

BESS SPIVA TIMMONS FOUNDATION, INC.

37th Annual Executive Board Meeting Friday, October 8, 2004 7:00 pm

- The 37th Annual Meeting of the Board of Directors of the Bess Spiva Timmons Foundation, Inc was held in the Embassy Suite Downtown, San Diego, California. Catherine Spillman called the meeting to order at 7:00pm.
- President Spillman announced that the Foundation will review ninety-two proposals during the 2004 Annual Meeting and that all proposals had been distributed to Foundation members upon their arrival in San Diego.
- The following directors of the corporation were present:

Duane D. Lawellin
Robert L. Timmons
George S. Timmons

Jill T. Larson
Catherine S. Spillman
Timothy J. Spears

- The first order of business was the election of officers for the 2004-2005 year:

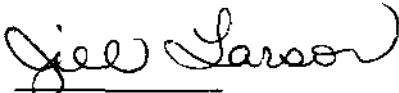
President:	Catherine S. Spillman
Vice President:	Jill T. Larson
Secretary:	Elizabeth S. Grossman
Treasurer:	Timothy J. Spears

- Financial Advisor Duane D. Lawellin advised the Board of his resignation effective at the close of the 37th Annual Membership Meeting on October 9, 2004. The Board discussed the possible appointment of a new Financial Advisor and Duane Lawellin offered to assist with this matter. His report and recommendation will be relayed to President Spillman.
- The Board discussed the possible replacement of Director level members. It was concluded that the Board will operate with the following Directors in 2004-2005:

Catherine S. Spillman
Jill T. Larson
George S. Timmons
JoAnn Kimball

Elizabeth S. Grossman
Timothy J. Spears
Robert L Timmons

- Director Lawellin advised the Board that the grant target for this year should be set at \$200,000 with another \$40,000 per family allotted for the "Family Giving" program.
- The Board discussed the allocation of operating expenses between investment activities and charitable activities. Duane Lawellin was authorized to work with the U.S. Bank to determine an appropriate allocation practice in keeping with current IRS regulations, recognizing the desire to preserve principal for future charitable purposes.
- Catherine Spillman reported success with the U.S. Bank administrative services in the handling of proposal mailings. There is a realized advantage to a permanent mailing address for Foundation business.
- The Board adjourned at 9:30 pm.



Jill Larson
Secretary

BESS SPIVA TIMMONS FOUNDATION, INC.

37TH Annual Meeting Saturday Session October 9, 2004 9:00 a.m.

The 37th Annual Meeting of the Bess Spiva Timmons Foundation, Inc., a Missouri Not-For-Profit Corporation, was held at the Embassy Suite Downtown, San Diego, California on Saturday, October 9, 2004.

The following directors and members of the corporation were present:

Duane D. Lawellin	Elizabeth S. Grossman
Jill T. Larson	Darwin G. Larson
Louise L. Spears	Catherine S. Spillman
Monita D. Timmons	Susan T. Timmons
Pricilla P. Timmons	Timothy J. Spears
Kevin G. Spillman	George S. Timmons
Robert L. Timmons	Patricia P. Timmons
Pen Timmons	Gary E. Timmons

- The meeting was called to order at 9:00 am by Catherine Spillman.
- Patricia Timmons lead the Foundation in a prayer for guidance during the selection process and in remembrance of our special members that are now with us in spirit.
- Portfolio Manager Renee Gross of the U.S. Bank, Joplin, Missouri presented the financial statistical review of the Foundation. Market Value on 06/30/2004 stands at \$5,735,176.77. The YTD showed a 2.01% return. Current performance data was reviewed: Common Stock Holdings, Equity Mutual Funds and Foreign Equity Mutual Funds.
- Timothy Spears presented a memorial tribute to our Foundation Founder Bess Spiva Timmons and to devoted members Joe and Judith Spears. There lives will always be an inspiration to this Foundation.
- Catherine Spillman announced the 2004-2005 slate of officers that were elected and confirmed during the Friday Executive Board Meeting on October 8, 2004:

President:	Catherine S. Spillman
Vice President:	Jill T. Larson
Secretary:	Elizabeth S. Grossman
Treasurer:	Timothy J. Spears

- The minutes of the 37th Annual Meeting and Executive Board Session were corrected and approved.
- Treasurer's report was deferred to the financial report.
- President Spillman reported that the 38th BST Annual Meeting would be held on October 7 & 8 of 2005 in Portland, Oregon. The Embassy Suite Hotel Downtown will be the site for this meeting.
- A discussion on site for the 2006 Annual meeting was conducted. By vote of the membership, the 2006 Foundation meeting will be in San Francisco, California. Elizabeth Grossman will be in charge of planning this event.
- The "Family Giving" portion of the Foundation was discussed. Vice President Larson reminded the Foundation that the timeline for this giving will remain between January 1 and the October general meeting. A completed Summary Check List and a 501© document must be received by the Foundation before a check will be issued. The Executive Board has directed Vice President Larson to handle this process. Proposal requests or questions may be directed to her.
- President Spillman called for a review of the 2004 Family Giving.

