STATE OF TENNESSEE

Karen Johnson Davidson County
Batch# 430264 WILL
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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 17 day of JUNE, 2020, in Docket Number 20P759, IN RE: ALLISON, EARLYNE SMITH, 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 26 day of JUNE in the year 2020 and in the 243 year of American Independence.

RICHARD R. ROOKER CIRCUIT COURT CLERK

RICHARD R. ROOKER, Clerk,

By: _____
Deputy Clerk

[SEAL]

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20P759

FILED

JUN 17 2020

RICHARD R. ROOKER, Clerk
By DLC Deputy

STATE OF ALABAMA
LAUDERDALE COUNTY

I, Amy D. LeMay, Clerk of the Probate Court of Lauderdale County, Alabama, do hereby certify that Will Motlow, whose name is signed to the preceding certificate, is the Judge of the Probate Court of Lauderdale County, Alabama, and is the presiding Judge of said Court, duly elected and sworn, that the signature of the said Judge to the said Certificate is genuine.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of the said Court, this the **9th** day of **April, 2020.**

Amy D. LeMay

CLERK OF THE PROBATE COURT OF
LAUDERDALE COUNTY, ALABAMA

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STATE OF ALABAMA)

JACKSON COUNTY)

LAST WILL AND TESTAMENT

OF

EARLYNE SMITH ALLISON

I, **EARLYNE SMITH ALLISON,** a resident of Jackson County, State of Alabama, being of sound and disposing mind and memory, do make, publish and declare this instrument as and for my Last Will and Testament, hereby revoking any and all other Wills and Codicils thereto heretofore made by me.

ITEM ONE

I direct that all my just debts, the expenses of my last illness and funeral, and the costs of administration of my estate shall be paid out of my residuary estate by my Personal Representatives hereinafter named as soon as practicable after my death.

In the event, however, that any real property or interest therein which passes either under this Will or by operation of law outside this Will shall be encumbered by a mortgage indebtedness, it is my intention that such indebtedness shall not be charged to or paid from my estate, but that the devisee or joint owner taking by survivorship (or the beneficiary receiving such property or interest therein) shall take it subject to all encumbrances existing at the time of my death.

ITEM TWO

In the event my daughter, **ANDREA A. FLIPPEN,** survives me by five (5) days, I give and devise to the Trustees then serving of **THE FLIPPEN FAMILY TRUST (2007),** absolutely and free from trust, all household furniture, furnishings and effects (including, without limitation, appliances, rugs, pictures, paintings, books, silver, china, antiques and objects of art),

EBA (Initial)

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personal effects (including, without limitation, wearing apparel, jewelry, and all other articles of personal use or ornament), automobiles or other motor vehicles, together with all policies of insurance thereon. If my said daughter does not survive me by five (5) days, then I give and devise all of the aforesaid property, in equal shares, to those of my grandchildren, **MURPHREE SHAW FLIPPEN, JR., JERALD EDWIN FLIPPEN,** and **JOHN ALLISON FLIPPEN,** who shall survive me by five (5) days.

ITEM THREE

I give and devise all of the rest, residue and remainder of my estate, of whatsoever kind and character and wheresoever located (the whole of such property being hereinafter sometimes called my "residuary estate"), to **THE FLIPPEN FAMILY TRUST (2007),** dated December 26, 2007, (hereinafter referred to as the "Trust") (which said Trust was executed by me prior to the execution of this Last Will and Testament), to be held by my Trustees in trust for the uses and purposes, upon the terms and conditions, and with the powers and duties as set forth in said Trust as in effect at the time of my death. If for any reason the said Trust shall not be in existence at the time of my death, then and in that event I give and devise all of my residuary estate as herein described to the Trustee(s) last serving (or his/her/their successor if unable to serve) under said Trust to be held, managed, administered and distributed upon the terms and conditions which are contained in such Trust; and for this purpose, I do hereby expressly incorporate by reference into this Last Will and Testament all of the terms and conditions of such Trust.

Furthermore, I authorize and empower my Personal Representatives, during the administration of my estate and prior to the distribution thereof to the Trustees of such Trust, to make any payments or distributions to the beneficiaries thereof which the Trustees are authorized to make under the terms of such Trust.

 EAA (Initial)

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ITEM FOUR

I direct that all state and federal estate and inheritance taxes, if any (including interest and penalties thereon), which are payable by reason of my death and imposed with respect to any property or interest comprising my estate for such tax purposes, and regardless of whether such property or interest passes under this Will, or otherwise, shall be paid as an administration expense, without apportionment, out of my residuary estate.

ITEM FIVE

My Personal Representatives, whether original or successor, shall hold and manage such property as the Personal Representatives may acquire pursuant to the power and authority given to the Personal Representatives (all of which for convenience will hereinafter be referred to as "said estate"), with the following powers and authority:

(a) To sell, exchange, transfer or convey, either before or after option granted, all or any part of said estate, upon such terms and conditions as the Personal Representatives may see fit; to invest and reinvest said estate and the proceeds of sale or disposal of any portion thereof, in such loans, stocks, bonds, notes, mortgages, undivided interests, interests in investment trusts, mutual funds, legal and discretionary common trust funds, or other securities or property, real or personal, whether so-called "legal" investments of estate funds, or not, as to the Personal Representatives may seem suitable, and to change investments and to make new investments from time to time as the Personal Representatives may deem necessary or desirable.

