

STATE OF ALABAMA
COUNTY OF MORGAN

CERTIFICATION OF TRUST



20220510000191730 1/7 \$15.00
Shelby Cnty Judge of Probate, AL
05/10/2022 12:42:30 PM FILED/CERT

Pursuant to § 19-3B-1013 of the Code of Alabama, the following Certification of Trust is furnished in lieu of the Trust and is executed and acknowledged by Renee D. DeSpain, the Trustee of **WILLIAM'S GST EXEMPT TRUST CREATED UNDER THE WILL OF BURLESON A. DINSMORE DATED DECEMBER 10, 1998** (the "Trust").

1. The Trust exists and was created under the Will of Burleson A. Dinsmore executed on: December 10, 1998
2. The identity of the settlor of the Trust: Burleson A. Dinsmore
3. The identity and address of the current acting trustee is: Renee D. DeSpain
108 Twin Island Circle
Madison, AL 35758
4. The powers of the trustee are: See attached Exhibit A
5. The revocability or irrevocability of the Trust and the identity of any person holding a power to revoke the Trust: This Trust is irrevocable. No person holds a power to revoke the Trust.
6. Authority of co-trustees: There are no co-trustees
7. Tax identification number for the Trust: To be provided to Fidelity National Title Insurance Company on request
8. Name in which title to Trust property may be taken: Renee D. DeSpain, Trustee of William's GST Exempt Trust Created Under the Will of Burleson A. Dinsmore
Dated December 10, 1998
9. The Trust has not been revoked, modified, or amended in any manner that would cause the representations contained in this Certification of Trust to be incorrect.

[SIGNATURE ON FOLLOWING PAGE]



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**WILLIAM'S GST EXEMPT TRUST CREATED
UNDER THE WILL OF BURLESON A.
DINSMORE DATED DECEMBER 10, 1998**

By: 
Renee D. DeSpain
Title: Trustee

STATE OF ALABAMA)
)
Morgan COUNTY)

I, the undersigned authority, a Notary Public in and for said County and State, hereby certify that **RENEE D. DESPAIN**, whose name as trustee of **WILLIAM'S GST EXEMPT TRUST CREATED UNDER THE WILL OF BURLESON A. DINSMORE DATED DECEMBER 10, 1998**, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of this instrument, she, in such capacity, and with full authority, executed the same voluntarily for and as the act of said trust.

Given under my hand and official seal, this 24 day of April, 2022.


Notary Public
My commission expires: 3/5/23

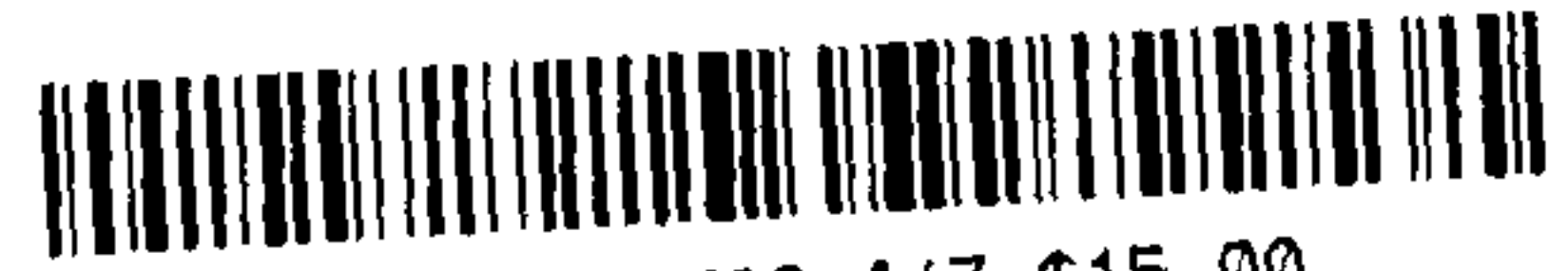
This instrument prepared by:
Tammy L. Irons
The Irons Law Firm
219 N. Court St.
Florence, AL 35630
256-766-9201



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EXHIBIT A
POWERS OF TRUSTEE

See Attached



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ITEM VIII

TRUST POWERS

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In the management and control of any trust created by the terms of my Will, the Trustee, in its sole judgment and discretion, may do and have done with respect to each trust estate, all things which, in the judgment and discretion of the Trustee, may seem necessary, desirable and proper to promote, protect and conserve the interest of the trust estates and of the beneficiaries thereof, in like manner as if the Trustee were entitled to said property beneficially, and every determination of the Trustee in the construction of the powers conferred upon the Trustee, or in any manner committed to the discretion of the Trustee, or with respect to which the Trustee may be empowered to act hereunder, whether made upon a question formally or actually raised or implied in relation of the premises, shall be binding upon all persons interested in the trusts, and shall not be objected to or questioned on any grounds whatsoever. Without in any way limiting the generality of the foregoing, but solely in order to define with particularity certain of the powers herein vested in the Trustee, the Trustee shall have and may, in its judgment and discretion, and except as specifically herein provided, without notice to anyone or order of court, exercise, among others, the following powers, to be broadly construed with reference to each trust estate and each share thereof:

