STATE OF TENNESSEE

Karen Johnson Davidson County
Batch# 317936 WILL
11/20/2019 03:04:56 PM 18 pgs
Fees: $92.00 Taxes: $0.00
20191120-0120079

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 LAST WILL AND TESTAMENT heretofore filed in the SEVENTH Circuit Court for Davidson County, Tennessee, on the 06 day of SEPTEMBER, 2018, in Docket Number 18P1520, IN RE: TAYLOR, CARMELIA G. ET.AL, as same remains of record in 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 20 day of NOVEMBER in the year 2019 and in the 243 year of American Independence.

RICHARD R. ROOKER, Clerk,

[SEAL]

RICHARD R. ROOKER CIRCUIT COURT CLERK

By: _____
Deputy Clerk

Copy

18P1520

FILED
SEP 06 2018
ROYCE ROOKER Clerk
By Jerry

LAST WILL AND TESTAMENT
OF
CARMELIA G TAYLOR

I, **CARMELIA G TAYLOR** a resident of Nashville, Davidson County, Tennessee, being of sound mind and disposing memory, do hereby make, publish and declare this as my Last Will and Testament hereby revoking any and all wills and codicils heretofore made by me

ARTICLE I
INTRODUCTORY PROVISIONS

1 1 I nominate and appoint **ROBERT C GOLDSBY** as Executor of my Estate If such named Executor should predecease me or be unable or unwilling to serve as Executor of my Estate then I nominate and appoint **YVETTE J BOYD** as Executor of my Estate I direct that no bond shall be required of my Executor

1 2 Should a Trustee be required under this Will such Trustee shall be appointed by my Executor No bond shall be required of such Trustee, unless made a condition of the appointment In no event shall any Trustee have any authority to approve any distribution to, or other action for the benefit of, such Trustee the creditors of such Trustee, the estate of such Trustee or the creditors of the estate of such Trustee

1 3 Whenever the terms Executor ' Executrix, ' Trustee," or ' Co-Trustee are used herein they shall be deemed to apply to the party or parties acting and any reference to such party or parties in one gender shall be deemed to mean the proper gender

1 4 The term 'Internal Revenue Code shall refer to the Internal Revenue Code of 1986 or its successor provisions

Carmelia G Taylor

EXHIBIT
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ARTICLE II
BEQUEST OF PERSONAL EFFECTS

2 1 I devise to **ROBERT C GOLDSBY**, if he survives me, all items of tangible personal property personal effects, household contents, and automobiles as I own at the time of my death If **ROBERT C GOLDSBY** does not survive me, then those properties shall pass as a part of my Residuary Estate with the Executor having the right, but not the obligation, to distribute specific items without significant monetary value as I would have done If, in the discretion of my Executor, any of such property is not suitable for delivery, the Executor may retain such property in safekeeping for future distribution, or may sell such property and add the proceeds to my Residuary Estate, defined below in **Article III**

ARTICLE III
BEQUEST OF RESIDUARY ESTATE

3 1 I hereby give, devise and bequeath all the rest, residue and remainder of my property, real, personal, and mixed tangible and intangible, of whatever kind and character, and wheresoever located, including the proceeds of any insurance policies payable to my estate or my Executor (in this Will referred to as my '**Residuary Estate**") outright and free of trust to **ROBERT C GOLDSBY** if he survives me

3 2 If **ROBERT C GOLDSBY** does not survive me, then I hereby give, devise and bequeath my Residuary Estate as follows

(i) Fifty percent (50%) outright and free of trust to **YVETTE J BOYD**, if she survives me,

(ii) Thirty percent (30%) outright and free of trust to **GREGORY A CLARK**, if he survives me, and

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(iii) Twenty percent (20%) outright and free of trust to the **TENNESSEE STATE UNIVERSITY FOUNDATION**, to be used specifically for the football program

