

STATE OF GEORGIA, FORSYTH COUNTY
PROBATE COURT'S OFFICE

I, Patsy McGhee, ~~Judge~~/Clerk of the Probate
Court of said County, same being a court of record and being the
court formerly designated the Court of Ordinary, do hereby certify
that I have compared the foregoing copy of _____

Letters Testamentary, Ruby Wilson Benson Estate

Dianne B. Lyon, Executrix

with the original record thereof, now remaining in this office, and
the same is a correct transcript therefrom, and of the whole of such
original record.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the
seal of the Probate Court this the 22nd day of March
19 99.


Judge/Clerk, Probate Court

Inst # 1999-26227

06/24/1999-26227
08:18 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
011 CRH 33.50

By Joyce W. Hawkins, Judge of the Probate Court of said County.

That on the 22nd day of March, 1999, at a regular term of the Probate

Court, the last Will and Testament dated June 17, 1991, of _____
Codicil-8-11-94

Ruby Wilson Benson deceased, at the time of her death a resi-
dent of said County, was legally proven in Solemn form and was admitted to record by order.

and it was further ordered that Dianne B. Lyon,
named as Executor(s) in said Will, be allowed to qualify, and that upon so doing, Letters Testamentary be
issued to such Executor(s).

NOW, THEREFORE, the said Dianne B. Lyon
_____, having taken the oath of office and complied with all the necessary
prerequisites of the law, is/are legally authorized to discharge all the duties and exercise all the powers of
Executor(s) under the Will of said deceased, according to the Will and the law.

Given under my hand and official seal, the 22nd day of March, 1999

Jayce W. Howker
Judge of the Probate Court

NOTE: The following must be signed if the judge does not sign the original of this document:

Issued by:

(Seal)

Clerk, Probate Court

LAST WILL AND TESTAMENT

OF

RUBY WILSON BENSON

STATE OF GEORGIA

COUNTY OF FULTON

I, Ruby Wilson Benson, of said state and county, hereby make, publish and declare this my Last Will and Testament, revoking all Wills and Codicils heretofore made by me.

ITEM I

I am married and have two children. My husband's name is Wyatt Benson and my children's names are Dianne B. Lyon and Robert E. Benson. This will is made in contemplation of the future birth of children to me or the adoption of children by me and shall not be revoked by such event, such future children being treated for purposes hereunder as children of mine.

ITEM II

I direct my Executor to pay out of the residue of my estate otherwise bequeathed under Item IV of this Will as soon after my death as my Executor deems consistent with good management, the expenses of my last illness, funeral and burial, debts and claims duly allowed against my estate, expenses of administration of my estate and all estate, inheritance, succession, transfer, legacy and death taxes assessed or imposed with respect to my estate, or any part thereof, whether or not passing under this Will.

ITEM III

I hereby give, devise and bequeath all of my jewelry and clothing, all furniture and furnishings, including appliances, rugs, pictures, objects of art, silverware, chinaware and linens, books, automobiles, and boats owned by me at the time of my death, and all insurance thereon, to my husband if he survives me, and if he predeceases me, then equally to those of my children who survive me.

ITEM IV

After reduction for all expenses, debts, claims and estate taxes and for all other bequests and devises created in this Will,

I give, devise and bequeath all of the rest, residue and remainder of my property, real, personal and mixed, of every kind and description, and wherever located, including all benefits payable to my estate as a result of my employment and all lapsed or void legacies or devises, but excluding any property over which I shall have any power of appointment as follows:

(a) I bequeath all the property passing under this Item outright to my husband, if he survives me.

(b) If my husband predeceases me, but any of my issue survive me, such property shall be distributed equally among them, per stirpes.

(c) If none of the above named beneficiaries survive me, all property passing under this Item shall be distributed to those persons who, under the laws of descent and distribution of the State of Georgia in effect at the time of my death, would have been entitled to inherit from me if I had died intestate, unmarried and without issue.

ITEM V

All securities, bank accounts, savings and loan accounts, certificates of deposit, and other similar property I may own at the time of my death, in the name of myself and/or another person which are in terms payable on or after my death to such other persons shall be that person's sole property and my Executor shall make no claim against any such person on account thereof.

ITEM VI

I appoint my husband, Wyatt Benson, as Executor of this Will. If, for any reason, he is unable or unwilling to serve or continue serving as Executor of this Will, I appoint my daughter, Dianne B. Lyon, as Successor Executrix.

As used in this Will, the terms "Executor" and "Trustee" and all pronouns in reference thereto shall be deemed to refer to any Executor or Trustee, respectively, acting at any time hereunder.

All successor Executors and Trustees shall have all the powers, authorities and duties granted herein as if originally named Executor or Trustee, and no successor Executor or Trustee

shall be required to inquire into or audit the acts or actions of the predecessor Executor or Trustee or to make any claim against such predecessor Executor or Trustee.

