

LAST WILL AND TESTAMENT
OF
MICHAEL S. ALLEN, SR.

I, **MICHAEL S. ALLEN, SR.**, a resident of SHELBY COUNTY, ALABAMA, being over the age of nineteen (19) years, and of sound and disposing mind and memory, do hereby make, publish and declare that this is my Last Will and Testament, hereby expressly revoking all Wills, Codicils and other writings in the nature thereof, heretofore made by me.

ITEM I
Payment of Debts

It is my desire that all my just debts, health care expenses incurred by or for me, funeral expenses (including the costs of a suitable monument at my grave), and the costs of administration of my estate be paid as soon as practicable after my death; provided, however, that I do not, by this direction, waive any exemption to which my estate or distributees may be entitled.

In the event that any property of my estate shall be encumbered by mortgage or lien, or shall be pledged to secure any obligation, my Personal Representative(s) shall, in the discretion of my Personal Representative(s), determine whether such indebtedness shall be charged to or paid by my estate, or whether such property shall be distributed subject to such indebtedness.

ITEM II
Identity of Testator's Family

I hereby declare that I am married to **PRISCILLA C. ALLEN**, and all references in this Will to **"my Wife"** are references to her.

I have two (2) natural children, whose names are **MICHAEL SHANE ALLEN, JR. and CHRISTY ANN HARGETT**. I also have two (2) step-children, being the natural children of my Wife, whose names are **CHRISTY S. BRATTON and MICHAEL R. SHOTTS**. All references in this Will to **"my children"** are references to my children and step-children, as hereinabove designated, without regard to degree of consanguinity or affinity. Consequently, all references herein to **"my grandchildren"** shall be construed as references to the natural issue of my four (4) children, as hereinabove defined.

ITEM III
Disposition of Property


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It is my intention, by means of this Will to dispose of all real, personal and mixed property which I may own, which is subject to the control of this Will, at the time of my decease, of whatever kind or character, and wheresoever situated. With said objective in mind, I hereby give, devise and bequeath all real, personal and mixed property comprising my estate, wheresoever situated, to **my Wife**, to be hers, absolutely.

ITEM IV
Contingent Property Disposition

In the event that my Wife should fail to survive me, I hereby give, devise and bequeath the real, personal and mixed property of my estate, wheresoever situated, and of whatever kind or character, as follows:

I hereby give, devise and bequeath twenty five percent (25%) of said property of my estate to **MICHAEL SHANE ALLEN, JR.**, per stirpes.

I hereby give, devise and bequeath twenty five percent (25%) of said property of my estate to **CHRISTY ANN HARGETT**, per stirpes.

I hereby give, devise and bequeath twenty five percent (25%) of said property of my estate to **CHRISTY S. BRATTON**, per stirpes.

I hereby give, devise and bequeath twenty five percent (25%) of said property of my estate to **MICHAEL R. SHOTTS**, per stirpes.

By means of the "per stirpes" method of distribution hereinabove referenced, I am directing that, in the event that any of my children hereinabove referenced should predecease me, the natural issue of my predeceased child shall equally share in the distribution of said predeceased child's distributive share of my estate, by representation. Provided, however, in the event that any of my children should predecease me, without leaving natural issue to survive said predeceased child, that portion of my estate which I have given, devised or bequeathed unto said predeceased child shall be distributed between and among my remaining children, per stirpes. Furthermore, I direct that no adopted children of my children shall participate in the distribution of my estate.

ITEM V
Beneficiary Trust for Christy Ann Hargett

In the event that my Wife should fail to survive me, and **CHRISTY S. HARGETT** should survive me, I hereby devise and bequeath her distributive share of my estate to **MICHAEL SHANE ALLEN, JR.**, as Trustee for the use and benefit of said beneficiary. Said Trustee shall have the duties, powers and authority, and shall serve in such capacity without the posting of surety bond, as follows:

1. Said Trustee shall, as soon as practicable, after the terms of this Trust become effective, accumulate all of the assets of said trust estate and shall make such investment as to secure the maximum return from said trust estate, but such investments shall be only in such securities as to preserve the capital of said trust estate and not be speculative in nature.

2. The Trustee is authorized to use the income from said trust estate and such portion of the principal as may be necessary for the purpose of educating and maintaining the health and general welfare of said Trust Beneficiary.