(iv) Should no beneficiary named above in this 3 2 survive to take under any of the shares in (i) – (iii) above, then such share or shares shall pass pro rata to those shares where there are those who survive to take

3 3 My Executor, in his discretion, shall assign assets to the respective shares above in order to attain the percentages as closely as practical, understanding that it is unlikely to be possible to assign the exact amounts to reach the precise percentages as set forth above

ARTICLE IV
POWERS OF FIDUCIARIES

4 1 My Executor and Trustee shall have all the powers enumerated in Tennessee Code Annotated Section 35-50-110 and the introductory paragraph and all subparagraphs thereof, which to the extent not inconsistent with the express provisions hereof are hereby incorporated herein by reference as fully as though copied herein verbatim except that subparagraphs 1 through 4 of such Section shall apply only to my Executor

4 2 I hereby authorize my Executor in such Executor's discretion, within nine (9) months after the date of the transfer which created an interest in me, to disclaim in whole or in part any bequest or devise or any interest in any bequest or any Trust provided for my benefit under the Will of any person or under any trust established for my benefit at any time

4 3 The fiduciaries shall be authorized to maintain funds on deposit, whether as checking or savings accounts, certificates of deposit money market accounts or otherwise, in any banking institution, the deposits of which are insured by the Federal Deposit Insurance Corporation, or similar government-sponsored insurance in the future regardless of whether the

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amount of such funds so deposited may exceed the amount of such insurance available at such banking institution

4 4 The fiduciaries shall have the right consistent with the provisions of Tennessee Code Annotated Section 35-3-117 and regardless of any other provisions of this will or of any law, now or hereafter in effect, to invest in any form of assets or investments, including but not limited to, stocks, bonds, mutual funds, money market accounts and real and personal property The Trustee shall have the right to retain any assets, including without limitation real property, notes deeds of trust or mortgages, distributed into the Trust or arising from such assets distributed into the Trust, regardless of whether such assets would otherwise fit the criteria for inclusion in a trust

4 5 If I am engaged in any business activity as of the date of my death, I expressly grant the Executor or Trustee as appropriate the authority to continue, expand, contract, sell or close such business in such fiduciary s discretion, and to take all actions reasonable or necessary to do so I further waive any requirements on the Executor or Trustee as to diversification of investments to the extent that they may elect to continue any such business

4 6 I recognize that my Executor or Trustee 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, and any Trust of which such person is a Trustee, be used to indemnify and hold my Executor, or such Trustee, 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 any Trust or Trust Share held hereunder, or (ii) the investment of the assets with respect to my Estate, or any Trust or Trust Share

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4 7 My Executor and any Trustee 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 Executor or Trustee, to advise or assist my Executor or Trustee 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 Executor or Trustee in the practice of law, accounting or other professions

4 8 It is my intention that my fiduciaries shall have the right to be properly compensated for their service Any corporate fiduciary shall be entitled to charge for fees and expenses in amounts consistent with those generally charged by reputable corporate fiduciaries for such services in the area where such corporate fiduciary is located Any individual fiduciary shall be entitled to charge for fees and expenses in amounts consistent with those generally charged by reputable corporate fiduciaries in the area where such individual fiduciary's office is located

4 9 Whenever under this Will any fiduciary, including, but not limited to an Executor or Trustee, is granted the right to take action in such fiduciary's 'discretion', then such 'discretion' shall mean the sole and absolute discretion of such fiduciary, except as limited by the specific language of this Will 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 Will and specific provisions of law applicable to such decisions

4 10 The powers granted to an Executor or Trustee under this Will, including, without limitation, powers to distribute or accumulate income and to encroach upon principal, shall not constitute a general power of appointment The powers granted to an Executor or Trustee under

