Karen Johnson
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STATE OF TENNESSEE

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IN RE: ***JOHN FRAIOLI***

Docket No: ***24P2612***

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 document heretofore entered in the above styled case on January 13, 2025 in the Seventh Circuit Court for Davidson County, Tennessee, 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, on January 13, 2025.

JOSEPH P. DAY CIRCUIT COURT CLERK

JOSEPH P. DAY, Clerk,

By: _____
Deputy Clerk

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24P2612

Last Will and Testament

of

JOHN FRAIOLI

FILED
JAN 10 2025
JOSEPH P. DAY, Clerk
By _____ Deputy

June 26, 2024

Prepared by:

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I, JOHN FRAIOLI, make, publish and declare this to be my Last Will and Testament and revoke all wills and codicils previously made by me

ARTICLE I

Definitions and General Rules

(A) Unless otherwise specifically qualified or qualified by the context of the sentence in which the following terms appear:

"Article" means an Article of this Last Will and Testament.

"Code" means the Internal Revenue Code, as amended.

"education" is not limited to attendance at an accredited, post-secondary educational institution but includes all forms of academic or vocational study for persons of any age In addition, educational expenses are not limited to tuition, books, supplies and room and board but also include expenses associated with obtaining an education, such as, meals and entertainment while away from home pursuing an education, and transportation or commutation to and from the place of learning.

"EPTL" means the New York Estates, Powers and Trusts Law.

"estate tax" means any death, estate, inheritance, legacy, succession or transfer tax imposed because of a person's death by the United States of America, the State of New York or any other state of the United States of America, any possession or commonwealth of the United States of America, any foreign government, or any subdivision or agency of any of the foregoing.

"fiduciary" shall include an executor, co-executor, trustee, co-trustee, guardian or co-guardian of the person and/or property of an incapacitated person and shall include any successor

"government benefits or assistance" has the meaning given to it in EPTL § 7-1.12 (a)(2).

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"guardian" means the guardian of the person and/or the property of any person and includes any successor or substitute guardian.

"my residuary estate" means the property which I own on the date of my death, both real and personal and wherever situated, except for property that is given in a demonstrative, general or specific disposition hereunder. If, despite the statutes designed to prevent the lapse of a bequest, any demonstrative, general or specific disposition lapses, the property that would have been given to a beneficiary if that legacy had not lapsed will be considered part of my residuary estate

"my spouse" means the person to whom I am legally married as of the date of my death, however, the term "my spouse" shall not include a person from whom I am living separate and apart for any period pursuant to a valid separation agreement.

"net income" shall mean the income generated by the trust property less expenses that are charged against income under New York State law If the trust property of any trust created hereunder consists of residential rental property, the term "net income" shall mean the income generated by the trust less (1) expenses that are charged against income under New York State law and (2) the expenses associated with ownership of the property, including taxes, insurance, utilities, heat, mortgage payments and normal costs of maintenance and upkeep

"SCPA" means the New York Surrogate's Court Procedure Act.

"supplemental needs beneficiary" means a beneficiary who is "a person with a severe and or chronic disability" as such term is defined in EPTL §7-1.12(a)(4).

"Treasury Regulations" or "Proposed Treasury Regulations" means the regulations promulgated or proposed by the Internal Revenue Service.

Whenever only one trust created hereunder exists, "trust property" means all of the

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undistributed net income and all of the undistributed principal in that trust. Whenever more than one trust exists, "trust property" does not include all of the undistributed net income and all of the undistributed principal in all of those trusts but instead is limited to all of the undistributed net income and all of the undistributed principal in the individual trust being referred to or described. If no such specific reference or description appears, then "trust property" applies to all of the undistributed net income and all of the undistributed principal in an individual trust

"underage beneficiary" means any beneficiary who is less than THIRTY (30) years of age.

(B) References to statutes and regulations throughout this Last Will and Testament are to those statutes and regulations as they presently exist or as they may be amended or replaced from time to time

(C) Terms that are not defined in this Last Will and Testament but are defined in either the Code, the EPTL, the SCPA, the Treasury Regulations or the Proposed Treasury Regulations have the meaning given to them by those statutes or regulations.

(D) The headings in this Last Will and Testament are inserted for convenience only and are not to be considered when construing the meaning of any part of this Last Will and Testament.

(E) Whenever the context of this Last Will and Testament requires, the masculine gender includes the feminine or neuter, and vice versa, and the singular number includes the plural, and vice versa.

ARTICLE II

Specific Bequests

a. I give, devise and bequeath my town house located at 9 Tuxedo Lane, Congers, New York, to LAURA ASHLEY PELLEGRINO;
b. I give, devise and bequeath my town house located at 6 Austin Douglas Way, Congers, New York, to LAURA ASHLEY PELLEGRINO;
c. I give, devise and bequeath my town house located at 32 Cygnet Road, Congers, New York, to EMILY ANNE PELLEGRINO;
d I give, devise and bequeath my single family house located at 2452 Edencrest Road, Antioch, Tennessee, to EMILY ANNE PELLEGRINO;
e. I give, devise and bequeath the property located at 5000 Albany Road, Staatsburg,

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New York, to MARIA PELLEGRINO and THOMAS PELLEGRINO. Should any beneficiary named herein predecease me that beneficiary's interest shall be disbursed under the residuary clause below.

f. I give, devise and bequeath the 2017 Land Rover to LAURA ASHLEY PELLEGRINO; I give, devise and bequeath the 2017 Volkswagon to EMILY ANNE PELLEGRINO; I give, devise and bequeath the 1986 Porsha to MARIA PELLEGRINO;

