Karen Johnson Davidson County
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JOSEPH P. DAY, Clerk
By Deputy

Last Will and Testament of Gayle Jennings Douglas

I, Gayle Jennings Douglas, a resident of Davidson County, Tennessee, revoke any prior wills and codicils made by me and declare this to be my Last Will and Testament ("my Will").

Article One
Family Information

I am unmarried.

I have one child, Mary Steel Douglas, born on August 31, 1951.

Article Two
Specific and General Gifts

Section 2.01 Disposition of Tangible Personal Property

I give all my tangible personal property, together with any insurance policies covering the property and any claims under those policies in accordance with a "Memorandum for Distribution of Personal Property" or other similar writing directing the disposition of the property. Any writing prepared according to this provision must be dated and signed by me.

My "Memorandum for Distribution of Personal Property" or other similar writing directs how I give all my Tangible Personal Property and any insurance policies covering the property and any claims under those policies.

If I leave multiple written memoranda that conflict as to the disposition of any item of tangible personal property, the memorandum with the most recent date will control as to those items that are in conflict.

If the memorandum with the most recent date conflicts with a provision of this Will as to the specific distribution of any item of tangible personal property, the provisions of the memorandum with the most recent date control as to those items that are in conflict.

I intend that the writing qualify to distribute my tangible personal property under applicable state law.

Section 2.02 Contingent Distribution of Tangible Personal Property

Any tangible personal property not disposed of by a written memorandum, or if I choose not to leave a written memorandum, all my tangible personal property will be distributed as part of my residuary estate.

Section 2.03 Definition of Tangible Personal Property

For purposes of this Article, the term "tangible personal property" includes but is not limited to my household furnishings, appliances and fixtures, works of art, motor vehicles, pictures, collectibles, personal wearing apparel and jewelry, books, sporting goods, and hobby paraphernalia. The term does not include any tangible property that my Personal Representative, in its sole and absolute discretion, determines to be part of any business or business interest that I own at my death.

Section 2.04 Ademption

If property to be distributed under this Article becomes part of my probate estate in any manner after my death, then the gift will not adeem simply because it was not a part of my probate estate at my death. My Personal Representative will distribute the property as a specific gift in accordance with this Article. But if property to be distributed under this Article is not part of my probate estate at my death and does not subsequently become part of my probate estate, then the specific gift made in this Article is null and void, without any legal or binding effect.

Section 2.05 Incidental Expenses and Encumbrances

Until property distributed in accordance with this Article is delivered to the appropriate beneficiary or to the beneficiary's legal representative, my Personal Representative will pay the reasonable expenses of securing, storing, insuring, packing, transporting, and otherwise caring for the property as an administration expense. Except as otherwise provided in my Will, my Personal Representative will distribute property under this Article subject to all liens, security interests, and other encumbrances on the property.

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Article Three
My Residuary Estate

Section 3.01 Definition of My Residuary Estate

All the remainder of my estate, including property referred to above that is not effectively disposed of, will be referred to in my Will as my "residuary estate."

Section 3.02 Disposition of My Residuary Estate

I give my residuary estate outright to Mary Steel Douglas. If Mary Steel Douglas is deceased, this devise will lapse and my Personal Representative shall distribute my residuary estate as provided in Article Four entitled "Remote Contingent Distribution."

Article Four
Remote Contingent Distribution

If, at any time after my death, there is no person or entity then qualified to receive final distribution of my estate or any part of it under the foregoing provisions of my Will, then the portion of my estate with respect to which the failure of qualified recipients has occurred shall be distributed as follows:

Beneficiary	**Share**
Nicholas Ryan Douglas	1/2
Alexandra Emily Douglas	1/2

If a person named as a beneficiary under this Article is not living at the date of distribution, that person's share shall pass to the other beneficiaries *pro rata.* If there are no beneficiaries under this Article, then the property shall be distributed to those persons who would inherit it had I then died intestate owning the property, as determined and in the proportions provided by the laws of Tennessee then in effect.

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Article Five
Designation of Personal Representative

Section 5.01 Personal Representative

I name Mary Steel Douglas as my Personal Representative. If Mary Steel Douglas fails or ceases to act as my Personal Representative, I name Nicholas Ryan Douglas as my Personal Representative.

Article Six
General Administrative Provisions

The provisions of this Article apply to my probate estate.

Section 6.01 No Bond

No Fiduciary is required to furnish any bond for the faithful performance of the Fiduciary's duties, unless required by a court of competent jurisdiction and only if the court finds that a bond is needed to protect the interests of the beneficiaries. No surety is required on any bond required by any law or rule of court, unless the court specifies that a surety is necessary.

Section 6.02 Informal Proceedings

I authorize my personal representative to exercise all powers without court supervision under the 2010 Tennessee Code, Title 30 - Administration of Estates, Chapter 4 - Small Estates.