1. To sell, exchange, transfer or convey, either before or after option granted, all or any part of said trust estate, upon such terms and conditions as it sees fit, to invest and reinvest said trust estate and the proceeds of sale or disposal of any portion thereof, in such loans, stocks, bonds or other securities, mortgages, common trust funds, shares of investment companies or investment securities of



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management-type investment companies such as mutual funds, or other property, for the purpose of making, or to change investments, so-called "legal" investments of trust funds or not, as to it may seem suitable, and to change investments and to make new investments from time to time as to it may seem necessary or desirable. The Trustee may delegate all or any part of the above powers to such investment counselors, consultants or managers as it deems appropriate.

2. To improve, repair, lease, rent for improvement, or otherwise, for a term beyond the possible termination of this trust, or for any less term, with or without option of purchase, and to let, exchange, release, partition, vacate, dedicate or adjust the boundaries of real estate constituting a part of said trust estate.

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

4. To hold any property or securities originally received as a part of said trust estate, including any stock or obligations of any corporate Trustee serving hereunder from time to time, or of any holding company or similar corporation which owns stock of such corporate Trustee, so long as the Trustee shall consider the retention thereof in the best interest of said trust estate, irrespective of whether such property or securities are a so-called "legal" investment of trust funds, without liability for depreciation or loss through error of judgment, and in disposing of any property constituting a part of said trust estate, to acquire other property which is not a so-called "legal" investment of trust funds, including any stock or obligations of any corporate Trustee serving hereunder from time to time, or of any holding company or similar corporation which owns stock of such corporate Trustee, where such course is, in the opinion of the Trustee, in the best interests of said trust estate.

5. To keep any property constituting a part of said trust estate properly insured against fire and tornado, and other hazards, to pay all taxes or assessments, mortgages, or other liens now or hereafter resting upon said property and generally to pay all of the expenses of the trust incurred in the exercise of the powers herein vested in the Trustee which, in the Trustee's judgment, may be proper or necessary.

6. To hold any or all securities or other property in bearer form, in the name of the Trustee or in the name of some other person, partnership, or corporation, without disclosing any fiduciary relationship.

7. To continue any business or partnership in which I may be interested at the time of my death, for such time and under such management and conditions as, in the discretion of the Trustee, may be expedient, or to liquidate or dissolve any such business or partnership at such time and upon such terms and conditions as, in the judgment of the Trustee, are for the best interests of said trust estate, or so far as may be necessary in the Trustee's judgment, to cause to be incorporated any such business or partnership and to use the funds of my estate to protect my interest in any contract, business or partnership in which I may be interested at the time of my death, or to protect any interest which I may have in the securities of any corporation. I grant to my Trustee the power to do all the acts in connection with said businesses which I, in my lifetime, could have done, or to delegate such powers to any partner, manager or employee, without liability for any loss occurring therein. I authorize my Executor and Trustee to make public or private sale of said business or businesses, and the real and personal property thereof, at such time or place, and for such price, and upon such terms as to cash or credit, with or without security for the purchase price, as to the Trustee may seem best, and to execute all necessary assignments and conveyances to the purchasers, without liability on the part of the purchasers to see to the application of the purchase monies.

8. To vote in person or by proxy upon all stocks held by the Trustee, to unite with other owners of similar property in carrying out any plan for the reorganization of any corporation or company whose securities form a portion of the trust estate, to exchange the securities of any corporation for other securities upon such terms as the Trustee shall deem proper, to assent to the consolidation, merger, dissolution or reorganization of any such corporation, to lease the property or any portion thereof of such corporation to any other corporation, to pay all assessments, expenses and sums of money as the Trustee may deem expedient for the protection of the interest of the trust estate as the holder of such stocks, bonds or other securities, and generally, to exercise, in respect to all securities held

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by it, the same rights and powers as are or may be exercised by persons owning similar property in their own right; provided, however, that if, at any time a corporate Trustee is serving hereunder, it shall purchase or retain stock or obligations of itself or of any holding company, or similar corporation which owns stock of such corporate Trustee, then in the election of directors and other matters in which said corporate Trustee is prohibited from voting its stock or stock of any holding company or similar corporation which owns stock of a corporate Trustee, such stock shall be voted by the eldest adult beneficiary hereunder.

