STATE OF TENNESSEE

****

Karen Johnson
Batch # 1339039
10/28/2025 12 22 30 PM
Fees $102 00 Taxes $0 00
Davidson County
WILL
20 pgs
20251028-0085707

IN RE: ***TAMMI P DEPAOLIS***

Docket No: ***25P1964***

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 October 23, 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 October 24, 2025.

JOSEPH P. DAY CIRCUIT COURT CLERK

JOSEPH P. DAY, Clerk,

By: A. Lucier
Deputy Clerk

25P1964

Teneshia Hudspeth

COUNTY CLERK, HARRIS COUNTY, TEXAS
PROBATE COURTS DEPARTMENT

FILED
OCT 23 2025
JOSEPH P. DAY, Clerk
By _____ Deputy

EXEMPLIFICATION CERTIFICATE

THE STATE OF TEXAS §
COUNTY OF HARRIS §

I, **Jerry W. Simoneaux, Jr.**, a presiding Judge of one of the Probate Courts of Harris County, Texas do hereby certify that the following attestation and certificate of **Teneshia Hudspeth**, is in due form of law, and that the said Teneshia Hudspeth, is now, and was, at the time of making said certificate and attestation, the Clerk of the Probate Courts in and for Harris County, Texas, that she is the proper officer to make such certificate and attestation, that her signature, whether manual or electronic thereto is genuine, and that as such Clerk of the Probate Courts she is the sole custodian of papers, documents, records and seal pertaining to said Court

IN TESTIMONY WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF SAID COURT, at my office in the Harris County Courthouse, Houston, Texas, on 9/22/2025.

Signed 09/22/2025
11 13 18 AM

Judge Jerry W Simoneaux, Jr Probate Court, Harris County, Texas

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THE STATE OF TEXAS §
COUNTY OF HARRIS §

I, **Teneshia Hudspeth,** Clerk of the Probate Courts in and for Harris County Texas do hereby certify that the **Honorable Jerry W. Simoneaux, Jr.**, whose genuine signature, whether manual or electronic, appears on the foregoing certificate is now, and was, at the time of signing said certificate, a presiding Judge of one of the Probate Courts of Harris County, Texas, duly commissioned and qualified in accordance with the laws of the State of Texas and that said attestation is in due form of law I further certify that the attached is a true and correct copy of the **Order Admitting Copy of Will to Probate and Authorizing Letters of Independent Administration with Will Annexed; Last Will and Testament**

In Cause No **536247 the Estate of: Tammi P. DePaolis, Deceased** as the same appears on file and of record in my office

IN TESTIMONY WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF SAID COURT, at my office in the Harris County Courthouse, Houston, Texas on 9/22/2025

Teneshia Hudspeth

Teneshia Hudspeth, Clerk, Probate Courts, Harris County, Texas

PROBATE COURT 1

536247

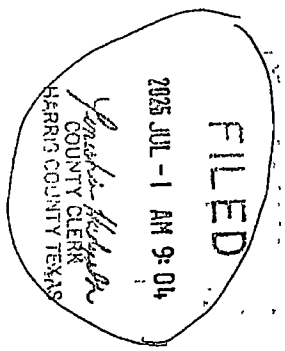
LAST WILL

AND

TESTAMENT

OF

TAMMI P. DePAOLIS



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Harris County, Texas

Alexander Phan Deputy

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COURT OF HARRIS COUNTY, TEXAS

LAST WILL AND TESTAMENT

I, TAMMI P DePAOLIS, a resident of Harris County, Texas, make and publish this my LAST WILL AND TESTAMENT, and I revoke all Wills and other testamentary instruments previously made by me

ARTICLE I - IDENTIFICATION

Children and Descendants. I have one child, my daughter, ISABELLA S DePAOLIS All references in my Will to "ISABELLA" are to her. All references in my Will to "my descendants" are to ISABELLA and her descendants

ARTICLE II - SPECIFIC GIFT

2.1 **Personal Effects**

(a) I give all of my photographs to ISABELLA and PAM SMITH, in equal shares (or as they may agree)

(b) I give all of my jewelry to ISABELLA

(c) I give all of my tools to DANIEL HAYNES

(d) All clothing not retained by ISABELLA shall be given to a women's shelter

2.2 **Tangible Personal Property** I give all of my interest in any automobiles, clothing, household goods, furniture and furnishings, antiques, objects of art, other articles of personal use or ornament, and other personal effects of a nature, use or classification similar to the foregoing (other than those listed in Section 2 1 above) to those persons who are designated in a memorandum to my Executor written entirely in my own handwriting, and I give any of such property not described in any such memorandum to ISABELLA, if she survives me

ARTICLE III - RESIDUARY ESTATE

3.1 **Disposition of Residue to My Daughter.** I give all of my residuary estate to my daughter if she survives me, otherwise, to those of my descendants who survive me, per stirpes, in either event subject to the provisions of the Descendants' Trusts under Article V

3.2 **Disposition of Residue to Contingent Beneficiaries.** If all of my descendants fail to survive me, I give all of my residuary estate to my contingent beneficiaries

ARTICLE IV - DESCENDANTS' TRUSTS

4 1 **Separate Trust for Each Beneficiary.** My Trustee shall hold and administer any property given subject to this Article to any descendant of mine, in a separate trust, but subject to the provisions of section 9 13, for the benefit of such person, and the records of my Trustee shall be kept accordingly Each trust administered pursuant to this Article shall be known by the name of the person for whom it was set aside (hereinafter referred to as the "Beneficiary" of his or her trust), and each Beneficiary shall be the primary beneficiary of his or her trust

