

MINUTES OF
FIRST MEETING OF BOARD OF DIRECTORS OF
BESS SPIVA TIMMONS FOUNDATION, INC.
December 11, 1967

The First Meeting of the Board of Directors of BESS SPIVA TIMMONS FOUNDATION, INC., a not-for-profit Missouri Corporation, formed for charitable purposes, was held in the Trust Department of The First National Bank of Joplin, Missouri, in Joplin, Missouri, on the 11th day of December, 1967, at the hour of eleven o'clock in the forenoon, pursuant to Call and Waiver of Notice by all the Directors of the Corporation.

All of the Directors were present in person, namely:

BESS SPIVA TIMMONS
ROBERT L. TIMMONS
GEORGE S. TIMMONS
JUDITH T. SPEARS

Bess Spiva Timmons, as Chairman, called for the election of officers, to act until a new Board of Directors was elected or until the death, resignation or inability of any of the Directors to serve. Thereupon, the following persons were nominated as officers, to serve until the next called meeting of the incorporators or until their respective successors were elected and should qualify:

President	Bess Spiva Timmons
Vice President	Robert L. Timmons
Treasurer	George S. Timmons
Secretary	Judith T. Spears

After full discussion, the following resolution was unanimously adopted:

RESOLVED, that the officers shall not and will not be paid any salary, as such, but shall be reimbursed for all actual cash expenditures made for and in behalf of the Corporation.

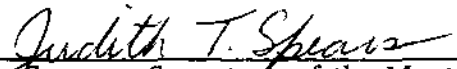
FURTHER RESOLVED, that the officers of this corporation be and they are hereby authorized and directed to pay all organization expenses and attorney's fees of this corporation out of the funds of this corporation.

A corporate seal was presented to the Directors and was unanimously adopted as the seal of the Corporation. The imprint of the seal is as follows:

The subject of obtaining an Exemption Certificate from the Internal Revenue Service was discussed. Thereupon, on motion duly made and seconded, it was unanimously resolved, as follows:

RESOLVED, that, as soon as legally permissible, the proper officers of this Corporation be and they are hereby authorized and directed to make application to the District Director of Internal Revenue, at Kansas City, Missouri, for an exemption as a charitable organization.

There being no further or other business to come before the Meeting, it was, on motion duly made and seconded, unanimously adjourned.



Judith T. Spears, Secretary of the Meeting


APPROVED:



Bess Spiva Timmons, Chairman of the Meeting



Robert L. Timmons



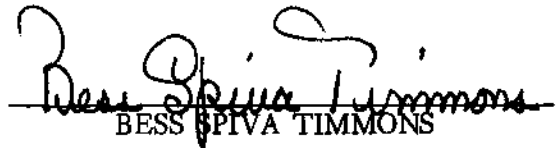
George S. Timmons

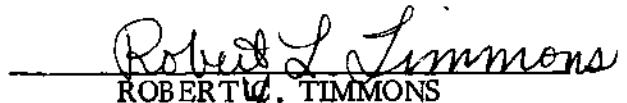
CALL AND WAIVER OF NOTICE OF
SPECIAL MEETING OF BOARD OF DIRECTORS OF
BESS SPIVA TIMMONS FOUNDATION, INC.

December 28, 1967

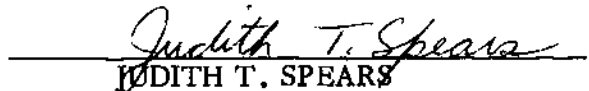
We, the undersigned, being all the Directors of BESS SPIVA TIMMONS FOUNDATION, INC., a Missouri Not For Profit Corporation, hereby call a Special Meeting of the Board of Directors of said corporation, waive any and all notice thereof, whether provided by statute or otherwise, and consent and agree that such Special Meeting of the Board of Directors shall be held in the Trust Department of The First National Bank of Joplin, Joplin, Missouri, on the 28th day of December, 1967, at the hour of 11:00 a.m.

Dated December 28, 1967.


BESS SPIVA TIMMONS


ROBERT L. TIMMONS


GEORGE S. TIMMONS


JUDITH T. SPEARS

Being all of the Directors of
Bess Spiva Timmons Foundation, Inc.

MINUTES OF SPECIAL MEETING OF
BOARD OF DIRECTORS OF
BESS SPIVA TIMMONS FOUNDATION, INC.

December 28, 1967

A Special Meeting of the Board of Directors of BESS SPIVA TIMMONS FOUNDATION, INC., a Missouri Not For Profit Corporation, was held at the Trust Department of The First National Bank of Joplin, Joplin, Missouri, on the 28th day of December, 1967, at the hour of 11:00 a.m., pursuant to Call and Waiver of Notice by all the Directors of the corporation.

