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Shelby Cnty Judge of Probate, AL
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STATE OF ALABAMA)

74082

JEFFERSON COUNTY.)

I, ANN NICHOLSON PAGET, a resident citizen of Birmingham, Jefferson County, Alabama, being of sound mind and disposing memory, do hereby make, publish and declare this instrument to be my Last Will and Testament. I hereby revoke any and all other wills and codicils thereto heretofore made by me.

ITEM ONE

I direct that all of my just debts, including the expenses of my last illness and funeral, shall be paid out of my estate by my Executor hereinafter named, as soon as possible after my death.

ITEM TWO

I give and bequeath to my daughter, FRANCES, if she shall survive me, all of my jewelry, and any and all furs owned by me at the time of my death.

ITEM THREE

I give and bequeath all of my wearing apparel, books, pictures, household furniture and furnishings, including all silver and crystal and other objects of my personal use both useful and ornamental to my husband, WIN W. PAGET, if he shall survive me. In the event my husband shall not survive me, I give and bequeath the aforementioned property in equal shares to such of my children as shall survive me. I hereby vest in my Executor full power and authority to determine what objects of property are included in the foregoing description contained in this Item of my Will. If there shall be any dispute as to which of my children shall receive any object under this Item, then I hereby authorize my Executor to determine the child who shall receive such object by drawing lots therefor.

ITEM FOUR

I give and devise any home which I may own at the time of my death, together with the parcel of land upon which the same stands outright and in fee to my husband, WIN W. PAGET, if he shall survive me. In the event that he shall not survive me, any such home shall pass with the residue of my estate under the following Item of this Will, and shall be held by my Trustee until the Trustee shall determine that the sale of the home is advisable, at which time the home shall be sold and the proceeds from the sale shall become a part of my residuary trust estate. During the time that the home shall be retained, the Trustee shall be authorized to pay the taxes, repairs, and cost of maintenance thereon from the income of my residuary trust estate.

ITEM FIVE

All of the rest, residue and remainder of my property, of whatsoever kind and character and wheresoever situated, I give, devise and bequeath unto the EXCHANGE SECURITY BANK, of Birmingham, Alabama (and to such successor corporation having trust powers as shall succeed to the business of said bank by purchase, merger, consolidation or change of charter or name) as Trustee, in trust nevertheless for the uses and purposes, upon the terms and conditions and with the powers and duties hereinafter stated.

Filed in office this the 5th
day of January, 1972
for Probate and Record.

J. Paul Meek
Judge of Probate

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Unless one of my children, RALPH PAGET or FRANCES PAGET, shall have predeceased me leaving no lineal descendant surviving him or her; my Trustee shall apportion said rest, residue and remainder into two equal and separate trust estates and thereafter the Trustee shall hold one of said separate trust estates in trust for each of my said children, if living, or if not living, then for his or her descendant or descendants as provided for hereinafter and shall administer said trust estates as follows:

During the lifetime of RALPH and FRANCES, the Trustee shall collect the income from the trust estate apportioned to him or her and until he or she shall have reached his or her twenty-first birthday, the Trustee shall pay to him or her or expend on his or her behalf, so much of the net income derived from his or her particular trust estate as the Trustee may deem advisable to provide properly for his or her support, maintenance, education or emergency, and may incorporate any income not so disbursed into the principal of the fund. After RALPH and FRANCES reach his or her twenty-first birthday, the Trustee shall pay to him or her the entire net income of his or her trust estate, in convenient installments.

In addition to the net income of each child's trust estate, the Trustee shall be authorized in its sole and absolute discretion at any time and from time to time to disburse from the principal of each child's trust estate, such amounts as it may deem advisable to provide adequately and properly for any emergency or extraordinary expense of RALPH or FRANCES, including, but not by way of limitation, expenses incurred by reason of illness, disability and education. In determining the amounts of principal to be so disbursed, the Trustee shall take into consideration any other income or property which RALPH or FRANCES may have from any other source; and the Trustee's discretion shall be conclusive as to the advisability of any such disbursement and the same shall not be questioned by anyone. For all sums so disbursed, the Trustee shall have full acquittance.

Should RALPH or FRANCES die before or after the apportionment of the rest, residue and remainder of my estate into separate trust estates, leaving a lineal descendant or descendants at such time surviving, then the trust estate apportioned to such child or to his or her lineal descendant or descendants, as the case may be, shall be paid, conveyed and delivered to such lineal descendant or descendants in equal shares per stirpes, free from trust; provided, however, that should any such lineal descendant be then a minor under the age of twenty-one years, the Trustee shall continue to hold in trust that portion of the trust property to which such minor is entitled, and shall use such part of the net income therefrom and/or principal thereof as the Trustee may deem advisable or proper for the maintenance, support, education and comfort of such minor until he or she reaches age twenty-one, at which time the principal so apportioned and any accumulations of income therefrom shall be distributed to such minor, free from trust, and the Trustee shall to that extent be discharged.

