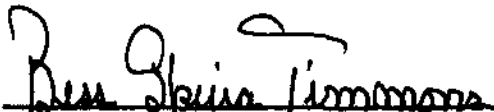


CALL AND WAIVER OF NOTICE OF
ANNUAL MEETING OF BOARD OF DIRECTORS OF
BESS SPIVA TIMMONS FOUNDATION, INC.

October 12, 1979

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 of the Board of Directors shall be held at the First National Bank Building, Joplin, Missouri, the 12th day of October, 1979, 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 12, 1979

The Annual Meeting of the Board of Directors of BESS SPIVA TIMMONS FOUNDATION, INC., a Missouri Not-for-Profit Corporation, was held at the First National Bank Building, Joplin, Missouri, on the 12th day of October 1979, 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 October 14, 1978, were read and approved.

The Chairlady presented a financial statement of the assets and operations of the Corporation, for the calendar year of 1978.

The Chairlady called for nominations of 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 successors were elected and had qualified.

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

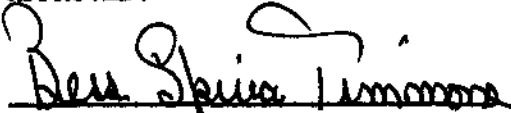
It was brought to the attention of the Board of Directors by the Chairlady that 11 grants were made during the course of 1978 by the officers of the Corporation, and the officers wished to have the giving of such grants to various qualified organizations ratified by the Board of Directors. Therefore, upon motion duly made and seconded, the following resolution was unanimously adopted:

"RESOLVED, that cash grants of \$5,000 to Haskell Indian Jr. College; \$9,019.87 to Mt. Carmel Medical Center; \$5,000 to Menninger Foundation; \$4,400 to Cumberland College; \$2,000 to Presbyterian Home for Children; \$1,000 to Rocky Ridge Music Foundation; \$4,800 to Paraxis, Inc.; \$2,000 to Baptist Friendship Center; \$3,000 to Child World School; \$2,600 to Ducks Unlimited; and \$5,000 to Huntington's Disease Committee made on behalf of the Corporation by its officers at various times during the calendar year 1978 and hereby ratified and confirmed by the Board of Directors."

There being no further or other 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. MORRIS


MONITA D. TIMMONS


JUDITH T. SPEARS