Karen Johnson Davidson County
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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. **19P-1945**.

ESTATE OF WILLIAM JAMES KEELING JR.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 7th day of November in the year Two Thousand and nineteen.

RICHARD R. ROOKER, Clerk

By: _____ Deputy Clerk

19p1945

FILED

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RICHARD R. ROOKER, Clerk
By _____ Deputy

LAST WILL AND TESTAMENT
OF
WILLIAM JAMES KEELING

Prepared by: Ralph Carter, Esq.
MERRITT, FLEBOTTE, WILSON, WEBB & CARUSO PLLC
7101 Executive Center Drive, Suite 250
Brentwood, Tennessee 37027
(800) 445-7893

LAST WILL AND TESTAMENT
OF
WILLIAM JAMES KEELING

Introductory Clause. I, WILLIAM JAMES KEELING, a resident of and domiciled in the City of Nashville, County of Davidson and State of Tennessee, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils at any time heretofore made by me.

I am married to TERRA ANTONIO KEELING.

I have two living children: ANGIE JEFFERSON, born January 20, 1972 and JENNIFER KEELING, born April 29, 1976.

ITEM I

Direction to Pay Debts. I direct that all my legally enforceable debts, secured and unsecured, be paid as soon as practicable after my death.

ITEM II

Direction to Pay All Taxes from Residuary Estate. I direct that all estate, inheritance, succession, death or similar taxes (except generation-skipping transfer taxes) assessed with respect to my estate herein disposed of, or any part thereof, or on any bequest or devise contained in this my Last Will (which term wherever used herein shall include any Codicil hereto), or on any insurance upon my life or on any property held jointly by me with another or on any transfer made by me during my lifetime or on any other property or interests in property included in my estate for such tax purposes be paid out of my residuary estate and shall not be charged to or against any recipient, beneficiary, transferee or owner of any such property or interests in property included in my estate for such tax purposes.

ITEM III

General Bequest of Personal and Household Effects With a Mandatory Memorandum. I give and bequeath all my personal and household effects of every kind including but not limited to furniture, appliances, furnishings, pictures, silverware, china, glass, books, jewelry, wearing apparel, boats, automobiles, and other vehicles, and all policies of fire, burglary, property damage, and other insurance on or in connection with the use of this property, as follows:

(1) I may leave a written memorandum disposing of certain items of my tangible personal property. Any such item of tangible personal property shall pass according to the terms of such memorandum in existence at the time of my death. If no such written memorandum is found or identified by my Executor within ninety (90) days after my Executor's qualification, it shall be conclusively presumed that there is no such memorandum and any subsequently

discovered memorandum shall be ineffective. Any property given and devised to a beneficiary who is not living at the time of my death and for whom no effective alternate provision has been made shall pass according to the provisions of the following paragraph, and not pursuant to any anti-lapse statute.

(2) In default of such memorandum, or to the extent such memorandum does not completely or effectively dispose of such property, and subject to any specific bequest of tangible personal property or personal effects in this Last Will and Testament, I give and bequeath the rest of my personal and household effects of every kind to my wife, TERRA ANTONIO KEELING, if she shall survive me. If my wife shall fail to survive me, then I give and bequeath such property in equal shares to my children; provided, however, that the then surviving issue of a deceased child shall take per stirpes the share such deceased child would have taken had s/he survived me. If my beneficiaries do not agree to the division of the property among themselves, my Executor shall make such division among them, the decision of my Executor to be in all respects binding upon such beneficiaries. If any beneficiary hereunder is a minor, my Executor may distribute such minor's share to such minor or for such minor's use to any person with whom such minor is residing or who has the care or control of such minor without further responsibility and the receipt of the person to whom it is distributed shall be a complete discharge of my Executor.

ITEM IV

Outright Gift of All Property to Wife, Contingent Gift to Issue. I give, devise and bequeath all the rest, residue and remainder of my property of every kind and description (including lapsed legacies and devises) wherever situate and whether acquired before or after the execution of this Will, absolutely in fee simple to my wife, TERRA ANTONIO KEELING, if she shall survive me. If she shall not survive me, then I give, devise and bequeath all of the property to my surviving children in equal shares, provided, however, the then living issue of a deceased child of mine shall take per stirpes the share their parent would have taken had he or she survived me.

ITEM V

Naming the Executor, Executor Succession, Executor's Fees and Other Matters. The provisions for naming the Executor, Executor succession, Executor's fees and other matters are set forth below:

(1) **Naming an Individual Executor.** I hereby nominate, constitute and appoint as Executor of this my Last Will and Testament TERRA ANTONIO KEELING and direct that she shall serve without bond.

(2) **Naming Individual Successor or Substitute Executor.** If my individual Executor should fail to qualify as Executor hereunder, or for any reason should cease to act in such capacity, the successor or substitute Executor who shall also serve without bond shall be ANGIE JEFFERSON.

Initials:_____

(3) **Fee Schedule for Individual Executor.** For its services as Executor, the individual Executor shall receive reasonable compensation for the services rendered and reimbursement for reasonable expenses.

ITEM VI

Definition of Executor. Whenever the word "Executor" or any modifying or substituted pronoun therefor is used in this my Will, such words and respective pronouns shall include both the singular and the plural, the masculine, feminine and neuter gender thereof, and shall apply equally to the Executor named herein and to any successor or substitute Executor acting hereunder, and such successor or substitute Executor shall possess all the rights, powers and duties, authority and responsibility conferred upon the Executor originally named herein.

