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. **21P2053**.

ESTATE OF: MARIAN E. SHIFFLETT

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 28th day of April in the year Two Thousand and twenty-two.

RICHARD R. ROOKER, Clerk

By: _____
Deputy Clerk

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LAW OFFICE
D. JEFFERSON HERRING, P.C.
NASHVILLE, TENNESSEE

21P2053

EXHIBIT A

LAST WILL

OF

MARIAN E. SHIFFLETT

FILED
APR 28 2022
RICHARD R. ROOKER, Clerk
By _____ Deputy

I, **Marian E. Shifflett**, a resident of Davidson County, Tennessee, being of sound and disposing mind, memory and understanding, do hereby make, publish and declare this to be my last will and do hereby revoke all other wills, codicils and testamentary instruments heretofore made by me.

ARTICLE I
Identity of Children
Appointment of Executor; Payment of Debts and Taxes

1.1 Identity of Children. My children at the time of the execution of this will are **Gary W. Shifflett** and **James Randall Shifflett** (together, "my sons").

1.2 Appointment of Executor. I appoint my son, **Gary W. Shifflett,** to serve as personal representative of my estate ("my executor").

1.3 Payment of Debts, Administration Expenses and Death Taxes. I direct that my executor pay as soon as practical after my death all my lawful debts except debts secured by mortgages or other security instruments which, in the absolute discretion of my executor, may be paid or retained unless otherwise directed in this will; my funeral expenses; the expenses of administration of my estate; and inheritance, estate or other death taxes that may be imposed upon my estate, including interest and penalties thereon, subject, however, to the provisions of Section 6.2 hereof.

ARTICLE II
Specific Bequests

2.1 Bequest of Personal Effect, Household Goods and Motor Vehicle. I give and bequeath unto my sons in equal shares the following: (i) my effects of a strictly personal nature including my jewelry, clothes, mementos, collections and the like; (ii) with the exception of the bequest to my granddaughter under Section 2.2 hereof, my

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household goods and furnishings including furniture, antiques, art objects, family heirlooms, appliances, glassware, chinaware, tools and the like; and (iii) my motor vehicle. I direct that if it becomes necessary to make the required division of my personal effects and household goods and similar items between my sons, my executor shall have discretion as to what specific article or articles shall be included in that property and as to what items thereof each of my sons shall receive. The decisions of my executor in these matters shall be binding and conclusive on my sons.

2.2 Bequest of Bedroom Furniture to Julia Shifflett. I give and bequeath my bedroom furniture, which consists of my bed, chest of drawers, dresser, and end table to my granddaughter, **Julia Shifflett.**

2.3 Bequest of Condominium To Gary W. Shifflett. I give and bequeath my condominium where I reside at the time of my death to my son, **Gary W. Shifflett.** At the time of the execution of this will, I reside at 523 Harding Place, Nashville, Tennessee.

ARTICLE III
Residuary Estate

I give, devise and bequeath the rest, residue and remainder of my estate of every kind and description ("my residuary estate") in equal shares unto my sons. If either of my sons predeceases me, such deceased son's share shall pass to his surviving issue, per stirpes. If such deceased son leaves no surviving issue, my remaining estate shall pass to my surviving son, per stirpes. If, at the time of my death, I leave no surviving sons or other surviving issue, my residuary estate shall pass to such persons and in such proportions as they would inherit the same from me under the laws of the state of Tennessee had I died at such time, a resident of said state and without having left a valid will.

ARTICLE IV
Successor Executors

4.1 Appointment of Successor Executors. If **Gary W. Shifflett** is unable, unwilling or later ceases to serve as executor, my brother, **James H. Pugh, Jr.,** of Winder Park, Florida, shall serve as successor executor. If it becomes necessary to appoint a successor executor, **Gary W. Shifflett** shall, in his absolute discretion,

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appoint to serve as successor executors (i) one or more persons; (ii) one person and a corporate fiduciary to serve together; or (iii) a corporate fiduciary to serve as sole executor. Any corporate fiduciary appointed to serve as executor shall be a trust company or bank having trust powers and authorized to do business in the State of Tennessee at such time and with assets under trust and estate administration in excess of fifty million dollars ($50,000,000).

