administration of my estate in such other state as soon as practicable, and to turn the proceeds thereof over to my domiciliary Executor.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal to this my Last Will and Testament, this 16 day of MAY, 2012.

x Dorothy M Upchurch
Dorothy M. Upchurch

Signed, sealed and declared by Dorothy M. Upchurch as and for 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 the day and year above set forth.

Witnesses:

Ricki P. Hodges

Sharon O'Kelley

Addresses:

9785 Waldrip Rd., Gainesville GA 30506

418 Pirkle Ferry Rd Cumming GA 30040

State of Georgia
County of Forsyth

I, Russell Hodges, a Notary Public in the state and county above, do hereby certify that Dorothy M. Upchurch personally appeared before me on this date and acknowledged the due execution of the foregoing Last Will and Testament, also that said Testatrix was at that time 18 years of age or older. Also, I certify that Ricki P. Hodges, and Sharon O'Kelley, named and signed as Witnesses above personally appeared before me on this date and acknowledged the due execution of their signatures in witness to this Will, and that each was at that time 18 years or older.

Russell Hodges
Notary Public

May 16, 2012
Date

My commission expires:

RUSSELL HODGES
NOTARY PUBLIC
FORSYTH COUNTY, GEORGIA
MY COMMISSION EXPIRES MARCH 6TH, 2014

W. Russell Hodges
418 Pirkle Ferry Road, Ste 111
Cumming, GA 30040
770-888-0015

STATE OF GEORGIA
FORSYTH COUNTY

I, THE UNDERSIGNED, Clerk of the Probate Court of Forsyth County, Georgia, DO HEREBY CERTIFY the within and foregoing is a true and correct copy of the original as it appears on the record and file in the office of the Probate Court of Forsyth County, Georgia and that the same is in full force and effect. Witness my hand and seal of the Probate Court

of Forsyth County, Georgia this 26th day of July, 2013.

Donna M

Clerk, Probate Court of Forsyth County