Section 6.03 Distributions to Incapacitated Persons and Persons Under Eighteen Years of Age

If my Personal Representative is directed to distribute any share of my probate estate to any beneficiary who is under the age of 18 years or is in the opinion of my Personal Representative, under any form of incapacity that renders such beneficiary unable to administer distributions properly when the distribution is to be made, my Personal Representative may, as Trustee, in my Personal Representative's discretion, continue to hold such beneficiary's share as a separate trust until the beneficiary reaches the age of 18 or overcomes the incapacity. My Personal Representative shall then distribute such beneficiary's trust to him or her.

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While any trust is being held under this Section, my Independent Trustee may pay to the beneficiary for whom the trust is held such amounts of the net income and principal as the Trustee determines to be necessary or advisable for any purpose. If there is no Independent Trustee, my Trustee shall pay to the beneficiary for whom the trust is held such amounts of the net income and principal as the fiduciary determines to be necessary or advisable for the beneficiary's health, education, maintenance or support.

Upon the death of the beneficiary, my Trustee shall distribute any remaining property in the trust, including any accrued and undistributed income, to such persons as such beneficiary appoints by his or her Will. This general power may be exercised in favor of the beneficiary, the beneficiary's estate, the beneficiary's creditors, or the creditors of the beneficiary's estate. To the extent this general power of appointment is not exercised, on the death of the beneficiary, the trust property is to be distributed to the beneficiary's then living descendants, *per stirpes*, or, if none, *per stirpes* to the living descendants of the beneficiary's nearest lineal ancestor who was a descendant of mine, or if no such descendant is then living, to my then living descendants, *per stirpes*. If I have no then living descendants the property is to be distributed under the provisions of Article Four entitled "Remote Contingent Distribution."

Section 6.04 Maximum Term for Trusts

Notwithstanding any other provision of my Will to the contrary, unless terminated earlier under other provisions of my Will, each trust created under my Will will terminate 21 years after the last to die of the descendants of my maternal and paternal grandparents who are living at the time of my death.

At that time, the remaining trust property will vest in and be distributed to the persons entitled to receive mandatory distributions of net income of the trust and in the same proportions. If no beneficiary is entitled to mandatory distributions of net income, the remaining trust property will vest in and be distributed to the beneficiaries entitled to receive discretionary distributions of net income of the trust, in equal shares.

Section 6.05 Representative of a Beneficiary

The guardian of the person of a beneficiary may act for such beneficiary for all purposes under my Will or may receive information on behalf of such beneficiary.

Section 6.06 Delegation of Authority; Power of Attorney

Any Fiduciary may, by an instrument in writing, delegate to any other Fiduciary the right to exercise any power, including a discretionary power, granted the Fiduciary in my Will. During the time a delegation under this Section is in effect, the Fiduciary to whom the delegation was made may exercise the power to the same extent as if the delegating Fiduciary had personally joined in the exercise of the power. The delegating Fiduciary may revoke the delegation at any time by giving written notice to the Fiduciary to whom the power was delegated.

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The Fiduciary may execute and deliver a revocable or irrevocable power of attorney appointing any individual or corporation to transact any and all business on behalf of the trust. The power of attorney may grant to the attorney-in-fact all of the rights, powers, and discretion that the Fiduciary could have exercised.

Section 6.07 Merger of Corporate Fiduciary

If any corporate fiduciary acting as my Fiduciary under my Will is merged with or transfers substantially all of its trust assets to another corporation or if a corporate fiduciary changes its name, the successor shall automatically succeed to the position of my Fiduciary as if originally named my Fiduciary. No document of acceptance of the position of my Fiduciary shall be required.

Article Seven
Powers of My Fiduciaries

Section 7.01 Fiduciaries' Powers Act

My Fiduciaries may, without prior authority from any court, exercise all powers conferred by my Will or by common law or by any fiduciary powers act or other statute of the State of Tennessee or any other jurisdiction whose law applies to my Will. My Fiduciary has absolute discretion in exercising these powers. Except as specifically limited by my Will, these powers extend to all property held by my fiduciaries until the actual distribution of the property.

Article Eight
Provisions for Payment of Taxes

Section 8.01 No Apportionment

Except as otherwise provided in this Article or elsewhere in my will, my Personal Representative shall provide for payment of all estate, inheritance and succession taxes payable by reason of my death ("death taxes") from my residuary estate as an administrative expense without apportionment and will not seek contribution toward or recovery of any death tax payments from any individual.

For the purposes of this Article, however, the term "death taxes" does not include any additional estate tax imposed by Section 2031(c)(5)(C) or Section 2032A(c) of the Internal Revenue Code or any other comparable taxes imposed by any other taxing authority. Nor does the term include any generation-skipping transfer tax, other than a direct skip.