Should either RALPH or FRANCES die before or after the apportionment of the rest, residue and remainder of my estate into separate trust estates, leaving no lineal descendants at such time surviving, then the entire trust property remaining in the hands of the Trustee shall be held in trust for my other child, if living, or if not then living, for his or her lineal descendant or descendants in equal shares per stirpes upon and subject to the same provisions as those set forth herein respecting the estate held in trust for such other child or his or her descendants, as the case may be.

Should both RALPH and FRANCES die, leaving no lineal descendants surviving, then the trust property remaining at such time in the hands of the Trustee shall be distributed to such persons as would be entitled to inherit said



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property and in the proportions in which they would be entitled to inherit the same from me under the laws of Alabama then in force had I died at said time a resident of Alabama intestate, owning said property.

When final distribution of the trust property shall have been made, in accordance with the provisions hereof, the trust shall terminate and the Trustee shall forthwith stand discharged.

ITEM SIX

I hereby grant to my Executor and also to the Trustee of each trust established hereunder the continuing, absolute discretionary power to deal with any property, real or personal, held in my estate or in any trust, as freely as I might in the handling of my own affairs. Such power may be exercised independently and without the prior or subsequent approval of any court or judicial authority, and no person dealing with the Executor or Trustee shall be required to inquire into the propriety of any of its actions. Without in any way limiting the generality of the foregoing, I hereby grant to my Executor and also to any Trustee hereunder, the following specific powers and authority, in addition to and not in substitution of powers conferred by law:

- A. To compromise, settle or adjust any claim or demand by or against my estate or any trust and to agree to any rescission or modification of any contract or agreement.
- B. To retain any security or property owned by me at the time of my death, so long as such retention appears advisable, to exchange any such security or property for other securities or properties and to retain such items received in exchange.
- C. To sell, exchange, assign, transfer and convey any security or property, real or personal, held in my estate or in any trust fund, at public or private sale, at such time and price and upon such terms and conditions (including credit) as it may determine.
- D. To invest and reinvest in such stocks, bonds and other securities and properties as it may deem advisable, including property which is outside of my domicile, all without diversification as to kind or amount without being restricted in any way by the Constitution of Alabama, any statute or court decision (now or hereafter existing) regulating or limiting investments by fiduciaries.
- E. To register and carry any property in its own name or in the name of its nominee or to hold it unregistered, but without thereby increasing or decreasing its liability as fiduciary.
- F. To vote in person or by proxy any stock or securities held and to grant such proxies and powers of attorney to such person or persons as it may deem proper.
- G. To consent to and participate in any plan for the liquidation, reorganization, consolidation or merger of any



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corporation, any security of which is held.

H. To borrow money (from itself individually or from others) upon such terms and conditions as it may determine and to mortgage and pledge estate and trust assets as security for the repayment thereof.

I. Whenever required or permitted to divide and distribute my estate or any trust created hereunder, to make such division or distribution in money or in kind or partly in money and partly in kind; and to exercise all powers herein conferred, after the termination of any trust until the same is fully distributed.

J. During the minority or incapacity of any beneficiary to or for whom income or corpus is authorized or directed to be paid, my Executor or Trustee may pay the same directly to such beneficiary, to the Guardian of the person of such beneficiary, or may expend such income or corpus directly for the education, maintenance or welfare of such beneficiary. My Executor or Trustee shall have the power in its uncontrolled discretion to determine whether a beneficiary is incapacitated and its determination shall be conclusive.

ITEM SEVEN

As to the net income which by any of the provisions of this Will may be payable to any child of me, or to any descendant of a deceased child of me, he or she shall have no right or power either directly or indirectly to anticipate, charge, mortgage, encumber, assign, pledge, hypothecate, sell or otherwise dispose of same, or any part thereof, until same shall have actually been paid in hand to him or her by the Trustee. Nor shall such income, nor the principal or corpus of such trust estate, nor any part thereof, or interest in, either of them be liable for or to any extent subject to any debts, claims, or obligations of any kind or nature whatsoever, or to any legal process in aid thereof; contracted or incurred by or for such child or descendant, before or after my death.

ITEM EIGHT

I hereby direct that the Trustee shall make arrangements to put to pasture my horse, MAJOR TOM (a chestnut colored Tennessee Walking Horse gelding with a white blaze and white stockings on his hind legs), and my horse, JUDGE (a black gelding with a white star on his forehead), or such of them as survive me, and shall see to the welfare of each horse so long as it lives. Notwithstanding any other provisions in this Will, the Trustee shall divide all expenses so incurred pro rata among the trusts which are provided for by the terms of this Will.

ITEM NINE

My said Executor and Trustee shall be authorized to employ and rely upon the advice of counsel from time to time in any legal matters arising in connection with the administration of my estate or of any trust hereby created, and shall be authorized to pay such counsel reasonable compensation for such services. In such legal matters, I direct that my Executor or Trustee use the



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firm of DUNN, MC DOWELL, PORTERFIELD AND SCHOLL, or their successor, as attorneys.

