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ANDREW K. BENNETT, OF COUNSEL
JOHN M. CARNAHAN, JR (1915-1998)

*ALSO ADMITTED IN FLORIDA
**ALSO ADMITTED IN OREGON
***ALSO ADMITTED IN TEXAS

March 16, 2004

Dale Hardy Roberts
Executive Secretary
Missouri Public Service Commission
Governor Office Building
200 Madison Street
Jefferson City, MO 65102

FILED

MAR 18 2004

**Missouri Public
Service Commission**

Re: Late Filing of Exhibits in DOD-CO Enterprises, L.L.C. Application to Sell Sewer
and Water Assets – WM-2004-0449

Dear Mr. Roberts:

Enclosed is a pleading on behalf of the Applicants for permission to file three (3) late exhibits to the Applicants' original pleadings in this matter. Please file these matters with the Public Service Commission.

Yours truly,



Don G. Busch

DGB:kl
Enclosure

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March 16, 2004

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

FILED

MAR 18 2004

In the Matter of the joint application of:)
DOD-CO Enterprise, L.L.C., Shell Rock Not-for-)
Profit Sewer Corporation and Shell Rock Not-for-)
Profit Water Corporation for permission for)
DOD-CO Enterprise, L.L.C. to sell and transfer its)
the assets of its sewer utility and the assets of its)
water utility to Shell Rock Not-for-Profit Sewer)
Corporation and Shell Rock Not-for-Profit Water)
Corporation respectively)

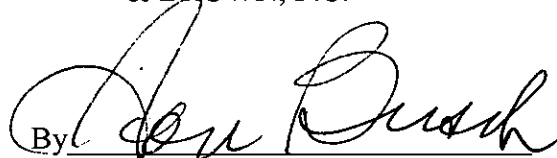
Missouri Public
Service Commission

Case No. WM-2004-0449

MOTION FOR LEAVE TO FILE LATE EXHIBITS

COME NOW the Applicants in the above proceeding and move the commission for permission to file late the attached exhibits to Applicants' original application.

Respectfully submitted,
CARNAHAN, EVANS, CANTWELL
& BROWN, P.C.

By 

Don G. Busch
Missouri Bar No. 16510

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Attorneys for Applicants

CERTIFICATE OF SERVICE

The undersigned certifies that a complete copy of the foregoing document was served upon each party to the above action:

- ☒ A. by enclosing same in envelopes addressed to said attorneys at their business address as disclosed in the pleadings of record herein, with first class postage fully prepaid, and by depositing said envelopes in a U.S. Post Office mailbox in Springfield, Missouri as set forth below;

Dana K. Joyce
P.O. Box 360
200 Madison Street, Ste. 800
Jefferson City, MO 65102

DOD-CO Enterprise, L.L.C.
Tom Cardin
607 Main Street
Cassville, MO 65625

Gary Youngblood
Barry County Courthouse
700 Main, Ste. 2
Cassville, MO 65625

John B. Coffman
P.O. Box 7800
200 Madison Street, Ste. 640
Jefferson City, MO 65102

General Counsel of MO Dept.
Of Natural Resources
P.O. Box 176
1659 E. Elm Street
Jefferson City, MO 65102

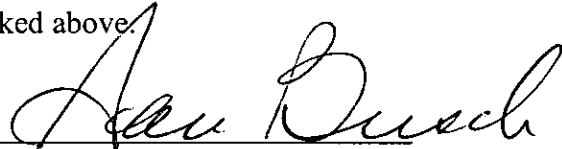
Craig Williams
Barry County Judicial Center
102 West Street, Ste. 1
Cassville, MO 65625

Attorney General of Missouri
P.O. Box 899
Jefferson City, MO 65102

Barry Gilbert
Missouri Attorney General Office
Broadway Building, 8th Floor
P.O. Box 899
Jefferson City, MO 65102

- () B. by leaving same in the business office of said attorneys with a secretary thereof;
- () C. by handing same to said attorneys;
- () D. hand delivery.
- () E. via facsimile transmission.

on the 16 day of March, 2004, by the method checked above.