3. Said Trustee shall have full power to manage said trust estate, subject to the limitations imposed by law. Said Trustee shall have the power to sell or dispose of stocks, funds, or any other securities, as well as personal property, and real estate to accomplish the general purpose set out in this Will of providing for the maximizing of said trust estate for the benefit of said Trust Beneficiary.

4. Said Trustee shall keep accurate records of all transactions and shall, at the appropriate time, make a report of these activities to the Court where this Will is filed for probate, if required by law.

5. The terms of this Trust shall remain in full force and effect, until such time as same is terminated, within the sole discretion of the Trustee.

6. In the event that my first-named Trustee should fail to qualify or decline to serve as Trustee for said Trust Beneficiary, I nominate and appoint **SHANNON ALLEN** to serve as Trustee, in his sole capacity, under the terms and provisions hereinabove referenced, without the posting of bond.

ITEM VI
Contingent Beneficiary Trust

In the event that my Wife should fail to survive me, and any beneficiary of my Will has not attained the age of twenty-four (24) years or achieved a four (4) year college or university degree, whichever event shall first occur, I hereby devise and bequeath the property of my estate which I have given, devised and bequeathed to said beneficiary, to **MICHAEL SHANE ALLEN, JR. and CHRISTY S. BRATTON**, as Co-Trustees for the use and benefit of each said beneficiary.

Said Trustees shall have the duties, powers and authority, and shall serve in such capacity without the posting of surety bond, as follows:

1. Said Trustees shall, as soon as practicable, after the terms of this trust become effective, accumulate all of the assets of each said trust estate and shall make such investment as to secure the maximum return from each said trust estate, but such investments shall be only in such securities as to preserve the capital of each such trust estate, and not speculative nature.

2. The Trustees are authorized to use the income from each trust estate and such portion of the principal as may be necessary for the purpose of educating and maintaining the health and welfare of each trust beneficiary.

3. Said Trustees shall have full power to manage each said trust estate, subject to the limitations imposed by law. Said Trustees shall have the power to sell or dispose of stocks, bonds, or any other securities, as well as personal property, and real estate to accomplish the general purpose set out in this Will of providing for the maximizing of each trust estate for the benefit of each trust beneficiary.

4. Said Trustees shall keep accurate records of all transactions and shall, at the appropriate time, make a report of these activities to the Court where this Will is filed for probate, if required by law.

5. At such time as any beneficiary, who shall receive benefit under this trust, shall attain the age of twenty-four (24) years or achieve a four (4) year college or university degree, whichever event shall first occur, said Trustees shall pay over to such beneficiary that portion of my estate to which said beneficiary is entitled, pursuant to the terms hereof.

6. In the event that **MICHAEL SHANE ALLEN, JR.** should fail to qualify or decline to serve as a Co-Trustee hereunder, I hereby nominate and appoint **SHANNON ALLEN** to serve as Co-Trustee, in his stead.

7. In the event that **CHRISTY S. BRATTON** should fail to qualify or decline to serve as Co-Trustee hereunder, I hereby nominate and appoint **MICHAEL R. SHOTTS** to serve as Co-Trustee in her stead.

ITEM VII

Personal Representative

I hereby nominate and appoint **my Wife** to serve as Personal Representative of my estate, without the posting of bond and without the requirement of filing any interim or final inventory, accounting or settlement with any Court. In addition to any powers granted by law, I give my Personal Representative power, without Court order, to retain, sell at public or private sale, exchange, lease for any legal term, mortgage, pledge, or otherwise deal for any purpose with the property, real, personal or mixed, from time to time comprising my estate, for such consideration and on such terms as my Personal Representative shall determine; to borrow money for any purpose, at interest rates prevailing, from any entity, to invest in any property whatsoever, which comprises my estate; to execute contracts, notes, conveyances, or other instruments; and to conduct all other acts which my Personal Representative deems to be appropriate regarding the management of any and all property of my estate, without any reservations.

In the event that my Wife fails to qualify or declines to serve as Personal Representative of my estate, I hereby nominate and appoint **MICHAEL SHANE ALLEN, JR. and CHRISTY S. BRATTON** to serve as Co-Personal Representatives of my estate, with equal powers and authority, without the posting of bond. Said Co-

Personal Representatives shall be vested with the powers and authority hereinabove granted to my first-named Personal Representative, for the purpose of administering and settling my estate.