ITEM TEN

If the happening of any future event may cause the ultimate vesting of said trust estate or of any share therein to be extended under the provisions hereof to a time beyond that within which the same is required by law to become vested, then in such event, the trust as to said trust estate or as to such share therein shall continue only for so long a period of time as is allowed by law, at the end of which period the said trust as to said trust estate or as to such share therein shall terminate. In such case said trust or such share therein shall thereupon be vested in and distributed to those persons at the expiration of such period enjoying the use and benefit of said trust estate or of such share therein, in the proportion in which they are so enjoying the same, irrespective of their attained ages.

ITEM ELEVEN

I hereby appoint the EXCHANGE SECURITY BANK, of Birmingham, Alabama, to be the Executor of this my Last Will and Testament, and I direct that my Executor shall be exempt from posting bond, filing any inventory of the property coming into its hands as Executor, and making any report or final settlement to any court of its proceedings hereunder. I vest my said Executor with full power and authority to sell, transfer and convey any property, real or personal, which I may own at the time of my death or which it may thereafter acquire, at such time and price and upon such terms and conditions (including credit) as it may determine and to do every other act and thing necessary or appropriate for the complete administration of my estate.

IN WITNESS WHEREOF, I have hereunto signed my name to this my Last Will and Testament, in the presence of the persons witnessing it at my request on this 4th day of March, 1968, at Birmingham, Alabama.

Ann Nicholson Paget
ANN NICHOLSON PAGET

The foregoing instrument was signed and declared by ANN NICHOLSON PAGET, to be 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 this 4th day of March, 1968, at Birmingham, Alabama.

James M. Lowery 733 FRANK NELSON Bldg - Birmingham

William L. Lowery 3004 Brook Hollow Lane Phenix



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FIRST CODICIL
TO THE LAST WILL AND TESTAMENT OF
ANN NICHOLSON PAGET

74082

I, ANN NICHOLSON PAGET, a resident of Birmingham, Jefferson County, Alabama, do make, publish and declare this to be the First Codicil to the Last Will and Testament executed by me on March 4, 1968, in the presence of THOMAS F. MCDOWELL and WILLARD L. HURLEY.

I hereby revoke Item Three and replace the said Item Three with the following language:

"I give and bequeath all of my wearing apparel, books, pictures, household furniture and furnishings, including all silver and crystal and other objects of my personal use both useful and ornamental in equal shares to such of my children as shall survive me. I hereby vest in my Executor full power and authority to determine what objects of property are included in the foregoing description contained in this Item of my Will. If there shall be any dispute as to which of my children shall receive any object under this Item, then I hereby authorize my Executor to determine the child who shall receive such object by drawing lots therefor."

I hereby revoke Item Four of my Will and in lieu thereof insert the following:

"Any home which I may own at the time of my death, together with the parcel of land upon which the same stands, shall pass with the residue of my estate under Item Five of my Will, and shall be held by my Trustee until the said Trustee shall determine that the sale of the home is advisable, at which time the home shall be sold and the proceeds from the sale shall become a part of my residuary estate. During the time that the home shall be retained, the Trustee shall be authorized to pay the taxes, repairs, and cost of maintenance thereon from the income of my residuary trust estate."

In all other respects I ratify and confirm all of the provisions of my said Will dated March 4, 1968.

IN WITNESS WHEREOF, I have hereunto signed my name to this First Codicil to my Last Will and Testament, in the presence of the persons witnessing it at my request on this 4th day of August, 1969, at Birmingham, Alabama.

Ann Nicholson Paget
ANN NICHOLSON PAGET

The foregoing instrument was signed, published and declared by ANN NICHOLSON PAGET, the Testatrix, to be the First Codicil to 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 this 4th day of August, 1969, at Birmingham, Alabama.

Thomas F. McDowell

733 Frank Nelson Blvd Okla

Willard L. Hurley

3004 Brook Hollow Lane

Filed in office this the 5th
day of January, 1972
for Probate and Record.

Paul Marks
Judge of Probate

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CERTIFICATE TO THE PROBATE OF WILL

THE STATE OF ALABAMA,
JEFFERSON COUNTY.

I, J. PAUL MEEKS, Judge of the Court of Probate, in and for said State and County, do hereby certify that the foregoing instrument S of writing have this day, in said Court, and before me as the Judge thereof, been duly proven by the proper testimony to be the genuine last Will and Testament 1 of Ann Nicholson Paget, Deceased and that said Will and Codicil

together with the proof thereof have been recorded in my office in Judicial Record, Vol. 302 Page 711-718


In witness of all which I have hereto set my hand, and the seal of the said Court, this date January 5, 1972

Form No. 98

J. Paul Meeks Judge of Probate



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State of Alabama

Jefferson County

I, the Undersigned, as Judge of Probate Court in and for Jefferson County, Alabama, hereby certify that the foregoing is a full, true and correct copy of the instrument with the filing of same as appears of record in this office. Given under my hand and official seal, this the 27th day of August 2015.


JUDGE OF PROBATE