Bequest of My Residuary Estate

A. I give and bequeath my residuary estate to LAURA ASHLEY PELLEGRINO, and EMILY ANNE PELLEGRINO equally, *per stirpes*

ARTICLE III

Distributions to Underage Beneficiaries

(A)(1) If, in the absence of this Article, any share of my residuary estate would become an estate in possession in any beneficiary who is an underage beneficiary, then my executor shall distribute such property to the trustee to be held in a separate trust for the benefit of such underage beneficiary. (2) If, in the absence of this Article, any trust property of any trust created hereunder would become an estate in possession in any beneficiary who is an underage beneficiary upon termination of such trust, then the trustee shall not distribute such property to the underage beneficiary but shall hold it in a separate trust for the benefit of such underage beneficiary. (3) If any property described in paragraphs (1) and (2) of this paragraph becomes an estate in possession in an underage beneficiary who is less than THIRTY (30) years of age, the trustee, shall segregate the aforesaid estate in a separate trust for the underage beneficiary (B) The trustee of any trust to which paragraph (A) of this Article applies shall hold, administer, manage, invest, reinvest, collect the income generated by the trust property as follows.

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(1) At any time and from time to time until the underage beneficiary attains THIRTY (30) years of age, the trustee, for any purpose whatsoever, may distribute to the underage beneficiary so much of the trust property as the trustee deems necessary or appropriate to provide for the health, education, maintenance and support of the underage beneficiary. The trustee may make a distribution without a court order and without regard to the duty of any person to support the underage beneficiary. The trustee shall have the sole and unfettered discretion to decide whether to make any distribution pursuant to this paragraph and when doing so, shall have no duty to consider any of the underage beneficiary's income or assets. The trustee's judgment as to the propriety and amount of any distribution made pursuant to this paragraph shall be binding and conclusive upon everyone having an interest in the trust property.

(2) When the underage beneficiary attains THIRTY (30) years of age, the trustee shall distribute all of the remaining trust property of the underage beneficiary's trust to the underage beneficiary.

(3) The trustee shall pay to underage beneficiary all the net income of the trust property no less frequently than quarterly

(4) Upon the death of an underage beneficiary, the trustee shall distribute the trust property and any undistributed net income of that underage beneficiary's trust to the deceased underage beneficiary's issue, per stirpes. If there are no such issue, the trustee shall distribute the trust property to the issue of the underage beneficiary's parent, per stirpes

ARTICLE IV

Supplemental Needs Trust

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(A) If, in the absence of this Article, any share of my estate would become an estate in possession in any beneficiary who is a supplemental needs beneficiary and if, by receiving such share the supplemental needs beneficiary would not be eligible or qualify for government benefits or assistance, or would be eligible or qualify for a lesser amount of such benefits or assistance, then my executor shall distribute such property to the trustee to be held in a separate trust for the benefit of such supplemental needs beneficiary That trust shall be a supplemental needs trust which conforms to the provisions of EPTL §7-1 12

(B)(1) If, in the absence of this Article, any trust created hereunder has only one person who is entitled or allowed to receive the current net income and/or principal of that trust and that person is or becomes a supplemental needs beneficiary and if the supplemental needs beneficiary would not be eligible or qualify for government benefits or assistance, or would be eligible or qualify for a lesser amount of such benefits or assistance if the trust of which the supplemental needs beneficiary is a beneficiary is administered in accordance with the terms of this Last Will and Testament (other than this Article), then that trust shall be or shall become a supplemental needs trust which conforms to the provisions of EPTL §7-1.12

(2) If, in the absence of this Article, any trust property of any trust created hereunder would become an estate in possession in any beneficiary who is a supplemental needs beneficiary and if, by receiving such trust property the supplemental needs beneficiary would not be eligible or qualify for government benefits or assistance, or would be eligible or qualify for a lesser amount of such benefits or assistance, then the trustee shall not distribute such trust property to the supplemental needs beneficiary but shall hold it in a separate trust for the benefit of such

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supplemental needs beneficiary. That trust shall be a supplemental needs trust which conforms to the provisions of EPTL §7-1.12.

(C) The trustee of any trust to which paragraph (A) or (B) of this Article applies shall (or if the trust property for that trust already has been set apart, shall continue to) hold, administer, manage, invest, reinvest, collect the income generated by the trust property in accordance with the remaining provisions of this Article. Subject to the limitations set forth in this Article, at any time and from time to time until the death of the supplemental needs beneficiary, the trustee may distribute for the benefit of the supplemental needs beneficiary so much of the trust property as the trustee deems appropriate. When making a distribution pursuant to this Article, the trustee shall have no duty to consider any of the supplemental needs beneficiary's income or assets or whether there is a person who has a duty to support the supplemental needs beneficiary. If, however, the discretion given to the trustee by the first sentence of this paragraph shall result in the Supplemental needs beneficiary's loss of government benefits or assistance, regardless of whether such discretion is actually exercised, the trustee shall not have that discretion and this Article shall be read as if the first sentence of this paragraph did not exist.

