Karen Johnson
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Davidson County
WILL
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20240426-0030212

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 10TH day of APRIL, 2024, in Docket Number 24P619, IN RE: VIRGINIA A. BENNETT, as same remains of record in the Minutes of said Court.

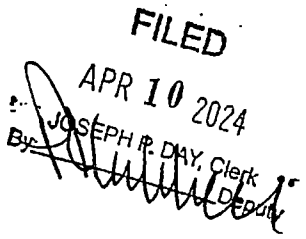
IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix the seal of said Court, at office, in Nashville, the 10TH day of APRIL in the year 2024 and in the 247 year of American Independence.

JOSEPH P. DAY, Clerk

By: _____
Deputy Clerk

[SEAL]

24P619



LAST WILL

OF

VIRGINIA A. BENNETT

I, **Virginia A. Bennett**, 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 Spouse and Children
Appointment of Executor

1.1 Identity of Spouse and Children. My husband at the time of the execution of this will is **William C. Bennett** (referred to as "my spouse") and my children are **William Michael Bennett** and **Christopher Allen Bennett** (together, "my sons" or "my children").

1.2 Appointment of Executor. I appoint my spouse to serve as personal representative of my estate ("my executor").

ARTICLE II
Specific Bequests

2.1 Bequest of Tangible Personal Property. I give and bequeath unto my spouse all of my tangible personal property that I own at the time of my death including the following: (a) my effects of a strictly personal nature including my jewelry, clothes, mementos, collections and the like; (b) my household goods and furnishings including furniture, antiques, art objects, family heirlooms, appliances, glassware, chinaware, tools and the like; and (c) my motor vehicles. If my spouse predeceases me, I give and bequeath all of the aforementioned items in equal shares to my sons. 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

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property, and as to what items thereof each of my sons shall receive. In lieu of distributing such property between my sons, my executor may, in its absolute discretion, sell part or all of the aforementioned property and divide the proceeds thereof among my sons. The decision of my executor on these matters shall be binding and conclusive on my sons.

2.2 Bequest of Cash to Charitable Organizations. If my spouse predeceases me, I give and bequeath twenty thousand dollars ($20,000) cash to each of the charitable organizations listed below, provided, however, the bequest to each organization shall be reduced in identical amount, as may be necessary, so that the bequests to such organizations do not exceed, in the aggregate, ten percent (10%) of the value of my gross estate, less costs of administration.

(i) **Safe Haven Family Shelter of Nashville.**

(ii) **St. Ignatius of Antioch Catholic Church.**

(iii) **Metropolitan Davidson County Government for use in its Animal Rescue Unit on Harding Road.**

If any one of these organizations is not in existence at the time of my death, the bequest to such defunct organization shall be divided among the other remaining organizations. The property of my estate used to satisfy the bequests hereunder shall be paid first from funds payable to my estate which constitute "Income in Respect of a Decedent" under Section 691 of the Internal Revenue Code and, to the extent that such funds are inadequate, from my remaining estate.

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") unto my spouse. If my spouse predeceases me, I give, devise and bequeath my residuary estate in equal shares unto my sons, **William Michael Bennett** and **Christopher Allen Bennett**. If either of my sons predeceases me, such deceased son's share shall pass to his or her 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

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surviving spouse, children, grandchildren or other issue, my residuary estate shall pass in equal shares to the organizations named in Section 2.2 hereof.

ARTICLE IV
Successor Executors

4.1 Appointment of Successor Executors. If my spouse is unable, unwilling or later ceases to serve as executor, my son, **Christopher Allen Bennett,** shall serve as successor executor. In such case, I request that during the administration of my estate that my said son consult frequently with my other son, **William Michael Bennett.** At any time during the administration of my estate, my spouse shall be empowered, in my spouse's absolute discretion, to appoint to serve as successor executors: (a) one more persons to serve together; (b) one person and a corporate fiduciary to serve together; or (c) 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 and with assets under trust administration in excess of fifty million dollars ($50,000,000).