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this Will, including, without limitation, powers to distribute or accumulate income and to encroach upon principal, shall not include any power which would cause the inclusion of any of such income or principal in the gross estate of such Executor or Trustee pursuant to Sections 2036, 2037, 2038 or 2041 of the Internal Revenue Code, or its successor provisions No Executor or Trustee shall have the right under this Will to participate in any decision to distribute or accumulate income or to encroach for the benefit of such Executor or Trustee, the creditors of such Executor or Trustee, the estate of such Executor or Trustee, the creditors of the estate of such Executor or Trustee, or to satisfy the legal obligations of such Executor or Trustee Further, no Executor or Trustee shall participate in any decision to distribute or accumulate income or to encroach for the benefit, or to satisfy the legal obligations of support, of such Executor or Trustee

4 11 Should any trust created under this Will be funded with the stock of an S Corporation (as defined under Section 1361 of the Internal Revenue Code as amended), then the fiduciaries shall have the authority, with the agreement of the beneficiaries for whom such trust is being held, to divide such trust into two or more trusts, with any such trusts holding S Corporation stock containing all provisions necessary so as to hold S Corporation stock as a qualified S Corporation shareholder and for such trust to be a Qualified Subchapter S Trust (or 'QSST") as defined in Section 1362(c)(2) of the Internal Revenue Code, as amended, which provisions shall include under current law that (i) during the life of the current income beneficiary there can only be one income beneficiary, (ii) the current income beneficiary must be a U S citizen or resident, (iii) all income is, or is required to be, distributed currently to the income beneficiary, (iv) distributions of principal during the current income beneficiary's life can only be made to that beneficiary, (v) the current income beneficiary s income interest must

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terminate on the earliest of the current income beneficiary's death, or the termination of the trust, and (vi) if the trust terminates during the current income beneficiary's life, the trust's assets are all distributed to the current income beneficiary Should any question arise as to the creation or provisions of such trusts, the fiduciaries shall be entitled to apply to the court having jurisdiction over such trusts to obtain an order as to such matters, including, without limitation, amendment as allowed by law

4 12 Should any trust created under this Will be funded with the assets from an Individual Retirement Account (as defined under Section 408 of the Internal Revenue Code), or a qualified retirement account, (as defined under Sections 401-407 of the Internal Revenue Code), herein collectively referred to as Retirement Plan Assets, ' then the fiduciaries shall have the authority, with the agreement of the beneficiaries for whom such trust is being held, and/or approval of the court having jurisdiction of such trust, to divide such trust into two or more trusts, with any such trusts to receive and hold Retirement Plan Assets containing all provisions required to receive and hold Retirement Plan Assets while still qualifying as a ' Designated Beneficiary' as defined in Section 401(a)(9)(E) of the Internal Revenue Code, so as to have the right to adopt the longer measuring life of the beneficiary of each such trust Should any question arise as to the creation or provisions of such trusts, the fiduciaries shall be entitled to apply to the court having jurisdiction over my estate or such trusts to obtain an order as to such matters, including, without limitation, amendment as allowed by law under Tennessee Code Annotated Section 32-3-114

4 13 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

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discretion), the fiduciary shall have the authority to file appropriate pleadings, at the expense of the Estate or Trust, as applicable, in the court having jurisdiction of such estates or trusts to obtain a decision by such court as to any such matter

4 14 At anytime when it shall become necessary to divide assets between any of the beneficiaries herein named, or within any Trust or Trust Share created herein, or to distribute any of said assets, such division or distribution shall be made in such manner as the Executor or Trustee, as the case may be, deems proper and may be made in cash or in kind or partly in cash and partly in kind The judgment of the Executor or Trustee, as the case may be, on the relative value of assets shall be binding and conclusive on all parties interested Further, in making distribution of assets the Executor or Trustee, as the case may be, shall not be required to distribute a particular asset pro rata to all beneficiaries entitled to receive a distribution, and the Executor or Trustee, as the case may be may make division and distribution of assets without regard to the basis of such assets for Federal or state income tax purposes