(D)(1) My intention in creating supplemental needs trusts pursuant to this Article is for the trustee to use the trust property to supplement, not supplant, impair or diminish any government benefits or assistance for which the supplemental needs beneficiary otherwise may be eligible or may be receiving Accordingly, except as otherwise provided in paragraph (G) of this Article, none of the trust property shall be used to supplant, impair or diminish any government benefits or assistance for which the supplemental needs beneficiary otherwise may be eligible or may be receiving Instead, the trustee is authorized to expend the trust property to purchase and provide

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those goods, services and other items which may enhance the quality of the supplemental needs beneficiary's life and which are not otherwise adequately provided by any federal, state, county, regional, city or other governmental entity as government benefits or assistance in programs for which the supplemental needs beneficiary may be eligible or qualify As examples, such expenditures include, but are not limited to, such things as:

a. medical care and equipment, psychiatric, psychological, dental, hospital and nursing care, rehabilitative therapy and other therapeutic care and other types of support services,

b. appropriate housing arrangements, including, but not limited to, the purchase of real property or shares of stock in a co-operative corporation or the payment of rent so that, to the maximum extent possible, the supplemental needs beneficiary continue to live in the setting to which the supplemental needs beneficiary is accustomed; and

c. transportation, health insurance, personal care items and services, books, magazines, audio, video and computer equipment, educational costs and expenses, entertainment, recreation, travel and vacation expenses (including the expenses of companions, if appropriate) and any luxury items.

(2) Consistent with the intention expressed in paragraph (D)(1) of this Article, before expending any of the trust property for or on behalf of a supplemental needs beneficiary, the trustee shall consider the availability of all government benefits or assistance and all benefits and assistance from private programs for which the supplemental needs beneficiary may be eligible or qualify. Where appropriate, the trustee shall endeavor to maximize the collection of such benefits or assistance and facilitate the distribution of such benefits or assistance for the benefit of the supplemental needs beneficiary. The trustee may neither be licensed, skilled nor experienced in

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the field of social services but even if the trustee is, the trustee is authorized (a) to utilize the services of persons who may be able to identify and/or obtain government benefits or assistance and/or benefits and assistance from private programs for which a supplemental needs beneficiary may be eligible or qualify and (b) to pay for those services out of the trust property. So long as the trustee shall have acted in good faith, the trustee shall not be liable to anyone for failing to identify a program of benefits or assistance for which a supplemental needs beneficiary may have been eligible or qualified.

(E) If a trust created hereunder is or becomes a supplemental needs trust, it shall continue to be a supplemental needs trust until the death of the supplemental needs beneficiary.

(F) Notwithstanding the other paragraphs of this Article, at any time and from time to time, the trustee may distribute to a supplemental needs beneficiary so much of the trust property as the trustee deems necessary or appropriate to meet a supplemental needs beneficiary's need for food, clothing, shelter or health care even if such distribution may result in the loss or diminution of the supplemental needs beneficiary's receipt of, or eligibility for government benefits or assistance but only if the trustee determines (1) that the supplemental needs beneficiary's basic needs cannot be met adequately without such distribution and (2) that it is in the supplemental needs beneficiary's best interest to suffer the consequent effect, if any, on the receipt of, or eligibility for government benefits or assistance. If, however, the existence of the trustee's authority to make distributions pursuant to this paragraph shall result in the supplemental needs beneficiary's loss of government benefits or assistance, regardless of whether such authority is actually exercised, this paragraph shall be null and void and the trustee shall not have the authority to make distributions pursuant to this paragraph.

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(G) Notwithstanding the other paragraphs of this Article, if the existence of any supplemental needs trust created hereunder would make a supplemental needs beneficiary ineligible or unable to qualify for government benefits or assistance, or make a supplemental needs beneficiary eligible or able to qualify for a lesser amount of such benefits or assistance, then the trustee shall have the sole and unfettered discretion to terminate this trust, or any part thereof, in which case, the trustee shall distribute the trust property to the supplemental needs beneficiary's issue, per stirpes. If there are no such issue, the trustee shall distribute the trust property, per stirpes, to the issue of the supplemental needs beneficiary's parent (other than the supplemental needs beneficiary). If there are no such issue, the trustee shall distribute the trust property, per stirpes, to my issue (other than the supplemental needs beneficiary).

(H) A supplemental needs beneficiary shall not have the power to assign, encumber, direct, distribute or authorize distributions of any trust property held in any trust created hereunder. Notwithstanding anything to the contrary set forth in this Last Will and Testament, no court shall allow or direct the invasion of any supplemental needs trust created hereunder pursuant to EPTL §7-1.6, or any other statute or rule of law of the United States of America, the State of New York, any possession or commonwealth of the United States of America, any foreign government or any subdivision or agency of any of the foregoing either now or hereafter in effect. If an invasion of any supplemental needs trust created hereunder is attempted and the trustee does not want such invasion to occur, the trustee shall have the sole and unfettered discretion to terminate that trust, or any part thereof, in which case, the trustee shall distribute the trust property to the supplemental needs beneficiary's issue, per stirpes. If there are no such issue, the trustee shall distribute the trust property, per stirpes, to the issue of the supplemental needs beneficiary's parent (other than

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the supplemental needs beneficiary). If there are no such issue, the trustee shall distribute the trust property, per stirpes, to my issue (other than the supplemental needs beneficiary).

(I) If my spouse exercises his or her right of election under EPTL § 5-1.1-A, such election shall have the same effect with respect to any interest which passes or would have passed to my spouse "other than absolutely" (as such words are used for the purposes of EPTL § 5-1.1-A(4)) by intestacy, by testamentary substitute as described in EPTL § 5-1.1-A(b)(1) or by disposition under this Agreement, as though my spouse survived me.

(J) The trustee's judgment as to the propriety, the amount and the manner of any distribution made pursuant to this Article shall be binding and conclusive upon everyone having an interest in the trust property.

