

LAST WILL AND TESTAMENT OF Rachel Pemberton Williams

I, Rachel Pemberton Williams, a resident of the State of Alabama, make, publish and declare this to be my Last Will and Testament, revoking all wills and codicils at any time heretofore made by me.

FIRST: I direct that the expenses of my last illness and funeral, the expenses of the administration of my estate, and all estate, inheritance and similar taxes payable with respect to property included in my estate, whether or not passing under this will, and any interest or penalties thereon, shall be paid out of my residuary estate, without apportionment and with no right of reimbursement from any recipient of any such.

SECOND: All tangible personal property owned by me at the time of my death and not specifically devised, is given as hereafter as provided with respect to my residuary estate.

THIRD: I make the following specific gifts of property:

I give my Wedding Ring to Sybil J. Pemberton.
I give my Cats to Karen B. Romeo.

Any specific gift made in this will to two or more beneficiaries shall be shared equally among them, unless unequal shares are specifically indicated. All shared gifts must be sold, and the net proceeds distributed as the will directs, unless all beneficiaries for that gift agree in writing, after my death, that the gift need not be sold.

If I name two or more primary beneficiaries to receive a specific gift of property and any of them do not survive me, all surviving primary beneficiaries shall equally divide the deceased primary beneficiary's share unless I have specifically provided otherwise. If I name two or more alternate beneficiaries to receive a specific gift of property and any of them do not survive me, all surviving alternate beneficiaries shall equally divide the deceased alternate beneficiary's share.

I give all the rest, residue and remainder of my property and estate, both real and personal, of whatever kind and wherever located, that I own or to which I shall be in any manner entitled at the time of my death (collectively referred to as my "residuary estate"), as follows:

(a) Payton Wade Williams.

(b) If none of the named residual beneficiaries described in clause (a) above shall survive me, decline the gift or are no longer in existence, (together referred to as "pre-deceased"), then Steven J. and Sybil J. Pemberton and Jason Pemberton.

(c) If none of the beneficiaries described in clauses (a) and (b) above shall survive me, decline the gift or are no longer in existence (together referred to as "pre-deceased"), then I give my residuary estate to those who would take from me as if I were then to die without a will, unmarried and the absolute owner of my residuary estate, and a resident of the State of Alabama.

FOURTH: I appoint Payton Wade Williams to be my executor. If Payton Wade Williams does not survive me, or shall fail to qualify for any reason as my personal representative, or having qualified shall die, resign or cease to act for any reason as my executor, I appoint Steven Jack Pemberton as my executor. To the extent permitted by the laws of the State of Alabama, this will is intended as and shall be construed to be a nonintervention will and, after the probate of this will, no further proceedings in court shall be necessary other than to comply with the statutes relating to the handling of estates under nonintervention wills. No bond or surety or other security shall be required of any Personal Representative serving hereunder. The decision to administer my estate independently or under court supervision shall be made solely by my personal representative.

FIFTH: Whenever any beneficiary of my estate is under a legal disability or, in the judgment of my Personal Representative, is for any reason unable to apply any distribution to the beneficiary's own best advantage, my Personal Representative may nevertheless make the distribution directly to the beneficiary or to the conservator of the beneficiary's property or to a person with whom the beneficiary resides at the time of the distribution in whatever manner my


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Personal Representative shall deem best. In the alternative and if the beneficiary is under twenty-one years of age, my Personal Representative may, in the discretion of my Personal Representative, distribute the property to a custodian for the beneficiary under a Uniform Transfer or Gift to Minors Act. The receipt by the beneficiary, conservator, custodian or other person of any distribution so made shall be a complete discharge to my Personal Representative regarding the distribution.

SIXTH: I grant to my personal representative all powers conferred on personal representatives and executors wherever my personal representative may act. I also grant to my personal representative power to retain, sell at public or private sale, exchange, grant options on, invest and reinvest, and otherwise deal with any kind of property, real or personal, for cash or on credit; to borrow money and encumber or pledge any property to secure loans; to hold property in bearer form or in the name of a nominee; to divide and distribute property in cash or in kind; to exercise all powers of an absolute owner of property; to compromise and release claims with or without consideration; to execute and deliver deeds and other instruments, including releases; and to employ attorneys, accountants and other persons for services or advice.

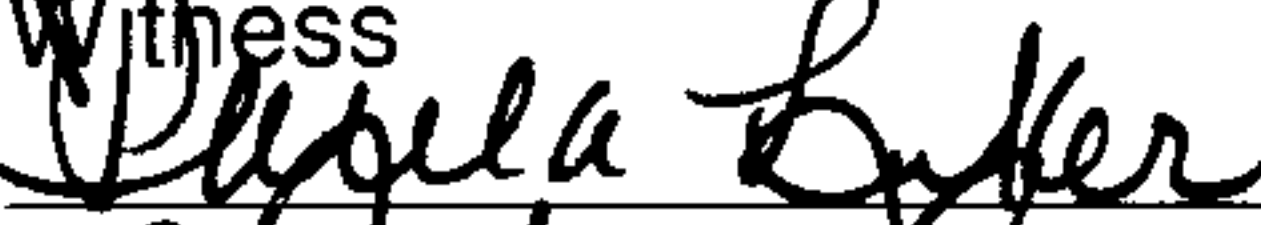
The term "executor" wherever used herein shall mean the personal representatives, executors, executor, executrix or administrator in office from time to time. The term "trustee" wherever used herein shall mean the trustees or trustee in office from time to time. Each personal representative and trustee shall have the same rights, powers, duties, authority and privileges, whether or not discretionary, as if originally appointed hereunder.