Each fiduciary herein named and each successor fiduciary may resign without the order of any officer or court and without the consent of any beneficiary or any provision of this Will or of any trust created herein upon giving fiduciary's successor and all persons then entitled to receive income from my estate or the Trust in question, or the guardian of such persons, thirty days advance written notice of such fiduciary's intention to resign from Executorship and/or Trusteeship.

ITEM VI

In extension and not in limitation of the powers given by law or other provisions of this Will, my Executor and Trustee of each trust created herein and each successor Executor Trustee in the management, care and disposition of my estate and all trusts created herein shall have the power to do all things and execute such instruments as they deem necessary or proper including the following powers, all of which may be exercised without order of or report to any officer, or Court or tribunal:

(a) All fiduciary powers which are enumerated, and as they exist as of the date of this Will, under Section 53-13-3 O.C.G.A which provides for the incorporation by reference of various fiduciary powers into wills, trusts, or other instruments, which powers are incorporated in and made a part of this Will by reference excluded.

(b) If the administration of my estate or any trust created herein is required in any jurisdiction in which my Executor or Trustee, for any reason, cannot serve, my Executor and/or Trustee shall be authorized to appoint Executor or Trustee or other fiduciary to serve in such jurisdiction.

(c) If Trustee of any trust created in this Will would be authorized or directed to make a distribution to or for the benefit of a beneficiary, my Executor may, during the period of administration and prior to distribution to the trust for such

beneficiary, make such distribution directly to or for the benefit of the beneficiary in same manner as authorized or directed for my Trustee, and any such payment shall be charged against the property.

(d) To serve without being required to make or to file any inventory or appraisal except as hereinafter provided, or to file any annual or other return or report to any officer or court, or give any bond, whether or not my Executor or Trustee is a resident of the State of Georgia or, if a bond is required by law, but a surety is not mandatory, no surety on such bond shall be required. My Executor and Trustee shall keep full accounts and shall at any time, upon reasonable request of such person, provide full information to such person as to the condition of my estate or any trust, including amounts received and disbursements made.

(e) In the evaluation and distribution of my estate and/or in the division of my estate into separate shares and/or trusts, my Executor and Trustee shall be authorized to make such distributions and divisions in money or in kind or in both, regardless of the basis for income tax purposes of any property so distributed or divided, any distributions and divisions so made and the values established by my Executor or Trustee shall be binding and conclusive on all persons taking hereunder if such evaluations, distributions and/or divisions are made in good faith. In making such distributions or divisions, my Executor or Trustee may allot undivided interests in the same property to several trusts or shares.

(f) To file such returns as may be required under the tax laws of the United States, any State, any political subdivision of any state or any foreign country; to make any election (including specifically the filing of joint income tax returns) permitted by any tax law, if, in my Executor's or Trustee's opinion, such election is in the best interest of my estate or of any trust created herein; to agree to such apportionment of taxes and application of estimated tax payments, refund and credits as my Executor or Trustee deems equitable under all of the circumstances;

and to consent for federal and state gift tax purposes to gifts made by my spouse as having been made one-half by me and one-half by my spouse.

(g) To continue to hold, as Trustee, any property distributable to a beneficiary who is a minor until he or she attains majority and in the meantime to expend or apply so much of the income and corpus as they may deem necessary for the beneficiary's maintenance, support and education.

(h) For any purpose to sell, exchange or otherwise dispose of any property at any time held or acquired at public or private sale for cash or on terms, with or without advertisement.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal to this Last Will and Testament, initialled each page thereof and published this my Will all in the presence of the undersigned witnesses, this 17 day of June, 1991.

Ruby Wilson Benson
Ruby Wilson Benson (SEAL)

The foregoing was signed, sealed, published and declared by the Testatrix, Ruby Wilson Benson, as and for her Last Will and Testament in our presence, and we, at her request and in her presence, and in the presence of each other, believing her to be of sound and disposing mind and memory, hereunto subscribe our names as witnesses the day and year above set out, all of us, including the Testatrix, being present throughout the execution of this Will.

D. W. Rolan
Witness

Della A. Rolan
Witness

432 Lakeside Drive
Burkeville, Va. 30131

12495 Charlotte Dr.
Alpharetta, GA. 30201

STATE OF GEORGIA
COUNTY OF FULTON

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S.S.

Before me, the undersigned authority, on this day personally appeared RUBY WILSON BENSON, known to me to be the Testatrix and the witnesses, respectively, whose names are subscribed to the foregoing instrument in their respective capacities, and, all of said persons being by me duly sworn, said RUBY WILSON BENSON, 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. The witnesses, each on oath, stated to me, in the presence and hearing of the Testatrix, that the Testatrix had declared to them that the instrument is her Last Will and Testament and that she executed the same as witnesses in the presence of the Testatrix and at her request, that she was at that time eighteen (18) years of age or over and was of sound mind, and that each of said witnesses was then at least eighteen (18) years of age.