Attorney of Record

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI
Case No. WM-2004-0449**

**LATE FILED EXHIBIT "N" BEING AN AMENDMENT
TO ASSET PURCHASE AGREEMENT BETWEEN
DOD-CO ENTERPRISES, L.L.C. AND SHELL ROCK
NOT-FOR-PROFIT SEWER CORPORATION --
SEE ALSO ORIGINAL EXHIBIT "A" TO THE
APPLICATION IN THIS PROCESS**

AMENDMENT TO ASSET PURCHASE AGREEMENT

This Agreement made and entered into by and between DOD-CO Enterprise, L.L.C., a Missouri company and Shell Rock Not-for-Profit Sewer Corporation, a Missouri Not-for-Profit Corporation.

WITNESSETH:

WHEREAS, the parties hereto entered into an Asset Purchase Agreement on the 14th day of November, 2003 wherein DOD-CO Enterprise, L.L.C. is the Seller and Shell Rock Not-for-Profit Sewer Corporation is the Purchaser; and

WHEREAS, under the terms of said Agreement Article II thereof the time and place of closing was the 3rd day of June, 2003 or such other time and place as the parties may agree upon; and

WHEREAS, it became impossible to close on the 3rd day of June, 2003; and

WHEREAS, the parties thereto have agreed on another time as the time when the closing should occur;

NOW, THEREFORE, it is agreed that the closing date of the aforesaid agreement shall be at 10:00 a.m. at the offices of Carnahan, Evans, Cantwell & Brown, P.C. in Springfield, Missouri on the 3rd Thursday following the final approval of the sale of the sewer assets of the Seller to the purchaser by the Public Service Commission of the State of Missouri.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be executed on this 9th day of March, 2004.

Seller: DOD-CO Enterprises, L.L.C.

By: Betty Ann Dodson
Betty Ann Dodson, sole owner
and only member

Buyer: Shell Rock Not-for-Profit Sewer Corporation

By: Jerry Arnold
Jerry Arnold, President



**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI
Case No. WM-2004-0449**

**LATE FILED EXHIBIT "O" BEING AN AMENDMENT
TO ASSET PURCHASE AGREEMENT BETWEEN
DOD-CO ENTERPRISES, L.L.C. AND SHELL ROCK
NOT-FOR-PROFIT WATER CORPORATION --
SEE ALSO ORIGINAL EXHIBIT "B" TO THE
APPLICATION IN THIS PROCESS**

AMENDMENT TO ASSET PURCHASE AGREEMENT

This Agreement made and entered into by and between DOD-CO Enterprise, L.L.C., a Missouri company and Shell Rock Not-for-Profit Water Corporation, a Missouri Not-for-Profit Corporation.

WITNESSETH:

WHEREAS, the parties hereto entered into an Asset Purchase Agreement on the 14th day of November, 2003 wherein DOD-CO Enterprise, L.L.C. is the Seller and Shell Rock Not-for-Profit Water Corporation is the Purchaser; and

WHEREAS, under the terms of said Agreement Article II thereof the time and place of closing was the 3rd day of June, 2003 or such other time and place as the parties may agree upon; and

WHEREAS, it became impossible to close on the 3rd day of June, 2003; and

WHEREAS, the parties thereto have agreed on another time as the time when the closing should occur;

NOW, THEREFORE, it is agreed that the closing date of the aforesaid agreement shall be at 10:00 a.m. at the offices of Carnahan, Evans, Cantwell & Brown, P.C. in Springfield, Missouri on the 3rd Thursday following the final approval of the sale of the Water assets of the Seller to the purchaser by the Public Service Commission of the State of Missouri.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be executed on this 9th day of March, 2004.

Seller: DOD-CO Enterprises, L.L.C.

