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STATE OF ALABAMA,
JEFFERSON COUNTY.

I, L. S. Damby, a resident of Jefferson County, State of 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 codicils thereto heretofore made by me.

ITEM ONE: I give and bequeath all of my wearing apparel, jewelry, books, pictures, household furniture and furnishings, both useful and ornamental, any automobile I may own, and all other objects of my personal use, to my wife, Azalea S. Damby, absolutely, if she be living at the time of my death. In the event that my wife shall not survive me but be dead at the time of my death then the items hereinabove described shall be the property of my daughter, Walta Mae Damby, absolutely, without any limitation whatsoever. I hereby vest in my said executor full power and authority to determine what objects of property are included in the foregoing description contained in this item of my will.

ITEM TWO: All of the rest, residue and remainder of my property, of whatsoever kind and character and wheresoever situated, I give, bequeath and devise unto The First National Bank of Birmingham (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.

(a) If my wife survives me, my said executor shall, as soon as practicable after my death, divide said property constituting said residue of my estate into two shares, hereinafter referred to as "trust estates", both of which shall be transferred and delivered by my said executor to the trustee. One of said shares shall consist

of property (including any undivided interests in property which my said executor may allocate to it) having a value equivalent to the amount which, when added to the value (1) of any insurance on my life (which is taxable as a part of my estate and which qualifies for the marital deduction under the provisions of the Internal Revenue Code, as amended) payable to my wife, (2) of any property taxable as a part of my estate which vests, absolutely, on my death in my said wife by virtue of joint ownership with me, or which vests on my death or previously vested in her by virtue of a conveyance or by operation of law outside of the provisions of this will, and (3) of any property bequeathed to my said wife by Item One hereof, equals one-half of the value of my gross estate, as calculated for estate tax purposes, and as diminished by the amounts due from my estate for funeral expenses, for administration expenses, and for any other claims against my estate, and by the amounts of any mortgages, liens or other charges which may diminish the value of any assets included in the value of my gross estate, but calculated before deduction from my gross estate of any inheritance, estate or other special tax levied against my estate by virtue of my death. The trustee shall hold said share hereinafter sometimes referred to as the "marital trust", subject to the provisions of subsection (c) hereof. The other of said shares shall consist of the remainder of said residue of my estate similarly calculated but after deduction solely therefrom of any inheritance, estate, or other special tax levied against my estate by virtue of my death. The trustee shall hold said share, hereinafter sometimes referred to as the "family trust", subject to the provisions of subsection (b) hereof. Any interest which I may own at the time of my death in the residence in which I am then living shall to the extent consistent with the division of said residue of my estate hereinbefore

provided for be included in the share subject to the provisions of subsection (c) hereof.

In making division of the property constituting said residue of my estate between said two trusts my said executor shall calculate the percentage of said residue allocable to the marital trust under the foregoing provisions hereof on the basis of the value of said residue as finally determined for estate tax purposes and shall apply said percentage to the value of the property constituting said residue as of the date of actual division thereof.

(b) The trustee shall hold the trust estate designated in subsection (a) hereof to be held subject to the provisions of this subsection (b) hereof and therein designated as the "family trust", in trust for the use and benefit of my said wife, Amelia B. Denby, for and during her lifetime. During such period the trustee shall pay over to my said wife, in such installments as may be convenient to her, for her support and comfort, the entire net income from said trust estate. If at any time during such period the net income from said trust estate shall not in the opinion of the trustee be sufficient for the proper support and comfort of my said wife, I direct that the trustee shall pay over to my said wife such additional sum or sums out of the principal of said trust estate as the trustee may deem necessary or desirable as provided in paragraph 2 of Item Three hereof. All payments made by the trustee to my said wife hereunder shall fully discharge the trustee as to the amounts so paid, without obligation on the part of my said wife to account therefor.

Then and after the death of my said wife, the trustee shall continue to hold the trust estate held in trust subject to the provisions of subsection (b) hereof, or in the event that my wife be dead at the time of my death, then said trustee shall take charge of my entire trust estate and hold the same in trust for my daughter, Helen Mae Denby, for and during her lifetime.

During the continuance of the trust as to said trust estate, the trustee shall transfer and pay over to my said daughter or use and apply for her support and comfort, the entire net income from said trust estate.

Upon the death of my daughter the trustee shall apportion the trust estate held in trust under subsection (b) hereof into so many equal parts that there will be one share set aside for my brother, Riley G. Demby, one share for my brother, William S. Demby, one share for my sister, Irene Demby Robinson, and one share for the Meharry Medical College, Nashville, Tennessee, or such of my brothers or sister as are then living or, having died theretofore leave lineal descendants who are then surviving. Each share so apportioned shall be delivered over to the beneficiary for whom it is set aside, free from trust, the lineal descendants of any deceased brother or sister to take in equal shares per stirpes the share to which the parent would have been entitled if living.