TPD

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4.2 **Distributions** With regard to each trust administered under this Article, my Trustee shall distribute to the Beneficiary and may distribute to any descendant of the Beneficiary such amounts of trust income and principal as are necessary, when added to the funds reasonably available to each such distributee from all other sources known to my Trustee, to provide for the health, support, maintenance and education of each such distributee, taking into consideration his or her age, education and station in life My primary desire is to maintain ISABELLA as she was maintained at the time of my death That maintenance may include but is not limited to her attendance of private schools, access to clubs and other sports facilities, and the social, recreational, and educational activities available to her at the time of my death My Trustee is directed to be generous and creative in making distributions to ISABELLA or on her behalf

My second desire is to educate ISABELLA through the highest level (including college and post graduate education) reasonably attainable by her Within those guidelines, I direct my Trustee to exercise his discretion, as he deems best, to provide for foreign and domestic educational travel for ISABELLA. Distributions for educational travel should be made to further my child's education and to continue her education in a manner that merits the distribution

My third desire is for my Trustee to be creative and active in using the resources of the trust to assist my child in becoming and remaining a productive and responsible member of society For example, distributions for that purpose may include capital to purchase, start, or maintain a business In addition, those distributions may include funds for the purchases of or down payments on suitable residences for ISABELLA

Those three principal desires are far more important to me than preserving the trust for distribution when it ends My Trustee shall make distributions in his discretion, accordingly.

4.3 **Direction for Retirement Accounts**

a. If my Trustee is named beneficiary of my interest in one or more plans which are subject to Internal Revenue Code section 401(a), 403(b) or 457, one or more Individual Retirement Accounts subject to Internal Revenue Code section 408 or 408A, or one or more other plans or accounts which are subject to the distribution requirements of Internal Revenue Code section 401d(a)(9) ("Retirement Accounts"), my Trustee shall direct each Retirement Account to make distributions at least annually to this trust of an amount equal to, or greater than, the amount required to be distributed from each such Retirement Account under Internal Revenue Code section 401(a)(9)

b My Trustee shall distribute directly to the Beneficiary all amounts which my Trustee receives from each Retirement Account and shall not accumulate any such amounts in the trust

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c Notwithstanding the foregoing, this subsection shall not apply to any Retirement Accounts which are paid to the trust only in a lump sum

4.4 **Special Power of Appointment.** Each Beneficiary, acting in such Beneficiary's individual capacity, shall have the special power to appoint (outright, in trust or otherwise) all or any part of the income and principal of such Beneficiary's trust to any one or more persons related to such Beneficiary by blood, marriage or adoption and/or to any one or more charities Such special power shall be exercised by acknowledged instrument delivered to my Trustee during the Beneficiary's lifetime or by specific reference in the Beneficiary's Will. A Beneficiary shall not have the power pursuant to this section to appoint trust property to himself or herself, his or her creditors, his or her estate, or the creditors of his or her estate.

4.5 **Trust Term.** Subject to the provisions of section 9.5, each trust administered pursuant to this Article shall last for the lifetime of the Beneficiary

4.6 **Distribution of Remaining Trust Property Upon Death of Beneficiary.** Upon the death of a Beneficiary, all remaining unappointed income and principal of such Beneficiary's trust shall be divided into shares and portions of shares among the then living descendants of such deceased Beneficiary, per stirpes, and each share or portion so allotted to a descendant of the deceased Beneficiary shall be held by my Trustee in a separate trust for the benefit of such descendant (who will then become the "Beneficiary" of his or her trust) and shall be administered under this Article If no descendant of the Beneficiary is living at the death of the Beneficiary, all remaining unappointed income and principal of his or her trust shall instead be distributed per stirpes to the then living descendants of the nearest lineal ancestor of the deceased Beneficiary who is also a descendant of mine and who has descendants then living, or, if no such descendant is then living, to my then living descendants, per stirpes. If no descendant of mine is living at the death of the Beneficiary, all remaining unappointed income and principal of his or her trust shall be distributed to my contingent beneficiaries. Notwithstanding the foregoing, if any trust property would otherwise be distributed pursuant to this section to a person for whom assets are then being held in trust under this Article, such trust property shall not be distributed outright to such person but instead shall be added to the principal of the trust held under this Article for the benefit of such person

ARTICLE V - CONTINGENT BENEFICIARIES AND CONTINGENT TRUSTS

5.1 **Contingent Beneficiaries.** If any property is provided to be distributed to "my contingent beneficiaries", such property shall be distributed as follows:

(a) TEN PERCENT (10%) to TEXAS CHILDREN's HOSPITAL, of Houston, Texas, and

(b) NINETY PERCENT (90%) to those persons who are living on the determining date, as specified below, and who would inherit from me under the statutes of descent and distribution of the State of Texas had I died intestate, single and domiciled in the State of Texas For purposes of

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this section, the determining date shall be (i) as to any distribution from my estate, ninety-one days after the date of my death, or (ii) as to any termination of a trust, the date provided for the termination of such trust

5.2 **Contingent Provisions for Young or Incapacitated Persons.** If any share of my estate or any share of trust property to be distributed upon termination of a trust or any share of payments or proceeds payable to my testamentary Trustee is otherwise provided to be distributed to a person who has not attained age twenty-one or who, in the absolute and uncontrolled judgment of my Executor or Trustee, is incapacitated (such person is referred to as the "Ward"), I direct my Executor or Trustee, as the case may be, either (a) to hold such share in custody as Custodian under the Uniform Transfers to Minors Act of Texas or any other state, or (b) to hold such share in a separate trust for the benefit of the Ward It is my intention to ensure maximum flexibility in the administration of any such property, taking into consideration what is in the best interests of the Ward, and my Executor or Trustee shall not be liable for any decision made in good faith as to whether such property should be held in custodianship or held in trust for the benefit of the Ward. With respect to any property held in trust, when any Ward under age twenty-one attains such age or when any other Ward, in the absolute and uncontrolled judgment of my Trustee, becomes legally, mentally and physically capable of receiving such property, all remaining income and principal of such trust shall be distributed to the Ward, and such trust shall terminate Prior to the termination of such trust, my Trustee shall utilize such amounts of trust income and principal as my Trustee, in my Trustee's absolute and uncontrolled discretion, deems desirable from time to time to provide for the comfort, health, support, maintenance or education of the Ward, directly and without the interposition of any guardian If the Ward dies before the termination of the trust, the remaining trust property shall be distributed to the executors or administrators of the Ward's estate

