STATE OF TENNESSEE

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IN RE: ***DORTHEY GENTRY SMITH***

Docket No: ***12P636***

Karen Johnson Davidson County
Batch # 1272468 WILL
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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 April 20, 2012 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 May 13, 2025.

JOSEPH P. DAY CIRCUIT COURT CLERK

JOSEPH P. DAY, Clerk,

By: A. Muller

Deputy Clerk

12P636

FILED

2012 APR 20 AM 11:35

RICHARD R. ROOKER, CLERK

D.C.

Last Will and Testament
of
Dorthey Gentry Smith

Prepared by: Ralph Carter, Attorney at Law
MERRITT, FLEBOTTE, WILSON, WEBB & CARUSO PLLC
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Brentwood, Tennessee 37027
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LAST WILL AND TESTAMENT
OF
DORTHEY GENTRY SMITH

Introductory Clause. I, Dorthey Gentry Smith, a resident of and domiciled in the City of Nashville, County of Davidson and State of Tennessee, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils at any time heretofore made by me.

I have three living children: Dorthey Lynn Crawford Brown, born April 23, 1954; Thomas Linston Smith, III, born March 23, 1957; and Kysa Gena S. Estes, born June 19, 1961.

ITEM I

Direction to Pay Debts with Discretionary Refinancing by Executor. I direct that all my legally enforceable debts, secured and unsecured, be paid as soon as practicable after my death. I direct that my Executor may cause any debt to be carried, renewed and refinanced from time to time upon such terms and with such securities for its repayment as my Executor may deem advisable taking into consideration the best interest of the beneficiaries hereunder.

ITEM II

Direction to Pay All Taxes from Residuary Estate. I direct that all estate, inheritance, succession, death or similar taxes (except generation-skipping transfer taxes) assessed with respect to my estate herein disposed of, or any part thereof, or on any bequest or devise contained in this my Last Will (which term wherever used herein shall include any Codicil hereto), or on any insurance upon my life or on any property held jointly by me with another or on any transfer made by me during my lifetime or on any other property or interests in property included in my estate for such tax purposes be paid out of my residuary estate and shall not be charged to or against any recipient, beneficiary, transferee or owner of any such property or interests in property included in my estate for such tax purposes.

ITEM III

Bequest of Specific Item of Personal Effects. I give and bequeath to my grandchild, Maria Emellen Estes, if she shall survive me, all other personal property on or inside the home at 637 W. Nocturne Drive, for which no other provision is made in this Last Will and Testament.

Initials: D.G.S.

ITEM IV

Bequest of Specific Item of Personal Effects. I give and bequeath to my son, Thomas Smith, III, the contents of the safety deposit box in my home.

ITEM V

Bequest of Specific Item of Personal Effects. I give and bequeath to my son, Thomas Linston Smith, III, if he shall survive me, all of my firearms. Provided that, if Thomas Linston Smith, III shall not survive me, then this bequest shall pass to my grandchild, Maria Emellen Estes, if she shall survive me.

ITEM VI

Bequest of Specific Item of Personal Effects. I give and bequeath to my son, Thomas Smith, III, my 1999 Blue/Purple Lexus 300.

ITEM VII

General Bequest of Personal and Household Effects With a Mandatory Memorandum. I give and bequeath all my personal and household effects of every kind including but not limited to furniture, appliances, furnishings, pictures, silverware, china, glass, books, jewelry, wearing apparel, boats, automobiles, and other vehicles, and all policies of fire, burglary, property damage, and other insurance on or in connection with the use of this property, as follows:

(1) I may leave a written memorandum disposing of certain items of my tangible personal property. Any such item of tangible personal property shall pass according to the terms of such memorandum in existence at the time of my death. If no such written memorandum is found or identified by my Executor within ninety (90) days after my Executor's qualification, it shall be conclusively presumed that there is no such memorandum and any subsequently discovered memorandum shall be ineffective. Any property given and devised to a beneficiary who is not living at the time of my death and for whom no effective alternate provision has been made shall pass according to the provisions of the following paragraph, and not pursuant to any anti-lapse statute.