(c) The trustee shall hold the trust estate designated in subsection (a) hereof to be held subject to the provisions of this subsection (c) hereof and therein designated as the marital trust, in trust for the use and benefit of my said wife, Azalea B. Demby, for and during her lifetime. During such period the trustee shall transfer and pay over to my said wife the entire net income from said trust estate. If at any time during such period the net income from said trust estate shall, in the opinion of the trustee, be insufficient for the proper support and comfort of my said wife, the trustee shall pay over to her such additional sum or sums out of the principal of said trust estate as provided in paragraph 2 of Item Three hereof.

Upon the death of my said wife, Azalea B. Demby, the trust for her benefit shall terminate, and The First National Bank of Birmingham, as sole trustee, shall thereupon transfer and pay

over the property then constituting said trust estate to such person or persons (including the estate of my said wife), in such manner and in such proportions, as my said wife may by her last will and testament designate and appoint. In the event, however, that my said wife shall die having left no last will, or having left such last will shall have failed to exercise the foregoing power of appointment, then from and after the death of my said wife, the property constituting said marital trust shall be added to, merged with, and administered and disposed of like the property constituting said family trust as herein provided.

(d) When the final payment has been made from the corpus or principal of the trust estate, in accordance with the provisions of this will, this trust shall terminate and the trustee shall forthwith stand discharged.

ITEM THREE: POWERS OF TRUSTEE.

1. The trustee shall hold and manage the property constituting each of said trust estates, and such other property as it may subsequently acquire for either of said trust estates pursuant to the power and authority herein given to it, with full power to compromise, adjust and settle in its discretion any claim in favor of or against said trust estate, with full power to collect the income therefrom and from time to time to sell, convey, exchange, lease for a period beyond the possible termination of these trusts, or for a less period, to improve, encumber, borrow on the security of, or otherwise dispose of, all or any portion of said trust estates, in such manner and upon such terms and conditions as said trustee may approve, and with full power to invest and reinvest said trust estate and the proceeds of sale or disposal of any portion thereof, in such loans, bonds, stocks, mortgages, common trust funds, securities, or other property, real or personal, as to said trustee may seem suitable, and to change investments and to make new investments from time to time as to said trustee may seem necessary or desirable.

The trustee may continue to hold any property or securities originally received by it as a part of said trust estates, including any stock or interest in any family corporation, partnership or enterprise, or any stock in the First National Bank of Birmingham, so long as it shall consider the retention thereof for the best interests of said trust estates, regardless of whether such property or securities are in law a proper investment of trust funds. In the disposition of any property constituting a part of said trust estates the trustee may acquire other property which is not a proper investment of trust funds in accordance with law where such course is in its opinion for the best interests of said trust estates. The trustee shall have power to determine whether any money or property coming into its hands shall be treated as a part of the principal of said trust estates or a part of the income therefrom, and to apportion between such principal and income any loss or expenditure in connection with said trust estates as to it may seem just and equitable.

2. Whenever and as often as, in the opinion of the trustee, the income from the trust estate or any share or shares thereof is insufficient for the purposes herein defined, including the reasonable and comfortable support and maintenance of the beneficiaries entitled to income hereunder, taking into consideration additional expenses arising from any extraordinary or unusual circumstances, and taking into consideration any other income said beneficiary may at that time be receiving from all other sources, the trustee shall advance or utilize for the maintenance, support, comfort or education of any beneficiary entitled to income from any part of the trust estate or estates, so much of the corpus or principal of the principal share, a portion of the income derived from which is payable to such beneficiary as the trustee may deem necessary or proper. Any such advances or the money so utilized shall be deemed to be partial distributions from said trust estate or share thereof and not debts of the recipient or beneficiary or his or her estate; provided, however, that in making any advances to my wife, as hereinabove provided, the trustee shall make advances out of the corpus of the trust estate set aside and held in trust under subsection (c) of Item Two first, and thereafter until the corpus is exhausted; then advancements may be made from time to time as hereinabove provided from the share held in trust under subsection (c) of said Item Two.

3. Upon the death of any beneficiary hereunder who is at the time of his or her death entitled to any income from the trust estate, the trustee shall pay the funeral and burial expenses and the expenses of the last illness of any such beneficiary from the corpus or principal share from which a portion of the income derived has been payable to any such beneficiary.

4. The trustee shall have power and authority at any time or from time to time to advance money to the trust estates from its funds for any purpose or purposes of the trust, and may reimburse itself for the money advanced and reasonable interest thereon from the trust estates or from any funds belonging to the trust estates thereafter coming into its custody from any source.

5. The First National Bank of Birmingham, as trustee hereunder, shall be entitled to receive reasonable compensation for its services hereunder, to be paid out of the income from said trust estates.

6. The trustee shall pay from and out of the income of the trust estates any and all expenses reasonably necessary for the administration of the trusts, including interest, taxes, insurance, public liability insurance and compensation to the trustee, as well as any other expense incurred for the benefit of the trust estates, and in the event the income from the trust estates is insufficient for the purpose of paying such expenses, the same may be paid from the corpus of the trust estates.