ARTICLE VI - FIDUCIARY APPOINTMENTS

6.1 **Executor and Trustee.**

(a) Subject to the provisions of subsection 7.1(b) below, I appoint my brother, DANIEL HAYNES, and BANK OF AMERICA N A of Houston, TX as Independent Co-Executors of my Will and estate and Co-Trustees of all trusts created by my Will. I also hereby designate DANIEL HAYNES as successor custodian with respect to any property over which I am acting as custodian under the Uniform Transfers to Minors Act of Texas or any other state at the time of my death

(b) Notwithstanding the foregoing, any Beneficiary of a trust who has attained age twenty-five may elect at any time to be appointed as a Co-Trustee of his or her trust, and may elect at any time to be appointed as the sole Trustee after attaining age thirty-two Any such election must be by an acknowledged instrument delivered to my Trustee then serving and filed in my probate records Furthermore, any Beneficiary of a trust who has attained age thirty-two may designate any individual or any corporate fiduciary to become Trustee of his or her trust, or

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to become Trustee of any trust for the benefit of any of his or her descendants, thereby replacing any other Trustee of such trust. Any such designation shall be made by acknowledged instrument delivered to my Trustee and filed in my probate records or by specific reference in the Beneficiary's Will, with the last such instrument taking precedence (the effective date of a Will being the date of the testator's death).

(c) The term "Executor" or "Trustee" shall also mean and include any ancillary fiduciaries, co-fiduciaries, alternates or successors while serving in such fiduciary capacity under my Will. Notwithstanding any provision in my Will to the contrary, it is my desire that no trust created under my Will be classified as a foreign trust for U.S. income tax purposes. Accordingly, if the appointment of any Trustee under my Will would classify any trust as a foreign trust, then such Trustee shall in no event serve hereunder, and the trustee appointment provisions herein shall apply as if such Trustee had predeceased me

6.2 **No Bond.** I direct that no bond or other security shall be required of my Executor or Trustee in any jurisdiction and that no other action shall be required in any court in relation to the settlement of my estate than the probating and recording of my Will, the return of an inventory, appraisement and list of claims of my estate and all notices required by law.

6.3 **Trustee Replacement.** Any Trustee may resign as to any trust created by my Will by giving at least forty-five days' written notice (unless waived) to the Beneficiary or Ward of such trust. If the person entitled to receive notice is legally incapacitated, such notice shall be delivered to such person's parent or guardian Any Beneficiary of a trust who has attained age thirty-two may from time to time remove any Trustee of his or her trust, with or without cause, on at least forty-five days' written notice (unless waived) and shall either appoint a successor Trustee or elect to serve as sole Trustee of such trust. Any removal notice must be by acknowledged instrument delivered to the Trustee being removed and filed with the permanent records of the trust, and must contain the acceptance of the successor Trustee endorsed on it

6.4 **Vacancy in Trusteeship.** If a trusteeship would otherwise be vacant and no successor trustee who is willing and able to serve is provided for hereunder, the power to appoint a successor Trustee shall be exercisable in succession by the following persons. by any individual Trustee of such trust, for a period of thirty days; or, if the individual Trustee is incapacitated or fails to timely appoint a successor, by the Beneficiary of such trust (or an incapacitated Beneficiary's parent or guardian) If no successor Trustee has otherwise been appointed within ninety days of a vacancy in the trusteeship, then upon the written request of any interested party, the then presiding judge of the court in which my Will was originally admitted to probate, acting as an individual and not in any judicial capacity, shall have the power to appoint a successor Trustee Any successor Trustee appointed by the guardian of an incapacitated person or by any judge shall be a bank with trust powers, or a trust company, either state or national, with at least $100,000,000 of assets under management

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6 5 **Power to Terminate Uneconomical Trust** If, in the opinion of a bank or trust company named as Trustee, it should ever become uneconomical or impractical for a corporate Trustee to act or to continue to act as Trustee of any trust created by my Will, either because of the small size of such trust or the nature of the trust assets, then notwithstanding section 7 4, such bank or trust company may: (a) resign or decline to serve as Trustee and appoint an individual as successor Trustee, if no Co-Trustee is then serving; or (b) terminate such trust by complete distribution to the Beneficiary or Ward of such trust

6 6 **Change of Identity of Corporate Trustee** If any bank, trust company or other corporation ever succeeds to the trust business of any corporate fiduciary appointed as Trustee herein by means of merger, consolidation, change of name, or any other form of reorganization, or if such corporate fiduciary ever transfers all of its existing fiduciary business to any other bank, trust company or corporation, then the successor bank, trust company or corporation shall succeed such corporate fiduciary in each appointment hereunder as if originally named herein, without any further action required.