Ruby Wilson Benson
RUBY WILSON BENSON

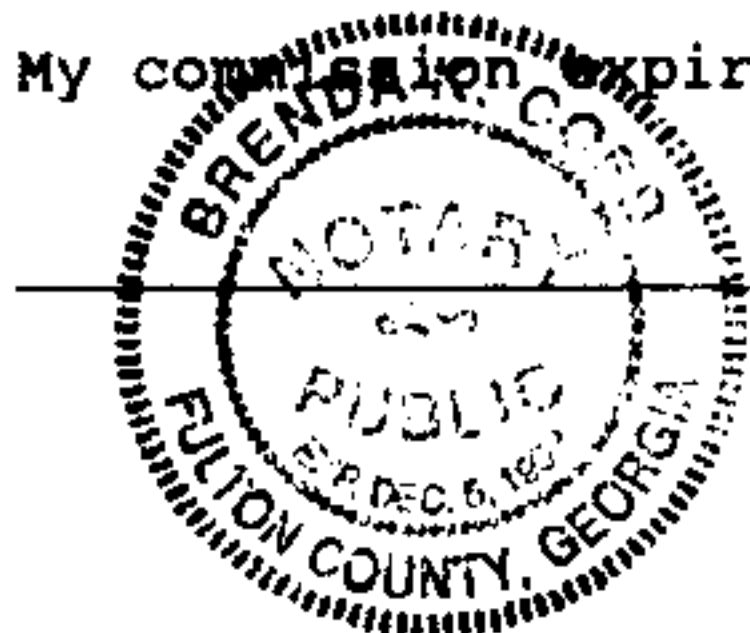
D. W. Rolader
Witness

Donald A. Rolader
Witness

Sworn to and subscribed before me by RUBY WILSON BENSON, Testatrix, and sworn to and subscribed before me by D. W. Rolader and Donald A. Rolader, witnesses, this 17th day of June, 1991.

Brenda J. Cobb
Notary Public

My commission expires:



FIRST CODICIL
TO
LAST WILL AND TESTAMENT
OF
RUBY WILSON BENSON

STATE OF GEORGIA
COUNTY OF FULTON

I, RUBY WILSON BENSON, of Fulton County, Georgia, do hereby make, publish, and declare this to be a First Codicil to my Last Will and Testament bearing date of June 17, 1991, that is to say:

FIRST

By adding a subparagraph (d) to Item IV thereof to read as follows:

"(d) I presently own a one-half undivided interest in property on Mayfield Road in Fulton County, Georgia, which is under an option contract and/or sales contract to Bachman Properties, Inc. I direct my Executor hereinafter named to honor the terms of said contracts, and upon closing, to distribute the proceeds of said sale or sales according to the terms of the this Item IV of my Last Will and Testament. Said contracts are, by their express terms, binding upon my heirs and my estate."

SECOND

I hereby modify and amend my Last Will and Testament as hereby and herein modified and amended and I hereby confirm, ratify, redeclare and republish my Last Will and Testament as amended in this First Codicil.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, published and declared the foregoing instrument as and for the First Codicil to my Last Will and Testament bearing date of June 17, 1991.

This 11 day of August, 1994.


RUBY WILSON BENSON

(SEAL)

Signed, sealed, published and declared by RUBY WILSON BENSON,
as and for a FIRST CODICIL to his LAST WILL AND TESTAMENT, in
the presence of the undersigned, who subscribe our names
hereto as witnesses at the instance and request of the said
Testatrix and in his presence and in the presence of each
other.

Lear P. Hoppel
Witness

1085 Taylor Oaks Drive

Roswell, GA 30076

Dale A. Robinson
Witness

740 Cox Road

Roswell GA 30075

Ruby W. Benson
RUBY WILSON BENSON (SEAL)

STATE OF GEORGIA
COUNTY OF FULTON

S.S.

Before me, the undersigned authority, on this day personally appeared RUBY WILSON BENSON, known to me to be the Testatrix and the witnesses, respectively, whose names are subscribed to the foregoing instrument in their respective capacities, and, all of said persons being by me duly sworn, said RUBY WILSON BENSON, Testatrix, declared to me and to the said witnesses in my presence that said instrument is his First Codicil to his Last Will and Testament and that she had willingly made and executed it as her free act and deed for the purposes therein expressed. The witnesses, each on oath, stated to me, in the presence and hearing of the Testatrix, that the Testatrix had declared to them that the instrument is her First Codicil to her Last Will and Testament and that they executed the same as witnesses in the presence of the Testatrix and at his request, that he was at that time eighteen (18) years of age or over and was of sound mind, and that each of said witnesses was then at least eighteen (18) years of age.

Ruby W. Benson
RUBY WILSON BENSON (SEAL)

Lisa H. Shippel
Witness

Donald A. Rolander
Witness

Sworn to and subscribed before me RUBY WILSON BENSON, Testatrix, and sworn to and subscribed before me by Lisa H. Shippel and Donald A. Rolander, witnesses, this 11 day of August, 1994.



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