Karen Johnson Davidson County
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STATE OF TENNESSEE

I, JOSEPH P. DAY, 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 30 day of NOVEMBER, 2022, in Docket Number 22P2035, IN RE: GEE, NORA MARK, 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 06 day of JANUARY in the year 2023 and in the 246 year of American Independence.

JOSEPH P. DAY, Clerk,

By: A. Green
Deputy Clerk

[SEAL]

JOSEPH P. DAY
CIRCUIT COURT CLERK

EFILED 11/30/22 05:15 PM CASE NO. 22P2035 Joseph P. Day, Clerk

22P2035

LAST WILL AND TESTAMENT

OF

NORA MARK GEE

FILED
NOV 30 2022
JOSEPH P. DAY, Clerk
By _____ Deputy

I, NORA MARK GEE, a resident of Davidson County, Tennessee, hereby make, declare and publish this my Last Will and Testament revoking all former Wills and Codicils heretofore made by me.

ITEM ONE: I appoint my son, DAVID MARK GEE, as Executor hereunder. If my son fails or ceases to serve, I appoint my daughter, RITA G. CARINI, as alternate or successor Executor as the case may be. If my daughter fails or ceases to serve, a majority of the group composed of the adult beneficiaries and guardians of any minor beneficiaries hereunder may appoint a substitute or successor Executor which shall be an individual of their choice or a bank or trust company having power to serve and combined agency and trust assets under management of at least One Hundred Million Dollars ($100,000,000.00). I excuse the Executor and its alternates or successors from bond in all events. If administration of my estate is required or appropriate in any jurisdiction other than Tennessee, I empower the Executor or its alternates or successors to qualify in such jurisdiction or to designate as Co-Executor or sole Executor as the case may be one or more individuals or a bank or trust company with power to serve, and I empower the Executor to excuse such appointee from bond.

Nora M. Gee
NORA MARK GEE

EFILED 11/30/22 05:15 PM CASE NO. 22P2035 Joseph P. Day, Clerk

ITEM TWO: Any and all estate and inheritance taxes assessable by reason of my death, whether based on transfers under or outside my Will, are charged against my residuary estate hereunder and shall not be apportioned or reimbursed by any beneficiary or transferee of assets whether passing hereunder or outside this Will, except the Executor shall seek reimbursement for, recovery of or contribution toward the payment of federal or state estate tax attributable to property in which I have a qualifying income interest for life, over which I have a power of appointment or which is included in my gross estate by reason of §2036 of the Internal Revenue Code of 1986 as amended ("the Code") and which tax is not otherwise paid or payable. Any generation-skipping tax resulting from a transfer occurring under this Will shall be charged to the property constituting the transfer in the manner provided by applicable law. I direct that all of my funeral expenses, expenses of administering my estate and debts (other than debts that I have incurred by borrowing against the cash surrender value of life insurance policies on my life and debts to the extent secured by the assignment of life insurance policies on my life) be paid as soon as practicable and in such order and out of such of the assets of my estate as the Executor deems appropriate.

ITEM THREE: I may leave a Letter of Instruction regarding my wishes in distributing my personal effects, including furniture, clothing, jewelry, silver, books, pictures, china, automobiles and their equipment, articles of personal or household use or adornment and policies of insurance on such property, which I may own at my death, other than money, securities and the like, and request that these instructions be followed to the extent practicable, but said Letter of Instruction is not intended to be part of this, my Will, nor to create enforceable

Nora M. Gee

NORA MARK GEE

EFILED 11/30/22 05:15 PM CASE NO. 22P2035 Joseph P. Day, Clerk

rights in the persons therein named. If I leave no Letter of Instruction or if I own personal effects not addressed in a Letter of Instruction, I give such items in equal shares to such of my children as shall survive my death to be divided as they shall agree, and if they fail to agree, the Executor shall decide the method of dividing said assets, and such decision of the Executor shall be final. I expressly authorize the Executor in its discretion to sell any part or all of said property not wanted by the beneficiary or inappropriate for the beneficiary to whom it is given hereinabove and to make the proceeds thereof a part of my residuary estate.

ITEM FOUR: All the rest and residue of my estate of every kind and wherever located, including all lapsed or void legacies, I give, devise and bequeath to the following beneficiaries I the following shares:

A. A one-fifth (1/5) share to my son, FRANK T. GEE, if he survives me, otherwise to his then living issue per stirpes;

B. A one-fifth (1/5) share to my son, DAVID M. GEE, if he survives me, otherwise to his then living issue per stirpes;

C. A one-fifth (1/5) share to my daughter, MARIE J. DOSH, if she survives me, otherwise to her then living issue per stirpes;

D. A one-fifth (1/5) share to my daughter, RITA G. CARINI, if she survives me, otherwise to her then living issue per stirpes; and

E. A one-fifth (1/5) share to my daughter, LITA G. MINOR, if she survives me, otherwise to her then living issue per stirpes.

Nora M. Gee

NORA MARK GEE

EFILED 11/30/22 05:15 PM CASE NO. 22P2035 Joseph P. Day, Clerk

A lapsed shall be reallocated among the effective share or shares.