6 7 **Fiduciary Compensation** Every fiduciary other than a Beneficiary serving as Trustee of such Beneficiary's trust shall be entitled to fair and reasonable compensation (unless waived) for services rendered in any amount not exceeding the customary and prevailing charges for services of a similar character at the time and at the place such services are performed. Every fiduciary shall be reimbursed for the reasonable costs and expenses incurred in connection with such fiduciary's duties

6 8 **Ancillary Fiduciary.** If my estate or any trust created by my Will contains property located in another state or a foreign jurisdiction and my Executor or Trustee cannot, or chooses not to, serve under the laws of such state or foreign jurisdiction, my Executor or Trustee shall have the power to appoint an ancillary Executor or Trustee to serve with respect to such property. An ancillary fiduciary appointed pursuant to this section may be an individual or a corporate fiduciary

6 9 **Guardian** If my daughter's father, GUY DePAOLIS, does not survive me, I appoint my brother and his wife, DANIEL and ASHLEY HAYNES to serve jointly as Guardians of the person and estate of my daughter, if she is legally incapacitated at the time of my death, without requirement of bond or other security, or if neither of them is able to serve, then I appoint RENEE and JOHN AINSWORTH to serve jointly as such Guardians

ARTICLE VII - FIDUCIARY PROVISIONS

7 1 **Applicability of Texas Trust Code** Any Executor or Trustee serving hereunder shall act independently and free from control by any court and shall have all of the powers conferred upon trustees by the Texas Trust Code, and by any future amendments to the Texas Trust Code or any corresponding statute, except for any instance in which the Texas Trust Code or such other statutory provisions may conflict with the express provisions of my Will, in

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which case the provisions of my Will shall control unless otherwise provided by law In addition to such powers, any Trustee or Executor serving hereunder is specifically authorized

(a) Property Passing from Estate To retain, in the absolute and uncontrolled discretion of my Executor or Trustee without the duty to diversify investments, any property owned by me at the time of my death including securities of any corporate Executor or Trustee, without liability for any depreciation or loss occasioned by such retention;

(b) Authority to Sell or Lease To exchange, sell or lease (including leases for terms exceeding the duration of all trusts created by my Will) for cash, property or credit, or to partition, from time to time, publicly or privately, at such prices, on such terms, times and conditions and by instruments of such character and with such covenants as my Executor or Trustee may deem proper, all or any part of the assets of my estate and of each trust, and no vendee or lessee of my Executor or Trustee shall be required to look to the application made by my Executor or Trustee of any funds paid to my Executor or Trustee,

(c) Payment of Loans and Debts To use the cash and any of the securities or other property owned by me at the time of my death to satisfy any loans or other debts for which my estate is liable or to continue all or any portion of such loans or debts,

(d) Authority to Borrow To borrow money from any source (including any fiduciary) and to mortgage, pledge, or in any other manner encumber all or any part of the assets of my estate or of any trust as may be advisable in the judgment of my Executor or Trustee for the advantageous administration of my estate or of the trusts;

(e) General Investment Powers To invest and reinvest my estate and each of the trust estates in any kind of property whatsoever, real or personal (including oil, gas and other mineral leases, royalties, overriding royalties and other interests), whether or not productive of income and without regard to the proportion that such property or property of a similar character held may bear to my entire estate or to the entire trust;

(f) Authority to Lend. To loan funds of any trust to any person, despite the fact that such person is a beneficiary or Trustee of any trust established by my Will or is an affiliate or a relative of a beneficiary or Trustee, when, in the Trustee's absolute and uncontrolled discretion, such loan is advantageous to the trust, the amount loaned is adequately secured and the interest rate charged is adequate under the economic conditions existing at the time of the loan, provided, however, that the Trustee must give prior written notice of such loan to the primary beneficiary or Ward of such trust (or to the parent or guardian of a minor primary beneficiary or Ward), and any loan to a Trustee must first be approved by the primary beneficiary or Ward of such trust (or by the parent or guardian of a minor primary beneficiary or Ward);

(g) Nominal Title. To register and carry any securities or other property in the name of my Executor or Trustee or in the name of the nominee of any corporate Executor or Trustee (or to hold any such property unregistered) without increasing or decreasing the fiduciary liability of my Executor or Trustee, to vote any stock which may be held in my estate or in the trusts; to exercise any option, right or privilege to purchase or to convert bonds, notes, stocks (including shares or fractional shares of stock of any corporate Executor or Trustee), securities or other property, and to borrow money for the purpose of exercising any such option, right or privilege,

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(h) Personal Effects To store personal effects given to a person who is a minor (or a person who my Executor deems incapacitated) for later distribution to such person, or to sell such property and add the proceeds of sale to a trust of which such person is a beneficiary,

(i) Transactions Between Related Parties To enter into any transaction on behalf of my estate or of any trust despite the fact that another party to any such transaction may be (i) a trust of which any Executor or Trustee under my Will is also a trustee, including any trust established by my Will, (ii) an estate of which any Executor or Trustee under my Will is also an executor or administrator, including my estate, (iii) a business or trust controlled by any Executor or Trustee under my Will or of which any such Executor or Trustee, or any director, officer or employee of any such corporate Executor or Trustee, is also a director, officer or employee; (iv) any affiliate or business associate of any beneficiary, Executor or Trustee, or (v) any beneficiary, Executor or Trustee under my Will acting individually or any relative of such person,

(j) Facility of Payment To make, in my Executor's or my Trustee's absolute and uncontrolled discretion, any distribution required or permitted to be made to any beneficiary under my Will, or under any trust established by my Will, in any of the following ways. (i) to such beneficiary directly, even if such beneficiary is a minor or a person who is incapacitated in the absolute and uncontrolled judgment of my Executor or Trustee by reason of legal incapacity or physical or mental illness or infirmity; (ii) to the guardian of such beneficiary's person or estate; (iii) by utilizing the same, directly and without the interposition of any guardian, for the benefit of such beneficiary in accordance with the standard for distributions to such beneficiary provided in any trust under my Will; (iv) to a person or financial institution serving as Custodian for such beneficiary under the Uniform Transfers to Minors Act of Texas or any other state, specifically including a Custodianship created by my Executor or my Trustee; or (v) by reimbursing the person who is actually taking care of such beneficiary (even though such person is not the legal guardian) for expenditures made by such person for the benefit of such beneficiary; and the written receipts of the persons receiving such distributions shall be full and complete acquittances to my Executor or Trustee; except that, notwithstanding the foregoing, no distribution may be made pursuant to this subsection in such a way as would jeopardize any marital or charitable deduction in my estate;