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Section 8.02 Protection of Exempt Property

Death taxes are not to be allocated to or paid from any assets that are not included in my gross estate for federal estate tax purposes. In addition, to the extent practicable, my Trustee should not pay any death taxes from assets that are exempt for generation-skipping transfer tax purposes.

Section 8.03 Protection of the Charitable Deduction

Death taxes are not to be allocated to or paid from any assets passing to any organization that qualifies for the federal estate tax charitable deduction, or from any assets passing to a split-interest charitable trust, unless my Personal Representative has first used all other assets available to my Personal Representative to pay the taxes.

Section 8.04 Property Passing Outside of My Will

Death taxes imposed with respect to property included in my gross estate for purposes of computing the tax and passing other than by my Will are to be apportioned among the persons and entities benefited in the proportion that the taxable value of the property or interest bears to the total taxable value of the property and interests received by all persons benefited. The values to be used for the apportionment are the values as finally determined under federal, state, or local law as the case may be.

Section 8.05 No Apportionment Between Current and Future Interests

No interest in income and no estate for years or for life or other temporary interest in any property or trust is to be subject to apportionment as between the temporary interest and the remainder. The tax on the temporary interest and the tax, if any, on the remainder are chargeable against the corpus of the property or trust subject to the temporary interest and remainder.

Section 8.06 Tax Elections

In exercising any permitted elections regarding taxes, my fiduciaries may make any decisions that they deem to be appropriate in any circumstances, and my fiduciaries are not required to make any compensatory adjustment as a consequence of any election. My Personal Representative may also pay taxes or interest and deal with any tax refunds, interest, or credits as my Personal Representative deems to be necessary or advisable in the interest of my estate.

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Article Nine
Definitions and General Provisions

Section 9.01 Body Donation and Cremation Instructions

I wish that my body be donated to Vanderbilt University Medical Center. I have already made arrangements for this. I then desire to be cremated.

Section 9.02 Definitions

For purposes of my Will and for the purposes of any trust established under my Will, the following definitions apply:

(a) Adopted and Afterborn Persons

A legally adopted person in any generation and his or her descendants, including adopted descendants, will have the same rights and will be treated in the same manner under my Will as natural children of the adopting parent, provided the person is legally adopted before attaining the age of 18 years. A person will be deemed to be legally adopted if the adoption was legal in the jurisdiction in which it occurred at the time that it occurred.

A fetus *in utero* that is later born alive will be considered a person in being during the period of gestation.

(b) Descendants

The term "descendants" means any one or more person who follows in direct descent (as opposed to collateral descent) from a person, such as a person's children, grandchildren, or other descended individuals of any generation.

(c) Fiduciary

"Fiduciary" or "Fiduciaries" refer to my Personal Representative. My "Personal Representative" includes any executor, ancillary executor, administrator, or ancillary administrator, whether local or foreign, and whether of all or part of my estate, multiple Personal Representatives, and their successors.

Except as otherwise provided in this Last Will and Testament, a fiduciary has no liability to any party for action (or inaction) taken in good faith.

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(d) Good Faith

For the purposes of this Last Will and Testament, a fiduciary has acted in good faith if (i) its action or inaction is not a result of intentional wrongdoing, (ii) the fiduciary did not make the decision with reckless indifference to the interests of the beneficiaries, and (iii) its action or inaction does not result in an improper personal pecuniary benefit to the fiduciary.

(e) Legal Representative

As used in my Will, the term "legal representative" means a person's guardian, conservator, personal representative, executor, administrator, Trustee, or any other person or entity personally representing a person or the person's estate.

(f) Per Stirpes

Whenever a distribution is to be made to a person's descendants *per stirpes*, the distribution will be divided into as many equal shares as there are then-living children of that person and deceased children of that person who left then-living descendants. Each then-living child will receive one share and the share of each deceased child will be divided among the deceased child's then-living descendants in the same manner.

(g) Primary Beneficiary

The Primary Beneficiary of a trust created under this Will is the oldest Income Beneficiary of that trust unless some other individual is specifically designated as the Primary Beneficiary of that separate trust.

(h) Shall and May

Unless otherwise specifically provided in my Will or by the context in which used, I use the word "shall" in my Will to command, direct or require, and the word "may" to allow or permit, but not require. In the context of my Trustee, when I use the word "may" I intend that my Trustee may act in its sole and absolute discretion unless otherwise stated in my Will.

(i) Other Definitions

Except as otherwise provided in my Will, terms shall be as defined in T.C.A. Titles 30, 31 and 32 as amended after the date of my Will and after my death.

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Section 9.03 Contest Provision

If any person directly or indirectly attempts to contest or oppose the validity of my Will, (including any codicil to my Will), or commences, continues or prosecutes any legal proceedings to set my Will aside, then that person will forfeit his or her share, cease to have any right or interest in my estate, and will, for purposes of my Will, be deemed to have predeceased me.