(b) To lease any real estate constituting a part of said estate for a term beyond the possible termination of any trust, or for any less term, either with or without option of purchase, and to exchange, release, partition, vacate, or adjust the boundaries of any such property; to subdivide and develop real estate; to grant easements, rights-of-way, licenses and other interests in real estate; to dedicate real estate for any purpose in connection with the development of any real estate, and to change the use of any real estate to residential, recreational, commercial, or other usage; and to make all repairs and improvements at any time deemed necessary and proper to and upon real estate; to build, construct and complete any building or buildings upon such property which in the Personal Representatives' discretion and judgment may be deemed advisable and proper and for the best interests of the said estate and the beneficiaries hereunder, and to determine the extent to which the cost of such repairs and improvements shall be

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apportioned as between principal and income; to demolish and remove any buildings or other improvements on any real estate.

(c) To borrow money for such time and upon such terms as the Personal Representatives may see fit, without security, or on mortgage of any real estate or upon pledge of any personal property held by the Personal Representatives hereunder, and to execute mortgages or pledge agreements therefor.

(d) To hold any property or securities originally received by the Personal Representatives as a part of said estate so long as the Personal Representatives shall consider the retention thereof for the best interests of said estate, irrespective of whether such property or securities are a so-called "legal" investment of estate funds, without liability for depreciation or loss through error of judgment, and in disposing of any property constituting a part of said estate to acquire other property which is not a so-called "legal" investment of estate funds where such course is in the Personal Representatives' opinion for the best interests of said estate.

(e) To determine whether any money or property coming into the Personal Representatives' hands shall be treated as a part of the principal of said estate or a part of the income therefrom, to apportion between such principal and income any loss or expenditure in connection with said estate as to the Personal Representatives may seem just and equitable, and to set up reserves out of income to meet such items of depreciation, obsolescence, future repairs or construction, or amortization of indebtedness, deemed by the Personal Representatives to be a proper charge against income.

(f) To keep any property constituting a part of said estate properly insured against fire, casualty, or other liability, to pay all taxes or assessments, mortgages or other liens now or hereafter resting upon said property, and generally to pay all of the expenses incurred in the exercise of the powers herein vested in the Personal Representatives which in the Personal Representatives' judgment may be proper or necessary.

(g) To make divisions and distributions hereunder provided for either in cash or in kind, or partly in cash and partly in kind, and for that purpose to determine the values thereof, and to determine the identity of persons entitled to take hereunder.

(h) To hold any or all securities or other property in bearer form, in the name of the Personal Representatives, or in the name of the Personal Representatives' nominee, without disclosing any fiduciary relation.

(i) To continue any business or partnership in which I may have an interest at the time of my death, for such time and under such management and conditions as in the discretion of the Personal Representatives may be expedient, or to liquidate or dissolve any such business or partnership at such time and upon such terms and conditions as in the judgment of the Personal Representatives is for the best interests of said estate, or so far as may be necessary in the Personal Representatives' judgment to cause to be incorporated any such business or partnership; and to accept the assignment of or

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otherwise acquire, hold and dispose of any interest in a partnership, whether as general or limited partner.

(j) To vote in person or by proxy upon all stocks held by the Personal Representatives, to unite with other owners of similar property in carrying out any plan for the reorganizing of any corporation or company whose securities form a portion of said estate, to exchange the securities of any corporation for other securities upon such terms as the Personal Representatives shall deem proper, to assent to the consolidation or merger of any such corporation, to lease the property or any portion thereof by such corporation to any other corporation, to pay all assessments, expenses and sums of money as the Personal Representatives may deem expedient for the protection of the interest of said estate as the holders of such stocks, bonds or other securities, and generally to exercise in respect to all securities held by the Personal Representatives the same rights and powers as are or may be exercised by persons owning similar property in their own right.

(k) To institute and defend any and all suits or legal proceedings relating to the said estate in any court, and to employ counsel and to compromise or submit to arbitration all matters of dispute in which said estate may be involved, as in the Personal Representative's judgment may be necessary or proper.

(l) At any time or from time to time to advance money to said estate from the Personal Representatives' funds for any purpose or purposes of the estate, and to be reimbursed for the money advanced and interest thereon from the estate property or from any funds belonging to the estate property thereafter coming into the Personal Representatives' custody from any source.

(m) To pay from and out of the income of the estate property any and all expenses reasonably necessary for the administration of the estate, including interest, taxes, insurance, including public liability insurance, and compensation to the Personal Representatives, as well as any other expense incurred for the benefit of the estate, and in the event the income from the estate property is insufficient for the purpose of paying such expenses, to pay the same from the corpus of the estate property.