(k) Authority to Make Non Pro-Rata Distributions To make divisions or distributions in money or in kind, or partly in each, whenever required or permitted to divide or distribute all or any part of my estate or of any trust, to allocate particular assets or portions thereof to any one or more of the beneficiaries of my estate or the trusts as my Executor or Trustee shall deem to be for the best interests of the beneficiaries of my estate and of the trusts without any obligation to make proportionate distributions or to distribute to all beneficiaries property having an equivalent Federal income tax basis; and, in making any such divisions, distributions or allocations, the judgment of my Executor or Trustee in the selection and valuation of the assets to be so divided, distributed or allocated shall be binding and conclusive, provided, however, in exercising the foregoing judgment, my Executor or Trustee shall act in a fair and impartial manner with respect to all beneficiaries such that the exercise of the judgment of my Executor or Trustee in the selection and valuation of assets to be divided, distributed or allocated shall not jeopardize the intended estate and transfer tax results of such gifts, including any marital or charitable deduction in my estate,

(l) Authority to Invest in Life Insurance To invest the trust assets in any life insurance policy or policies (including term insurance) on the life of one

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or more of the beneficiaries of the trusts, or on the life of any person or persons in whom one or more of the beneficiaries of the trusts have an insurable interest,

(m) Release of Fiduciary Powers To release, in the absolute and uncontrolled discretion of my Executor or Trustee, any fiduciary power at any time, in whole or in part, temporarily or permanently, or to delegate any fiduciary power to any other Co-Executor or Co-Trustee serving hereunder, by an acknowledged instrument filed in my probate records,

(n) Corporate Trustee Deposits and Investments To deposit all or any part of the assets of my estate and of each trust with any corporate Executor or Trustee, and to invest and reinvest all or part of the assets of my estate and of each trust in any common trust fund of any corporate Executor or Trustee,

(o) Business Continuity. To continue any business (whether a proprietorship, corporation, partnership, limited partnership, limited liability partnership, limited liability company or other business entity) which I may own or in which I may be financially interested at the time of my death for such time as my Executor or Trustee may deem it to be in the best interests of my estate or of the trusts, to employ in the conduct of any such business such capital out of my general estate or out of any of the trusts as my Executor or Trustee may deem proper, to borrow money for use in any such business alone or with other persons financially interested in such business, and to secure such loan or loans by a mortgage, pledge or any other manner of encumbrance of, not only my property and interest in such business, but also such portion of my general estate or of the trusts outside of such business as my Executor or Trustee may deem proper, to organize, either alone or jointly with others, new corporations, partnerships, limited partnerships, limited liability partnerships, limited liability companies or other business entities, and generally to exercise with respect to the continuance, management, sale or liquidation of any business which I may own or in which I may be financially interested at the time of my death, or of any new business or business interest, all the powers which may be necessary for its successful operation,

(p) Authority to Hold S Corporation Stock To hold stock in any one or more corporations which has elected to be taxed as an S corporation pursuant to Subchapter S of the Internal Revenue Code, and which would otherwise be distributed to a trust not described in Section 1361(c)(2) of the Internal Revenue Code, in a parallel separate trust for the benefit of the primary beneficiary of such trust (who shall be referred to in this subsection as the "current income beneficiary"), which parallel separate trust shall by its terms require that (i) during the life of the current income beneficiary, such beneficiary shall be the only income beneficiary of the trust, (ii) any corpus distribution during the life of the current income beneficiary shall be made only to such beneficiary, during which time no one shall have any power to appoint any portion of the trust property to anyone other than the current income beneficiary; (iii) the income interest of the current income beneficiary in the trust shall terminate on the earlier of such beneficiary's death or the termination of the trust, (iv) upon any termination of the trust during the life of the current income beneficiary, the trust shall distribute all of its assets to such beneficiary, and (v) all of the income (as defined in Section 643(b) of the Internal Revenue Code) of the trust shall be distributed currently to the current income beneficiary Such parallel separate trust shall be established and maintained, if at all, only so long as the current income beneficiary is a citizen or resident of the United States, and only if such beneficiary (or the legal representative of the beneficiary) makes the election described in Section 1361(d)(2) of the Internal Revenue Code In addition, my Executor or my Trustee, in such fiduciary's sole and absolute discretion, is authorized to make any

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elections or give any consents which are required to achieve or maintain S corporation status for stock to be held in my estate or in trust under my Will and may also enter into such stock purchase, voting or other agreements as my Executor or my Trustee, in such fiduciary's sole and absolute discretion, shall determine to be necessary or appropriate for the protection of my estate, the trust, the shareholders of the S corporation and/or the deemed shareholders of the S corporation,

(q) Power to Execute Mineral Agreements To execute lease, pooling or unitization agreements (including agreements of such nature extending beyond the terms of all trusts created by my Will) with respect to any mineral or royalty interest held or acquired by my estate or any of the trusts, to drill or contract for the drilling of wells for oil, gas or other minerals, to make dry hole or bottom hole contributions; to enter into any operating agreements with reference to any mineral leases or properties held or acquired by my estate or by any trust; and generally, with reference to oil, gas and other mineral properties and operations, to enter into such agreements and to do all such other things (whether or not presently recognized as common or proper practice by those engaged in the business of prospecting for, developing, producing, processing, transporting or marketing oil, gas or other minerals) as my Executor or Trustee may deem to be advantageous,

