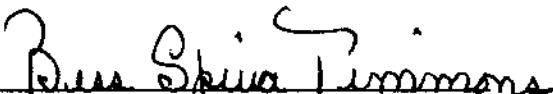


CALL AND WAIVER OF NOTICE OF  
SPECIAL MEETING OF BOARD OF DIRECTORS OF  
BESS SPIVA TIMMONS FOUNDATION, INC.

January 24, 1968

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 at Suite 1200, City National Bank Building, 928 Grand Avenue, Kansas City, Missouri, on the 24th day of January, 1968, at the hour of 11:00 a.m..

Dated January 24, 1968.

  
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.  
January 24, 1968

A Special Meeting of the Board of Directors of BESS SPIVA TIMMONS FOUNDATION, INC., a Missouri Not For Profit Corporation, was held at Suite 1200, City National Bank Building, 928 Grand Avenue, Kansas City, Missouri, on the 24th day of January, 1968, 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 L. 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 28, 1967, were read and approved.

The meeting then proceeded to a discussion of the advisability of increasing the number of members of the Board of Directors from four to eight. Upon motion duly made, seconded and unanimously carried, it was,

RESOLVED, that the Board of Directors of  
BESS SPIVA TIMMONS FOUNDATION, INC., shall  
be increased from four members to eight members.

Nominations were then received for the four new positions on the Board of Directors . The following persons were nominated:

Patricia P. Timmons  
R. R. #4  
Lawrence, Kansas

Monita D. Timmons  
Box 404  
Marquette, Kansas

Dr. Joseph L. Spears  
1116 Garst  
Cabool, Missouri

Charles E. Byrd  
First National Bank Building  
Joplin, Missouri

There were no other nominations . Upon motion duly made, seconded and unanimously carried, the nominations were closed and the above nominees were unanimously elected to hold office until the next annual meeting, or until their successors are elected and have qualified .

The Secretary was instructed to notify the newly elected members of the Board of Directors of their election .

A discussion concerning Director's fees and traveling expenses was initiated by Bess Spiva Timmons . After a full discussion participated in by all, it was indicated that the members, individually, would be pleased to serve without such compensation, but that reimbursement for traveling expenses should be made upon a duly submitted itemized list of such expenses that would be approved by the Board of Directors . Thereupon, on motion duly made, seconded, and unanimously carried, it was ,

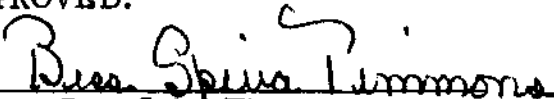
RESOLVED, that members of the Board of Directors would serve without compensation for their services, but traveling expenses incurred while traveling to and from the place of meeting would be reimbursed to each member on the submission by each member electing to be reimbursed

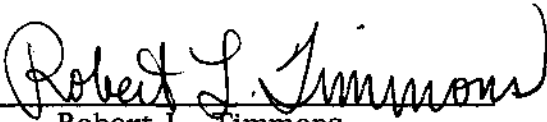
of an itemized list of expenses to be approved  
by the Board of Directors .

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