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FILED IN OFFICE THIS THE
4th DAY OF March, 2008
FOR PROBATE AND RECORD.
Alan L. King
JUDGE OF PROBATE

Last Will and Testament of Harry E. Monroe, Jr.

I, Harry E. Monroe, Jr., of Vestavia Hills, Alabama, County of Jefferson, being of sound and disposing mind and memory, do make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils by me heretofore made.

Article I: Estates Administration and Expenses

JR 2623 PG 202

- 1.1 I direct that all my just debts, funeral expenses, and expenses of administration of my estate be paid as soon after my death as practicable.
- 1.2 I further direct that all estate, inheritance and succession taxes (including interest and penalties thereon, if any) which shall become payable by reason of my death, shall be paid out of the principal of my residuary estate, without seeking reimbursement from or charging any person therefore. My Executor, in its discretion, shall have the right to litigate, compromise, or settle any such taxes and any action taken by my Executor with respect thereto, including deposits made to secure the payment thereof, shall be conclusive on all persons.
- 1.3 My Executor shall be permitted to obtain and pay for a marker for my grave and pay for the perpetual care thereof, in such manner and amounts as is commensurate with my station in life as my Executor in its sole discretion, shall determine.
- 1.4 My Executor shall be permitted to pay all or any of said debts, funeral expenses, taxes and marker without requiring the filing of claims therefore nor the allowance thereof by any Court.
- 1.5 Notwithstanding any provision of this Will or any statute to the contrary, my Executor, in its sole discretion, may use all or any portion of the income of my residuary estate received during the period of administration for purposes of the payment of said debts, funeral expenses, administration expenses, taxes and marker.

Article II: Family Information

- 2.1 My "spouse" is Betty Jo Monroe. I have 3 children, namely Lynda B. Steed (born 7/31/69), Edith L. Flack (born 8/30/70), and Harry E. Monroe, III (born 2/28/73).
- 2.2 As used in this instrument, the terms "child," "children," "descendant," or "descendants" shall include persons legally adopted by me or any of my descendants.

Article III: Specific Bequests of Real and/or Personal Property

- 3.1 I give and bequeath all of my 60% stock ownership in Monroe Electric Company, Inc. (60 shares), and 45 of my 60 ownership units in H. Monroe Properties, LLC to my Son, Harry E. Monroe, III, of Hoover, Alabama, County of Shelby, if said beneficiary survives me.

- 3.2 I give and bequeath all my automobiles, household furniture and furnishings, books, pictures, jewelry, watches, wearing apparel, and all other articles of household or personal use or ornament, which I own at the time of my death, not otherwise specifically bequeathed pursuant to Paragraphs 3.1, to my spouse, or if my spouse shall predecease me, then same shall pass to my children living at my death to be divided in substantially equal shares between them in such manner as they shall agree, or if they shall fail to agree upon a division as to all or any of said property within six (6) months from the date of my death, then the property to which they have failed to agree upon shall be sold by my Executor at a public or private sale and the proceeds added to my residuary estate.
- 3.3 I may leave a memorandum (which is not to be part of this Will) listing some of the items of personal property which I own, that I wish certain persons to have and request (but do not require) that my wishes, as set forth in the memorandum be observed.
- 3.4 If any beneficiary is a minor at the time of such division, the person having custody of such beneficiary shall represent him or her for all purposes under this Article and the receipt of such person for the distributable share of such minor shall be a complete acquittance of my Executor.

Article IV: Residue of Estate

- 4.1 All the rest, residue and remainder of my estate, real, personal and mixed, in possession or in expectancy at the time of my death, I give, devise and bequeath to my spouse, if my spouse survives me. In the event that my spouse does not survive me for a period of six (6) months, my said spouse shall be considered to have predeceased me, for purposes of this Will.
- 4.2 In the event my said spouse does not survive me, I give and bequeath said rest, residue and remainder of my estate to my children. My Executor shall divide my estate into equal shares, one share for each of my then living children and one share for the then living descendants, per stripes, of each of my children then deceased. Each share shall immediately vest in and be distributed to such descendants, absolute and free of trust, subject, however, to the minority and disability provisions hereinafter set forth. In the disbursement of the funds for the benefit of any beneficiary who shall be a minor or under legal disability or a person not adjudicated an incompetent, but who by reason of illness or mental or physical disability is, in the opinion of my Executor, unable to administer such funds, my Executor may make payment in such of the following ways as in its opinion will be most desirable: (1) directly to such beneficiary; (2) to the parent, guardian, or such other person as may have legal custody of the beneficiary; (3) to some near relative or friend of such beneficiary; (4) to a custodian under a state's Uniform Gifts to Minors Act in accordance with the provisions of said Act; or (5) by the Executor using such payment directly for the benefit of such beneficiary. My Executor shall not be liable to see to the application of said payments by any such payee, and the receipt of such payee shall be a full acquittance of my Executor as to any amounts so paid.