All of the Directors of the corporation were present in person, being:

BESS SPIVA TIMMONS
ROBERT ~~S~~^T TIMMONS
GEORGE S. TIMMONS
JUDITH T. SPEARS

Bess Spiva Timmons acted as Chairman of the meeting, and Judith T. Spears served as Secretary.

The Secretary reported that all Directors of the corporation were present in person and that the meeting could proceed to the transaction of business.

The minutes of the last meeting of the Board of Directors, held December 11, 1967, were read and approved.

The Secretary announced that on December 28, 1967, the District Director of Internal Revenue at St. Louis, Missouri ruled that the Bess Spiva Timmons Foundation, Inc. was exempt from Federal Income Tax. A discussion concerning the purposes and objectives of the Foundation was held. It was ordered by the Chairman that a copy of the By-Laws of the Foundation be provided to all members of the Board of Directors.

The Secretary of the Foundation, Judith T. Spears, reported that on December 19, 1967, the Foundation received from Bess Spiva Timmons the delivery as a charitable contribution to the Foundation, for which receipt was given therefor, the following shares of corporate stock:

1. 300 shares of E. I. duPont DeNemours corporate stock, being Certificate Numbers:

WN 100-286 representing 100 shares
WN 100-287 representing 100 shares
WN 100-288 representing 100 shares

2. 700 shares of General Motors Corporation corporate stock, being Certificate Numbers:

CP 158-442
CP 158-443
CP 158-444
CP 158-445
CP 158-446
CP 158-447
CP 158-448

The Directors entered into a discussion concerning the acceptance of said shares of stock. Thereupon, on motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the BESS SPIVA TIMMONS FOUNDATION, INC. accept the above-listed corporate stock as a charitable contribution from Bess Spiva Timmons to be held by the Foundation to further the objectives and purposes of the Foundation, and

FURTHER RESOLVED, that the BESS SPIVA TIMMONS FOUNDATION, INC. hereby authorizes the above-listed shares of stock to be transferred from the name of Bess Spiva Timmons to the Bess Spiva Timmons Foundation on December 28, 1967.

The Directors then entered into a discussion regarding the establishment of a bank account for the corporation. Thereupon, on motion duly made and

seconded, the following resolution was unanimously adopted:

RESOLVED, that an account in the name of this corporation be opened with the First National Bank of Joplin, Joplin, Missouri;

FURTHER RESOLVED, that any two of the following, to wit:

Bess Spiva Timmons	President
Robert L. Timmons	Vice President
George S. Timmons	Treasurer
Judith T. Spears	Secretary

be and hereby are authorized to sign checks of this corporation and orders for the payment of money withdrawing funds deposited as aforesaid, and that said First National Bank of Joplin be, and it hereby is authorized and directed to honor and pay checks and orders executed or drawn, whether such checks be payable to the order of the persons signing the same, or any of said persons or officers of the corporation, in their individual capacities or not, and whether the same are deposited to the individual credit of the person signing the same, or to the individual credit of any officer of the corporation or not.

FURTHER RESOLVED, that any two of the following, to wit:

Bess Spiva Timmons	President
Robert L. Timmons	Vice President
George S. Timmons	Treasurer
Judith T. Spears	Secretary

be and hereby are authorized to borrow from time to time on behalf of, and in the name of this corporation, such sums of money for such time and upon such terms as to them may seem advisable, and to execute obligations in the name of this corporation for the payment of any and all sums so borrowed; to offer for rediscount, and to rediscount with said First National Bank of Joplin any of the bills receivable now or hereafter held by this corporation, upon such terms and at such time or times as they may determine; to receive and receipt for any and all securities, property, evidences of debt or property of the corporation which may be delivered to said First National Bank of Joplin as security, for safekeeping, or otherwise; to endorse for credit or negotiation any and all checks, drafts, notes, bills of exchange or other evidences of debt, or orders for the payment of money at any time

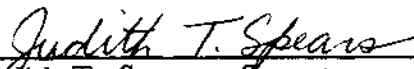
belonging to, or in the possession of this corporation, and that all endorsements for credit may be made by the written or stamped endorsement of the name of the corporation without designation of the person making the same.

FURTHER RESOLVED, that any two of the following, to wit:

BESS SPIVA TIMMONS
ROBERT L. TIMMONS
GEORGE S. TIMMONS
JUDITH T. SPEARS


be and hereby are authorized to pledge any of the stocks, bonds, bills receivable, accounts receivable or other securities or property of this corporation for the purpose of securing any monies so borrowed and/or any such bills receivable so rediscounted and/or any other liability of this corporation to said First National Bank of Joplin upon such terms as they may designate.

There being no further business to come before the meeting, upon motion duly made and seconded, the meeting was adjourned.




Judith T. Spears, Secretary


APPROVED:



Bess Spiva Timmons



Robert L. Timmons



George S. Timmons