(K) Under no circumstances shall the trustee be responsible for seeing to it that a distribution made pursuant to this Article is applied properly by the person to whom the distribution is made.

(L) This Article shall be construed and interpreted so that any trust created under it conforms to the provisions of EPTL §7-1.12.

(M) After the death of the supplemental needs beneficiary, the trustee shall distribute the trust property to the supplemental needs beneficiary's issue, per stirpes. If there are no such issue, the trustee shall distribute the trust property to the issue of the supplemental needs beneficiary's parent, per stirpes If there are no such issue, the trustee shall distribute the trust property to my issue, per stirpes.

ARTICLE V

The Fiduciaries

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(A)(1) I nominate and appoint MARIA PELLEGRINO, the executor of this Last Will and Testament.

(2) If MARIA PELLEGRINO (a) predeceases me, (b) fails to qualify as executor for any reason or (c) having qualified as executor ceases to act as executor for any reason, I nominate and appoint THOMAS PELLEGRINO as successor executor of this Last Will and Testament.

(B)(1) I nominate and appoint MARIA PELLEGRINO, as trustee of every trust created hereunder.

(2) If MARIA PELLEGRINO (a) predeceases me, (b) fails to qualify as trustee for any reason or (c) having qualified as trustee ceases to act as trustee for any reason, I nominate and appoint THOMAS PELLEGRINO, as successor trustees of every trust created hereunder.

(C)(1) A natural person acting as a fiduciary shall be deemed incompetent if such person is unable to conduct the regular affairs of that office. For the purpose of this paragraph, a natural person shall be conclusively deemed to be incompetent either upon a physician who is authorized to practice medicine in the state, possession or commonwealth of the United States of America or the foreign country where that person is then residing, certifying in writing that such physician has examined the fiduciary and has concluded that the fiduciary has become unable to conduct the regular affairs of that office A natural person, acting as a fiduciary, also shall be conclusively deemed to be incompetent upon the issuance by a court of competent jurisdiction of an order, judgment or decree (a) stating that the person is legally incompetent or (b) appointing a guardian of that person or of that person's property.

(2) By assuming the office of a fiduciary, a natural person (a) authorizes that person's physicians, psychiatrists, psychologists, social workers, HMO's and any hospital or rehabilitation

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center at which the person was treated, to release to the persons listed in paragraph (C)(3) of this Article all of the fiduciary's individually identifiable health information and medical records that pertain to such fiduciary's ability to conduct the regular affairs of that office ("medical records") and (b) authorizes any physician to release a written statement certifying either that such person is or is not competent to conduct the regular affairs of that office.

(3) The medical records may be released to:

(a) the fiduciary's regularly attending physician, psychiatrist, psychologist or social worker; or

(b) any other physician, psychiatrist, psychologist or social worker who is evaluating the fiduciary to determine whether that person is competent to conduct the regular affairs of that office.

(4) The release authorized by this paragraph applies to any information governed by the Health Insurance Portability and Accountability Act of 1996 (section 1320d of Title 42 of the United States Code) or by parts 160 through 164 of Title 45 of the Code of Federal Regulations

(D) The fiduciary shall maintain accurate records Those records shall be open at all reasonable times for inspection by (1) any beneficiary or (2) a beneficiary's authorized representative

(E)(1) **OMITTED.**

(2) Any fiduciary, other than a natural person, shall be entitled to be reimbursed for reasonable expenses and to receive commissions for acting as fiduciary computed in accordance with New York State law, unless such fiduciary has promulgated a standard schedule of rates, including minimum fees and additional compensation for special investments, closely-held

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business interests and certain other services, in which case that fiduciary shall receive the commissions set forth in that schedule. If that schedule is amended, the schedule to be used when computing the compensation to which that fiduciary is entitled shall be the schedule in effect at the time the compensation is paid.

(3) I recognize that commissions paid pursuant to a promulgated schedule may exceed the compensation for such services under applicable law but authorize such compensation nonetheless.

(4) If a person acting as fiduciary shall merge, consolidate with, sell or transfer substantially all of its assets to another person, the person resulting from such merger or consolidation shall become the fiduciary.

(F) No fiduciary shall be required to provide a bond or other security.

(G)(1) Any fiduciary shall have the power to appoint any person to be a co-fiduciary and the last person named in paragraphs (A) or (B) of this Article, while acting as fiduciary, shall have the power to appoint any person to be a successor fiduciary. Any appointment of a co-fiduciary or successor fiduciary may be revoked by the person who made the appointment at any time before the fiduciary qualifies as fiduciary.

(2) Any appointment or revocation made pursuant to paragraph (1) above shall be by an instrument duly executed and acknowledged by the person exercising such authority and delivered to the appointee. Notice of such appointment or revocation shall also be delivered:

(a) to all of the beneficiaries of the Last Will and Testament, and

(b) to all of the persons who, at that time, (i) are entitled or allowed to receive the net income from any trust in question and (ii) have reached twenty-one (21) years of age or those persons' court appointed personal representatives, if any; or

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(c) to one of the custodial parents or if none, one of the guardians of all persons who, at that time, (i) are entitled or allowed to receive the net income from any trust in question and (ii) have not reached twenty-one (21) years of age.

