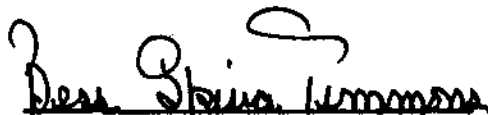


CALL AND WAIVER OF NOTICE OF
ANNUAL MEETING OF BOARD OF DIRECTORS OF
BESS SPIVA TIMMONS FOUNDATION, INC.

October 9, 1976

We, the undersigned, being all the Directors of BESS SPIVA TIMMONS FOUNDATION, INC., a Missouri Not-For-Profit Corporation, hereby call the Annual 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 Annual Meeting shall be held at Crown Center Hotel in Kansas City, Missouri on the 9th day of October 1976, at the hour of 2:00 p.m.


BESS SPIVA TIMMONS


PATRICIA P. TIMMONS


ROBERT L. TIMMONS


DR. JOE L. SPEARS


GEORGE S. TIMMONS


MONITA D. TIMMONS


JUDITH T. SPEARS


HARRY A. MORRIS

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

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

October 9, 1976

The Annual Meeting of the Board of Directors of BESS SPIVA TIMMONS FOUNDATION, INC., a Missouri Not-For-Profit Corporation, was held at Crown Center Hotel, Kansas City, Missouri, on the 6th day of October 1976, at the hour of 2:00 p.m. pursuant to Call and Waiver of Notice by all the Directors of the Corporation.

Directors of the corporation present in person were:

| | |
|--------------------|---------------------|
| Bess Spiva Timmons | Patricia P. Timmons |
| Robert L. Timmons | Dr. Joe L. Spears |
| Judith T. Spears | Monita D. Timmons |
| George S. Timmons | Harry A. Morris |

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

The Secretary reported that all Directors of the Corporation were present and that the meeting could proceed to the transaction of business. The minutes of the last meeting of the Board of Directors, held November 1, 1975 were read and approved.

The Chairlady presented a financial statement of the assets and operations of the Corporation for the calendar year of 1975 including the purchase of \$960.00 worth of Commonwealth Edison Stock.

The Chairlady called for nominations to the Board of Directors to serve until the next annual meeting of the Corporation or until their successors were duly elected and had qualified. The following persons were duly nominated:

| | |
|--------------------|---------------------|
| Bess Spiva Timmons | Patricia P. Timmons |
| Robert L. Timmons | Dr. Joe L. Spears |
| George S. Timmons | Monita D. Timmons |
| Judith T. Spears | Harry A. Morris |

all of whom were present and on motion duly made and seconded were unanimously elected to the Board of Directors to serve until the next annual meeting or until their successors were duly elected and had qualified.

Thereupon, on motion duly made and seconded, the following officers were elected to serve until the next annual meeting of

the Corporation or until their successor was elected and had qualified.

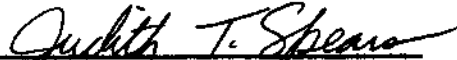
President
Vice-President
Treasurer
Secretary

Bess Spiva Timmons
Robert L. Timmons
George S. Timmons
Judith T. Spears

It was brought to the attention of the Board of Directors by the Chairlady that nine grants were made during the course of 1975 by the officers of the Corporation, and the officers wished to have the giving of such grants to various qualified organizations ratified by the Board of Directors. Therefore, upon motion duly made and seconded, the following resolution was unanimously adopted:

"RESOLVED, that cash grants of \$3,000 to School of the Ozarks; \$3,000 to the Menninger Foundation; \$5,000 to S.E.K. Humane Society of Crawford County; \$1,000 to Ducks, Unlimited; \$4,000 to University of Kansas Endowment Association; \$3,248 to Freeman Hospital; \$3,500 to School of the Ozarks; \$2,000 to Baptist Friendship Center; and \$2,000 to Child World School made on behalf of the Corporation by its officers at various times during the calendar year 1975 and hereby ratified and confirmed by the Board of Directors."

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


JUDITH T. SPEARS, Secretary

APPROVED:


BESS SPIVA TIMMONS


PATRICIA P. TIMMONS


ROBERT L. TIMMONS


DR. JOE L. SPEARS


GEORGE S. TIMMONS


HARRY A. NORRIS


MONITA D. TIMMONS


JUDITH T. SPEARS