By: Betty Ann Dodson
Betty Ann Dodson, sole owner
and only member

Buyer: Shell Rock Not-for-Profit Water Corporation

By: Jerry Arnold
Jerry Arnold, President



**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI
Case No. WM-2004-0449**

**LATE FILED EXHIBIT "P" BEING DATED BYLAWS
OF SHELL ROCK NOT-FOR-PROFIT SEWER CORPORATION --
SEE ALSO ORIGINAL EXHIBIT "C" TO THE
APPLICATION IN THIS PROCESS**

SHELL ROCK NOT-FOR -PROFIT SEWER CORPORATION

Bylaws

ARTICLE I

Office

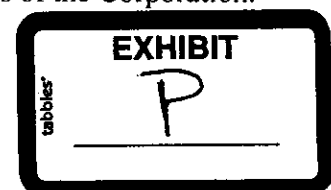
SECTION 1. Principal and Registered Office. The principal office of the Corporation in the State of Missouri shall be located at #6 Highland Road, HC1, Box 4477-6, Shell Knob, Missouri 65747. The Registered Office of the Corporation required by the Chapter 393 of the Missouri Revised Statutes and the Not-For-Profit Corporations Act of Missouri to be maintained in the State of Missouri may be, but need not be, identical with the principal office in the State of Missouri, and the address of either office may be changed from time to time by the Board of Directors.

ARTICLE II

Members

SECTION 1. Members. The Corporation shall have members. At such time as the Corporation begins providing sewer services, membership shall be comprised to include all persons that are located within the geographic area to be served by such system and are either actual customers of services furnished by the Corporation or have agreed to become customers of the services furnished by the Corporation when such shall be available through its facilities as provided in Section 393.839 RSMo. As to those customers of services, each customer connection of facilities shall be entitled to one membership interest and one vote for the election of Directors. In this regard, a single customer shall be represented by a single monthly billing, even if more than one building shall be connected to the system or regardless of the number of owners of the property represented by such single billing. Membership shall be limited to the property owners and customers located within the specific geographic area designated to be served by the Corporation, being located in Barry County, Missouri. In the case of a member that is a corporation, its agent, officer, or designee shall represent the customer as member. In the case of multiple owners, only one owner may vote and votes may not be divided into fractional interests.

SECTION 2. Membership Rights. The members of the Corporation shall have the right to vote for the election of Directors of the Corporation and to amend these bylaws or the articles of the Corporation and shall have such other rights as required by Chapter 393.825 to 393.861 RSMo. Members may also be entitled to dividends or proceeds in liquidation as provided therein. Otherwise, the members shall have no authority, acting alone, to govern or bind the Corporation to any transaction and shall not be liable for the debts or obligations of the Corporation. Management of the Corporation shall be through the Board of Directors. Membership rights shall not be transferable, however, a Member may grant a proxy with respect to any matter for vote at any particular meeting of the membership. A valid proxy must be signed and dated by the member and shall be valid for month from the date of signature or until revoked in writing by notice sent to the Secretary of the Corporation. All proxies must be filed with the Secretary of the Corporation at or prior to the meeting and shall be retained by the secretary. Proxies may be mailed to the Secretary or principal office of the Corporation prior to the meeting and may appoint a particular person or the President of the Corporation as proxy for all purposes and matters to come before the meeting. Proxies may be limited or specific. Membership in the Corporation shall cease when a Member is no longer a user of the facilities of the Corporation. New members shall be added as they become users of the facilities of the Corporation.



SECTION 3. Meetings. The annual meeting of the members shall be held on the first Monday in the month of June at the hour of 7:00 p.m. The meeting shall be held at such location as is specified by the directors, but in any event shall be held within a 10 mile radius of the primary service area of the corporation. Two percent (2%) of the membership present at any meeting shall constitute a quorum for the transaction of the Corporation business. Special meetings of the members may be called by the Board of Directors, by any three Directors, by not less than 10% of the members, or by the President. Written or printed notice stating the time and place of any meeting of the members, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to each member, either personally or by mail, not less than 10 nor more than 25 days before the date of the meeting.