4.2 Removal of Executors. **Gary W. Shifflett** shall be empowered to remove any executor, with or without cause. This power of removal shall be exercised by the delivery of a written notice of removal, be duly signed and acknowledged by **Gary W. Shifflett**, accompanied by the written acceptance of the successor executor. Unless otherwise excused by the successor executor and approved by the court, the removed executor shall at the expense of the estate render an accounting of the estate to the successor executor. The parties shall obtain the necessary court approval for such removal of my executor and appointment of the successor executor, after which estate assets and documents of title shall be delivered to the successor executor.

4.3 Successor Power Holders. Upon the death, disability or legal incompetency of **Gary W. Shifflett**, the above-granted powers to appoint and remove my executors may be exercised by **James H. Pugh, Jr.**

ARTICLE V
Executor Powers and Duties

My executor shall have the following powers and duties, in addition to those now or hereafter conferred by law, subject, however, to any contrary provisions elsewhere in this will:

5.1 Incorporation of Statutory Powers. Unless contrary to any power or duty set forth in this will, I incorporate by reference all of the fiduciary powers contained in § 35-50-110 of the Tennessee Code Annotated as fully as if set out verbatim herein.

5.2 Bond, Inventory and Accountings. I direct that my executor, including its successors, shall not be required to furnish a bond for the faithful performance of its duties in any jurisdiction, any provision of the law to the contrary notwithstanding. If any bond is required by law, no surety shall be required on such bond. My executor shall be excused from the statutory requirement of making and filing an inventory of my estate with the court exercising probate jurisdiction unless such filing is demanded by any residuary distributee or legatee of my estate. Further, my

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executor shall be excused from the statutory requirement of filing with the probate court any interim accountings, in addition to the final accounting for my estate.

5.3 Shares and Distributions. Whenever my executor is required to divide the estate property into separate shares, or to make distribution thereof, it is authorized in its discretion to make division or distribution wholly or partly in cash or in kind, or assign undivided interests in any property or shares, and to make joint investment of funds belonging to the estate. The judgment of my executor as to the values for such purposes shall be binding and conclusive on everyone.

5.4 Payment of Debts and Expenses. When required to make a distribution or transfer of all or part of the assets of my estate, my executor may retain therefrom assets sufficient in its absolute judgment to cover any liability which may then or later be imposed upon it, including, without limitation, its liability for estate, income or other taxes, until such liability shall have been finally determined.

5.5 Successor Executors. Any successor executor shall be vested with all duties, rights and powers, whether discretionary or otherwise, as if originally named as such executor. No successor executor shall be liable or responsible in any way for any acts or defaults of any predecessor executor, nor for any loss or expense from or occasioned by anything done or elected to be done by any predecessor executor, but such successor executor shall be liable for its own acts or default in respect to property actually received by such successor executor. Unless agreed to at the time of appointment, any successor executor shall have no obligation to investigate the acts of a predecessor executor and in connection therewith such successor executor shall have no obligation to pursue legal proceedings against a predecessor executor on account of such predecessor executor's negligence or malfeasance in administering my estate. Provided the successor executor has no reason to suspect a default by the predecessor executor, the successor executor may accept the accounts rendered and the assets and property delivered to such successor executor by the predecessor executor as a full and complete discharge to the predecessor executor, and shall incur no liability by reason of so doing.

5.6 Facility of Payment. If my executor determines that any distribution from my estate shall be paid to a minor, or to a person under a legal disability, or to a person not adjudicated incompetent, but who, by reason of illness or mental or physical disability is, in the opinion of my executor, unable properly to administer such funds, then such funds may be paid out by my executor in any of the following ways as it deems best: (i) directly to such beneficiary; (ii) to the legally appointed guardian or conservator of such beneficiary; (iii) to such beneficiary's attorney in fact; (iv) by my

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fiduciary using such amounts directly for the benefit of such beneficiary; (v) to a custodian if such person is a minor pursuant to the Uniform Transfers to Minors Act of the State of Tennessee or a similarly enacted statute in such state; or (vi) to some relative or friend for the benefit of such beneficiary. The receipt of any such person shall discharge my executor from any further responsibility with respect to any such funds. No recipient shall be required to furnish bond with respect to any such funds, nor make report as to the disposition of the same.