ITEM VII

Powers for Executor. By way of illustration and not of limitation and in addition to any inherent, implied or statutory powers granted to Executors generally, my Executor is specifically authorized and empowered with respect to any property, real or personal, at any time held under any provision of this my Will: to allot, allocate between principal and income, assign, borrow, buy, care for, collect, compromise claims, contract with respect to, continue any business of mine, convey, convert, deal with, dispose of, enter into, exchange, hold, improve, incorporate any business of mine, invest, lease, manage, mortgage, grant and exercise options with respect to, take possession of, pledge, receive, release, repair, sell, sue for, to make distributions or divisions in cash or in kind or partly in each without regard to the income tax basis of such asset, and in general, to exercise all the powers in the management of my Estate which any individual could exercise in the management of similar property owned in his or her own right, upon such terms and conditions as to my Executor may seem best, and to execute and deliver any and all instruments and to do all acts which my Executor may deem proper or necessary to carry out the purposes of this my Will, without being limited in any way by the specific grants of power made, and without the necessity of a court order.

ITEM VIII

State Law to Govern. This Last Will and Testament shall be construed, regulated and governed by and in accordance with the laws of the State of Tennessee.

ITEM IX

Discretion Granted to Executor in Reference to Tax Matters. My Executor as the fiduciary of my estate shall have the discretion, but shall not be required when allocating receipts of my estate between income and principal, to make adjustments in the rights of any beneficiaries, or among the principal and income accounts to compensate for the consequences of any tax decision or election, or of any investment or administrative decision, that my Executor believes has had the effect, directly or indirectly, of preferring one beneficiary or group of beneficiaries over others; provided, however, my Executor shall not exercise its discretion in a manner which would cause the loss or reduction of the marital deduction as may be herein provided. In determining the state or federal estate and income tax liabilities of my estate, my

Initials:_____

Executor shall have discretion to select the valuation date and to determine whether any or all of the allowable administration expenses in my estate shall be used as state or federal estate tax deductions or as state or federal income tax deductions and shall have the discretion to file a joint income tax return with my wife.

ITEM X

Definitions of Family. The following definitions shall be used to define the family:

(1) **Definition of Children.** Unless specifically limited elsewhere herein, for purposes of this Will, "children" means the lawful blood descendants in the first degree of the parent designated; and "issue" and "descendants" mean the lawful blood descendants in any degree of the ancestor designated. The terms "child," "children," "issue," "descendant" and "descendants" or those terms preceded by the terms "living" or "then living" shall include the lawful blood descendant in the first degree of the parent designated even though such descendant is born after the death of such parent.

(2) **Definition of Per Stirpes.** The term "per stirpes" as used herein has the identical meaning as the term "taking by representation" as defined in the Tennessee Probate Code.

ITEM XI

Simultaneous Death Provision Presuming Beneficiary Predeceases Testator and Beneficiary Survivorship Requirement. If any beneficiary and I should die under such circumstances as would make it doubtful whether the beneficiary or I died first, or if a beneficiary hereunder shall fail to survive me by Sixty (60) days, then it shall be conclusively presumed for the purposes of this Will that the beneficiary predeceased me and the share of such beneficiary shall be distributed under the remaining provisions of this Last Will and Testament.

Initials:_____

Testimonium Clause. IN WITNESS WHEREOF, hereunto this, my Last Will and Testament, I have set my hand this the 24 day of Sept, 2010.

William J. Keeling

WILLIAM JAMES KEELING

Attestation Clause. The foregoing Will was this the 24 day of Sept, 2010, signed, sealed, published and declared by the Testator as and for his Last Will and Testament in our presence, and we, at his request and in his presence, and in the presence of each other, have hereunto subscribed our names as witnesses on the above date.

Janice M Johnson	Peggie Wilson
Witness	Witness
Janice M Johnson	Peggie Wilson
Print Name	Print Name
1639-11th Ave No.	2701 O-Neal Drive NW, Wilson 27893
Address (No., Street, City, State, Zip)	Address (No., Street, City, State, Zip)

PROOF OF WILL

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON) Self-Proving Affidavit

We, WILLIAM JAMES KEELING, and Dessa Antonia Keeling and William J. Keeling, the Testator and the witnesses, respectively, whose names are signed to the attached or foregoing instrument, being first duly sworn, do hereby declare to the undersigned authority that the Testator signed and executed the instrument as his Last Will and that he had signed willingly (or willingly directed another to sign for him), and that he executed it as his free and voluntary act for the purposes therein expressed, and that each of the witnesses, in the presence and hearing of the Testator, and in the presence of each other, signed the Will as witness and to the best of our knowledge the Testator was at that time eighteen years of age or older, of sound mind, and under no constraint or undue influence.

William J. Keeling
WILLIAM JAMES KEELING

Jennie L Johnson
Witness

Peggie Wilson
Witness

Subscribed, sworn to, and acknowledged before me by WILLIAM JAMES KEELING, the Testator and Jennie L Johnson and Peggie Wilson, witnesses, this the 21st day of September 2010

Jannie H Perry (Seal)
Notary Public for Tennessee

My Commission Expires: Nov. 4, 2010

JANNIE H. PERRY
NOTARY PUBLIC
STATE OF TENNESSEE
DAVIDSON COUNTY, TENN.

Initials:_____