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# STATE OF TENNESSEE

**I, RICHARD R. ROOKER,** Clerk of the Circuit Court for Davidson County, do hereby certify that the foregoing is a true and complete copy of the **LAST WILL AND TESTAMENT** heretofore assigned to Seventh Circuit Court (Probate Division) for Davidson County, Tennessee, Case No. **16P1714**.

**ESTATE OF JOANNE M. ADAMS**

**IN TESTIMONY WHEREOF,** I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 27th day of October in the year Two Thousand and Sixteen.

**RICHARD R. ROOKER,** Clerk

RICHARD R. ROOKER CIRCUIT COURT CLERK

Deputy Clerk

16p1714

FILED

OCT 27 2016

RICHARD R. ROOKER, Clerk
By _____ Deputy

# LAST WILL AND TESTAMENT
# OF
# JOANNE M. ADAMS

I, Joanne M. Adams, a resident of Davidson County, Tennessee, being of sound mind and disposing memory, do hereby make, publish, and declare this instrument as my Last Will and Testament ("Will"), hereby revoking any and all other wills and codicils heretofore made by me. I have three living daughters, Jill Painter, Janice Minton, June Marie McMahon, and one deceased daughter, Joyce Lynn Harrell Hunt, with her surviving children.

## ARTICLE I
## APPOINTMENT OF FIDUCIARIES

1.1 I nominate and appoint my daughter, Jill Painter, a resident of Davidson County, Tennessee, as Personal Representative of and under this Will. If, she, shall fail or decline to act, or shall become incapable of acting, or shall resign as Personal Representative under this Will, then I nominate and appoint Carey Ann Jones, a resident of Davidson County, Tennessee, and Julie McElhiney, a resident of Robertson County, Tennessee, as successor Personal Co-Representatives of and under this Will.

1.2 I direct that no bond shall be required of the Personal Representative, whosoever shall serve in that capacity. If a bond is required by law, I direct that said bond be purchased and acquired at the expense of my estate.

1.3 I hereby waive any requirement or obligation for my Personal Representative to file an inventory or accounting of my Estate with the court having probate jurisdiction over my estate. This waiver shall include, but not limited to, the inventory as required by Tennessee Code Annotated Section 30-2-301, and the accounting as required by Tennessee Code Annotated Section 30-2-601, or any amendments or successors to such sections.

## ARTICLE II
## PAYMENT OF DEBT AND TAX CONSIDERATIONS

2.1 My Personal Representative, in the Personal Representative's sole discretion, may pay my legal debts, burial expenses, including the cost of cremation, and costs of administration of my estate, and I hereby authorize and empower my Personal Representative, in case of any claim made against my estate, to settle and discharge the same in the absolute discretion of my Personal Representative.

2.2 In the event any property or interest in property passing under this Will, or by Operation of law, or otherwise by reason of my death, shall be encumbered by a mortgage or a lien, or shall be pledged to secure any obligation (whether the property or interest in property is so encumbered or pledged shall be owned by me jointly or individually), it is my intention that such indebtedness shall not be mandatorily charged to or paid by my estate, but that my Personal Representative shall have absolute discretion as to whether said indebtedness, either in whole or in part, shall be paid.

2.3 I am cognizant of the fact that the provisions of the Internal Revenue Code of 1986, as amended (and other applicable laws), in force at the time of my death, and applicable to my estate, may permit my Personal Representative to elect to claim certain administration and other expenses as deductions, either in the income tax returns of my estate or in the estate tax return. It is my desire that my Personal Representative elect to claim from time to time such expenses as deductions on the particular tax returns which, in the Personal Representative's opinion, should result in the smallest combined taxes being paid, irrespective of whether such expenses shall be payable from income or corpus; and my Personal Representative is directed not to make adjustments between income and principal, or between property interest passing to beneficiaries under my Will which may be substantially affected as a result of any election under this Article. It is my wish that such property interest as may be determined as a result to my Personal Representative's election under this Article shall be the interest such beneficiary shall receive. I exonerate my Personal Representative from all liability for any such election and direct that no beneficiary shall have any claims against my Personal Representative or my estate by reason of the exercise of my Personal Representative's judgment in this respect.

## ARTICLE III

## POWERS AND COMPENSATION OF PERSONAL REPRESENTATIVE

3.1 My Personal Representative shall have all the powers enumerated in Section 35-50-110, Tennessee Code Annotated, and the introductory paragraph and all subparagraphs thereof, which, to the extent not inconsistent with the provisions hereof, are hereby incorporated by reference as fully as if copied verbatim herein.