5.7 Payment of Expenses. My executor shall pay out of principal or income as it may elect, or partially out of each in such shares as it may determine, taxes, assessments, charges, attorneys' fees, executor's compensation and other expenses incurred in the administration or protection of my estate. Compensation payable to a corporate executor shall be paid pursuant to its published fee schedule at such time. The discretion of my executor to pay these items from income or principal, or partially from each, may be exercised not only in the interest of the estate but further for the benefit of any beneficiary thereof, without any compensating adjustments.

5.8 Protection of Life Insurance From Creditors. Any insurance on my life or other similar insurance payable to my executor or to my estate by reason of my death shall be free from the claims of my creditors, but shall be otherwise governed by the provisions of my will; provided, however, my executor may pay from such life insurance proceeds my personal debts, my funeral expenses and expenses of administration of my estate but my executor shall, in its absolute discretion, determine which, if any, of such debts and expenses and the amounts that shall be so paid.

ARTICLE VI
Miscellaneous

6.1 Governing Law. Except as may be otherwise herein stated to the contrary, this will is to be administered, construed and governed in all respects by the laws of the State of Tennessee.

6.2 Payment of Taxes and Administration Expenses. I direct that my executor pay all estate, inheritance or other death taxes, including interest and penalties thereon, which may be lawfully assessed by reason of my death (collectively, "death taxes"), together with administration expenses, from property which would otherwise become part of my residuary estate, without apportionment against the remainder of my estate. Provided, however, my executor shall, to the maximum extent permitted by law, seek reimbursement for, recovery of, or contribution toward the payment of death taxes,

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which are not otherwise paid or payable, attributable to property that is not a part of my probate estate but which is included in my taxable estate for purposes of calculating death taxes imposed on my estate.

6.3 Real Estate. Pursuant to Tennessee Code Annotated § 32-2-103, I direct that any interest in real property which I may own at my death be administered as part of my estate subject to the control of my executor, who shall have full power to grant, bargain, sell, lease, encumber, manage, and otherwise deal in any lawful manner with said real property at any time during the administration of my estate, in the sole discretion of my executor, without the approval or joinder of any beneficiary or approval of any court, and without the necessity of any person or entity looking to the application of any proceeds that may result from any acts of my executor in the premises.

IN WITNESS WHEREOF, I have hereunto subscribed my name to this the **sixth (6th) page** of my last will, consisting of **seven (7) typewritten pages,** and for the purpose of identification, I have initialed each such page, all in the presence of the persons witnessing it at my request on this 4th day of January, 2013, at Nashville, Tennessee.

Marian E. Shifflett
Marian E. Shifflett

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SIGNED, PUBLISHED AND DECLARED by **Marian E. Shifflett**, the testator, as and for the testator's last will, in the presence of us, who at the testator's request, in the testator's presence, and in the presence of each other, all being present at the same time, have hereunto subscribed our names as witnesses and do hereby certify that we believe the testator to be of sound and disposing mind and memory.

Signature of Witness

Address:

144 - 2nd Ave. N.

Nashville, TN

Signature of Witness

Address:

144 - 2nd Ave. N.

Nashville, TN

This Will was prepared by:
D. Jefferson Herring, Attorney
144 Second Avenue North, Suite 200
Nashville, TN 37201

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AFFIDAVIT BY WITNESSES TO WILL

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

We, Patricia A. Keller and M. Katherine Everette, the undersigned, after first being duly sworn or affirming, together make oath or affirm that the foregoing last will was signed by **Marian E. Shifflett** (the "testator"), as and for, and at that time acknowledged, published and declared by the testator to be the testator's last will, in the sight and presence of us, who at the testator's request and in the testator's sight and presence, and in the sight and presence of each other, have subscribed our names as attesting witnesses on the 4th day of January, 2013. We further make oath or affirm that the testator was of sound mind and disposing memory; was not acting under the fraud, menace or undue influence of any person; was eighteen (18) years or more of age; and that each of the attesting witnesses was eighteen (18) years or more of age.

Signature of Witness

Signature of Witness

Sworn to and subscribed before me, D. Jefferson Herring, this 4th day of January, 2013.

Notary Public

My Commission Expires July 6, 2015.

D. JEFFERSON HERRING STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY, TENN.

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