(r) Power to Employ Investment Advisors To select and employ, at the discretion of my individual Executor or Trustee but at the expense of my estate or of the trusts, any person, firm or corporation, engaged in rendering investment advisory services or investment management services, to furnish professional assistance or management in connection with making investments, managing securities, or making any other decisions with respect to the purchase, retention, sale or other disposition of property or securities belonging to my estate or the trusts, and

(s) Power to Employ Corporate Agents To employ a bank or trust company or other business firm or corporation located anywhere within the United States, at the discretion of my Executor or Trustee but at the expense of my estate or the trusts, as custodian or agent, whether or not such custodian or agent is an affiliate of my Executor or Trustee or any person rendering services to my estate or the trusts, to have stock and securities registered in the name of such agent or custodian or a nominee thereof without designation of fiduciary capacity, and to appoint such bank or trust company or other business firm or corporation to perform such other ministerial functions as my Executor or Trustee may direct While such stock or securities are in the custody of any such bank or trust company or other business firm or corporation, my Executor or Trustee shall be under no obligation to inspect or verify such stock or securities nor shall my Executor or Trustee be responsible for any loss by such bank or trust company or other business firm or corporation.

7.2 **Accounting Records** All assets, books of account and records of my estate and of each trust shall be available for inspection at all times during business hours by any fiduciary under my Will, by any beneficiary or by any person or persons designated by any one of them My Trustee shall furnish written statements (which shall be deemed correct and binding one year after receipt) at least annually showing the itemized receipts and disbursements of income and principal of each trust, and otherwise reflecting the condition thereof, to the primary

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beneficiary of such trust, and any other beneficiaries required by Texas law to receive such statements, if such requirement cannot be waived

7.3 **Matters Pertaining to Successor Executor or Trustee.** Any Executor or Trustee is relieved of any duty to examine the acts of any prior fiduciary, without the necessity of any court accounting, and any successor Executor or Trustee shall be responsible only for those assets which are actually delivered to such Executor or Trustee Any successor Trustee, on executing an acknowledged acceptance of the trusteeship and upon receipt of those assets which are actually delivered to such successor Trustee by the prior Trustee, shall be vested without further act on the part of anyone with all of the estates, titles, rights, powers, duties, immunities and discretions granted to the prior Trustee

7.4 **Liability of Executor or Trustee** Any Executor or Trustee may rely in good faith upon the written opinion of an attorney, any facts stated in any instrument in writing and believed true or any other evidence deemed sufficient. Any Executor or Trustee shall be released, indemnified and held harmless from any liability for any action such Executor or Trustee may take, or for the failure of such Executor or Trustee to take any action, if done in good faith and without gross negligence, including, without limitation, indemnity for the ordinary negligence of such Executor or Trustee

7.5 **Transfers of Additional Property.** Subject to acceptance by my Trustee, any person shall have the right, from time to time, to transfer to my Trustee, either by inter vivos transfer or by Will, such additional property as such person shall desire to become a part of the trusts hereby created. Any such additional property shall be allocated to the trusts on the basis specified by the donor, and shall thereafter be held, administered and distributed by my Trustee in accordance with the provisions of my Will. The assets of the trusts established by my Will may consist of undivided interests in the same property and my Trustee may administer such trusts as one fund

ARTICLE VIII - ADMINISTRATIVE AND TAX PROVISIONS

8.1 **Survival Period** For purposes of my Will, no person shall be deemed to have survived me if such person dies within ninety days after my death

8.2 **Apportionment of Death Taxes.** I direct that all estate, inheritance, transfer and succession taxes (including any interest or penalty on such taxes) which arise in connection with my death with respect to all property passing under my Will shall be paid out of my residuary estate without apportionment. Notwithstanding what is stated above, the provisions of this section shall not apply to any generation-skipping taxes (including any interest or penalty on such taxes)

8.3 **Spendthrift Protection** Prior to the actual receipt of property by any beneficiary, no property (income or principal) distributable under my Will or under any trust created by my Will shall be subject to anticipation or assignment by any beneficiary, or to attachment by or to the interference or control of any creditor or assignee of any beneficiary, or

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be taken or reached by any legal or equitable process in satisfaction of any debt or liability of any beneficiary Any attempted transfer or encumbrance of any interest in such property by any beneficiary hereunder prior to distribution shall be absolutely and wholly void

8 4 **Protection of Separate Property.** To the extent permitted by law, any beneficial interest created in any trust beneficiary hereunder shall be the separate property and estate of such beneficiary, and any and all income and/or principal distributed to such beneficiary or retained in such trust shall never become community property

8.5 **Rule Against Perpetuities Savings Clause** Notwithstanding anything to the contrary contained in my Will, no trusts created hereby, or by exercise of a power of appointment hereunder, shall continue for more than the limiting period permitted by the applicable rule against perpetuities, applied with my descendants who are living at the time of my death as the measuring lives Any property still held in trust at the expiration of that period shall immediately be distributed to the Beneficiary or Ward of the trust

8 6 **Option to Merge Similar Trusts** My Trustee, in my Trustee's absolute and uncontrolled discretion, may distribute all or any part of the income and principal of or may merge any trust created under my Will with any other trust(s) created by any other individual and/or me if the terms of such trusts are substantially similar, if such trusts are held for the primary benefit of the same person(s), have the same spendthrift protection, and have the same inclusion ratio for purposes of the generation-skipping tax In the event that any trusts with different contingent beneficiaries are merged under this section and such merged trust is to be distributed to contingent beneficiaries, then the property remaining in the merged trust at the time of such distribution shall be divided pro rata among the contingent beneficiaries of each trust in proportion to the value of each trust at the time such trusts were merged Further, if such merged trusts are to terminate at different times, my Trustee shall terminate the respective merged portions at the appropriate times on a pro rata basis in proportion to the value of each trust at the time such trusts were merged

