

**LAST WILL AND TESTAMENT
OF
JOYCE MARTIN SMITH**

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Table of Contents

ARTICLE I	
FAMILY INFORMATION.....	1
ARTICLE II	
DEBTS, EXPENSES AND TAXES	1
A. Payment Out of Trust	1
B. Payment Out of Estate.....	1
C. Payment of Costs Regarding Tangible Personal Property	1
ARTICLE III	
DISPOSITION OF TANGIBLE PERSONAL PROPERTY.....	2
ARTICLE IV	
EXERCISE OF POWER OF APPOINTMENT.....	2
A. Exercise of Power of Appointment	2
B. No Other Powers Deemed Exercised	3
ARTICLE V	
RESIDUARY ESTATE.....	3
A. Distribution to Revocable Trust.....	3
B. Distribution Directly to Beneficiary.....	3
C. Incorporation of Revocable Trust Provisions	3
ARTICLE VI	
APPOINTMENT OF PERSONAL REPRESENTATIVE	3
A. Appointment of Personal Representative	3
B. Personal Representative's Powers and Discretions.....	3
ARTICLE VII	
CLOSELY-HELD BUSINESSES.....	5
A. Retention.....	5
B. Management, Operation, and Conduct	5
C. Power to Delegate	5
D. Power to Borrow	5
E. Voting Trusts.	5
F. Business Risks.	5
G. Power to Sell.	5
H. Power to Organize.....	5
ARTICLE VIII	
MISCELLANEOUS	5
A. Governing Law.	5
B. Headings.....	6
C. References.....	6

**LAST WILL AND TESTAMENT
OF
JOYCE MARTIN SMITH**

I, **JOYCE MARTIN SMITH**, residing and domiciled in Nassau County, Florida, being of sound and disposing mind and memory, and desiring to make adequate provision for disposition of my property, do hereby make, declare, and publish this to be my Last Will and Testament, revoking all wills and codicils previously made by me.

**ARTICLE I
FAMILY INFORMATION**

I am a citizen of the United States of America. My date of birth is August 6, 1932. I am not married, and I have four (4) children, namely, **JOYCE CHERIE MARTIN**, born September 6, 1953, **SUZANNE MARTIN ETAHIRI**, born April 21, 1955, **BENJAMIN WILSON MARTIN, JR.**, born May 30, 1959, and **MICHELLE MARTIN BAKER**, born July 27, 1963 (each hereinafter referred to as "my child," and collectively as "my children"). My children, together with their current and later-born descendants, are hereinafter referred to as "my lineal descendants."

**ARTICLE II
DEBTS, EXPENSES AND TAXES**

A. Payment Out of Trust. In the trust agreement referred to in ARTICLE V of this will, I have directed the trustee to provide for payment of (1) my legally enforceable debts (except debts which constitute encumbrances on real property), (2) the expenses of my last illness and funeral, (3) the administration expenses payable by reason of my death, and (4) certain estate, inheritance, and other death taxes payable by reason of my death. Therefore, my Personal Representative shall request such funds as may be necessary or convenient to the administration of my estate for the payment of such sums, and my Personal Representative need not dispose of assets in my probate estate for the purpose of payment of such expenses and taxes if it is more convenient to use funds available in the trust.

B. Payment Out of Estate. Despite the provisions of Paragraph A of this article, my Personal Representative shall pay the amount of those debts, expenses, and death taxes referred to in Paragraph A of this article directed to be paid by the trustee but certified by the trustee as exceeding the trust property out of which the trustee is directed to provide for payment. Any such amount payable by my Personal Representative shall be paid in the manner directed by the trust agreement referred to in ARTICLE V of this will.

C. Payment of Costs Regarding Tangible Personal Property. All costs of safeguarding, insuring, packing, and storing my tangible personal property prior to its distribution, and the cost of delivering each item, shall be deemed to be expenses of administration of my estate.