SEVENTH: Each beneficiary shall be deemed not to have survived me unless the beneficiary is living on the thirtieth day after the date of my death.

IN WITNESS WHEREOF, I, Rachel Pemberton Williams, sign my name and publish and declare this instrument as my last will and testament this 12th day of August, 2011. I also have affixed my initials on the bottom of each of the preceding pages hereof.

Rachel Pemberton Williams
Rachel Pemberton Williams

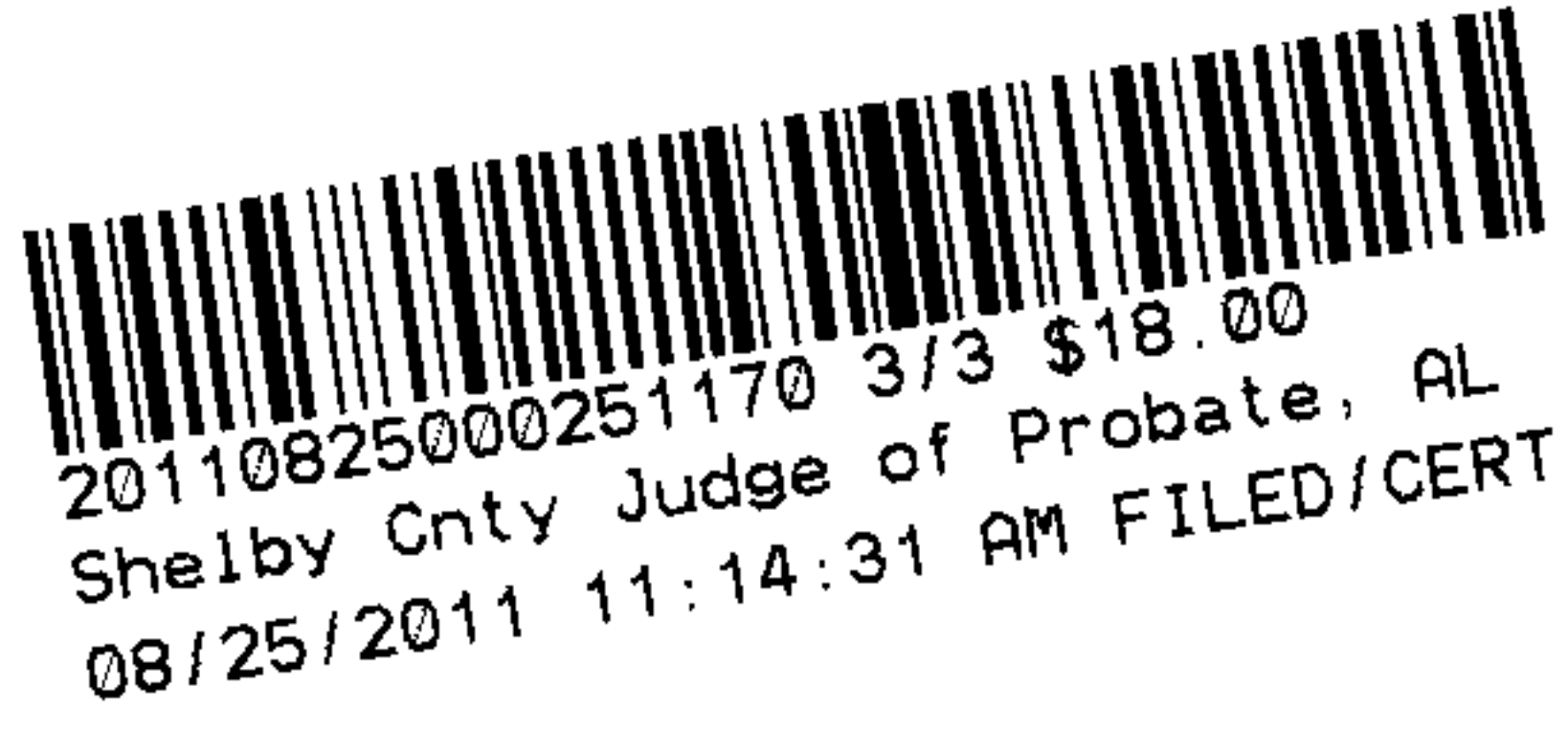
We, the witnesses, at the Testator's request, sign our names to this instrument, being first duly sworn, and do hereby declare to the undersigned authority that the Testator signs and executes this instrument as the Testator's will and that the Testator signs it willingly, and that each of us, in the 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 Testatrix is eighteen years of age or older, of sound mind, and under no constraint or undue influence.

<u></u>	of <u>Rachel Pemberton Williams</u>
Witness	
<u></u>	of <u>Rachel Pemberton Williams</u>
Witness	
<u></u>	of <u>Rachel Pemberton Williams</u>
Witness	


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LAST WILL AND TESTAMENT OF Rachel Pemberton Williams
Dated: August 12, 2011.



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