(2) In default of such memorandum, or to the extent such memorandum does not completely or effectively dispose of such property, and subject to any specific bequest of tangible personal property or personal effects in this Last Will and Testament, I give and bequeath the rest of my personal and household effects of every kind to my children; provided, however, that the then surviving issue of a deceased child shall take per stirpes the share such deceased child would have taken had s/he survived me. If my beneficiaries do not agree to the division of the property among themselves, my Executor shall make such division among them, the decision of my Executor to be in all respects binding upon such beneficiaries. If any beneficiary hereunder is a minor, my Executor may distribute such minor's share to such minor or for such minor's use to any person with whom such

minor is residing or who has the care or control of such minor without further responsibility and the receipt of the person to whom it is distributed shall be a complete discharge of my Executor.

ITEM VIII

Specific Bequest of Bank Accounts. I give and bequeath to my son, Thomas Linston Smith, III, the contents of my Tennessee Credit Union Checking Account, bearing account number 1094374, and Savings Account, bearing account number 1094374.

ITEM IX

Specific Bequest of Bank Accounts. I give and bequeath to my son, Thomas S. Linston Smith, III, the contents of my Regions Bank Checking Account, bearing account number 0048248584, and Savings Account, bearing account number 0055492517.

ITEM X

Specific Devise of Residential Property. I give and devise to my grandchild, Maria Emellen Estes, if she shall survive me, any interest which I own at the time of my death in the house and lot located at 637 W. Nocturne Drive, Nashville, TN 37207. If this property at the time of my death is subject to any mortgage, then this devise shall be subject thereto and the devisee shall not be entitled to have the obligation secured by such mortgage paid out of my general estate.

ITEM XI

Specific Devise of Real Property. I give and devise any interest I may own at the time of my death in the property at W. Mullins Chapel Road, Shelbyville, TN in equal shares to my children: Kysa Gena S. Estes, Dorthey Lynn Crawford Brown and Thomas Linston Smith, III.

ITEM XII

Specific Devise of Burial Plats. I give and devise to my grandchild, Maria Emellen Estes, if she shall survive me, all right, title and interest in and to any remaining burial plats in Greenwood Cemetery which remain unused after the burial of my remains has taken place.

ITEM XIII

Outright Gift of All Property to Children, Contingent Gift to Named Beneficiary. I give, devise and bequeath all the rest, residue and remainder of my property of every kind and description (including lapsed legacies and devises) wherever situate and whether acquired before or after the execution of this Will, absolutely in fee simple in equal shares to my children; provided, however, that the then-surviving issue of a deceased child of

Initials: D.G.S.

mine shall take per stirpes the share such deceased child would have taken had s/he survived me. If a child of mine shall not survive me and fails to leave surviving issue, then the share attributable to such deceased child shall be distributed to my surviving child or children or to the then living issue of any other deceased child as appropriate.

ITEM XIV

Naming the Executor, Executor Succession, Executor's Fees and Other Matters. The provisions for naming the Executor, Executor succession, Executor's fees and other matters are set forth below:

(1) **Naming an Individual Executor.** I hereby nominate, constitute and appoint as Executor of this my Last Will and Testament Maria Emellen Estes and direct that she shall serve without bond.

(2) **Naming Individual Successor or Substitute Executor.** If my individual Executor should fail to qualify as Executor hereunder, or for any reason should cease to act in such capacity, the successor or substitute Executor who shall also serve without bond shall be Kysa Gena S. Estes.

(3) **Fee Schedule for Individual Executor.** For its services as Executor, the individual Executor shall receive reasonable compensation for the services rendered and reimbursement for reasonable expenses.