8.7 **Distributions Prior to Closing Estate** Notwithstanding the provisions of section 9 1, my Executor, without incurring any liability, may begin distribution of income or principal from my estate immediately upon my death to the extent necessary to provide for the support of ISABELLA in accordance with the provisions of any trust provided for by my Will, whether or not the trust has actually come into existence or received any distribution from my estate My Trustee may begin making distributions from any trust provided for by my Will immediately upon receipt of any trust property, whether or not the administration of my estate is then complete

9.9 **Testamentary Trustee Designated as Beneficiary** Any amounts payable by beneficiary designation or contract to my testamentary Trustee shall be allocated as follows

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(a) My Trustee shall qualify for the sole purpose of receiving such amounts, which shall be distributed to those of my descendants who survive me, per stirpes, subject to the provisions of Article IV

(b) No descendant of mine survives me, such amounts shall be distributed in the manner provided for the distribution of my residuary estate in such event

(c) Such amounts shall not be liable for or used for the payment of (but may be loaned for the purpose of paying) any taxes, liabilities, debts, or any other claims or charges against my estate, provided that, such amounts may be used for the payment of Federal estate and state death taxes (including any interest or penalty on such taxes) assessed as to such amounts

8 10 **Interest on Certain Bequests** Interest on any unpaid pecuniary bequest provided for under my Will shall accrue at the rate of six percent simple interest beginning one year after the date my Executor qualifies to serve In funding any pecuniary gift under my Will, my Executor shall value the property distributed in satisfaction of such gift at its value at the date of its distribution

8 11 **Prohibition Against Discharging Obligations** Notwithstanding anything in my Will to the contrary, no individual Trustee shall have the power to make a distribution, and no holder of a power of appointment shall have the ability to exercise such power, from any trust in a manner that would discharge a personal contractual obligation or legal obligation of support of my husband, the Trustee, the beneficiary or the powerholder

8.12 **Tax Elections** My Executor shall elect to claim administration expenses as deductions either in the income tax returns of my estate or in the estate tax return, whichever will result in the most favorable outcome for my estate and its beneficiaries, in the sole and absolute judgment of my Executor My Executor shall not make any adjustments in the interests of any beneficiaries as the result of any such election made under this section, and my Executor shall incur no liability for making any such election

8.13 **Generation-Skipping Tax Provisions** My fiduciaries shall comply with the following generation-skipping tax provisions

(a) If any trust created under my Will would otherwise have an inclusion ratio for generation-skipping tax purposes greater than zero but less than one, then my Executor shall divide such trust into two separate trusts, one trust having an inclusion ratio of zero and one trust having an inclusion ratio of one Any such division shall be evidenced by an acknowledged instrument filed in my probate records, and may be effectuated without satisfying the provisions of Section 112 057 of the Texas Trust Code Further, if any trust property is to be distributed to or merged with another trust held pursuant to my Will, then such property shall only be added to a trust which has the same inclusion ratio for generation-skipping tax purposes as the trust from which such property is being distributed, and if no trust with the same inclusion ratio is then in existence, a new trust shall be created which shall be administered in accordance with the provisions of the trust to which such property would otherwise be transferred

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(b) I direct my fiduciaries to comply with all tax statutes and Treasury Regulations, as applicable, regarding the funding of the trusts created under my Will so as to result in the use of Federal estate tax values in determining the inclusion ratio and applicable fraction (as those terms are described in Internal Revenue Code Section 2642(a)) for such trusts, including complying with any requirement to pay appropriate interest on any pecuniary gifts.

(c) If, under the provisions of this section there are two trusts administered under Article IV for any Beneficiary, one of which is exempt from the generation-skipping tax and one of which is not, then in addition to the special power of appointment provided in section 4 3, each Beneficiary, acting in such Beneficiary's individual capacity, shall have the following power, exercisable only by specific reference in his or her Will

(1) A general testamentary power to appoint (outright, in trust or otherwise) from the non-exempt trust to such Beneficiary's estate or to any one or more persons or charities the largest monetary amount (if any) that could be added to the Beneficiary's taxable estate (determined without regard to such trust property) without causing any portion of such amount to be taxed for Federal estate tax purposes at a marginal rate of tax as high as the applicable rate of generation-skipping tax which otherwise would be payable under Section 2641 of the Internal Revenue Code in the event of such Beneficiary's death.

(2) In making the above computation, all determinants of the Beneficiary's Federal estate tax liability (as finally determined for such purposes) shall be taken into account, except that the marginal rate of tax shall be determined as if (i) no credit for state death taxes were allowed under section 2011 of the Internal Revenue Code and (ii) no Federal estate tax marital or charitable deduction were allowable with respect to such trust property. Specifically, any credit for tax on prior transfers provided for under Section 2013 of the Internal Revenue Code that is available with respect to such trust property shall be taken into account in determining the marginal rate of tax

(3) To the extent that any estate, inheritance, transfer and succession taxes (including any interest or penalty on such taxes) are payable from the Beneficiary's estate as a result of this general power of appointment, my Trustee shall pay to the executors or administrators of the Beneficiary's estate from the principal of the Beneficiary's non-exempt trust the difference between the amount of such taxes (including any interest or penalty on such taxes) that are payable and the amount of such taxes (including any interest or penalty on such taxes) that would be payable if the Beneficiary did not possess this general power of appointment, unless the Beneficiary shall direct otherwise by the exercise of the Beneficiary's power of appointment