3.2 In accordance with Tennessee Code Annotated Section 31-2-103, I direct that any interests in real property that I own at my death be administered as part of my estate or if feasible, a muniment of title proceeding, subject to the control of my Personal Representative. My Personal

Representative shall have full power to grant, bargain, sell, convey, lease, encumber, repair, improve, alter, manage, and otherwise deal in any lawful manner with the real property at any time during the administration of the estate. My Personal Representative shall have sole discretion without the approval or joinder of any beneficiary(ies) and without the necessity of any person or entity looking into the application of any proceeds that may or might result from any acts of my Personal Representative pertaining to the real property.

3.3 I recognize that my Personal Representative may not be a professional fiduciary and in order to induce such person to serve in such capacity, I hereby direct that the assets of the Estate be used to indemnify and hold my Personal Representative harmless with respect to any and all acts, except for fraud or bad faith of such person, in connection with: (i) the administration of my Estate; or (ii) the investment of the assets with respect to my Estate.

3.4 My Personal Representative shall have the power to hire persons, including accountants, attorneys, auditors, investment advisors or other agents, even if they are associated or affiliated with my Personal Representative, to advise or assist my Personal Representative in the performance of administrative duties. This power shall include, but not be limited to, attorneys, accountants or other professionals who may be partners of or associates with my Personal Representative in the practice of law, accounting or other professions.

3.5 It is my intention that my Personal Representative shall be properly compensated for his or her service. Any corporate Personal Representative shall be entitled to charge for fees and expenses amounts consistent with those generally charged by reputable corporate fiduciaries for such services in the area where such corporate fiduciary is located. It is further my intention that any individual Personal Representative shall be entitled to charge for fees and expenses amounts consistent with those generally charged by reputable corporate fiduciaries in the area where such individual fiduciary is located.

3.6 Whenever under this Will, any fiduciary, including, but not limited to, a Personal Representative, is granted the right to take action in such fiduciary's "discretion", then such "discretion" shall mean the discretion of such fiduciary, except as limited by the specific language of this document and specific provisions of law applicable to such decisions. It is my intention that the term "discretion" as used herein shall be interpreted as broadly as possible, except as limited by the specific language of this document and specific provisions of law applicable to such decisions.

3.7 If at any time any fiduciary is uncertain as to the interpretation of this document, as to such fiduciary's authority under this document, as to the appropriate actions to take or any other matter arising in such fiduciary's administration (whether or not involving the fiduciary's discretion), the fiduciary shall have the authority to file appropriate pleadings in the court having jurisdiction of such estate or trusts to obtain a decision by such court as to any such matter.

## ARTICLE IV

## DISPOSITION OF PERSONAL PROPERTY

4.1 I may leave a letter, designating my desires as to certain articles of personal property being given to certain persons. In such event, it is my request that my Personal Representative honor this letter, and that my family members abide by the request set forth in such letter. However, such letter shall not constitute a testamentary devise, and my Personal Representative shall not be bound by such letter. Any items mentioned in such letter, and not treated as set forth in such letter, shall pass in accordance with Article V and VI of and under this Will.

## ARTICLE V

## OUTRIGHT GIFT TO DAUGHTER

5.1 If my daughter, Jill Painter, shall survive me, then I hereby give, devise, and bequeath to her all the rest, residue, and remainder of my property, real, personal, and mixed, tangible and intangible, of whatever kind and character, and wheresoever situated or located, personal effects, household contents, and automobiles as I own at the time of my death including the proceeds of any insurance policies payable to my Estate.

## ARTICLE VI

## BEQUEST OF RESIDUARY ESTATE

6.1 Should my daughter, Jill Painter, not survive me, then I hereby give, devise and bequeath all of the rest, residue, and remainder of my property, real, personal, and mixed, tangible and intangible, of whatever kind and character, and wheresoever situated or located, including the proceeds of any life insurance policies payable to my Estate, to Carey Ann Jones and Julie McElhiney in equal shares, with the issue of any deceased child representing his or her parent, per stirpes.