Section 9.04 Survivorship Presumption

If any beneficiary is living at my death, but dies within 45 days thereafter, then the beneficiary will be deemed to have predeceased me for all purposes of my Will.

Section 9.05 Anti-Lapse Statutes

No "anti-lapse" statute of Tennessee or any other jurisdiction, whether existing now or enacted later, will be applied in construing any provision of my Will.

Section 9.06 General Provisions

The following general provisions and rules of construction apply to my Will:

(a) Singular and Plural; Gender

Unless the context requires otherwise, words denoting the singular may be construed as plural and words of the plural may be construed as denoting the singular. Words of one gender may be construed as denoting another gender as is appropriate within the context. The word "or" when used in a list of more than two items may function as both a conjunction and a disjunction as the context requires or permits.

(b) Headings of Articles, Sections, and Subsections

The headings of Articles, Sections, and subsections used within my Will are included solely for the convenience and reference of the reader. They have no significance in the interpretation or construction of my Will.

(c) Governing State Law

My Will shall be governed, construed and administered according to the laws of Tennessee as from time to time amended. Questions of administration of any trust established under my Will are to be determined by the laws of the situs of administration of that trust.

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(d) Notices

Unless otherwise stated, whenever my Will calls for notice, the notice will be in writing and will be personally delivered with proof of delivery, or mailed postage prepaid by certified mail, return receipt requested, to the last known address of the party requiring notice. Notice will be effective on the date personally delivered or on the date of the return receipt. If a party giving notice does not receive the return receipt but has proof that he or she mailed the notice, notice will be effective on the date it would normally have been received via certified mail. If notice is required to be given to a minor or incapacitated individual, notice will be given to the parent or legal representative of the minor or incapacitated individual.

(e) Severability

The invalidity or unenforceability of any provision of my Will does not affect the validity or enforceability of any other provision of my Will. If a court of competent jurisdiction determines that any provision is invalid, the remaining provisions of my Will are to be interpreted and construed as if any invalid provision had never been included in my Will.

I signed this will on the 3rd day of July 2019.

Gayle Jennings Douglas

On the date last above written, we saw Gayle Jennings Douglas, in our presence, sign the foregoing instrument at its end. She then declared it to be her will and requested us to act as witnesses to it. We then, in her presence and in the presence of each other, signed our names as attesting witnesses, believing her at all times herein mentioned to be of sound mind and memory and not acting under constraint of any kind.

Lane White, Witness
4525 Harding Pike, Suite 200
Nashville, Tennessee 37205

Kenneth Hill, Witness
4525 Harding Pike, Suite 200
Nashville, Tennessee 37205

AFFIDAVIT OF WITNESSES TO PROVE WILL

Personally appeared before me, the undersigned Notary Public, Kenneth Hirf and Lane White, who each being separately and duly sworn, each for himself/herself on his/her oath or affirmation disposes and says:

1. That I am the witness whose name is signed to the Last Will and Testament of Gayle Jennings Douglas;

2. That Gayle Jennings Douglas, the testatrix, in the presence of each us, signed the Will willingly after declaring it be her Last Will;

3. That we, as witnesses, signed and witnessed the Will in the presence of the testator and in the presence of each other;

4. That each of us believes that the testatrix was of sound mind and memory and under no constraint or undue influence whatsoever when she signed her Will; and

5. That we, as witnesses, and the testatrix are each at least eighteen (18) years of age.

Witness

Witness

State of Tennessee

County of Davidson

Subscribed and sworn to before me this 3rd day of July, 2019.

JUSTIN GILBERT
STATE OF TENNESSEE NOTARY PUBLIC
COUNTY OF WILLIAMSON
My Comm. Expires July 11, 2021

Justin Gilbert, Notary Public

My Commission Expires: July 11, 2021

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STATE OF TENNESSEE

I, JOSEPH P. DAY, 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 filed in the Seventh Circuit Court (Probate Division) for Davidson County, Tennessee, on the 30th day of March, 2023, in Docket Number23P535, IN RE: GAYLE JENNINGS DOUGLAS, 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 30th day of March in the year 2023 and in the 246 year of American Independence.

JOSEPH P. DAY, Clerk

By: _____
Deputy Clerk

[SEAL]

CERTIFICATE OF AUTHENTICITY

I, Carolyn S. Wenzel, hereby make oath that I am a licensed attorney and/or the custodian of the original version of the electronic document tendered for registration herewith and that this electronic document is a true and exact copy of the original document executed and authenticated according to law on March 30, 2023.

Carolyn S. Wenzel

Carolyn S. Wenzel

3/30/2023

Date

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Sworn to and subscribed before me this 30th day of March, 2023.

Notary Public

My Commission Expires: 7/7/2025