4 15 My fiduciaries are authorized and requested, but not required, to exercise their discretion to minimize the income taxes payable on the income received by the estate or trust, or its beneficiaries, as applicable Such discretion shall include, without limitation, consideration of the levels of taxable income at which the estate or trust will be taxed at a higher rate than an individual, or at a higher rate than another form of entity, as a taxpayer Such discretion may include, but is not limited to, creation or consideration of alternate forms of entities to receive distributions

4 16 To the extent that charitable bequests are funded from my Estate, then I direct my fiduciaries to first use assets subject to Code Section 691, if any, in funding such bequests

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4 17 Any Trust created under this Will is created in the State of Tennessee The laws of the State of Tennessee shall govern the validity, construction, and interpretation of its provisions, the validity of the Trust or Trust Shares created herein, and the administration of the accounting for such Trust or Trust Shares for so long as the Trustee does not change the situs of this Trust (or any Trust Share created herein) to another state

4 18 Anything in this Will to the contrary notwithstanding, the Executor, in his discretion, shall have the right, but not the obligation, in the disbursement of any devise or bequest, or any income or principal to a beneficiary under this Will to establish a trust or trust share on such terms as the Executor deems reasonable or necessary allowing the use thereof for the benefit of the beneficiary which shall include, but not be limited to, petitioning a court of competent jurisdiction to establish a third-party discretionary non-support spendthrift supplemental needs trust or other such relief as is appropriate, and pending a ruling by the court withhold the trust or estate property, as applicable, otherwise distributable, in trust or otherwise, to such beneficiary If any such beneficiary should disagree with any decision made by the Executor as provided in this 4 18 the beneficiary shall have the right to file appropriate pleadings in the court having jurisdiction over this estate or applicable trust to obtain a decision by such court as to any such matter The Executor s expenses of any such proceedings shall be an expense of the estate

4 19 Without limiting the general grant of authority and power to my Executor in my Will, I grant to my Executor any and all authority, power and access to any and all of my digital assets, including but not limited to documents, photographs, music, videos, movies, notes, records, memoranda, electronic communications and other information, data and records of all types, kinds and formats (collectively my **Digital Estate**") stored on any Device or in any

Carmelia H Taylor

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server or in the "cloud' or elsewhere My Executor may access, manage, transfer, deactivate, delete and take any and all other actions without limitation regarding my Digital Estate

My Executor is also granted all authority, power and access over and to any digital and/or electronic device or equipment (collectively '**Device**") owned or used by me and may access any and all of my Digital Estate on any Device

By granting my Executor this authority, power and access over my Digital Estate and any Device, I expressly provide that my Executor

(i) has the same authority power and access as I have,

(ii) has my lawful consent as an account holder or authorized user, and

(iii) is authorized as a user of any account, Device or other repository of my Digital Estate

ARTICLE V
PAYMENT OF DEBTS, EXPENSES AND TAXES

5 1 I direct that all of my legally enforceable debts, (except debts secured by mortgages or other security instruments, which may be paid off or retained in the discretion of my Executor), including funeral and testamentary expenses and expenses of my last illness, be paid as soon as may be convenient after my death I further direct that all estate, inheritance and other taxes of the same nature (except any generation-skipping taxes imposed by the Internal Revenue Code or by any state) which are payable because of my death, including any interest or penalties thereon with respect to the property comprising my estate for such tax purposes, whether or not such property passes under this Will and whether such taxes are payable by my estate or by any recipient or beneficiary of any such property, shall be paid entirely out of my

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Residuary Estate as an expense of administration and without apportionment, and with no right of reimbursement from any recipient or beneficiary of any such property

5 2 My Executor is specifically authorized, in my Executor's discretion, to apply the proceeds from any insurance policies on my life which are payable to my estate in paying debts, expenses of administration and taxes notwithstanding the provisions of any state law to the contrary, provided, however, that this provision shall not be construed so as to make the proceeds of any insurance subject to debts taxes or expenses or to waive the exemption as provided in Tennessee Code Annotated Section 56-7-201, or successor provisions