In the event that **MICHAEL SHANE ALLEN, JR.** fails to qualify or declines to serve as Co-Personal Representative of my estate, I hereby nominate and appoint **SHANNON ALLEN** to serve in his stead, as Co-Personal Representative of my estate, under the identical terms hereinabove referenced, without the posting of bond.

In the event that **CHRISTY S. BRATTON** fails to qualify or declines to serve as Co-Personal Representative of my estate, I hereby nominate and appoint **MICHAEL R. SHOTTS** to serve in her stead, as Co-Personal Representative of my estate, under the identical terms hereinabove referenced, without the posting of bond.

ITEM VII

Spousal Will Contract

This Agreement is made upon the identical date of the execution of my Will, by and between **MICHAEL S. ALLEN, SR.** (hereinafter referred to as the "Husband") and **PRISCILLA C. ALLEN** (hereinafter referred to as the "Wife").

Whereas, Husband and Wife have been married to each other for approximately 27 years, next immediately preceding their execution of this contract, and;

Whereas, Husband and Wife are both fully aware of the real, personal and mixed property which the parties have accumulated during the term of their marriage, as well as the separate estates of each, and being mindful of same, the parties now desire to execute mutual and reciprocal wills, and;

Whereas, Husband has two natural children, born prior to his marriage to the Wife, and; Wife has two natural children born prior to her marriage to the Husband, and the parties now desire that all of the children born to Husband or Wife, be the equal distributees and recipients of any and all real, personal and mixed property of the estate of Husband and/or Wife, in the event of simultaneous death of the parties, or upon the death of the survivor of them, to the extent that such property may exist within their joint or separate estates;

Now, therefore, in consideration of the mutual promises and covenants set forth herein, said parties do hereby agree as follows:

1. Husband and Wife shall each, give, devise and bequeath the real, personal and mixed property of his or her estate to the other party, in fee simple, and free of any and all restrictions, pursuant to the terms of reciprocal Husband and Wife Wills executed by them on even date herewith.

2. The Husband has two children born of a prior marriage, and the Wife has two children born of a prior marriage, and the parties desire that all of said children share equally within the distribution of the parties' joint and several estates, at the time of the simultaneous death of the parties, or when the survivor of them dies. All references within either of the parties' Wills to "**children**" shall be references to all four (4) children

of the parties, as hereinabove referenced. All natural issue of the four (4) children hereinabove designated shall be construed to mean the “**grandchildren**” of both of the parties, but this term shall not apply to adopted children of the children of the Husband or Wife.

3. In consideration of the promise of the other party to reciprocate, each party agrees to execute, simultaneously with this agreement, a valid Will containing the provision upon which the parties have agreed within the Wills simultaneously executed herewith.

4. Each party to this Will Contract hereby agrees to refrain from effectuating any change, modification, alteration or revocation, at any time, to his or her Will made pursuant to the terms of this agreement, without first having the prior written consent of the other party to do so.

5. In the event of the decease of one of the parties hereto, this contract shall not be construed as placing any restrictions upon transfer, or other disposition of any of the real, personal or mixed property owned by either of the parties, as it is the case that the parties intend for the surviving party to have the ability to use such property to the fullest extent possible, and to dispose of same as he or she may deem appropriate. This agreement is intended only to serve as an agreement between the parties whereby the surviving party (whether Husband or Wife) designated herein shall give, devise and bequeath whatever property remains in his or her estate, to the four (4) children of the parties, pursuant to the distribution method hereinabove designated, per stirpes. Provided, however, neither party hereto, following the death of the other party, shall make any inter vivos gift to his or her natural children, or any third-party, designed for the purpose of circumventing the intent of this agreement.

6. The parties do hereby reserve the power and authority to jointly rescind or modify this agreement upon their mutual consent.