4.2 Removal of Executors. My spouse shall be empowered, in my spouse's absolute discretion, to remove any executor at any time, with or without cause. This power of removal shall be exercised by the delivery of a written notice of removal to the executor then serving, duly signed and acknowledged by my spouse, accompanied by the successor executor's written consent to serve. Unless otherwise excused by the successor executor, the removed executor shall, at the expense of my estate, render an accounting of the estate to the successor executor. The parties shall obtain the necessary court approval for appointment of the successor executor after which all 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 my spouse, the above-granted powers to appoint and remove my son, **Christopher Allen Bennett.**

ARTICLE V
Executor's 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 unless stated otherwise:

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5.1 Incorporation of Statutory Powers. Subject to any contrary provisions that may be contained in this will, I incorporate by reference all of the fiduciary powers contained in Section 35-50-110 of the Tennessee Code Annotated, as fully as if set out verbatim herein.

5.2 Payment of Debts, Administration Expenses and 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 may be paid or retained in the discretion of my fiduciaries (unless otherwise directed in this will) and if paid shall be without right of contribution from my spouse, 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 to any other provisions hereunder addressing the payment of death taxes.

5.3 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 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.

5.4 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.

5.5 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 judgment to cover any liability which may then or later be imposed upon it, including, but not limited to, its liability for estate, income or other taxes, until such liability shall have been finally determined.

5.6 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

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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. 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.

5.7 Facility of Payment. Except as may be otherwise specified hereunder, any bequest under this will 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 to receive and responsibly hold such property, then such property may be paid by my executor in any of the following ways as it deems best: (i) to such beneficiary's parent as guardian to hold such property, without bond, until such beneficiary attains age 18; (ii) to the legally appointed guardian or conservator of such beneficiary; (iii) to such beneficiary's attorney-in-fact; (iv) paid over by my executor to a third party for the benefit of such beneficiary; (v) to a custodian of such beneficiary pursuant to the Uniform Transfers to Minors Act of the State of Tennessee; or (vi) directly to the beneficiary's relative or friend for the benefit of the beneficiary. The receipt of any such person shall discharge my executor from any further responsibility with respect to any such property. No recipient shall be required to furnish bond with respect to any such funds, nor make report as to the disposition of the same.

5.8 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, the executor's compensation, and other expenses incurred in the administration or protection of the estate. Compensation payable to a corporate fiduciary 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.

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

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ARTICLE VI
Miscellaneous

6.1 Payment of Death Taxes. 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") from property which would otherwise become part of my residuary estate, without apportionment. I waive on behalf of my estate the right to recover any part of such taxes, interest, penalties or administration expense from any person, including anyone who may have received from me or my estate any property which is taxable as part of my estate; provided, however, unless all affected beneficiaries of my estate waive such in writing, my executor shall, to the maximum extent permitted by law, seek reimbursement for, recovery of, or contribution toward the payment of death taxes imposed upon my estate, which are not otherwise paid, attributable to property that is not a part of my probate estate but which is included in my taxable estate for purposes of calculating the death taxes imposed upon my estate from the persons or entities in possession of such property.

6.2 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.

6.3 Simultaneous Death. If my spouse and I shall die simultaneously, or under such circumstances as to render it impossible to determine who predeceased the other, then notwithstanding the law of any state to the contrary it shall be conclusively presumed for all purposes of my will, and all its provisions, that I survived my spouse. Provided, however, if any other beneficiary under this will and I shall die simultaneously, or under such circumstances as to render it impossible to determine who predeceased the other, it shall be conclusively presumed for all purposes of my will, and all its provisions, that I survived such other beneficiary.

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

IN WITNESS WHEREOF, I have hereunto subscribed my name to this the **seventh (7th) 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 20th day of May, 2014, at Nashville, Tennessee.

Virginia A. Bennett
Virginia A. Bennett

SIGNED, PUBLISHED AND DECLARED by **Virginia A. Bennett**, 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 on this 20th day of May, 2014, and do hereby certify that we believe the testator to be of sound and disposing mind and memory.

Patricia A. Keller
Signature of Witness

Address:

144 - 2nd Ave. N.
Nashville, TN 37201

Richard K. Schlesman
Signature of Witness

Address:

301 S. Perimeter Park Dr.
Nashville, TN 37211

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 Richard A. Schlessman, the undersigned, after first being duly sworn or affirming, together make oath or affirm that the foregoing last will was signed by **Virginia A. Bennett** (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 20th day of May, 2014. 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) or more years of age and that each of the attesting witnesses was eighteen or more (18) years of age.

Witness's Signature

Witness's Signature

Sworn to and subscribed before me, D. Jefferson Herring, this 20th day of May, 2014.

Notary Public

My Commission Expires July 6, 2015

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