

COPY OF WILL OF IVEY F. LEWIS

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, IVEY F. LEWIS, a resident of Birmingham, Alabama, being of sound and disposing mind and memory, do make, publish and declare this instrument as and for my last will and testament, hereby revoking any and all other wills and testamentary dispositions heretofore made by me.

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

SECOND: All the rest, residue and remainder of my property of whatsoever kind and character and wheresoever, situated, I give, devise and bequeath unto IVEY LEWIS JOHNSTON, KATHLEEN JONES POWERS and KATHERINE JONES SLOSS, their heirs and assigns, to have and to hold the same IN TRUST, NEVERTHELESS, for the following uses and purposes, and upon the following terms and conditions and with the following powers and duties: (A) The Trustees shall hold said property (which property for convenience will hereinafter be referred to as the "Trust Estate") in trust for my sister, MARY LEWIS TIPTON, for and during her lifetime. During such period the Trustees shall pay over to my said sister or expend for her comfort, support and maintenance the entire net income from the Trust Estate. (b) Upon the death of my said sister, (or in the event that she shall fail to survive me, then, at my death) I give, devise and bequeath the Trust Estate (or the proceeds thereof) absolutely to my sisters, MARIA LEWIS JONES, ANNIE LEWIS JONES, HELEN LEWIS JOHNSTON, the children of my deceased sister KATHLEEN LEWIS HARWELL, and the children of my deceased brother, JAMES RHODES LEWIS, in equal parts, share and share alike to each of them (the children of my deceased sister taking a one-fifth interest, and the children of my deceased brother taking a one-fifth interest; viz, the share which their respective parents would take if living); provided, however, if any of the beneficiaries entitled to take hereunder shall not be living at the termination of said trust upon the death of my said sister, Mary Lewis Tipton, the share of the one so dying shall be distributed to his or her heirs, share and share alike, per stirpes, or if no heirs, then the share of said deceased beneficiary shall be divided among the remaining beneficiaries entitled to take hereunder, and the heirs, of any so deceased, per stirpes and not per capita. (c) I hereby give and grant unto my Trustees full right, power and authority in their sole judgment and discretion, to make such advance or advances out of the principal of said Trust Estate from time to time as they may deem proper and necessary in case necessity arises during the existence of the trust for the payment of extraordinary medical or other expenses, or in case any other emergency or unusual situation arises involving an expense in connection with the maintenance of my said sister, Mary Lewis Tipton, in reasonable comfort, and which said beneficiary may not be able to meet out of the income of said Trust Estate. (d) The Trustees shall have (not in limitation of the ordinary powers of trusteeship, but in addition thereto) the following special powers:

1. To lease and demise the Trust Estate or any part or parts thereof, with any improvements thereon or to be erected thereon, in possession or reversion, for any term of years (even for terms extending beyond the duration or probable duration of this Trust).

2. To mortgage, pledge or otherwise encumber the Trust Estate or any part or parts thereof, and to continue to hold any property or securities originally received by them as a part of the Trust Estate, regardless of whether such property or securities are in law a proper investment of trust funds.

3. To contract to sell and to sell the Trust Estate (and any property acquired in replacement thereof) and any part or parts thereof on any terms, including power to sell to another trust, or to a corporation now or hereafter organized in exchange for stocks, bonds or other securities of such corporation, or for such other consideration as the Trustees may deem advisable.

4. To erect, repair, remodel and reconstruct buildings, fences, roads, bridges, or other improvements of any character whatsoever upon the Trust Estate or any part thereof.

5. To operate and farm any agricultural lands included in the Trust Estate on a tenant basis or otherwise, using their best judgment and discretion in the matter.

6. To agree and consent to the partition of any property, real or personal, in which the trust may, at any time, hold an undivided interest; and to execute and deliver or accept all instruments of transfer, conveyance or deed which may be necessary or proper to effectuate such partition.

7. To institute, prosecute and defend any suits, actions and other proceedings in respect of the Trust Estate or any part or parts thereof; to compromise disputed claims; and generally to take such action as the Trustees shall deem advisable for the protection, management and investment of the Trust Estate.