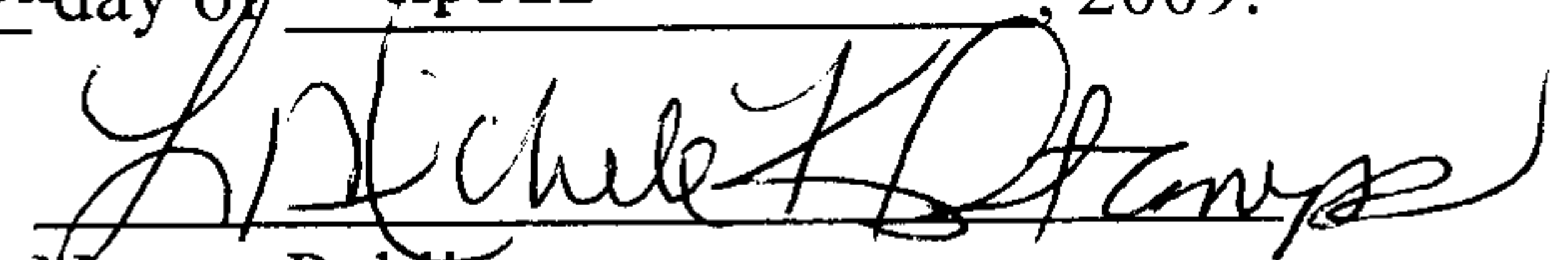
7. The parties hereto further agree that any future dissolution of their marriage shall serve to terminate this contract and his or her respective Wills by operation of law.

Witnesseth our hands and seals upon the date written below.


MICHAEL S. ALLEN, SR.

PRISCILLA C. ALLEN

Sworn to and subscribed before me this 14th day of April, 2009.


Notary Public
My Commission Expires: 05/17/2011

Testator's Acknowledgment

I, **MICHAEL S. ALLEN, SR.**, the Testator, sign my name to this instrument this 14th day of April, 2009, and being first duly sworn, do hereby declare to the undersigned authority that I sign and execute this instrument as my Last Will and Testament and that I sign it willingly, that I execute it as my free and voluntary act for the purpose therein expressed, and under no constraint or undue influence.


MICHAEL S. ALLEN, SR.

Attestation Clause

We, the undersigned witnesses, sign our names to this instrument, being first duly sworn, and do hereby declare to the undersigned authority that the Testator signs and executes this instrument as his Last Will and Testament and that he signs it willingly, and that each of us, in the presence and hearing of the Testator, hereby signs this Will as witness to the Testator's signing, and that to the best of our knowledge, the Testator is nineteen (19) years of age or older, of sound mind, and under no constraint or undue influence.

P. O. Box 119
Montevallo, AL 35115
Address
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Montevallo, AL 35115
Address


Witness

Witness

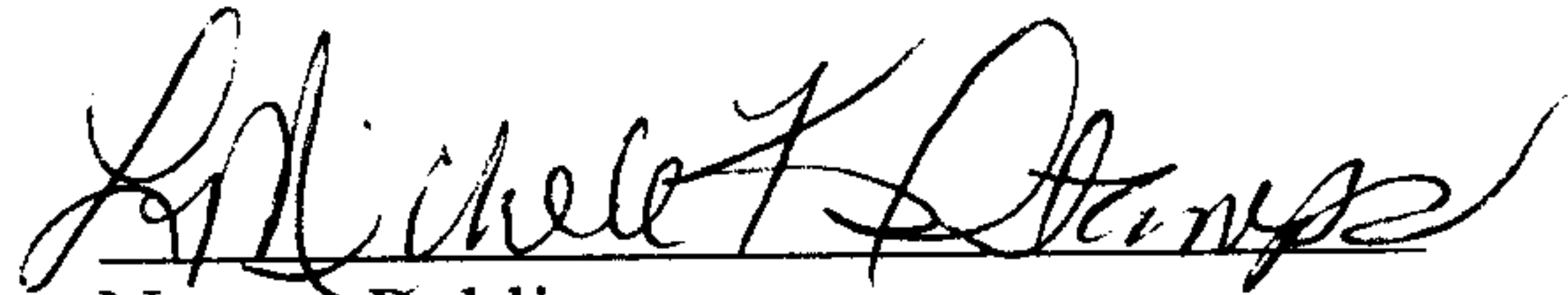
STATE OF ALABAMA
COUNTY OF SHELBY

General Acknowledgment

Subscribed, sworn to and acknowledged before me by **MICHAEL S. ALLEN, SR.**, the Testator, and subscribed and sworn to before me by his witnesses

M. A. Spears and Pleasia F. Spears

Done this 14th day of April, 2009.


Notary Public
My Commission Expires: 05/17/2011



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