ITEM XV

Definition of Executor. Whenever the word "Executor" or any modifying or substituted pronoun therefor is used in this my Will, such words and respective pronouns shall include both the singular and the plural, the masculine, feminine and neuter gender thereof, and shall apply equally to the Executor named herein and to any successor or substitute Executor acting hereunder, and such successor or substitute Executor shall possess all the rights, powers and duties, authority and responsibility conferred upon the Executor originally named herein.

ITEM XVI

(1) **Powers for Executor.** I grant to my Executor any and all of the powers that an Executor may exercise under the applicable laws of the State of Tennessee, including, but not limited to the powers enumerated in Tennessee Code Annotated (the "Tennessee Code") Section 35-50-110 which are incorporated by reference as well as the powers granted in the Uniform Trust Code as adopted in Tennessee and any other powers granted in Title 35 of the Tennessee Code, even if my estate is administered in a state other than Tennessee or any Executor hereunder is a citizen or resident of a state other than Tennessee, to the extent that such state laws are not inconsistent with any express powers granted the Executor hereunder.

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(2) **Examples of Fiduciary Powers.** By way of illustration and not of limitation and in addition to the foregoing statutory powers granted to Executors generally, my Executor is specifically authorized and empowered with respect to any property, real or personal, at any time held under any provision of this my Will: to allot, allocate between principal and income, assign, borrow, buy, care for, collect, compromise claims, contract with respect to, continue any business of mine, convey, convert, deal with, dispose of, enter into, exchange, hold, improve, incorporate any business of mine, invest, lease, manage, mortgage, grant and exercise options with respect to, take possession of, pledge, receive, release, repair, sell, sue for, to make distributions or divisions in cash or in kind or partly in each without regard to the income tax basis of such asset, and in general, to exercise all the powers in the management of my Estate which any individual could exercise in the management of similar property owned in his or her own right, upon such terms and conditions as to my Executor may seem best, and to execute and deliver any and all instruments and to do all acts which my Executor may deem proper or necessary to carry out the purposes of this my Will, without being limited in any way by the specific grants of power made, and without the necessity of a court order. I grant to my Executor the power and authority to appoint a resident executor to serve concurrently when applicable law so requires.

ITEM XVII

(1) **Tax-Related Administrative Provisions.** The following provisions shall govern tax-related aspects of the devises, bequests and estate administration under this Last Will and Testament.

(a) **Discretion Granted to Executor in Reference to Tax Matters.** My Executor as the fiduciary of my estate shall have the discretion, but shall not be required when allocating receipts of my estate between income and principal, to make adjustments in the rights of any beneficiaries, or among the principal and income accounts to compensate for the consequences of any tax decision or election, or of any investment or administrative decision, that my Executor believes has had the effect, directly or indirectly, of preferring one beneficiary or group of beneficiaries over others; provided, however, my Executor shall not exercise its discretion in a manner which would cause the loss or reduction of the marital deduction as may be herein provided. In determining the state or federal estate and income tax liabilities of my estate, my Executor shall have discretion to select the valuation date and to determine whether any or all of the allowable administration expenses in my estate shall be used as state or federal estate tax deductions or as state or federal income tax deductions.

ITEM XVIII

Waiver of Bond, Inventory and Accounting Requirements. To the extent permitted by law, no Fiduciary serving hereunder, primary, successor or otherwise, shall be required to furnish a bond or file any inventory or accountings with the Court in the performance of the Fiduciary's duties.

Initials: D.G.S.

ITEM XIX

Captions. The captions and headings of this Will are for convenience only and shall not define or otherwise limit the provisions contained herein.

ITEM XX

State Law to Govern. This Last Will and Testament shall be construed, regulated and governed by and in accordance with the laws of the State of Tennessee.