ARTICLE III
DISPOSITION OF TANGIBLE PERSONAL PROPERTY

I give certain items of my tangible personal property owned by me at the time of my death in the manner described in the last dated writing made for this purpose, signed by me and in existence at the time of my death. If no such writing is found and properly identified by my Personal Representative within sixty (60) days of qualification, it shall be conclusively presumed that no such writing exists. I give all of the rest of my tangible personal property which I may own at my death (or all of such property in the event there is no such writing at my death), except such property as may be used in the operation of a business, but including any household furniture and furnishings, fixtures and appliances, automobiles, boats, books, pictures, jewelry, art objects, collections, wearing apparel, together with insurance thereon, and other articles of household or personal use or ornament (and lapsed gifts described in the above-mentioned writing), to my then living children, in shares as nearly equal as may be practical, to be divided in such manner as they shall agree or, if they shall fail to agree upon a division within three months after the date of my death, as my Personal Representative shall determine. If any beneficiary under this article disclaims such beneficiary's interest in any of these items, my Personal Representative shall distribute those disclaimed items to any one or more of the exempt organizations described in Code Section 2055(a), the selection of and allocation among such organizations in my Personal Representative's absolute discretion.

ARTICLE IV
EXERCISE OF POWER OF APPOINTMENT

A. Exercise of Power of Appointment. I possess a testamentary power of appointment over the Joyce H. Smith Trust (the "Subject Trust") created under the **LAST WILL AND TESTAMENT OF RUBY F. HUSSEY DATED APRIL 11, 1980, AS AMENDED BY FIRST CODICIL** dated January 18, 1996, pursuant to paragraph 5.b of Item II of the First Codicil to the Last Will and Testament. I hereby exercise such power of appointment over the Subject Trust, as follows:

1. Upon my death, I direct that all of the remaining assets of the Subject Trust shall be distributed to the trustee of the Multigenerational Trust created under the **JOYCE MARTIN SMITH REVOCABLE TRUST** created by me as grantor by agreement dated September 2, 1994, as amended and restated on even date herewith and as further amended from time to time, and executed prior hereto, to be held, administered, and distributed as an integral part of such trust. If, for any reason, a court of competent jurisdiction shall declare this testamentary transfer to the trustee of the appointee trust to be invalid, then I direct that the remaining assets of the Subject Trust shall be held, managed, invested and reinvested in exactly the same manner as described in the appointee trust, to be managed by the same trustee or the successor therein named. Thus, for those purposes, I do hereby incorporate the provisions of said appointee trust, by reference hereto, into this instrument.

2. Notwithstanding anything to the contrary in this article, neither my exercise of this power of appointment nor any further exercise of a power of appointment with regard to the property passing from the Subject Trust, whether by me or anyone to whom I have granted a power, shall postpone or suspend the vesting, absolute ownership, or power of alienation of an interest in any property passing from the Subject Trust for a term of years that would exceed the time period

permitted by the rule against perpetuities that is applicable to the Subject Trust. As such, and notwithstanding any provision herein to the contrary, any trust share created with property passing from the Subject Trust shall terminate upon the expiration of the time period determined by the rule against perpetuities that is applicable to the Subject Trust. It is my intent by this provision to preclude my exercise of this testamentary power of appointment from causing inclusion in my gross estate of the property passing from the Subject Trust pursuant to Code Section 2041(a)(3).

B. No Other Powers Deemed Exercised. Except as provided in this ARTICLE IV, I declare that I do not by this will intend to exercise any other power of appointment.

ARTICLE V RESIDUARY ESTATE

A. Distribution to Revocable Trust. I give the rest of my probate estate, being all property, real or personal, in which I may have any interest at my death not otherwise effectively disposed of, including all lapsed and void gifts, to the acting trustee or trustees of the **JOYCE MARTIN SMITH REVOCABLE TRUST** created by me as grantor by agreement dated September 2, 1994, as amended and restated on even date herewith and as further amended from time to time, to be held, administered, and distributed as an integral part of such trust.

B. Distribution Directly to Beneficiary. Any portion of the property hereby given to said trustee, which would be immediately subject to final distribution by the trustee, may be distributed by my Personal Representative, in my Personal Representative's sole discretion, directly to the beneficiaries of such trust, to avoid the needless transfer through the trust.