Grantee City & State	Description of Grant	Amount of Grant
Spears Family		
N.E.S.T. Tucson, AZ	Women helping Women Air conditioning repairs	\$ 2,000
Canelo Project Tucson, AZ	Computer equipment Educational project	\$ 3,168
DCAT Tucson, AZ	Equipment – innovative housing	\$ 4,000
Caring Ministries Tucson, AZ	Aide for the needy	\$ 4,000
NYE County Sheriff's Office Tonopah, NV	Search and rescue service	\$17,000
Total		\$40,168.00
George Timmons Family		
City of Marquette Marquette, KS	Park shelter Community development	\$15,000

AZ Outdoor Adventures Phoenix, AZ	Camping program for children	\$ 6,000
Zoological Society of San Diego San Diego, CA	Camping and educational program for low income school children	\$ 8,500
City of Marquette Marquette, KS	Old School House Museum	\$ 5,000
Total		\$34,500.00
Bob Timmons Family		
Vineyard Church of Ft. Collins Ft. Collins, CO	Church expansion Program development	\$12,500
Total		\$12,500.00
2003-2004 Family Giving All Family Units		\$87,168.00

- Timothy Spears gave the membership and directors the opportunity to review the BST Foundation web site prior to implication. This site will provide an overview of the Foundation, its history, application guidelines, summary checklist and contact information. A private web page will also be added that members and directors can access. This secure site will contain the Foundation by-laws, information on future meetings, member addresses and reimbursement forms. More information will be announced as this project proceeds.
- President Spillman announced the resignation of Financial Advisor /Executive Board Director Duane D. Lawellin from the BST Foundation. After years of devoted service, Mr. Lawellin will retire. The entire Foundation joined President Spillman in appreciation for all the years of loving support that Mr. Lawellin provided each member.
- Foundation members and directors presented Grant proposals. After review and written ballot, the following Grant recipients were selected:

Non-profit Organization	Request	Amount Gifted
String Sounds Phoenix, AZ	Inter-disciplinary program	\$ 5,000
Huntington's Disease Society of America New York, NY	Publications	\$10,000

Camp Penuel Ironton, MO	Camping program	\$ 5,000
Arizona Outdoor Adventures Phoenix, AZ	Summer camps	\$ 6,000
Arizona Recreation Center for the Handicapped Phoenix, AZ	Program development "Steps"	\$ 5,000
Family Counseling Agency of Tucson, Inc. Tucson, AZ	Family supervision services	\$ 5,000
Missouri Colleges Fund, Inc. Jefferson City, MO	Scholarships	\$ 3,500
Donnelly College Kansas City, KS	Scholarships	\$ 5,000
Cumberland College Williamsburg, KY	Scholarships	\$ 5,000
Howard Park Early Childhood Center Ballwin, MO	Pediatric partnership program	\$ 5,000
Great SW Council Boy Scouts of America Albuquerque, N.M.	"Learning For Life" Special behavioral program	\$10,000
A Sporting Chance Springfield, MO	Equipment purchase	\$ 5,000
Joplin Association for the Blind Joplin, MO	Low vision center magnification, upgrades	\$ 5,000
Havasu for Youth Lake Havasu City, AZ	Youth enrichment program	\$ 5,000
The Nature Conservancy – KS Chapter Topeka, KS	Bison handling equipment	\$ 5,000
Grossman Hospital Foundation La Mesa, CA	Sharp hospice care	\$ 1,000
Mobile Meals of Tucson, Inc. Tucson, AZ	Mobile meals	\$ 3,000
Civitan Foundation, Inc. Phoenix, AZ	Visiting artists program – Camp Civitan	\$ 3,000
Shoes That Fit Claremont, CA	Shoes for kids	\$ 5,000
Caring Ministries, Inc. Tucson, AZ	Food donation pickup & distribution improvement	\$14,000

Santa Cruz County Young Audiences Nogales, AZ	Art program	\$ 4,000
Arts Express Tucson, AZ	Fine arts youth academy	\$ 6,000
Rosie's House Phoenix, AZ	Music theory program after school	\$ 1,000
Vineyard Church of Ft. Collins Ft. Collins, CA	Facility improvements	\$10,000
California Oil Museum Santa Paula, CA	Students as educators	\$ 3,000
Cool Houses, Cool Women NEST Tucson, AZ	Women helping women with repair help and education	\$ 2,000
Tucson Botanical Gardens Tucson, AZ	Education	\$ 2,000
Foster Angles of Arizona Gilbert, AZ	Kids in Action program	\$ 5,000
The Canelo Project Elgin, AZ	Computer upgrades	\$ 3,000
Lydia's House St. Louis, MO	Family support services	\$ 2,500
Pittsburg Chamber Foundation Pittsburg, KS	Backpack Buddies Food distribution program	\$10,000
Sacred Heart Medical Center Foundation Eugene, OR	"Courageous Kids" Help for kids facing challenges	\$10,000
Peoria Educational Enrichment Foundation Peoria, AZ	Vision and Hearing Project	\$ 4,500
Health Care Access Lawrence, KS	Douglas County Outreach Program	\$ 7,000
Whispering Hope Ranch Scottsdale, AZ	Animal assisted activities	\$ 5,000
Native Seeds/Search Tucson, AZ	Tribal crop growth project	\$ 3,000
DCAT Tucson, AZ	Computer equipment	\$ 2,500
Total Grants		\$191,000

- Priscilla Timmons distributed brochures to the Foundation that detail the history of the BST Foundation and the life of Bess Timmons.

- Catherine Spillman thanked the Foundation for their support this past year and her desire to have a full membership at the 38th Annual Meeting.
- The 37th Annual Bess Spiva Timmons Foundation was adjourned at 2:40 pm.

A handwritten signature in cursive script that reads "Jill Larson". The signature is written in black ink and is positioned above a horizontal line.

Jill Larson
Secretary