7. The trustee shall not be required to pay any interest on any money in its custody while awaiting distribution and investment under the terms hereof, even though the money be commingled with its own funds, provided it shall keep a separate account of same on its books.

8. As to the net income which by any of the provisions of this will may be payable to my said daughter, 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 of any part thereof, until same shall have been actually paid in hand to her by the trustee. Nor shall such income, nor the principal or corpus of said trust estate, nor any part of, 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 my said daughter, before or after my death.

9. If the happening of any future event may cause the ultimate vesting of any trust estate herein created 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 and in such event the trust as to said trust estate or as to such share therein shall continue only for as 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 FOUR: In giving and bequeathing unto my wife, Azalea B. Danby, under the provisions of subsection (c) of Item Two the income from the trust estate therein provided for and the power to appoint the property constituting said trust estate by will, I contemplate and desire that, if my wife survives me, my estate shall become entitled to the marital deduction provided for by the United States Internal Revenue Code, as amended to the date of my death, with respect to the value of the trust estate over which my wife is given such power of appointment. That part of my estate subject to such power shall be a separate trust and shall be set aside and treated as such, effective from my death. It shall not include, and my said executor shall not allocate to it, if avoidable any particular asset or assets with respect to which no marital deduction would be allowed under the terms of said Internal Revenue Code as so amended. Income therefrom shall be distributed at least annually. I empower my executor and trustee, regardless of any adverse interest, from time to time and as often as may appear advisable, to construe all of the provisions of my will which may require construction in order that my estate may become, and remain entitled to said marital deduction, and to adopt, or agree to or acquiesce in, such construction thereof as may from time to time be required, or appear to be necessary or advisable, in order that such deduction may be obtained for my estate.

In the event of the death of my said wife ~~after my death~~ but prior to a division and distribution of my property as provided in subsection (a) of Item Two hereof, the trustee shall nevertheless proceed to divide said property into two shares as provided in said subsection (a), and shall distribute one of said shares among such person or persons, in such manner and in such proportions, as my said wife by her last will and testament shall designate and appoint, as provided for in subsection (c) of this section of my will, and shall distribute the other said share as provided for in subsection (b) of said Item Two.

My said wife shall have the absolute power of appointment as is provided for in said subsection (c) to be exercised by her last will and testament whether she dies before, during or after a division of my property into two shares, and immediately upon my

death an interest in said property shall vest in the trustee to be held subject to the provisions of subsection (c) above and subject to the powers and duties of the executor, including that of division and distribution.

ITEM FIVE: The provisions herein made for my wife, Azalea B. Demby, are in lieu of dower and any and all other rights in my estate, statutory or otherwise.

ITEM SIX: I direct that any inheritance, estate or other special taxes levied or assessed against or with reference to my estate or against or with reference to any gift or bequest herein made, or against or with reference to any insurance on my life, however payable, or any property given by me prior to my death, shall be paid by my executor out of the property designated in subsection (a) of Item Two hereof to be held subject to the provisions of subsection (b) of said Item Two; no part of any such tax to be paid out of or borne by the property left in trust for my said wife with power of appointment by her last will and testament as provided in subsection (c) of Item Two hereof.

ITEM SEVEN: I hereby nominate and appoint The First National Bank of Birmingham (and 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 executor of this my last will and testament, and I direct that my said executor shall not be required to give bond or to file an inventory or appraisal of my estate in any court, though it shall make out and keep an inventory and shall exhibit the same to any party in interest at any reasonable time. I hereby vest in my said executor the same full powers of management, control and disposition of my estate herein given to the trustee under Item Three hereof, and I direct that in the exercise of such powers it shall be free from the control and supervision of the Probate Court, or any other court. The First National Bank of Birmingham shall receive as compensation for its services as executor the fees allowed by law.

ITEM EIGHT: In the event that my said wife, Azalea B. Demby, and I shall die in a common accident or circumstance, or under any circumstances creating any doubts as to which of us survived the other,

my said wife shall be presumed to have survived me for all purposes under this will.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this _____ day of _____, 19____.

(SEAL)

We, the undersigned, hereby certify that the above named testator subscribed his name to the foregoing instrument in our presence, and published and declared the same to be his last will and testament, and we, at the same time, at his request, in his presence and in the presence of each other, have hereunto signed our names as subscribing witnesses.

[Handwritten signatures of witnesses]

STATE OF ALA. SHELBY CO.
I CERTIFY THIS INSTRUMENT
WAS FILED ON *12/9* 19*67*
RECORDED & \$..... MTG. TAX
& \$..... DEED TAX HAS BEEN
PD. ON THIS INSTRUMENT.
Correll M. Jaulin
JUDGE OF PROBATE

I hereby certify that the above instrument has been checked by me personally against the original instrument and that it is a true and correct copy in all respects.

[Signature]

AUTHORIZED OFFICER
4-13-67
DATE CHECKED