ARTICLE VI
PROVISIONS FOR COMMON DISASTER

6 1 In the event any legatee, devisee or other beneficiary under this Will and I shall die simultaneously or under circumstances which make it difficult to determine which of us died first I direct that such beneficiary shall be deemed to have predeceased me for the purposes of this Will, and I direct further that the provisions of this Will be construed upon that assumption, 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 VII
SPENDTHRIFT TRUST

7 1 Any Trust or Trust Share herein created shall be a spendthrift trust to the full possible extent allowed by law I direct that no part of any Trust or Trust Share herein created, nor the income therefrom, is to be subject to execution or other legal process for any obligation of any beneficiary or subject to the claims of creditors of any beneficiary in any manner, nor shall any beneficiary have the power to sell or mortgage or encumber same, or any part thereof, nor anticipate the same, nor any part thereof by assignment or otherwise Likewise, no fiduciary

Camelia K. Taylor

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hereunder shall be required to exercise any discretion herein granted to satisfy any obligation of any beneficiary to any third party

ARTICLE VIII
WAIVER OF FILINGS

8 1 I hereby waive the requirement that my Executor file an inventory or accounting of my estate with the court having probate jurisdiction over my estate This waiver shall include, but not be 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 IX
ADMINISTRATION OF REAL PROPERTY

9 1 I direct pursuant to Tennessee Code Annotated Section 31-2-103 that any interests in real property which I may own at my death be administered as part of my estate subject to the control of my personal representative, who shall have full power to grant, bargain, sell convey, lease, encumber, manage, and otherwise deal in any lawful manner with said real property at any time during the administration of the estate in the discretion of my personal representative without the approval or joinder of any beneficiary and without the necessity of any person or entity looking to the application of any proceeds that may or might result from any acts of my personal representative in the premises, provided, however, that the provisions of this Article shall not have the effect of revoking or varying any written agreement entered into during my lifetime as to the ownership use, descent or rights in or to, any real property

Camelia H. Taylor

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ARTICLE X
DISCLAIMERS

10 1 Any beneficiary, or any beneficiary's personal representative, if such beneficiary shall fail to survive me for the time period granted for disclaimers by Tennessee Code Annotated Section 31-1-103, is hereby authorized to disclaim all or any part of such beneficiary's interest in my estate under this Will or otherwise After any disclaimer or release, the interest disclaimed shall pass as though the disclaimant had predeceased me and shall be held, administered and distributed according to the terms and conditions as set forth therein

IN WITNESS WHEREOF, I have hereunto set my hand on this 20th day of March, 2015, to this my Last Will and Testament and have signed the foregoing twelve (12) pages at the bottom thereof for the purpose of identification

Carmelia G Taylor

CARMELIA G TAYLOR

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Signed, published and declared by the said **CARMELIA G TAYLOR**, being of sound mind and disposing memory, as and for her Last Will and Testament, consisting of fourteen (14) pages including this page in the presence and sight of us, present at the same time, who at her request, in her presence and sight and in the presence and sight of each other, have subscribed our names as attesting witnesses on the day and year last written above

WITNESS	ADDRESS
Heather Martin	1810 Brian St Lebanon, TN 37087
Falecha Dutton	3805 Moss Rose Dr Nashville, TN 37216

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AFFIDAVIT

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Heather Martin and Faleeha Outen being severally duly sworn, depose and say that

We are acquainted with the said **CARMELIA G TAYLOR**, who executed this annexed Last Will and Testament, consisting of fourteen (14) typewritten pages, dated the 20th day of March, 2015 on that date, at Nashville Tennessee, by subscribing her name at the end thereof in the presence and sight of each of us

At the time of subscribing said Will **CARMELIA G TAYLOR**, declared the instrument so subscribed by her to be her Last Will and Testament, and we thereupon signed our names as witnesses at the end of said instrument at her request and in her presence and sight, and in the presence and sight of each other