ARTICLE III

Board of Directors

SECTION 1. General Powers. The property and business of the Corporation shall be managed under the direction of the Board of Directors of the Corporation. This shall include, but not be limited to, all matters necessary for the acquisition, construction and operation of wastewater facilities and connections in the designated service area, including the establishment of such area and the setting of rates and the like in connection therewith, or the entering of contracts with other corporations, municipalities, individuals, or other business entities to provide any services needed by the Corporation, including but not limited to management or operation services.

SECTION 2. Number and Term of Office. The number of directors shall be not less than five nor more than eleven. The initial Board shall number six and are named in the Articles of Incorporation. The future number shall be designated from time to time by resolution adopted at any annual or special meeting of the members. The directors shall serve for a period of three (3) years. The Directors shall serve on staggered terms so that approximately one-third of the Board shall be elected at each annual meeting of the Board to serve for three years. At the first meeting, two shall be elected for a one year term, two shall be elected for a two year term and two shall be elected for a three year term. Board members shall be elected by the membership at each annual meeting to fill those positions of the board scheduled to expire. A slate of candidate(s) for each board position shall be submitted by the Board and nominations shall be accepted from the floor at any such meeting. Those members receiving the most votes (plurality) shall fill the open positions. There is no limit to the number of terms a Director may serve, nor shall there be any restriction upon being reelected. Any Member may serve as Director, including any corporation, partnership, limited liability Corporation, or other business entity provided such entity shall designate a representative to cast all votes and discharge other board member obligations.

SECTION 3. Nomination and Election of Directors. At least thirty (30) days prior to the Annual Meeting of the Directors of the Corporation, the Nominating Committee, consisting of the President and one other Director appointed by the Board of Directors shall decide upon a slate of directors to fill the Board positions then expiring, and shall present such slate to the Membership of the Corporation not less than ten (10) days prior to the Members' Annual Meeting. Upon the request of any member made prior to or at the annual meeting, additional candidates may be added to the slate of Directors. The Nominating Committee shall thereafter present the said slate or slates of nominees to the Members of the Corporation for election at the Annual Meeting.

SECTION 4. Filling Vacancies. In the case of any vacancy in the Board of Directors through death, resignation, disqualification, removal or other cause, the remaining directors, by affirmative vote of the majority thereof, may

elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant, and until the election of his successor, or until he shall be removed, prior thereto, by an affirmative vote of at least three-fourths of the Directors.

Any director may be removed from office with or without cause by the affirmative vote of three-fourths of the members present at any annual or special meeting called for such purpose. A Director may be removed for cause by a majority of the Directors. The term "cause" shall include the conviction of any felony or any fraud, theft, embezzlement or intentional harm directed at the Corporation.

SECTION 5. Place of Meeting. The Board of Directors may hold their meetings and have one or more offices, and keep the books of the Corporation, either within or outside the State of Missouri, at such place or places as they may from time to time determine by resolution or by written consent of all directors.

SECTION 6. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by resolution of the Board, provided that notice of every resolution of the Board fixing or changing the time or place for the holding of regular meetings of the Board shall be mailed to each director at least ten (10) days before the first meeting held-pursuant thereto. The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the members. Any business may be transacted at any regular meeting of the Board..