(H)(1) Any fiduciary may resign at any time. A fiduciary's resignation shall be effective as of the date the fiduciary delivers such resignation pursuant to paragraph (2) below. The fiduciary will not have to apply for permission to resign pursuant to SCPA §715

(2) Any resignation made pursuant to paragraph (1) above shall be by an instrument duly executed and acknowledged by the person resigning and delivered to the successor fiduciary, if any Notice of such resignation shall also be delivered

(a) to all of the beneficiaries of the Last Will and Testament, and

(b) to all of the persons who, at that time, (i) are entitled or allowed to receive the net income from any trust in question and (ii) have reached twenty-one (21) years of age or those persons' court appointed personal representatives, if any; or

(c) to one of the custodial parents or if none, one of the guardians of all persons who, at that time, (i) are entitled or allowed to receive the net income from any trust in question and (ii) have not reached twenty-one (21) years of age

(I)(1) Any instrument which must be delivered to the person designated as the co-fiduciary or successor fiduciary pursuant to any paragraph of this Article shall be considered to have been delivered to them only if actually received by them

(2) Any instrument which must be delivered to any other person pursuant to any paragraph of this Article shall be considered to have been delivered to them, whether or not actually received by them, if such instrument is (1) received by them or (2) placed in an envelope addressed to the

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last known residence or business address of any such person, if a natural person, or the last known address of any such person, if not a natural person, and either (1) given to a reputable overnight courier for delivery to the addressee or (2) mailed to the addressee by certified or registered mail, return receipt requested.

ARTICLE VI

Fiduciaries' Powers

(A) In addition to and not in limitation of the powers conferred by law, the fiduciary shall have the fullest and broadest powers, rights, authorities and discretions, including but not limited to the following:

(1) To hold and retain all or part of my property in the form in which it is received by the fiduciary for as long as the fiduciary deems advisable, whether or not it be of the character permissible for investments by fiduciaries under any applicable law, and without regard to any effect the retention thereof may have upon the diversification of the investments;

(2) To sell, transfer, exchange, convert, partition, or otherwise dispose of, or grant options with respect to, my property, at public or private sale, with or without security, in such manner, at such time or times, for such purposes, for such prices and upon such terms as the fiduciary deems advisable;

(3) To invest and reinvest my property in common stocks, preferred stocks, investment trusts, bonds, debentures, securities and other property, real or personal, foreign or domestic, including any undivided interest in any one or more common trust funds and without regard to the effect any such investment or reinvestment may have upon the diversity of the investments;

(4) To mortgage any real property which at any time may form a part of my property, in such amount and on such terms as the fiduciary deems advisable;

(5) To render my property liquid in whole or in part at any time or from time to time and to hold cash or readily marketable securities of little or no yield for such period as the fiduciary deems advisable,

(6) To lease any of my property, for such term or terms and upon such conditions, and in such manner, as the fiduciary deems advisable, irrespective of whether the term of any such lease shall exceed the period permitted by law or the probable duration of any trust created hereunder, and to renew or modify any such leases;

(7) To make repairs, replacements and improvements, structural or otherwise, to any of my property;

(8) To join in or become a party to, or to oppose, any reorganization, readjustment, recapitalization, foreclosure, merger, voting trust, dissolution, consolidation or exchange, and to deposit any securities with any committee, depository, escrow agent or trustee, and to pay any and

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all fees, expenses and assessments incurred in connection therewith, to exercise conversion, subscription or other rights, and to make any necessary payments in connection therewith, or to sell any such privileges;

(9) To exchange the securities of any corporation or company which are part of my property for other securities issued by the same or by any other corporation or company, at such times and upon such terms the fiduciary deems proper;

(10) To vote in person at meetings of stock or security holders or any adjournments of such meetings or to vote by general or limited proxy with respect to any such shares of stock or other securities;

(11) To hold securities unregistered, in "street name", or in the name of a nominee;

(12) To complete, extend, modify or renew any loans, notes, bonds, mortgages, contracts or any other obligations to which I or the fiduciary may be a party or which may be liens or charges against any of my property in such manner as the fiduciary deems advisable;

(13) To pay, compromise, compound, adjust, submit to arbitration, sell or release any claims or demands as the fiduciary deems advisable, including the acceptance of deeds to real property in satisfaction of bonds and mortgages, and to make any payments in connection therewith which the fiduciary deems advisable;

(14) To borrow money for any purpose in connection with the administration of my estate or any trust created hereunder and to execute promissory notes or other obligations for amounts so borrowed and to secure the payment of any amounts so borrowed by mortgage or pledge of any real or personal property,

(15) To pay all expenses, costs, fees and other charges incurred in connection with the preservation, protection and delivery of my property;

(16) To make any division or distribution of my property in kind and to make distributions partly of cash or cash equivalents and partly of property other than cash or cash equivalents without regard to the income tax basis of any asset and without the consent of any person having an interest in my estate or any trust created hereunder;

(17) To execute and deliver any and all instruments in writing which the fiduciary deems advisable to carry out any of the foregoing powers,

(18) To delegate powers to persons to the extent permitted by law and to pay them for their services and reimburse them for their expenses;

(19) To engage attorneys, accountants, custodians and investment advisors as the fiduciary deems advisable in the administration of my estate or any trust created hereunder, to compensate such persons in such amounts as may be reasonable and to reimburse them for their expenses;

(20) To prepare and file tax returns and to exercise, at such times and in such manner as the fiduciary deems advisable, any rights of election or other rights which at any time and from time to time may be available to the fiduciary under the laws of the United States of America, of the State of New York or any other state of the United States of America, of any possession or commonwealth of the United States of America or of any foreign government or any subdivision or agency of any of the foregoing.

(21) To determine whether receipts are income or principal and whether disbursements are to be charged against income or principal, to the extent not established clearly by law.