At the time of executing said Last Will and Testament, **CARMELIA G TAYLOR**, was over the age of eighteen (18) years and in our opinion was of sound mind, memory and understanding and not under restraint or in any respect incompetent to make a Last Will and Testament

This Affidavit is made at the request of the said **CARMELIA G TAYLOR**

Heather Martin

Faleeha Outen

Sworn and subscribed before me this the 20th day of March, 2015

Lisa C Woodruff

NOTARY PUBLIC

My Commission Expires

LISA C. WOODRUFF STATE OF TENNESSEE NOTARY PUBLIC RUTHERFORD COUNTY COMMISSION EXPIRES AUG 18 2018

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CODICIL TO LAST WILL AND TESTAMENT

OF

CARMELIA GOLDSBY-TAYLOR

FILED
SEP 06 2018
RICHARD ROOKER, Clerk
By [illegible] Deputy

I, **Carmelia Goldsby-Taylor**, a resident of Davidson County, Nashville, Tennessee, of sound mind, do hereby make, publish and declare this to be my CODICIL to my Last Will and Testament, dated 01-27, 2018

1 I give, devise and bequeath to GREGORY CLARK, of Davidson, County, Nashville, Tennessee my personal automobile as identified hereto sayeth, a 2004 BMW 745Li, Vehicle Identification Number (VIN) **WBAGN63424DS51521**,Color White, said vehicle being the same as registered with the Tennessee Department of Revenue, Davidson County, Nashville, Tennessee Clerk's Office and Certificate of Vehicle Registration

cgt

2 Otherwise, I hereby confirm and republish my will dated, 01-27, 2018 in all respects other than those herein mentioned

IN WITNESS WHEREOF, I have placed my initials on the left hand margin of each page of this instrument and have hereunto set my hand this 01-27 day of January, 2018

Carmelia G. Taylor
Testator

The foregoing instrument was by **CARMELIA GOLDSBY-TAYLOR**, published and declared as and for her Codicil to her Last Will and Testament in our presence, and in the presence of each of us, and we, at the same time, and at her request, and in her presence, and in the presence of each other, have hereunto subscribed our names as attesting witnesses on the day and year last above written

Witnesses — Addresses

Carmen Johnson, residing at 804 W Ward St Paris TN 38242

Denise A Rees residing at 4126 Ames Court Nashville TN 37218

EXHIBIT
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STATE OF TENNESSEE)
) SS
COUNTY OF DAVIDSON)

Before me, the undersigned authority, on this day personally **appeared Carmelia Goldsby-Taylor, Oretha D Bowers**, and **Carnell Williams**, known to me to be the Testator and the witnesses, respectively, whose names are subscribed to the foregoing instrument in their respective capacities, and, all of said persons being by me first duly sworn, said Testator, declared to me and to the said witnesses in my presence that said instrument is her Codicil to her Last Will and Testament, and that she had willingly made and executed it as her free and voluntary act and deed for the purposes therein expressed, and that said witnesses, each on his oath stated to me, in the presence and hearing of the said Testator, that the said Testator had declared to them that said instrument is his Codicil to her Last Will and Testament, and that she executed same as such and wanted each of them to sign it as a witness, and upon their oaths each witness stated further that they did sign it as witnesses in the presence of each other and in the presence of the Testator and at her request, and that said Testator at that time possessed the rights of majority, was of sound mind and under no restraint

Carmelia H Taylor
Testator

Oretha D. Bowers
Witness

Carnell Williams
Witness

Witness

Subscribed, acknowledged and sworn to before me by Carmelia Goldsby-Taylor Testator, Oretha D Bowers + Carnell Williams, and _____, witnesses, this 27th day of January, 2017

Notary Public

My Commission Expires July 06, 2020

MARILYN YVETTE ALFORD
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY