

STATE OF ALABAMA,
 JEFFERSON COUNTY.

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I, Henry L. Badham, Jr., a resident citizen of Jefferson County, State of Alabama, being of sound mind and disposing memory, do hereby make and publish this, my Last Will and Testament, hereby revoking any and all former wills made by me.

ITEM ONE: I desire and I hereby direct that all of my just debts, including my funeral expenses, and the expenses of my last illness, be paid by my executor hereinafter named, as soon after my death as convenient. I desire to be buried in a steel casket draped with a United States flag furnished by the government to veterans. No other military honors are desired.

ITEM TWO: I desire and I hereby direct that all taxes, specifically including estate or inheritance taxes, taxable against my estate, or against any life insurance on my life, shall be paid by my said executor hereinafter named, just as all other of my just debts shall be paid hereunder.

ITEM THREE: I hereby confirm the following gifts which I have previously given to my son, John McDonald Badham:

- a. The set of Shakespeare.
- b. The antique statues.
- c. Certain small silver items.
- d. The two dining room chairs made by me.

I hereby confirm the following gifts which I have previously given to my son, Thomas Edward Badham:

- a. All of the books in my study.
- b. All of the furnishings in his bedroom.

I hereby confirm the following gifts which I have previously given to my daughter, Mary Hewitt Badham:

- a. All of the furnishings in her bedroom.
- b. All of the furnishings in the dining room including the grandfather clock, except the two dining room chairs made by me.
- c. All of her portraits and pictures.

I give, devise and bequeath all of the remaining contents of the house (except the Italian hand carved desk inherited from my uncle Vernon) and all other objects of my personal use, including wearing apparel, jewelry, books, automobiles, club memberships and stadium certificates to my children, John McDonald Badham, Thomas Edward Badham, and Mary Hewitt Badham, equally, the lineal descendants then living of any said children who shall have predeceased me to take in equal shares per stirpes the share to which the parent would have been entitled if living. If my said children are unable to agree as to what is an equitable division

Filed in office this the

day of July, 1980
 for Probate and Record

H. L. Badham Jr.
 Judge of Probate

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Signature

Henry L. Badham Jr.



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among themselves, my executor shall be arbiter and his decision shall be final. I hereby vest in my executor full power and authority to determine what objects of property are included in the foregoing descriptions.

The Italian, hand carved desk inherited from my uncle Vernon is a potentially valuable heirloom if the right person can be found to purchase it. My executor is directed to have it appraised and to offer it to any of my said children at the appraised purchase price. If none of my said children wish to purchase it, then the executor shall offer it to my son, Crawford Badham. If he does not wish to purchase it, the trustee shall offer it to my brothers at said price. If none of the above wish to purchase it, then the trustee shall sell it at the best price obtainable.

No one shall take anything from the home while it is being rented by one or more of the heirs without the permission of the trustee and concurrence of the heir or heirs renting. The trustee will give all heirs ample notice to remove their possessions before property is sold.

ITEM FOUR: My homeplace, 1223 South 33rd Street, Birmingham, Alabama, shall not be sold at my death if any of my children by my wife, Mary I. Badham, desires to live there subject to the following provisions: none will be required to pay rent for the first year after my death. If my daughter, Mary Hewitt Badham, desires to live in the house, no rent will be required of her until she is twenty-six years old, subject, however, to the same provisions with regard to her education and maintenance stated herein. The trustee will pay taxes, insurance, and maintenance on the property. All other expenses will be paid by the occupants. The trustee will determine the amount of rent to be paid into the corpus of the estate. If the property becomes vacant, the trustees will have the property appraised, giving consideration to the fact that the house will have little value as a residence, being old and in an apartment neighborhood. Any heir or heirs will have the right to purchase the property at the appraised value, the proceeds going into the corpus of my estate. If none of the heirs wish to purchase the property, the trustee will sell it at such time, in its judgement, the best price can be obtained. If two or more of the heirs wish to purchase the property, preference will be given to my daughter, Mary Hewitt Badham.

ITEM FIVE: All of the rest, residue and remainder of my property, of whatever kind and character and wherever situated, shall be transferred and paid over to my trustee, who shall hold the same in trust for the uses and purposes as hereinafter provided:

(a) The trustee shall pay to or for the benefit of my daughter, Mary Hewitt Badham, the entire net income until she attains the age of twenty-one years. After she attains the age of twenty-one years, the trustee shall pay to her the amount of income necessary to provide

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for her maintenance, education and support until she attains the age of twenty-six years or completes her college education, whichever occurs first. After my said daughter attains the age of twenty-one years, any part of the net income not so used shall be paid over to John McDonald Badham, Thomas Edward Badham and Mary Hewitt Badham, equally. If at any time during the continuance of this trust for my said daughter, the income from said trust is insufficient, in the opinion of the trustee, for the maintenance, education and support of my said daughter, the trustee shall pay to or for her benefit such additional sum or sums out of the principal of said trust as the trustee may deem necessary or desirable.

This trust for my daughter, Mary Hewitt Badham, shall terminate upon the first to occur of the following events:

1. Upon my said daughter attaining the age of twenty-six years, or
2. Upon my said daughter completing her college education, or
3. Upon her death.

(b) Upon the termination of this trust for my said daughter or upon my death if my said daughter does not survive me, the trustee shall apportion this trust into so many equal parts that there will be one share for my son, John McDonald Badham, one share for my son, Thomas Edward Badham, and one share for my daughter, Mary Hewitt Badham, or such of them as are then living or who, having died prior to apportionment, leave lineal descendants then surviving.

The trustee shall transfer and pay over any share set aside for the living descendants of a deceased child to such descendants, per stirpes.

The trust for any said child shall terminate fifteen years from the date of my death and the trustee shall transfer and pay over said share to such child, free of trust.

During the continuance of the trust for any child, the trustee shall pay to or for the benefit of such child so much of the income and principal of such child's share as the trustee deems necessary or desirable to provide for the support, education and comfort of such child. Any part of the net income not so used shall be accumulated and added to the principal of said share, being thereafter invested and treated in all respects as a part thereof.

(c) Upon the death of any child prior to distribution of his or her share, the trustee shall transfer and pay over said share to the descendants of such child in such manner and proportions as he or she may by last will and testament appoint and direct, making specific reference to this limited power of appointment hereby granted. The trustee shall transfer and pay over any unappointed portion of such child's share to his or her then living descendants, per stirpes, or if none, then to the living descendants of my wife, Mary I. Badham and

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me, per stirpes, the share of any such descendant to be merged with, administered and disposed of as a part of such other share, if any, as may then be held hereunder for the benefit of such descendant.

If any such child is not survived by descendants of him or her, or descendants of my wife, Mary I. Badham, and me, the trustee shall transfer and pay over the share of said trust then held for such child, to such persons as would be entitled to inherit the property constituting said share 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 and owned said property.

(d) If any share of this trust becomes distributable, other than by exercise of a power of appointment granted hereunder, to a descendant of mine who is under the age of twenty-one years and for whom no other share is then being held in trust, then though his or her share shall be vested in him or her, the trustee shall continue to hold the same in trust with all of the powers and authority given it with respect to other trust property held hereunder, until he or she shall attain the age of twenty-one years, using and applying for his or her support, education and comfort such part of the income and principal of such share as the trustee deems necessary or desirable for said purposes, accumulating and adding to principal any income not so used.

ITEM SIX: I make no provisions for my children by my first wife, Lottie A. Badham: Henry Lee Badham, III, Edward Austin Badham, and Crawford Badham, or their lineal descendants, inasmuch as provisions were made for each during my lifetime, and they are beneficiaries of the trust estate of Lottie A. Badham.

ITEM SEVEN: The trustee shall hold and manage the said trust or trusts and all shares thereof, with all of the powers and authority it would have if it were the absolute owner thereof, including but not limited to the following powers:

1. To collect the income therefrom.
2. To compromise, adjust and settle in its discretion any claim in favor of or against the trust.
3. To hold any property or securities originally received by it as a part of the trust or to which it becomes entitled by virtue of incorporation, liquidation, reorganization, merger, consolidation or change of charter or name, including any stock or interest in any family corporation, partnership or enterprise, or any stock in Alabama Bancorporation, so long as it shall consider the retention for the best interests of the trust.
4. To sell, auction, convey, exchange, lease or rent for a period beyond the possible termination of the trust (or for a less period) for improvement or otherwise, or to grant options for or in connection with such purposes, or otherwise dispose of, all or any portion of the trust, in such manner and upon such terms and conditions as the trustee may approve.

Signature

Henry Lee Badham, III

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5. To invest and reinvest the trust 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, or to purchase options for such purposes, or to exercise options, rights, or warrants, to purchase securities or other property, as to the trustee may seem suitable; however, it is my desire that any interest which I may have in the Bessmer Coal, Iron and Land Company shall be retained until the termination of the trust and distributed in accordance with the provisions of this will, and the trustee shall not be liable for any loss or claim of any kind or nature whatsoever resulting from such retention.

6. To hold, retain or acquire property or securities which in its opinion is for the best interests of the trust, without regard to any statutory or constitutional limitation applicable to the investment of trust funds.

7. To vote any corporate stock held hereunder in person, or by special, limited or general proxy, with or without power of substitution, or to refrain from voting, provided, however, that in voting any stock of Alabama Bancorporation held hereunder to elect its officers and directors, the trustee shall vote said stock as the beneficiary may direct.

8. To continue or dispose of any business enterprise without liability therefor, whether such enterprise be in the form of a sole proprietorship, partnership, corporation or otherwise, and to develop, add capital to, expand or alter the business of such enterprise, to liquidate, incorporate, reorganize, manage or consolidate the same, or change its charter or name, to appoint directors and employ officers, managers, employees or agents (including any trustee or directors, officers or employees thereof) and to compensate and offer stock options and other employee or fringe benefits to them, and in exercising its powers in relation to such business enterprise, to receive extra or extraordinary compensation therefor.

9. To subdivide or otherwise develop, and to change the use or purpose of, any real estate constituting a part of the trust into residential, recreational, commercial, cemetery or other usage, to construct, alter, remodel, repair or raze any building or other improvement located thereon, to release, partition, vacate, abandon, dedicate or adjust the boundaries as to any such property.

10. To operate farms and woodlands with hired labor, tenants or sharecroppers, to acquire real estate, crop allotments, live-stock, poultry, machinery, equipment, materials, and any other items of production in connection therewith, to clear, drain, ditch, make roads, fence and plant part or all of such real estate, and to employ or enter into any practices or programs to conserve, improve or regulate the efficiency, fertility and production thereof, to improve, sell, auction or exchange crops, timber or other product thereof, to lease or enter into other management, cutting, production or sales contracts for a term beyond the possible termination of the trust or for a less period, to employ the methods of carrying on agriculture, animal husbandry and silviculture which are in use in the vicinity of any of such real estate or which the trustee deems otherwise appropriate, to make loans or advances at interest for production, harvesting, marketing or any other purpose hereunder, in such manner and upon such terms and conditions as the trustee may approve, and in general to take any action which the trustee deems necessary or desirable in such operations of farms and woodlands.

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11. To drill, explore, test, mine or otherwise exploit oil, gas, or other mineral or natural resources, to engage in absorption, repressuring, and other production, processing or secondary recovery operations, to install, operate and maintain storage plants and pipelines or other transportation facilities, to engage in any of the above activities directly under such business form as the trustee may select or to contract with others for the performance of them, and to enter into and execute oil, gas and mineral leases, division and transfer orders, grants, farm-out, pooling or unitization agreements, and such other instruments or agreements in connection therewith as the trustee deems necessary or desirable.

12. To borrow money for such time and upon such terms as the trustee sees fit, without security or on mortgage of any real estate or upon pledge of any personal property held hereunder, and to execute mortgages or collateral agreements therefor as necessary.

13. To advance money to any trust for any purpose of the trust, and the trustee shall reimburse itself for the money so advanced with reasonable interest thereon from the trust or from any funds belonging thereto.

14. To hold money in its custody while awaiting distribution or investment under the terms hereof, even though such money be commingled with its funds (in which case the trustee shall keep a separate account of the same on its books), and the trustee shall not be required to pay interest thereon.

15. To appoint, employ, remove and compensate such attorneys, agents and representatives, individual or corporate, as the trustee deems necessary or desirable for the administration of the trust, and to treat as an expense of the trust any compensation so paid.

16. To hold property or securities in bearer form, in the name of the trustee, or in the name of its nominee, without disclosing any fiduciary relation.

17. To keep any property constituting a part of said trust properly insured against hazards, to pay all taxes or assessments, mortgages or other liens now or hereafter resting upon said property, and to create reserves for depreciation, depletion or such other purposes as the trustee deems necessary or desirable.

18. To determine whether any money or property coming into its hands shall be treated as a part of the principal of the trust or a part of the income therefrom, and to apportion between principal and income any loss or expenditure in connection with the trust as the trustee may deem just and equitable.

19. To pay from income any expenses reasonably necessary for the administration of the trust, and in the event the income is insufficient for such payments, the same shall be paid from the principal thereof.

20. To exercise any power hereunder, either acting alone or jointly with others.

21. To pay the funeral and burial expenses of any beneficiary from the principal of the trust from which income has been payable to such beneficiary.

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ITEM EIGHT: The following provisions shall govern for all purposes of this will, wherever they may be applicable:

(a) Any payment of income or discretionary payment of principal authorized hereunder to or for any beneficiary may, in the discretion of the trustee, be made to any person or organization (including the beneficiary or anyone having custody of him or her), who shall apply such payment for the use and benefit of the beneficiary as provided for hereunder.

(b) Upon making any payment or transfer hereunder, the executor and trustee shall be discharged as to such payment or transfer without liability for the subsequent application thereof, and when the final payment or transfer is made from the principal of any trust, such trust shall terminate and the trustee shall be fully discharged as to such trust.

(c) Any adopted person, including any person adopted by me, shall be considered as having been born to his or her adoptive parents, and his or her descendants considered as being descendants of such adoptive parents, for all purposes hereunder, whether such adoption occurs before or after the execution of this will.

ITEM NINE: I hereby designate 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 and trustee hereunder.

I direct that my executor and trustee shall not be required to give bond or to file an inventory or appraisal of my estate or of any trust or share thereof in any court, though they shall make out and keep an inventory and shall exhibit the same to any party in interest at any reasonable time, and I direct that they shall be free from the control and supervision of any court. I hereby vest in my executor the same full powers of management, control and disposition of my estate as are given to the trustee under Item Seven with respect to the trust or trusts hereunder. The First National Bank of Birmingham shall be entitled to reasonable compensation for its services as executor and trustee.

ITEM TEN: In the event it becomes necessary to have administration of my estate or of any trust or share thereof in any state other than Alabama and The First National Bank of Birmingham does not qualify therefor, it may nominate and appoint any person or organization as ancillary administrator thereof, and may compensate such administrator for its services. Such administrator shall complete its administration and make such disposition of the property administered by it as The First National Bank of Birmingham may require, and in so doing it shall have the same rights, powers, duties and discretion herein conferred upon the executor and trustee.

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Signature

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IN WITNESS WHEREOF, I have hereunto set my hand and seal this
19th day of October, 19 77.

Harry L. Buckner Jr (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.

<u>Lillian K. Grimes</u>	<u>1612 1/2 Fairway Ave</u> Address <u>Bessemer, Ala</u>
<u>Marion Jay Smith</u>	<u>1111- Terra Avenue</u> Address <u>Bessemer, Ala.</u>
<u>Arkie M. Hamilton</u>	<u>Box 3, Box 151, Hanceville, Ala</u> Address



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Signature

Harry L. Buckner Jr

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CODICIL

STATE OF ALABAMA,
JEFFERSON COUNTY.

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I, Henry L. Badham, Jr., a resident of Jefferson County, State of Alabama, being of sound mind and disposing memory, do make, publish and declare this a codicil to my Last Will and Testament executed by me on the 19th day of October, 1972, in the presence of Lillian K. Grimes, Marion Joy Smith and Archie M. Hamilton.

ITEM ONE: I hereby amend my said will by revoking Item Four thereof in its entirety.

ITEM TWO: I hereby amend my said will by revoking Item Five thereof in its entirety and substitute in lieu thereof the following paragraph:

All the rest, residue and remainder of my property of whatever kind and character and wherever situated, I give, devise and bequeath to my children namely, John McDonald Badham, Thomas Edward Badham and Mary Hewitt Badham, in equal shares, absolutely. If any named child does not survive me, such child's then living lineal descendants shall take, per stirpes, such deceased child's share. If any such deceased child is not survived by any descendant of him or her, the living descendants of my wife, Mary I. Badham, and me shall take such deceased child's share, per stirpes. If I am not survived by any descendant of my wife, Mary I. Badham, and me, I give, devise and bequeath my entire estate to such persons as would be entitled to inherit said estate and in such proportions as they would be entitled to inherit the same, from me under the laws of Alabama had I died a resident of Alabama intestate.

ITEM THREE: I hereby amend my said will by revoking Item Seven thereof in its entirety.

ITEM FOUR: I hereby amend my said will by revoking any reference to "trustee" or "trust" in any other provision of my said will.

ITEM FIVE: I hereby ratify and confirm my said Last Will and Testament hereinabove described insofar as it is not in conflict with this codicil and do republish the same as herein and hereby amended as of this date.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to this a codicil to my Last Will and Testament, on the 14 day of January, 19 78.

Henry L. Badham, Jr. (SEAL)

We, the undersigned, hereby certify that the

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Signature

subscribed his name to the foregoing instrument in our presence, and published and declared the same to be a codicil to 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.

Jan 07 1978

John M. Lay

Birmingham

Birmingham

Address

Birmingham, Ala.

Address

Birmingham, Ala.

Address



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Signature

Filed in office this _____
day of _____, 1978
for Probate and Record.

O. H. Florence
Judge of Probate

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Shelby Cnty Judge of Probate, AL
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CERTIFICATE TO THE PROBATE OF WILL

The State of Alabama

JEFFERSON COUNTY

I, O. H. Florence, Judge of the Court of Probate, in and for said State and

County, 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 and Codicil

of Henry L. Badnam, Jr. Deceased and that said Will

together with the proof thereof have been recorded in my office in Judicial Record, Volume 545, Page 842-853.

In witness of all which I have hereto set my hand and the seal of the said Court, this date February 14, 1978

PROBATE-21

O. H. Florence Judge of Probate.

CERTIFICATE TO COPIES

PROBATE-67

The State of Alabama
JEFFERSON COUNTY

PROBATE COURT

I, Peggy A. Gober, Chief Clerk 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 HENRY L. BADHAM, JR., DECEASED, TOGETHER
WITH THE CERTIFICATE TO PROBATE THEREOF.

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1979 JAN 5 AM 10:22

in the matter of XXXXXXXXXX

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

as the same appears on file and of record, in this office.

Rec. 18.00
Inst. 1.00
19.00

Given under my hand and seal of said Court, this

the 13th day of DECEMBER, 19 78

Peggy A. Gober
Chief Clerk



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