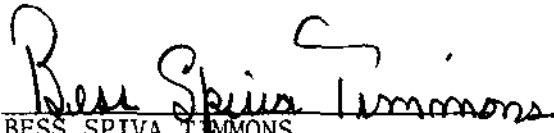



CALL AND WAIVER OF NOTICE OF  
ANNUAL MEETING OF MEMBERS OF  
BESS SPIVA TIMMONS FOUNDATION, INC.

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 members 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 members shall be held at the Adams Alumni Center, 1266 Oread, Lawrence, Kansas on the 26th day of July 1984, at the hour of 11:15 a.m.

  
BESS SPIVA TIMMONS

  
MONITA D. TIMMONS

  
ROBERT L. TIMMONS

  
PATRICIA P. TIMMONS

  
GEORGE S. TIMMONS

  
DR. JOE L. SPEARS

  
JUDITH T. SPEARS

  
HARRY A. MORRIS

MINUTES OF THE ANNUAL 1984 JOINT MEETING OF  
THE MEMBERS AND DIRECTORS OF  
BESS SPIVA TIMMONS FOUNDATION, INC.

The 1984 Annual Joint Meeting of the Members and Directors of BESS SPIVA TIMMONS FOUNDATION, INC., a Missouri Not-For-Profit Corporation, was held ~~at First National Bank Building, Joplin, Missouri,~~ on the 26th day of July, 1984 at the hour of 11:15 a.m., ~~at~~ the Adams Alumni Center, 1266 Oread, Lawrence, Kansas, pursuant to Call and Waiver of Notice by the Members and Directors of the corporation. AW

All of the members and Directors of the corporation, except Dr. Joe L. Spears, were present in person.

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

The Chairlady announced that as a quorum of all Members and Directors were present in person that the meeting could proceed to the transaction of its business.

The reading of the minutes of the last meeting of the Members and Directors was, on motion duly made and seconded, waived and unanimously approved.

The Chairlady then called for nominations of directors for the Foundation. The members of the preceding Board of Directors were nominated to serve as directors for the ensuing year. They were,

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

PATRICIA P. TIMMONS  
DR. JOSEPH L. SPEARS  
MONITA D. TIMMONS  
HARRY A. MORRIS

On motion duly made and seconded, the above-named persons were unanimously elected to serve on the Board of Directors for the ensuing year and until their successors were duly elected and qualified under the Bylaws of the Foundation.

The Members-Directors then discussed changing the date and timing of the annual joint meeting of the Members-Directors. After a full discussion participated in by all and on motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that paragraph 1 of Article IV relating to "Meetings of Members" be stricken and in its place and stead a new paragraph be inserted in the Bylaws of the Foundation and be effective from this day forward, which will read as follows:

"An annual meeting of the Members and Directors shall be held on the second Friday in July of each year, commencing in 1985, at such time or place as the Chairlady and the majority of the Members-Directors may agree upon".

The election of officers to serve for the coming year was then discussed.

The following slate was nominated and unanimously elected.

BESS SPIVA TIMMONS	President and Chairlady
GEORGE S. TIMMONS	Vice-President
JUDITH T. SPEARS	Secretary
ROBERT L. TIMMONS	Treasurer
HARRY A. MORRIS	General Counsel

The Chairlady then presented the financial statement of the Foundation consisting of a balance sheet as of December 31, 1983, receipts and disbursements for the calendar year 1983 and a schedule of marketable securities as of December 31, 1983. The report and the supporting financial data was thoroughly analyzed and discussed and on motion duly made and seconded, it was unanimously approved and the Chairlady ordered it made a part of the minutes of the meeting and it is as follows:

BALANCE SHEET  
DECEMBER 31, 1983

ASSETS

Cash in Bank	\$ 15,279.20
Marketable Securities - Stated at Cost, Schedule follows	<u>567,268.35</u>
	<u>\$582,547.55</u>

LIABILITIES AND NET WORTH

Foundation Net Worth	\$565,000.00
Contributed Equity	<u>2,285.39</u>
Accumulated Net Realized Capital Gain	\$567,285.39
Accumulated Undistributed Income	<u>15,262.16</u>
	<u>\$582,547.55</u>

Advice was sought from Harry A. Morris, relating to the deductibility of unreimbursed out-of-pocket expenses incurred by the Members and Directors in performing services for the Foundation and transportation and other necessary expenses incurred in attending meetings of the Foundation. Mr. Morris advised that such expenses incurred by the Members-Directors performing services utilizing transportation and for food and lodging actually incurred and expended were deductible but the amount of such deductions turns on whether such expenses constitute contributions made "to" or "for the use of" the Foundation. He was requested to report to the Members in writing his legal opinion. Mr. Morris also advised that in any event he would recommend that such actual out-of-pocket expenses incurred in performing services providing transportation and for food and lodging expenses incurred in attending the meetings should be reimbursed by the Foundation upon rendition of a statement, supported by invoices where possible so that the Foundation, under recent revisions to the Internal Revenue Code affecting private foundations, could claim such expenditures as an administrative expense. Whereupon, on motion duly made and seconded, the following resolution was unanimously adopted:

BE IT RESOLVED THAT, all unreimbursed out-of-pocket expenses including transportation expenses, incurred by Members and Directors in attending and performing services for the Foundation, shall be reimbursed upon rendition to the Treasurer of a statement supported, where possible, with receipts.

The Chairlady then proposed the election of four additional members to the Foundation. They were as follows:

SUZANNE TIMMONS  
JILL T. LARSON  
CATHERINE SPILLMAN  
JOANN KIMBALL

The nominations were then discussed and on motion duly made and seconded, the four proposed Members were unanimously elected as members of the Foundation. The Secretary was ordered to inform the newly elected Members of their election.

The activities of the Foundation, its contracts, transactions and contributions, both past and proposed were then discussed at length.

Whereupon, on motion duly made and seconded, the following resolution was unanimously adopted:


RESOLVED, that all contracts entered into and all other action taken by its Members and Directors on behalf of this Foundation or by the attorneys or agents who have been representing or acting for said officers, as disclosed by the official records of this Foundation, since the last annual meeting of the members of the Board of Directors, be and the same are in all respects approved, confirmed and ratified.

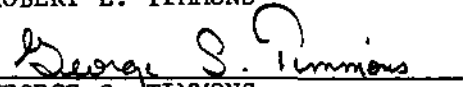
There being no other or further business to come before the meeting, on motion duly made and seconded, the Meeting was adjourned and the Officers undertook considerations and analysis of pending applications for donations.

  
\_\_\_\_\_  
JUDITH T. SPEARS, Secretary

APPROVED:

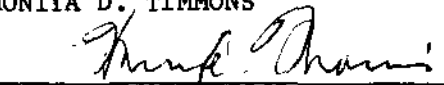
  
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BESS SPIVA TIMMONS

  
\_\_\_\_\_  
ROBERT L. TIMMONS

  
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GEORGE S. TIMMONS

  
\_\_\_\_\_  
PATRICIA P. TIMMONS

  
\_\_\_\_\_  
MONITA D. TIMMONS

  
\_\_\_\_\_  
HARRY A. MORRIS