ITEM XXI

Provision for Executor to Act as Trustee for Beneficiary Under Age Twenty-One. If any share or property hereunder becomes distributable to a beneficiary who has not attained the age of Twenty-one (21) years or if any real property shall be devised to a person who has not attained the age of Twenty-one (21) years at the date of my death, then such share or property shall immediately vest in the beneficiary, but notwithstanding the provisions herein, my Executor acting as Trustee shall retain possession of the share or property in trust for the beneficiary until the beneficiary attains the age of Twenty-one (21), using so much of the net income and principal of the share or property as my Executor deems necessary to provide for the medical care, education, support and maintenance in reasonable comfort of the beneficiary, taking into consideration to the extent my Executor deems advisable any other income or resources of the beneficiary or his or her parents known to my Executor. Any income not so paid or applied shall be accumulated and added to principal. The beneficiary's share or property shall be paid over, distributed and conveyed to the beneficiary upon attaining age Twenty-one (21), or if he or she shall sooner die, to his or her executors or administrators. Whenever my Executor determines it appropriate to pay any money for the benefit of a beneficiary for whom a trust is created hereunder, then the amounts shall be paid out by my Executor in such of the following ways as my Executor deems best: (1) directly to the beneficiary; (2) to the legally appointed guardian of the beneficiary; (3) to some relative or friend for the care, support and education of the beneficiary; (4) by my Executor using such amounts directly for the beneficiary's care, support and education. My Executor as trustee shall have with respect to each share or property so retained all the powers and discretions conferred upon it as Executor.

ITEM XXII

Simultaneous Death Provision Presuming Beneficiary Predeceases Testatrix and Beneficiary Survivorship Requirement. If any beneficiary and I should die under such circumstances as would make it doubtful whether the beneficiary or I died first, or if a beneficiary hereunder shall fail to survive me by Sixty (60) days, then it shall be conclusively presumed for the purposes of this Will that the beneficiary predeceased me and the share of such beneficiary shall be distributed under the remaining provisions of this Last Will and Testament.

Initials: D.G.S.

Testimonium Clause. IN WITNESS WHEREOF, hereunto this, my Last Will and Testament, I have set my hand this the 16 day of April, 2008

Dorthey Gentry Smith
Dorthey Gentry Smith

Attestation Clause. The foregoing Will was this the 16th day of April, 2008 signed, sealed, published and declared by the Testatrix as and for her Last Will and Testament in our presence, and we, at her request and in her presence, and in the presence of each other, have hereunto subscribed our names as witnesses on the above date.

Witness

Ralph Carter
Print Name

Merritt, Flebotte, Wilson, Webb & Caruso PLLC
7101 Executive Center Drive, Suite 250
Brentwood, Tennessee 37027

Witness

Kelley N. Sydnor
Print Name

Merritt, Flebotte, Wilson, Webb & Caruso PLLC
7101 Executive Center Drive, Suite 250
Brentwood, Tennessee 37027

PROOF OF WILL

STATE OF TENNESSEE)
)
COUNTY OF WILLIAMSON)

Self-Proving Affidavit

We, Dorthey Gentry Smith, and Kelley N. Sydnor and Ralph Carter, the Testatrix and the witnesses, respectively, whose names are signed to the attached or foregoing instrument, being first duly sworn, do hereby declare to the undersigned authority that the Testatrix signed and executed the instrument as her Last Will and that she had signed willingly (or willingly directed another to sign for her), and that she executed it as her free and voluntary act for the purposes therein expressed, and that each of the witnesses, in the presence and hearing of the Testatrix, and in the presence of each other, signed the Will as witness and to the best of our knowledge the Testatrix was at that time eighteen years of age or older, of sound mind, and under no constraint or undue influence.

Dorthey Gentry Smith
Dorthey Gentry Smith

Witness

Witness

Subscribed, sworn to, and acknowledged before me by Dorthey Gentry Smith, the Testatrix and Kelley N. Sydnor and Ralph Carter, witnesses, this the 16 day of April, 2006

Debra Comstock
Notary Public for Tennessee

DEBRA T. COMSTOCK
STATE OF TENNESSEE NOTARY PUBLIC
MARSHALL COUNTY

My Commission Expires: March 2011

Initials: DGS