## ARTICLE VII

## DISINHERITANCE CLAUSE

7.1 I have given careful thought and consideration to the fact that two of my daughters, Janice Minton and June Marie McMahon, and my deceased daughter's (Joyce Lynn Harrell Hunt) children shall neither take nor inherit of and under my Will. I knowingly, intentionally, and expressly disinherit two of my daughters, Janice Minton and June Marie McMahon, and my deceased daughter's (Joyce Lynn Harrell Hunt) children from taking or inheriting of and under my Will. I may leave a letter stating the reasons for the disinheritance or initial disinheritance.

## ARTICLE VIII

## NO CONTEST CLAUSE

8.1 If any beneficiary(ies) named herein or other person challenges or contests this Will, I specifically request that that individual or other person be disinherited and receive nothing under my Will. If a court of competent jurisdiction orders that any amount be awarded to the contesting beneficiary or other person, the contesting beneficiary or other person shall pay all costs including reasonable attorneys' fees incurred (during the will contest litigation) by my Estate prior to any disbursement to the contesting beneficiary or other person, unless the court's judgment was for fraud, undue influence, duress, or lack of testamentary capacity. Nothing herein shall preclude the Personal Representative from pursuing a malicious prosecution or other claims against any person that contests this Will.

## ARTICLE IX

## PROVISIONS FOR COMMON DISASTER

9.1 In the event my daughter, Jill Painter, and I shall die simultaneously or under circumstances that make it difficult to determine which of us died first, or within thirty (30) days of one another, I direct that she be deemed to have survived me, for purposes of this Will in accordance with Tennessee Code Annotated Section 31-3-120, and I further direct that the provisions of this Will be construed upon that presumption, irrespective of any provision of law establishing a contrary presumption or requiring survivorship for a fixed period as a condition of taking property by inheritance.

## ARTICLE X

## SEVERABILITY CLAUSE

10.1 Should any paragraph or portion of this Last Will and Testament be ruled invalid, the remaining paragraphs or portions of this Last Will and Testament shall remain in effect.

## ARTICLE XI

## HEADINGS CLAUSE

11.1 The headings or captions used herein are for convenience only, and shall not be construed as limiting the construction of the provisions of this Last Will and Testament.

**IN WITNESS WHEREOF**, I have hereunto set my hand on this 18th day of January, 2016, to this my Last Will and Testament and have signed and initialed the seven pages of this document at the bottom thereof for the purpose of identification.

Joanne M. Adams
JOANNE M. ADAMS

SIGNED, DECLARED AND PUBLISHED by the above-named testator, Joanne M. Adams, as and for her Last Will and Testament, in our sight and presence, who signified to us, the attesting witnesses, that this instrument is her Last Will and Testament, consisting of seven pages; and we have hereunto affixed our signatures as attesting witnesses, at her request, in her sight and presence, and in the sight and presence of each other, this 18th day of January, 2016.

WITNESS:

Perry A. Craft
Signature

PERRY A. Craft
Printed Name

Holly Bowman
Signature

Holly Bowman
Printed Name

Sworn and subscribed before me this 18th day of January, 2016.

Notary Public

My commission expires: 6/25/17

TONYA BOWMAN STATE OF TENNESSEE NOTARY PUBLIC MAURY COUNTY

**AFFIDAVIT**

Perry A. Craft and Holly Bowman, being first duly sworn, do jointly and severally make oath as follows:

At the time of executing said Last Will and Testament, Joanne M. Adams was over the age of eighteen years and, in our opinion, was of sound mind and disposing memory and signed the Last Will and Testament as her free and voluntary act.

We are acquainted with Joanne M. Adams, who executed this Last Will and Testament, dated this 18th day of January, 2016, consisting of seven typewritten pages, at Nashville, Tennessee, by subscribing her name at the end thereof in the presence and sight of each of us. She declared the foregoing instrument to be her Last Will and Testament, and we have hereunto affixed our signatures as attesting witnesses, at her request and in her presence and sight, and in the presence and sight of each other, this 18th day of January, 2016.

WITNESS:

Perry A Craft
Signature

ADDRESS:

211 Donelson Pike, Ste 109
Address

Nashville, TN 37214
City, State and Zip

Holly Bowman
Signature

211 Donelson Pike, Suite 109
Address

Nashville, TN 37214
City, State and Zip

Sworn and subscribed before me this 18th day of January, 2016.

Notary Public

My commission expires: 6/25/17

TONYA BOWMAN
STATE OF TENNESSEE
NOTARY PUBLIC
MAURY COUNTY