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(B) Without application to or approval by any court, any fiduciary may exercise any of the powers, authorities and discretions conferred by law or enumerated in this Article at any time and from time to time until final distribution is made.

(C) Whenever my property must be valued in order to be divided into shares that will be distributed to multiple beneficiaries, the fiduciary shall select a date for making the valuation that is as close to the date of distribution as the fiduciary, in the fiduciary's sole and unfettered discretion, deems feasible.

(D) I realize that the fiduciary is given discretion by law to make various elections which affect the income and estate taxes payable by estates and trusts and the beneficiaries of estates and trusts, as well as the relative shares of beneficiaries. Examples of areas of discretion are: taking administration expenses as deductions for either estate or income tax purposes, selecting options for the payment of employee death benefits, electing to take qualified terminable interests as part of the marital deduction, allocating exemptions from generation-skipping transfer tax, selecting alternate valuation dates, postponing the payment of taxes, disclaiming property to which I or my estate may be entitled and filing joint income tax or gift tax returns and making estimated payments thereon. The decisions made by the fiduciary, in the exercise of the fiduciary duty, in any of these matters shall be binding upon any affected persons as I rely upon the fiduciary to take into consideration the total income and estate taxes payable by reason of such decisions, including those payable by my beneficiaries.

(E) The fiduciary shall be deemed to have acted within the scope of the authority granted hereunder or by statute, to have exercised reasonable care, diligence and prudence, and to have acted impartially as to all persons unless the contrary be proven by clear and convincing evidence,

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and in the absence of such proof the fiduciary shall not be liable for loss arising from depreciation or shrinkage in value of any of my property. A fiduciary's exercise of any of the discretionary powers granted herein shall be binding and conclusive upon anyone having an interest in my property, provided such discretion shall have been exercised in good faith. A fiduciary shall not be liable for losses incurred because of errors in judgment in the investment or management of any of my property so long as the fiduciary shall have acted in good faith. A fiduciary shall not be responsible for seeing to it that a distribution made pursuant to this Last Will and Testament is applied properly by the person to whom the distribution is made so long as the fiduciary shall have acted in good faith.

(F) The fiduciary, whether or not presently serving, shall be fully indemnified out of my property for any damages assessed against the fiduciary, when acting in that capacity, unless the fiduciary's liability for such damages is adjudged to have been caused by the fiduciary's gross negligence, fraud or willful misconduct. The fiduciary also shall be reimbursed for all expenses, including reasonable attorney's fees, accountant's fees and fees of other experts, incurred by the fiduciary in defending an action brought against the fiduciary in that capacity. Those fees may be paid out of my property in advance of the final disposition of the action and in advance of any accounting by the fiduciary.

(G) My beneficiaries have the right to execute a release, either with or without an account annexed. approving the actions of a fiduciary for the period specified in the release and approving any account. A release can discharge the fiduciary from any obligation to account and from liability to everyone having an interest in my property as to all matters contained or referred to in that release or account, if any, with the same effect as if an account of the fiduciary for the period

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concerned had been judicially settled and allowed in a proceeding in which all persons interested in my property were parties.

(H) No person dealing with a fiduciary shall be required to ascertain the fiduciary's authority to engage in any transaction concerning my property, nor shall any such person be required to inquire into the expediency, propriety, validity or necessity of any such transaction, nor shall they be responsible for the proper use or application of funds paid by them to the fiduciary. Persons dealing with a fiduciary shall be entitled to conclude that any instrument given to them, or any act done, by the fiduciary in connection with such transaction was authorized in all respects.

(I) Title to my property shall vest in any successor fiduciary immediately upon the successor qualifying for that office. Any fiduciary who has resigned or is removed shall execute and deliver all such instruments and do all such acts as are necessary or desirable to prove that title to my property has vested in the successor.

(J) No fiduciary shall be liable or responsible for any acts or omissions of any prior fiduciary No fiduciary shall have any duty to audit or investigate the accounts or administration of any prior fiduciary, nor shall any fiduciary have the duty to take action to obtain redress for breach of a fiduciary duty by a prior fiduciary.

ARTICLE VII

Spendthrift Clause

To the fullest extent permitted by law, no disposition, charge or encumbrance against the interest of any beneficiary shall be valid or in any way binding upon the fiduciary. No beneficiary shall have the right to assign, transfer, or otherwise dispose of my property until it has been

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distributed by a fiduciary, and no part of my property shall be liable in any way to any claim of any creditor of any beneficiary Notwithstanding anything to the contrary contained in this Article, each distribution of my property shall be subject to a charge or deduction under the authority granted to the fiduciary by any statute, administrative regulation, decision or other law or by any provision of this Last Will and Testament, including but not limited to, a charge or deduction for income, capital gains, estate, inheritance, succession, death, generation-skipping transfer or similar taxes together with any interest and penalties thereon or additions thereto.

ARTICLE VIII

Uneconomical Trusts

If the trust property in any trust created under Article III (other than a supplemental needs trust) shall have a fair market value of fifty thousand ($50,000.00) dollars or less, the trustee may terminate that trust and distribute the trust property to the persons entitled or allowed to receive the net income therefrom at that time in proportion to their interests in such income, or if such interests are indefinite, equally to all of them.