C. Incorporation of Revocable Trust Provisions. If for any reason a court of competent jurisdiction shall declare this testamentary transfer to the trustee of said trust to be invalid, then I direct that my residuary estate shall be held, managed, invested, and reinvested in exactly the same manner described in said trust, giving, if the court shall allow, effect to all then existing amendments of said trust, and in any event giving effect to all terms of the trust now in effect, to be managed by the same trustee or the successor therein named. Thus, for those purposes I do hereby incorporate that same trust agreement, by reference hereto, into this Last Will and Testament.

ARTICLE VI APPOINTMENT OF PERSONAL REPRESENTATIVE

A. Appointment of Personal Representative. I appoint **RBC TRUST COMPANY (DELAWARE) LIMITED** to be Personal Representative of my estate. I direct that no bond be required for the faithful performance of my Personal Representative's or successor Personal Representative's duties. Any successor Personal Representative shall serve with all the powers, discretions and immunities herein granted to my Personal Representative. Any corporate Personal Representative shall be entitled to compensation in accordance with its schedule of fees in effect at the time of my death.

B. Personal Representative's Powers and Discretions. My Personal Representative, and the successors and parties serving in my Personal Representative's stead, shall be governed by the provisions of Sections 733.612, 736.0815 and 736.0816, Florida Statutes, in effect at the time of execution that are not in conflict with this will, as well as all additional powers and protection

granted by statute to personal representatives and trustees at the time of application that are not in conflict with this will. In addition and not in limitation of any common law or statutory authority, and without application to any court, my Personal Representative shall have the powers and discretion described below to be exercised in my Personal Representative's absolute discretion:

1. Disposition of Assets. With regard to both real and personal property, for the purpose of obtaining funds for payment of taxes, claims, and the costs of administration, payment of bequests, and making distributions, conversion into cash, management of the property, and for every other proper purpose, my Personal Representative may acquire, retain, invest, reinvest, exchange, lease, sell, borrow, mortgage, pledge, transfer, and convey in such manner and on such terms without limit as to time, as my Personal Representative may deem advisable, without authorization or confirmation of court, even for terms beyond the expected administration of my estate, and no purchaser or lender shall be held liable to see to the propriety of the transaction nor to the application of the proceeds.

2. Gifts to Minors. The distribution of a gift (free of trust) to a donee who is a minor at the time of distribution may be made to a custodian for the minor under a Uniform Transfers to Minors Act. If there is none, the custodian shall be appointed by my Personal Representative, and any party serving as Personal Representative may be appointed as custodian.

3. Distributions in Kind. To distribute the residue of my estate in cash or in kind or partially in each, to allot different kinds or disproportionate shares or undivided interests in property among the distributed shares; for this purpose the determination of my Personal Representative as to the value of any property distributed in kind shall be conclusive.

4. Payments of Debts, Expenses, and Legacies. To pay my debts and funeral and burial expenses as soon as the convenience of my estate will permit without regard to any limitation applicable at law as to the amount of such expenses and without the necessity of securing prior court approval, and to pay or deliver any legacy without waiting the time prescribed by law.

5. Tax Elections. My Personal Representative may make such elections under the tax laws as my Personal Representative deems advisable, in my Personal Representative's sole discretion, without regard to the relative interests of the beneficiaries, and my Personal Representative shall have no liability for, or obligation to make, compensating adjustments between principal and income or in the interests of the beneficiaries by reason of the effects of those elections. In particular, my Personal Representative shall have the power to allocate any portion of my generation-skipping transfer ("GST") tax exemption under Code Section 2631(a) to any property as to which I am the transferor, including property transferred by me during life to which I did not make an allocation before my death. In exercising this power, my Personal Representative shall not be required to treat different family branches in the same manner. Any such decision made by my Personal Representative with respect to such tax elections shall be binding and conclusive on all persons. Notwithstanding the foregoing, I direct my Personal Representative to follow any instructions contained in my revocable trust agreement referred to herein in allocating my GST tax exemption; provided that any Personal Representative who is not a beneficiary under this will or such trust may direct the allocation of my GST tax exemption in a different fashion. I authorize my Personal Representative in my Personal Representative's sole and absolute discretion to make any election or allocation to adjust the federal income tax basis of assets passing as a result of my death

to the extent authorized by law, whether or not those assets pass under my will, by allocating any amount by which the basis of assets may be increased. My Personal Representative shall be under no duty to allocate basis increase exclusively, primarily, or at all to assets passing under this will as opposed to other property passing as a result of my death, or to allocate basis equally or pro rata among various recipients of those assets. Neither any such allocation nor any failure to make such an allocation shall cause my Personal Representative to be liable to any person.