The portion going to each beneficiary then twenty-one (21) years of age or older shall vest in and be paid over and delivered to the beneficiary outright and free of trust, whereas the portion going to any beneficiary then under twenty-one (21) years of age shall, though vested, be distributed to the legal guardian of such beneficiary to be held as Custodian under the Tennessee Uniform Transfers to Minors Act, without bond, until the twenty-first (21st) birthday or earlier death of the beneficiary when it shall be delivered to the beneficiary, together with any and all earnings therefrom and appreciation thereof, or shall pass as the property of the beneficiary under his or her Will, or by intestacy as the case may be.

ITEM FIVE: The Executor and its successors shall have the following powers which shall be exercisable in its discretion without application to any Court and until final distribution is made:

A. To hold and retain as investments of my estate distribution hereunder all investments and assets owned by me at my death or which shall thereafter be included in my estate; to sell and dispose of any or all such investments and assets of whatever kind and all property of any kind at any time held by it at public or private sale and at such prices and upon such terms as it shall deem proper for the purpose of paying my debts or making distribution or for any purpose whatever; to invest and reinvest in such assets as it shall deem prudent and in the best interest of the beneficiaries; to borrow money and to pledge assets comprising the estate; to compromise claims, including taxes, for or against my estate; to improve any real estate and to lease real estate as they choose; to foreclose, extend, assign, partially release and fully discharge mortgages; to take any and all action respecting any form of property which an absolute owner could take; to employ agents and attorneys without change in their liability; to keep assets in the name of a nominee or nominees without mention of the fiduciary relation in any instrument of ownership; to make, execute and

Nora M. Gee

NORA MARK GEE

EFILED 11/30/22 05:15 PM CASE NO. 22P2035 Joseph P. Day, Clerk

deliver all assignments, transfers, documents and other legal instruments conveying property free of trust and without liability on any person dealing with them to inquire into their authority or to see to the application of any money or thing of value delivered to them; and all powers of the Executor shall be exercisable without the necessity of application to any Court. I also authorize the Executor to make any division or distribution in cash or in kind or partly in each and reasonably and in good faith to value assets, and such valuation shall be conclusive upon all parties.

B. I give the Executor all the powers recited in the introductory paragraph and thirty-three (33) subparagraphs of Tennessee Code Annotated (hereinafter T.C.A.) §35-50-110, as if the language thereof were incorporated in this Will verbatim.

C. In accordance with T.C.A. §31-2-103, I direct that any real property that I may own at my death be administered as part of my estate subject to the control of my Executor. The Executor shall have full authority, discretion and power to sell, convey, improve, lease, encumber, or in any other manner deal with and administer any such real property, without the requirement of having to obtain the approval of any court, the joinder of any beneficiary or the disclosure of the identity of any beneficiary of my estate. All such real property shall be deemed to be personal property following my death, subject to sale by the Executor, for the purposes of facilitating the distribution of my estate among the beneficiaries of my Will and paying any taxes, administrative expenses, or any other expenses or debts of my estate, without first being required to exhaust all other personal property of my estate.

D. The Executor shall be excused from filing an inventory or any interim or final accounting or otherwise making reports to any Court but shall make reports to the beneficiaries at least annually.

E. All the rights, duties and obligations herein conferred upon the fiduciaries herein named shall pass to and vest in any successor fiduciary who may be appointed. Whenever the words "fiduciary" or "Executor" appear herein, it shall be construed as including any successor fiduciary or executor, as the case may be, and the singular form shall include the plural and the plural form shall include the singular unless a contrary intent is indicated by the context.

Nora M. Gee

NORA MARK GEE

EFILED 11/30/22 05:15 PM CASE NO. 22P2035 Joseph P. Day, Clerk

ITEM SIX: The proceeds of any insurance on my life which are receivable by the Executor may be used, but only in the sole and uncontrolled discretion of the Executor, in satisfying obligations and taxes owing by my estate and to the extent not so used will pass under the disposing provisions of this Will.

This Will is written on six (6) pages.

IN WITNESS WHEREOF, I have hereunto set my hand to this my Last Will and Testament and declared and published it as such in the presence of witnesses on this the 13 day of June, 2001.

Nora M. Gee
NORA MARK GEE

The foregoing instrument was signed, published and declared by the said NORA MARK GEE as and for her Last Will and Testament in the joint sight and presence of the undersigned, who, at her request and in her sight and presence and in the sight and presence of each other, have hereunto subscribed our names as attesting witnesses on the day and date last above written.

_____ residing at Brentwood TN.

John M. McDonald residing at Nashville, TN.

PAGE 6 AND FINAL PAGE OF THIS MY LAST WILL AND TESTAMENT

EFILED 11/30/22 05:15 PM CASE NO. 22P2035 Joseph P. Day, Clerk

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Affiants, being first duly sworn, make oath as follows:

On June 13, 2001, we subscribed our names as attesting witnesses to the Will of NORA MARK GEE at her request and in her sight and presence and in the sight and presence of each other. Said Will was executed by the Testatrix in our presence. We considered her to be of sound mind at the time said Will was executed, and she was more than eighteen (18) years of age. The original Will is attached to this Affidavit.

W. Warner McNeilly, III

John M. McDonald

Subscribed and sworn to me by W. Warner McNeilly, III and John M. McDonald on this 13 day of June, 2001.

Tracey Richmond
Notary Public

My Commission Expires:

7-24-04

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