ARTICLE IX

Perpetuities Savings Clause

Unless already terminated, all trusts created or permitted to be created hereunder, shall terminate twenty one (21) years after the death of the survivor of the group consisting of my parent's descendants, my spouse and my spouse's descendants living on the date of my death. Upon such termination, the trust property shall be distributed to such living person or persons to whom distributions of net income from such trust could be made. If there is more than one person to whom distributions of net income from such trust could be made, the trust property shall be

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distributed to whichever of such persons the trustee (in its sole and unfettered discretion) selects, in such shares as the trustee (in its sole and unfettered discretion) deems appropriate.

ARTICLE X

Severability

If any disposition made hereunder is declared to be invalid by a court of competent jurisdiction and the time within which to appeal from that court's (or any intermediate appellate court's) judgment, decree or order ("judgment") expires and either no such appeal is taken or if an appeal is perfected, the judgment is not modified, vacated or reversed on appeal, such invalid bequest shall not affect the other bequests made hereunder and this Last Will and Testament shall be construed as if the invalid bequest had not been made.

ARTICLE XI

In Terrorem

If any beneficiary in any manner, directly or indirectly, contests or attacks this Last Will and Testament or any of its provisions, any interest in my property given to that beneficiary shall be revoked and that interest shall be disposed of in the same manner as if the beneficiary had predeceased me, without surviving issue. The executor is authorized to defend, at the expense of my estate, any contest or other attack on this Last Will and Testament or any of its provisions.

ARTICLE XII

Virtual Representation

Where a party to any proceeding involving my estate or any trust created hereunder has the same interest therein as any other person who is under a disability, it shall not be necessary to serve

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process upon the person who is under a disability, it being my intention to make the provisions of SCPA §315(5), applicable to my estate and all trusts created under this Last Will and Testament

ARTICLE XIII

Taxes

I direct that all estate taxes together with interest and penalties thereon, if any levied, assessed or imposed by the United States of America, the State of New York, any other state of the United States of America, any possession or commonwealth of the United States of America, any foreign government or any subdivision or agency of any of the foregoing with respect to any and all property included in my gross estate shall be paid out of my residuary estate without apportionment.

ARTICLE XIV

Distributions From Retirement Plans to Trusts

(A)(1) Unless specifically stated otherwise, each year, beginning with the year of my death, if any trust created under my Last Will and Testament becomes the beneficiary of death benefits under any qualified retirement plan, my trustee shall withdraw from the trust's share of the plan, in each year, the required minimum distribution required under Section 401(a)(9) of the Code. My trustee MAY withdraw such additional amounts from the trust's share of the plan as my trustee deems advisable

(2) My trustee shall immediately distribute all net amounts withdrawn to the income beneficiary or income beneficiaries of such trust. If there is more than one income beneficiary, my trustee shall immediately distribute all net amounts withdrawn to the income beneficiaries of such

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trust in equal shares. If the trust is or becomes a trust for the benefit of a supplemental needs beneficiary, the foregoing sentences of this paragraph (2) shall be inapplicable.

(3) In addition, if the trust is or becomes a trust for the benefit of a supplemental needs beneficiary and if a charitable organization which is a remainder or contingent beneficiary of such trust would be considered a beneficiary of such trust for purposes of Treasury Regulation Section 401(a)(9)-5, A-7, then such charitable organization shall be treated as if such organization was not in existence at my death.

(B) Article 11-A of the EPTL (hereinafter in this section referred to as "New York Principal and Income Act"), will govern beneficiaries' rights among themselves in matters concerning principal and income. If the New York Principal and Income Act contains no provision concerning a particular item, a fiduciary shall determine in a fair, equitable and practical manner what will be credited, charged, and apportioned between principal and income. Referencing Section 10-10.1 of the EPTL, any trustee may make discretionary allocations of receipts or expenses as between principal and income in such trustee's favor.

(C) Notwithstanding any provision of the New York Principal and Income Act or New York law to the contrary, my trustee shall treat distributions to any trust established under my Last Will and Testament from any qualified retirement accounts in any given year as income to the extent the distribution represents income generated or treated as generated by any qualified retirement account for that year.

(D)(1) In addition, my trustee shall treat annuity and other periodic payments to any trust established under my Last Will and Testament in any given year as income to the extent the distribution represents income generated and treated as generated by any qualified retirement plan

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for that year; if income information is not available, then my trustee shall apportion the annuity and other periodic payments between principal and income in a fair, equitable and practical manner in accordance with the guidelines set forth in this section "Annuity and other periodic payments" refers to distributions made to my trustee over a fixed number of years or during the life of one or more individuals because of services rendered or property transferred to the payor in exchange for future payments and includes payments made in money or property from the payor's general assets or from a separate fund created by the payor, including a private or commercial annuity, an individual retirement annuity, a pension, profit-sharing plan, stock-bonus plan, stock ownership plan or similar arrangement.

(2) To the extent an annuity or other periodic payment is characterized as interest, dividend or other item of income or an annuity or other periodic payment is made in lieu of interest, dividend or other item of income; my trustee shall allocate the payment to income. My trustee shall allocate to principal the balance of the annuity or other periodic payment as well as any other payment received in the same accounting period that is not characterized as interest, dividend or other item of income

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(3) To the extent annuity and other periodic payments are made and no part of the payments are characterized as interest, dividend or other item of income, my trustee shall use the present value of the annuity and other periodic payments as finally determined for federal estate tax purposes and the Section 7520 rate of the Code used to determine the value for federal estate tax purposes to prepare an annuitization table to allocate the payments between income and principal.

(4) In the event that the amount of annuity and other periodic payments change because of changes in the investment markets or other changes, my trustee shall allocate the change in the amount of the payments between income and principal in a fair, equitable and practical manner.