9. To determine whether any money or property coming into its hands and allocated to any said trust estate shall be treated as a part of the principal of said trust estate or a part of the income therefrom, to apportion between such principal and income any loss or expenditure in connection with said trust estate as to it may seem just and equitable, and to set up reserves out of income to meet such items of depreciation, obsolescence, future repairs or amortization of indebtedness deemed by the Trustee to be a proper charge against income. By way of clarification and not in limitation of the Trustee's power to apportion expenditures between income and principal, the Trustee may, in its discretion, apportion administration expenses to income, provided that such apportionment does not constitute a material limitation on any charitable devise hereunder. Any death benefits which shall become payable under any qualified pension or profit sharing plan, including a plan for self-employed individuals and owner-employees in which I may be a participant shall be allocated to principal under the terms and provisions of this, my Last Will and Testament. In those instances in which a beneficiary hereunder is serving as sole Trustee, income and principal shall be apportioned in accordance with the terms and provisions of the Income and Principal Act of the State of Alabama.

10. To institute and defend any and all suits or legal proceedings relating to the said trust estate, in any court, and to employ counsel and to compromise or submit to arbitration all matters of dispute in which said trust estate may be involved, as in its judgment may be necessary or proper.

11. At any time or from time to time to advance money to the trust estate from its funds for any purpose or purposes of the trust, and may reimburse itself for the money advanced and interest thereon from the trust property or from any funds belonging to the trust property thereafter coming into its custody from any source.

12. To pay from and out of the income of the trust property any and all expenses reasonably necessary for the administration of the trusts, including interest, taxes, insurance, including public liability insurance, and compensation to the Trustee, as well as any other expense incurred for the benefit of the trust estate, and in the event the income from the trust property is insufficient for the purpose of paying such expenses, to pay the same from the corpus of the trust estate.

13. To execute and deliver any and all contracts, conveyances, transfers, or other instruments and to do any acts necessary or desirable in the execution of the powers herein vested in it.

14. In making any division of the trust property into shares for the purpose of any distribution thereof directed or permitted by the provisions of this Will, the Trustee may make such division or distribution either in cash or in kind, or partly in cash and partly in kind, as the Trustee shall deem most expedient, and in making any division or distribution in kind, the Trustee may allot any specific security or property, or any undivided interest therein, to any one or more of such beneficiaries, and in such proportions and amounts, without regard to equality of distribution or federal income tax basis thereof, as it may deem proper, and to that end, may appraise any or all of the property so to be allotted, and the Trustee's judgment as to the propriety of such allotment and as to the relative value and basis for the purposes of distribution of the securities or property so allotted, shall be final and conclusive upon all persons interested in this trust or in the division or distribution thereof.

15. In the event my estate owns an interest in the shares of stock of any closely-held family corporation, and the persons named herein as Executor and/or Trustee shall be or shall become affiliated with any such closely-held corporation, serving as employees, officers or directors thereof, I direct that such persons so serving as Executor or Trustee of my estate shall not be disqualified from employment by any such family corporation or its successor, or the continued employment by said persons for either the same or greater compensation as determined from time to time by the board of directors in



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office. In the circumstances described in this paragraph, said persons so serving as directors, officers and/or Trustees of my estate shall be exonerated from any claim or demand arising from the fact that they may be receiving or have received compensation for serving as a director, officer and/or employee when serving as Executor or Trustee or successor Executor or Trustee.

16. To enter into a partnership agreement or arrangement with others, or accept the assignment of, or otherwise acquire, hold and dispose of an interest in a partnership, continue the operation of any such partnership, and in doing so to use in such partnership any part or all of any trust estate owning such partnership, and to become either a general or limited partner. In any such case, as to creditors of or claimants against such partnership and as to the other members of such partnership, liability, if any, of the Trustee for the debts and other liabilities of the partnership shall be limited to the assets of any trust estate owning such partnership, or so much thereof as may be necessary to discharge such debts and liabilities, but no personal liability shall attach to the Trustee, or to the beneficiaries of any such trust estate.

17. To buy, sell and trade in securities of any nature, including short sales, on margin, and for such purposes may maintain and operate margin accounts with brokers, and may pledge any securities held or purchased by them with such brokers as security for loans and advances made to the Trustees.

18. To buy, sell, or otherwise deal with any split interests, including life interests, interests for a term of years, or remainder interests that may at any time be owned by said trust estate, or in which said trust estate may have an interest. I direct that the decision of the Trustee as to the use of actuarial tables or information in determining the value of any said split interest shall be made at the sole discretion of the Trustee, and be free from any interference, demand or control of any beneficiary, and for the honest exercise of the discretion conferred on it, the Trustee shall be liable to no one.

19. To appoint and remove one or more ancillary Trustees in any jurisdiction where the Trustee is unable to serve and to pay them reasonable compensation (as determined by the Trustee making the appointment) as an administration expense, and such ancillary Trustee shall serve without bond or other security and shall have all the powers and authority conferred by this instrument on the Trustee.

20. To change the situs of any trust created under this instrument by written document signed and acknowledged by the Trustee; and, in connection with any such change and without any need to obtain the approval of any court, to elect that such trust shall be subject to the jurisdiction of, and to move the assets of such trust to, the state, country or place of the new situs; and, if such election is made, such trust shall be administered and the validity and effect of the provisions of this instrument applicable to such trust shall be determined in accordance with the laws of such jurisdiction.