8. To invest and reinvest the proceeds of any sale or sales of the Trust Estate in stock, bonds, securities or other property of any nature, whether or not such stock, bonds, securities or other property are the nature permitted by law for investment by trustees, the Trustees being expressly released from any statute or rule limiting or restricting the investment or reinvestment of the Trust Estate. (e) I authorize my Trustees in their discretion, instead of acting personally, to designate or employ and pay any other person or persons to transact any business or to do any act of whatever nature in relation to the trust hereof, including the receipt and payment of money, without being liable for loss incurred thereby. (f) The trust created under this section of my will shall be treated as operating from the date of my decease, whether the trust property shall then be actually paid over to the Trustees and set aside or not, and I hereby authorize and empower my Executors hereinafter named to make any payment which the Trustees are herein authorized to make after the actual establishment of this trust. (g) I direct that in case of the death, resignation or removal of one or two of the three trustees such vacancy or vacancies need not be filled so long as there is one acting and qualified as trustee, provided, however, three-fourths of the adult beneficiaries of said trust may at any time by written instrument fill any vacancy or vacancies in the position of trustee with a person or persons of their selection. (h) A majority of those who are for the time being trustees may transact any and all business relating to the trust, and any trustee may authorize by instrument of writing duly executed and acknowledged any Trustee to act in his or her or their place and to execute in his or her or their name any instrument which he, she or they might personally have executed.

THIRD: I hereby nominate and appoint IVEY LEWIS JOHNSTON, KATHLEEN JONES POWERS and KATHERINE JONES SLOSS As Executors of this my last will and testament and I direct that my said Executors and the Trustees hereinabove named shall not be required to give bond or to file an inventory or appraisal of my estate in any court. I hereby vest in my said Executors the same full powers of management, control and disposition of my estate herein given to the Trustees under Section Second hereof, and I direct that in the exercise of such powers my said Executors and Trustees shall be entirely free from the control and supervision of the Probate Court, or any other court.

IN WITNESS WHEREOF, I have hereunto signed and sealed this instrument as and for my last will and testament on this the --- day of Oct. 31, 1940.

Ivey F. Lewis (SEAL)

The above and foregoing was signed and published by Ivey F. Lewis as and for his last will and testament on the day the same bears date in our presence, and we, on said date, and at his request, and in his presence, and in the presence of each other, have hereunto affixed our names as attesting witnesses.

CERTIFICATE TO THE PROBATE OF WILL (THE STATE OF ALABAMA, JEFFERSON COUNTY)
I, Eugene H. Hawkins, Judge of the Court of Probate, in and for said State and Co) do hereby certify that the foregoing instrument of writing has 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 of Ivey F. Lewis deceased and that said Will together with the proof thereof have been recorded in my office in Book of Wills, Vol. 42, page --- IN WITNESS of all which I have hereto set my hand, and the seal of the said Court, this the 13 day of Dec. 1940. (SEAL)

Eugene H. Hawkins, Judge of Probate

THE STATE OF ALABAMA, JEFFERSON COUNTY)
Probate Court, December Term, 1940 - December 13th, 1940 - The will of Ivey F. Lewis of the said County having been duly admitted to record, in said County, LETTERS TESTAMENTARY, are hereby granted to Ivey Lewis Johnston, Kathleen Jones Powers and Katherine Jones Sloss the Executors named in said will, who have complied with the requisitions of the law and are authorized to take upon themselves the execution of such will. Dated this 13th day of December, 1940 (Seal) Eugene H. Hawkins, Judge of Probate.

Filed for record in this office the 12-21-40 at 1:30 PM and recorded in Deed Record #109
264 and examined. L. C. Walker, Judge of Probate

THE STATE OF ALABAMA)
JEFFERSON COUNTY)

PROBATE COURT

I, EUGENE H. HAWKINS, Judge of the Court of Probate, in and for said County in said State, hereby certify that the foregoing contains a full, true and correct copy of the Last Will and Testament of Ivey F. Lewis, deceased, together with the Certificate to the Probate thereof, and Letters Testamentary issued upon said Estate as the same appears on file and of record, in this office.

seal, this the 13th day of December, 1940.

Eugene H. Hawkins, Judge of Probate (Seal)

Given under my hand and official