(5) If, to obtain an estate tax marital deduction for a trust established under my Last Will and Testament, my trustee must allocate more of a payment to income than provided for by this section, my trustee shall allocate to income the additional amount necessary to obtain the marital deduction.

ARTICLE XV

Decanting

Any income or principal payable to a beneficiary hereunder may, in the discretion of the trustee, be paid to a trust for his or her benefit, including a trust created by the trustee, where the dispositive and administrative provisions governing such other trust are sufficiently similar to the provisions hereof to protect the interests of the beneficiaries of the trust hereunder, regardless of whether the interests of the beneficiaries of the trust hereunder may be altered or diminished due to such transfer, or whether the class of potential trust beneficiaries at any particular time may be

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augmented under the provisions governing such other trust. The property transferred to such other trust shall be governed by the laws of such other jurisdiction and subject, in any case, to the applicable rule against perpetuities.

In Witness Whereof, I have subscribed my name below on June 26, 2024 and do publish and declare this instrument to be my Last Will and Testament

JOHN FRAIOLI

This document was signed, sealed, published, and declared BY JOHN FRAIOLI, the testator, in our presence to be the testator's Last Will and Testament ("Will"). We, at the testator's request and in the testator's presence, and in the presence of each other, have subscribed our names as attesting witnesses to this Will, with all of us, including the testator, being present together throughout the execution and attestation ceremony for this Will. Before we had affixed our signatures below, the last sentence of this Will beginning with the words "In Witness" was read aloud to us by the testator.

Precious Hose residing at 91 Holland street, APT 2

Harrison, New York 10528

COSTANTINO FRAGALE residing at 1022 Cove Road

Mamaroneck, NY 10543

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AFFIDAVIT OF SUBSCRIBING WITNESSES

State of New York

County of New York

Each of the undersigned, individually and severally being duly sworn, deposes and says:

1. This Will was subscribed in our presence and sight at the end thereof by JOHN FRAIOLI, the within named testator on June 26, 2024.

2. The testator, at the time of making such subscription declared the instrument so subscribed to be the testator's Last Will and Testament

3. Each of the undersigned thereupon signed his or her name as a witness at the end of this Will at the request of the testator and in the presence and sight of the testator and in the presence and sight of each other.

4 At the time of executing this Will, the testator was over the age of eighteen (18) years and in the respective opinions of the undersigned, of sound mind, memory and understanding and not under any restraint or in any respect incompetent to make a Will.

5 In the respective opinions of the undersigned, the testator could read, write and converse in the English language and was suffering from no defect of sight, hearing or speech, or from any other physical or mental impairment which would affect her capacity to make a valid Will. The Will was executed as a single, original instrument and was not executed in counterparts.

6 Each of the undersigned was acquainted with the testator at the time this Will was executed by the testator, and makes this affidavit at the testator's request.

7 This Will was shown to the undersigned at the time this affidavit was made, and was examined by

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each of them as to the signature of the testator and of the undersigned.

8. The foregoing instrument was executed by the testator and witnessed by each of the undersigned, under the supervision of Costantino Fragale, an attorney-at-law.

Sworn to before me on June 26, 2024

Notary Public

SALVATORE M DI COSTANZO
Notary Public, State of New York
No 02DI6063463
Qualified in Westchester County
Commission Expires December 21, 20 25

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Control# 28184
EXEMPLIFICATION
FILE#: 2024-2735
FILE NAME: John Fraioli

STATE OF NEW YORK)
SURROGATE'S COURT)
COUNTY OF WESTCHESTER)

I, Eugene G. Yates, Chief Clerk of the Westchester County Surrogate's Court, being a Court of Record, do hereby certify that the copies of the documents listed below, were compared to the original records of the Court filed in the Surrogate's Office of the County of Westchester, and in my care and custody as the Chief Clerk of the Surrogate's Court, and that the same are full, exact and correct transcripts therefrom, and of the whole of each original record.

PROBATE PETITION, LAST WILL AND TESTAMENT OF JOHN FRAIOLI, WAIVER OF PROCESS, KINSHIP AFFIDAVIT, FUNERAL BILL, OATH AND DESIGNATION, NOTICE OF PROBATE, LETTERS TESTAMENTARY, DECREE

IN TESTIMONY WHEREOF, I have hereunto set my hand, and affix the seal of the Westchester Surrogate's Court on November 21, 2024.

Eugene G Yates, Chief Clerk

STATE OF NEW YORK)
SURROGATE'S COURT)
COUNTY OF WESTCHESTER)

I, Brandon R. Sall, Presiding Judge of the Surrogate's Court, do hereby certify that Eugene G. Yates, the person attesting the above certificate, is Chief Clerk of the Surrogate's Court, that his/her signature to the attestation is genuine, that he/she is the legal custodian of the records and files of the Court, and that the certificate and attestation are in due form

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of the Westchester Surrogate's Court on November 21, 2024

Brandon R. Sall, Surrogate

STATE OF NEW YORK)
SURROGATE'S COURT)
COUNTY OF WESTCHESTER)

I, Eugene G Yates, Chief Clerk, of the Westchester County Surrogate's Court, do hereby certify that the Honorable Brandon R. Sall, is the Surrogate of Westchester County, duly commissioned and qualified, and the Presiding Judge of the Surrogate's Court, and that his/her signature to the foregoing certificate is genuine

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of the Westchester Surrogate's Court on November 21, 2024

Eugene G. Yates, Chief Clerk

(Facsimile pursuant to Section 2609 of the Surrogate's Court Procedure Act)