ARTICLE VII CLOSELY-HELD BUSINESSES

The fiduciaries appointed hereunder shall have every right with respect to stock in any closely-held corporation or any interests in any unincorporated business enterprises, including the rights:

A. Retention. To retain such securities or interests and to allow any assets of any trusts created hereunder invested in any such corporations or businesses to remain so invested for such time as may appear desirable;

B. Management, Operation, and Conduct. To provide for the management, operation, and conduct of such businesses, either singly or in conjunction with others interested herein;

C. Power to Delegate. To engage and delegate duties and powers to any employees, managers, or other persons, without liability for any delegation except for negligence in selection;

D. Power to Borrow. To borrow money for such corporations or businesses, and to secure such loans by a pledge or mortgage of interests held in such corporations or businesses;

E. Voting Trusts. To enter into agreements for voting trusts and to deposit securities with the voting trustees, to delegate duties to such trustees with all powers of an absolute owner of such stock, to authorize such trustees to incur and pay expenses and receive compensation, and to accept and retain any property received under such agreements;

F. Business Risks. To take business risks in the management, operation, conduct, and disposition of any such corporations and business enterprises, notwithstanding that any trust created hereby shall have an interest therein;

G. Power to Sell. To sell the securities or assets of any such corporations or business, or to liquidate, dissolve, or otherwise dispose of the same;

H. Power to Organize. To organize, either singly or in conjunction with others, one or more business entities to carry on any business enterprise, transferring assets or cash thereto in exchange for ownership interests.

ARTICLE VIII MISCELLANEOUS

A. Governing Law. This will shall be governed by and construed according to the laws of the State of Florida.

B. Headings. The headings in this will and table of contents are solely for convenience of reference and shall be given no effect in the construction or interpretation of this will.

C. References. All references herein to "Code Sections" shall be to sections of the Internal Revenue Code of 1986, as amended.

IN WITNESS WHEREOF, I, **JOYCE MARTIN SMITH**, sign and declare this instrument as my Last Will and Testament in the presence of the persons witnessing and attesting it, at my request, this 14 day of Dec, 2012.

Joyce Martin Smith
JOYCE MARTIN SMITH

The foregoing instrument was signed and declared by **JOYCE MARTIN SMITH**, as her Last Will and Testament, in the presence of us, the undersigned, who at her request, do attest as witnesses, after **JOYCE MARTIN SMITH** signed her name thereto, in her presence and in the presence of each other.

DATED this 14 day of December, 2012.

Karl Fisher of Jacksonville, Florida
Susan Longelke of Jacksonville, Florida

STATE OF FLORIDA

COUNTY OF Duval

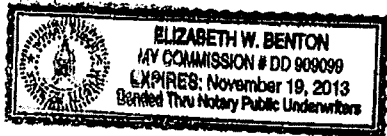
I, **JOYCE MARTIN SMITH**, declare to the officer taking my acknowledgment of this instrument, and to the subscribing witnesses, that I signed this instrument as my Last Will and Testament.

Joyce Martin Smith
JOYCE MARTIN SMITH

We, John T. Fishburne III and Susan Engelke, have been sworn by the officer signing below, and declare to that officer on our oaths that **JOYCE MARTIN SMITH** declared the instrument to be her Last Will and Testament and signed it in our presence and that we each signed the instrument as a witness in the presence of **JOYCE MARTIN SMITH** and of each other.

John T. Fishburne III
Witness
Susan Engelke
Witness

Acknowledged and subscribed before me by **JOYCE MARTIN SMITH**, who is personally known to me or who produced Fla. Drivers License as identification, and sworn to and subscribed before me by the witnesses, John T. Fishburne III, who is personally known to me or who produced _____ as identification, and Susan Engelke, who is personally known to me or who produced _____ as identification, and subscribed by me in the presence of the testatrix and the subscribing witnesses all on this 14 day of December, 2012.



Elizabeth W. Benton
Signature of Officer
(Print, type, or stamp commissioned name and affix official seal)