(n) To compromise, settle, or adjust any claim or demand by or against my estate or any trust and to agree to any rescission or modification of any contract or agreement.

(o) To execute and deliver any and all contracts, conveyances, transfers, or other instruments and to do any acts necessary or desirable in the execution of the powers herein vested in the Personal Representatives; and in connection therewith, to carry out any or all of the powers and duties of the Personal Representatives through an agent or attorney-in-fact by and under a power of attorney duly executed by the Personal Representatives.

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(p) Whenever in this instrument the word "Personal Representatives" is used, such word is to be construed as singular or plural, masculine, feminine, or neuter, whichever is proper in accordance with the context in which said word is used.

ITEM SIX

In construing the provisions of this Will, including without limitation the terms of any trust created hereunder, the following principles and terms shall be applicable:

(a) The benefits provided under this Will for my children and grandchildren are in lieu and in bar of all other rights, interests and claims against my estate, regardless of whether such rights are created as a result of statutory or constitutional exemptions, allowances or otherwise.

(b) It is my desire to reduce the expenses of administration of my estate as much as possible, and to permit a settlement of my estate by consent which shall be effective with respect to each beneficiary hereof by taking advantage of the provisions allowing settlement by consent without notice pursuant to the *Code of Alabama* § 43-2-506 (1975). Accordingly, I direct that my Personal Representatives may make distributions of my probate estate to my Trustees and shall be discharged and relieved of all obligations to my Trustees and the beneficiaries of my Revocable Trust as provided by any one or more written instruments, including a Consent to Settlement, executed by my Trustees.

(c) The terms "child," "children," "issue," "descendant" and "lineal descendant," and the plural of each, as used in this Will, shall for all purposes of this Will be deemed to include persons legally adopted.

(d) References in this Will to the "Code" or the "Internal Revenue Code" shall mean the Internal Revenue Code of 1986, as amended, and reference to any provision or section of that Code shall also be deemed to refer to the provision or section of the federal tax law, in effect at my death, that corresponds to the provision or section referred to in this Will.

ITEM SEVEN

I hereby nominate and appoint my daughter, **ANDREA ALLISON FLIPPEN**, and my grandson, **MURPHREE SHAW FLIPPEN, JR.**, as Co-Personal Representatives of my Estate. In the event either of the persons named above shall fail to serve for any reason, then I nominate and appoint the following to serve as a successor Personal Representative hereunder, together with the remaining Personal Representative, in the order named, namely, my grandson,

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JERALD EDWIN FLIPPEN, and my grandson, **JOHN ALLISON FLIPPEN.** In the event only one of the persons nominated in this Item Seven to serve as a Personal Representative remains available to serve, then he/she shall serve as the sole Personal Representative hereunder.

I direct that neither my original nor any successor Personal Representatives shall be required to give bond or other security, or to file an inventory or appraisal of my Estate in any court, although they shall make out and keep an inventory and shall exhibit the same to any party in interest at any reasonable time.

Any Personal Representative, whether original or successor, shall have the right to resign at any time and for any reason, and without leave of court, by filing an instrument of resignation with the clerk of the court in which this Will is probated.

My Personal Representative, whether original or successor, shall not be entitled to the payment of compensation for services rendered hereunder, but shall be entitled to reimbursement for all actual expenses incurred. However, any corporate Personal Representative acting hereunder shall be entitled to such reasonable fees for its services rendered as may be provided in its compensation schedule in effect at the time such service is rendered.

[SIGNATURE ON THE FOLLOWING PAGE]

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IN WITNESS WHEREOF, I, EARLYNE SMITH ALLISON, the Testatrix, sign my name to this instrument this 26th day of December, 2007, and being first duly sworn, do hereby declare to the undersigned authority that I sign and execute this instrument as my Last Will and Testament and that I sign it willingly, that I execute it as my free and voluntary act for the purposes therein expressed, and that I am eighteen (18) years of age or older, of sound mind, and under no constraint or undue influence.

Earlyne Smith Allison (SEAL)
EARLYNE SMITH ALLISON

We, Robert H. Rutherford and Carol H. Hazel, the undersigned witnesses, sign our names to this instrument, being first duly sworn, and do hereby declare to the undersigned authority that the Testatrix signs and executes this instrument as her Last Will and Testament and that she signs it willingly, and that each of us, in the presence and hearing of the Testatrix, hereby signs this Will as witness to the Testatrix's signing, and that to the best of our knowledge the Testatrix is eighteen (18) years of age or older, of sound mind, and under no constraint or undue influence.

Robert H. Rutherford
Witness

Carol H. Hazel
Witness

STATE OF ALABAMA)

JACKSON COUNTY)

Subscribed, sworn to and acknowledged before me by **EARLYNE SMITH ALLISON**, the Testatrix, and subscribed and sworn to before me by Robert H. Rutherford and Carol H. Hazel, the witnesses, this 26th day of December, 2007.

Notary Public
My Commission Expires: 4/15/09

(SEAL)

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PROBATE COURT

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