(d) My Executor may allocate any remaining exemption from the generation-skipping tax available at the time of my death to any property with respect to which I am the transferor under Chapter 13 of the Internal Revenue Code, as my Executor, in my Executor's absolute and uncontrolled discretion, deems desirable, provided that, my Executor shall not make any adjustments in the interests of any beneficiaries as the result of such allocation, and my Executor shall incur no liability in making such allocation Any generation-skipping taxes (including any interest or penalty on such taxes) shall be paid as provided in Chapter 13 of Subtitle B of the Internal Revenue Code

8.14 **Treatment of Trust Income** With regard to any trust in which income may be accumulated, at the end of such trust's accounting year any undistributed income shall be

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added to and become a part of the trust principal, provided that, any distribution from a trust to which an election made pursuant to Section 663(b) of the Internal Revenue Code applies shall be deemed to have been made from the trust income on the last day of such trust's preceding accounting year

8.15 **Allocation of Trust Receipts and Disbursements** My Trustee shall have the power and authority to allocate receipts and charge expenses to trust income or principal in a fair, just and equitable manner notwithstanding that the action taken may be contrary to the terms and provisions of the Texas Trust Code Such allocations and charges shall be final and conclusive with respect to all interested persons Without limiting the foregoing, my Trustee (i) may decide whether and to what extent to establish reserves for depreciation and depletion, and (ii) in receiving payments from any individual retirement account, employee benefit plan or other plan of deferred compensation, may allocate to principal any lump sum payment and, with respect to periodic payments, may allocate to principal the amount of the present value of such account or plan (determined on a reasonable basis) as of the date of my death, and to income the balance of such payments Notwithstanding the foregoing, any Trustee who is also a beneficiary of any trust created hereunder shall not have the power or authority to allocate receipts or charge expenses in a manner that would result in such Trustee's incurring Federal tax consequences solely by reason of this provision Further, my Trustee shall have no power or authority to allocate receipts or charge expenses in a manner so as to cause the loss of the marital or charitable deduction for Federal estate tax purposes for any gift hereunder.

ARTICLE IX - DEFINITIONAL PROVISIONS

9.1 **Descendants** Subject to the provisions of section 1 1, references in my Will to "descendant" or "descendants" mean lineal blood descendants of the first, second or any other degree of the ancestor designated, provided that, such references shall include, with respect to any provision of my Will, descendants who have been conceived at any specific point in time relevant to such provision and who thereafter survive birth, provided further, that such references shall also include a child adopted prior to age fourteen and such adopted child's lineal descendants by blood or adoption

9.2 **Incapacitated** A person shall be considered "incapacitated" for purposes of my Will if such person is a minor, has been declared legally incapacitated or is, in the written opinion of two attending physicians, unable to manage his or her financial affairs

9.3 **Generation-Skipping Tax** References in my Will to the "generation-skipping tax" or to "generation-skipping taxes" are to the tax imposed by Chapter 13 of Subtitle B of the Internal Revenue Code

9.4 **Non-Qualified Plan** References in my Will to "non-qualified plan" are to a trust, contract, plan, account, annuity, deferred compensation arrangement, stock option (or stock appreciation right) arrangement or any other benefit (excluding life insurance on the employee's life), which is non-qualified for federal tax purposes

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2.5 **Internal Revenue Code** References in my Will to various provisions of the "Internal Revenue Code" and "Treasury Regulations" are to such designated provisions of and regulations promulgated under the Internal Revenue Code of 1986, as amended, or any corresponding statute hereafter in effect

IN TESTIMONY WHEREOF, I have placed my initials on each of the foregoing pages of this, my LAST WILL AND TESTAMENT, and in the presence of two Witnesses, who are acting as witnesses at my request, in my presence and in the presence of each other, I hereunto sign my name, on this the 6th day of November, 2014

TAMMY P DePAOLIS, Testatrix

The foregoing instrument was signed by the Testatrix in our presence and declared by her to be her LAST WILL AND TESTAMENT, and we, the undersigned Witnesses, sign our names hereunto as witnesses at the request and in the presence of the said Testatrix, and in the presence of each other, on this the 6th day of Nov., 2014

Witness — 7325 Sims, Houston Tx 77061 Residence Address

Witness — 3107 Ferndale, Harston, TX 77098 Residence Address

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COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared TAMMI P DePAOLIS, BRENDA D. FLORES and LAURA H. DEVITT, known to me to be the Testatrix and the witnesses, respectively, whose names are subscribed to the annexed or foregoing instrument in their respective capacities, and, all of said persons being by me duly sworn, the said TAMMI P DePAOLIS, Testatrix, declared to me and to the said witnesses in my presence that said instrument is her LAST WILL AND TESTAMENT, and that she had willingly made and executed it as her free act and deed for the purposes therein expressed; and the said witnesses, each on his oath stated to me, in the presence and hearing of the said Testatrix, that the said Testatrix had declared to them that said instrument is her LAST WILL AND TESTAMENT, and that she executed same as such and wanted each of them to sign it as a witness, and upon their oaths each witness stated further that they did sign the same as witnesses in the presence of the said Testatrix and at her request, that she was at that time eighteen years of age or over and was of sound mind, and that each of said witnesses was then at least fourteen years of age

TAMMI P DePAOLIS, Testatrix

Witness

Witness

SUBSCRIBED AND SWORN TO before me by the said TAMMI P DePAOLIS, Testatrix, and by the said BRENDA D. FLORES and LAURA H DEVITT witnesses, this 6th day of November, 2014.

MARJORIE S SCHULTZ
NOTARY PUBLIC
STATE OF TEXAS
MY COMM. EXP 2-4-2017

Notary Public in and for
the State of Texas

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