Article V: Executor and Executive Powers

5.1 I hereby nominate and appoint my spouse, to act as Executor of this, my Last Will and Testament. In the event of my spouse's death, refusal, resignation or inability to so act, I nominate and appoint the following individuals, in the order named, to act as successor Executor, for so long as they are willing and able to act:

1. Harry E. Monroe, III
2. Edith L. Flack

I direct that any individual Executor acting hereunder shall not be required to furnish surety on its bond for the faithful performance of its duties, such surety being hereby specifically waived.

5.2 In addition to the powers hereinbefore given to my Executor, I give to my Executor, with respect to my estate, the following rights, powers, duties, discretions and immunities:

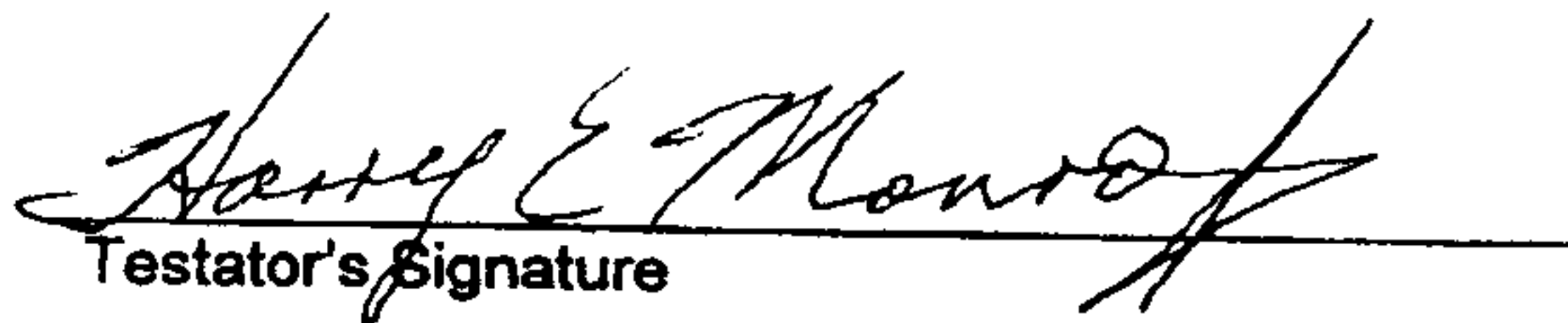
- A. To retain any property or undivided interests in property received by my Executor, regardless of any lack of diversification, risk, or non-productivity, but non-productive property shall not be retained without my spouse's written consent;
- B. To invest and reinvest my estate in any property or undivided interests in property, wherever located, without being limited by any statute or rule of law concerning investments by Fiduciaries;
- C. To sell any property of my estate for cash or on credit at public or private sales, for any purpose; to exchange any trust property for other property; to grant options to purchase or acquire any such property; and to determine the prices and terms of sales, exchanges and options;
- D. To operate, maintain, repair, rehabilitate, alter, improve, or remove any improvements on real estate; to make leases and subleases for terms of any length, even though the terms may extend beyond the termination of my estate; to grant easements, give consents and make contracts relating to real estate or its use; to release or dedicate any interest in real estate;
- E. To borrow money with or without security and to mortgage or pledge any trust property;
- F. To employ attorneys, auditors, depositaries, proxies and agents, with or without discretionary powers, and to pay them reasonable compensation; to cause any securities or other property to be issued, held, or registered in my Executor's name or in the name of my Executor's nominee, or in such form that title will pass by delivery;

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- G. To vote any corporate stock either in person or by proxy for any purpose; to exercise any conversion privilege, or subscription right with respect to securities; to take any action with respect to conserving or realizing upon the value of any trust property of my estate, and with respect to foreclosures, reorganizations or other changes affecting the property of my estate;
- H. To collect, pay, contest, compromise or abandon demands of, or against my estate, wherever situated; and to execute contracts, conveyances and other instruments, including instruments containing covenants and warranties binding upon and creating a charge against my estate and containing provisions excluding personal liability;
- I. To make any distribution or division of the property in cash or in kind or both, and to determine the value of any such property;
- J. To enter into any transaction authorized by this Article with trustees, executors or administrators of any trusts or estate in which any heir at law of mine has any interest, even though any such trustee or representative is also executor hereunder;
- K. To make such elections under the tax laws applicable to my estate as may be deemed expedient and desirable, and no compensating adjustment between principal and income, nor with respect to any bequest or devise hereunder, shall be made by my Executor even though the elections so made may substantially affect (beneficially or adversely) the interest of the various beneficiaries in the principal or income of my estate, and the action of my Executor with respect to elections made shall be conclusive and binding upon all beneficiaries;
- L. To disclaim any property or interest on my behalf without court approval;
- M. In addition to the enumerated powers herein, to do all other acts in its judgment necessary or desirable for the proper administration of my estate, all of which may be executed without authorization by any Court.

IN WITNESS WHEREOF, I, Harry E. Monroe, Jr., have hereunto set my hand and seal to this my Last Will and Testament, this 20th day of February, 2007.


Testator's Signature

Signed, sealed, published and declared by the said testator, on the date aforesaid, as and for the testator's Last Will and Testament, consisting of 5 pages, in the presence of the undersigned, who, at the testator's request and in the testator's presence and in the presence of each other, have hereunto subscribed our names as witnesses thereto believing the testator to be of sound mind and memory.



JR 2623 PG 206

[Signature]
Witness' Signature

4711 Quarter Staff Rd
Address

Birmingham, AL 35223

[Signature]
Witness' Signature

31 Monroe Dr.
Address

Pelham, AL 35124


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Shelby Cnty Judge of Probate: AL
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-199709--

IN THE MATTER OF:

THE ESTATE OF:

HARRY E. MONROE, JR.
DECEASED

IN THE PROBATE COURT OF
JEFFERSON COUNTY, ALABAMA

CASE NUMBER 199709

ORDER ON FILING AND PROBATING LAST WILL AND TESTAMENT

This day came Betty Jo Monroe and filed a petition in writing, under oath, therewith producing and filing in this Court an instrument of writing purporting to be the Last Will and Testament of Harry E. Monroe, Jr., deceased, said will bearing date, February 20, 2007, and attested by Jonathan Hill and Terry Van Doran; and praying that the same be probated as provided by law; that the petitioner is the spouse of said deceased, and is named in said Will as executrix thereof; and that the next of kin of said deceased are as follows, to-wit: Betty Jo Monroe, spouse, Vestavia Hills, Alabama, Lynda B. Steed, daughter, Pelham, Alabama, Edith L. Flack, daughter, Mountain Brook, Alabama, and Harry E. Monroe, III, son, Hoover, Alabama, of whom are over nineteen years of age and of sound mind.

And thereupon comes each of the above named next of kin expressly waiving all notice of the petition to probate said will and consenting that the same be probated at once, and the court having ascertained by sufficient evidence that the signatures affixed to said waivers of notice and acceptance of service are the genuine signatures of said next of kin; now on motion of said petitioner, the Court proceeds to hear said petition; and, after due proof and hearing had according to the laws of this state, the court is satisfied and is of the opinion that said instrument is the genuine Last Will and Testament of said deceased, and that

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Shelby Cnty Judge of Probate, AL
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such instrument should be probated as the Last Will and Testament of said deceased. It is, therefore,

ORDERED, ADJUDGED AND DECREED by the Court that said instrument be duly admitted to probate as the Last Will and Testament of Harry E. Monroe, Jr., deceased, and ORDERED to be recorded together with the proof thereof and all other papers on file relating to this proceeding. It is further ORDERED that petitioner pay the costs of this proceeding.

DONE this date, March 4, 2008.



Judge of Probate



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Shelby Cnty Judge of Probate, AL
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JR 2623 PG 213

LETTERS TESTAMENTARY

PROBATE - 60

IN THE MATTER OF THE ESTATE OF

IN THE PROBATE COURT OF
JEFFERSON COUNTY, ALABAMA

HARRY E. MONROE, JR.

Deceased

CASE NO. -199709- -

LETTERS TESTAMENTARY

TO ALL WHOM IT MAY CONCERN:

The Will of the above-named deceased having been duly admitted to record in said county, **Letters Testamentary** are hereby granted to

BETTY JO MONROE

the Personal Representative named in said will, who has complied with the requisitions of the law and is authorized to administer the estate. Subject to the priorities stated in §43-8-76, Code of Alabama (1975, as amended), the said Personal Representative, acting prudently for the benefit of interested persons, has all the powers authorized in transactions under §43-2-843, Code of Alabama (1975, as amended).

WITNESS my hand this date, MARCH 4, 2008

(SEAL)

Alan L. Knight

Judge of Probate

I, Wanda L. McDaniel, Judge of the Court of Probate of Jefferson County, Alabama, hereby certify that the foregoing is a true, correct and full copy of the **Letters Testamentary** issued in the above-styled cause as appears of record in said Court. I further certify that said Letters are still in full force and effect.

WITNESS my hand and seal of said Court this date, _____

Chief Clerk



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Shelby Cnty Judge of Probate, AL
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The State of Alabama
JEFFERSON COUNTY

PROBATE COURT

I, S. Jacquelyn Rhodes, 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 & TESTAMENT OF
HARRY E. MONROE, JR., ORDER ON FILING AND PROBATING LAST WILL AND TESTAMENT, ORDER
GRANTING LETTERS TESTAMENTARY WITHOUT BOND, LETTERS TESTAMENTARY

in the matter of HARRY E. MONROE, JR.

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

Given under my hand and seal of said Court, this
the 6th day of January, 20 15

Sj Rhodes

Chief Clerk



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Shelby Cnty Judge of Probate, AL
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