SECTION 7. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by any member of the Board of Directors. The Secretary shall give notice of each special meeting of the Board of Directors, by mailing the same at least ten (10) days prior to the meeting or by telegraphing or by e-mailing or faxing the same at least five (5) days before the meeting, to each director; but such notice may be waived by any director. Special meetings of the Board of Directors shall specify an Agenda and no other business may be taken up at a special meeting unless all members of the Board present at the meeting consent to taking up such item. Immediately following the meeting, any items taken up which were not on the Agenda must be specifically communicated to all Board members who were absent. Any Board member absent shall have two days from the receipt of such notice to file an objection, and if such objection is filed, then such action shall be held in abeyance pending a special meeting specifically called for the reconsideration of such item. The Secretary, upon receipt of any such objection, shall call such special meeting by not less than five (5) days written notice to all Board members specifying the matter to be reconsidered. Notwithstanding the foregoing, any action to (a) amend the Articles of Incorporation; (b) amend these Bylaws; or (c) remove a director, may not be taken up at a special meeting of the Board of Directors or of the Members unless specifically set forth in the Agenda and notice of the meeting. The provisions of this paragraph may, as with any other matter pertaining to notice herein, be waived by the unanimous written consent of all Directors.

SECTION 8. Quorum. One-half (½) of the whole number of directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by the Articles of Incorporation or by these By-Laws.

SECTION 9. Meetings of Directors. If all of the directors entitled to vote shall meet at any place, either within or outside the State of Missouri, and consent to the holding of the meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

SECTION 10. Action without Meeting by Written Consents. Any action required to be taken at a meeting of the directors or any action which may be taken at a meeting of the directors may be taken without a meeting when consents in writing setting forth the action so taken shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consents shall have the same force and effect as the unanimous vote of the directors at a meeting duly held. The Secretary shall file such consents with the minutes of the meetings of the directors.

SECTION 11. Conference Call. Any Board member may request to participate in any Board meeting by conference call or other means of communication whereby each Board member can hear the others. Each member so participating shall be considered present at the meeting.

SECTION 12. Required Vote. Except as otherwise set forth herein, affirmative vote of a majority of those Board Members present at a meeting shall be necessary for the passage of any resolution. A unanimous vote of all directors shall be required however for the passage of any resolution regarding:

- (a) Rate increases or decreases
- (b) Sale of any item of property valued in excess of \$1000.00
- (c) The entry into any contract which cannot be performed within one year or which requires the expenditure by the Corporation of in excess of \$1000.00

SECTION 13. Compensation of Directors. Directors shall not receive any payment for their services as such.

SECTION 14. Nominating Committee. The Board of Directors shall elect a Nominating Committee consisting of the President and at least one other director. The Nominating Committee shall be selected by the Board of Directors at the regular meeting of the Board of Directors following the annual meeting.

ARTICLE IV

Officers

SECTION 1. Election, Tenure and Compensation. The officers of the Corporation shall be a President, a Secretary, and a Treasurer, and/or one or more Vice Presidents and/or one or more assistants to the foregoing officers as the Board of Directors from time to time may consider necessary for the proper conduct of the business of the Corporation. The officers shall be elected annually by the Board of Directors at its annual meeting except where a longer term is expressly provided in an employment contract duly authorized and approved by the Members. The President and Vice President shall be a director and the other officers may, but need not be, directors. Any two or more of the above offices, except those of President and Secretary, may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law or by these By-Laws to be executed, acknowledged or verified by any two or more officers. The compensation or salary paid all officers of the Corporation shall be fixed by resolution adopted by the Board of Directors.

In the event that any office other than an office required by law, shall not be filled by the Board of Directors, or, once filled, subsequently becomes vacant, then such office and all references thereto in these By-Laws shall be deemed inoperative unless and until such office is filled in accordance with the provisions of these By-Laws.

Except where otherwise expressly provided in a contract duly authorized by the Board of Directors, all officers and agents of the Corporation shall be subject to removal at any time by the affirmative vote of a majority of the whole Board of Directors, and all officers, agents, and employees shall hold office at the discretion of the Board of Directors or of the officers appointing them.

SECTION 2. Powers and Duties of the President. The President shall be the chief executive officer of the Corporation and shall have general charge and control of all its business affairs and properties. He or she shall preside at all meetings of the members,

The President may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation. He or she shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President shall be ex-officio a member of all the standing committees. He or she shall do and perform such other duties as may, from time to time, be assigned to him or her by the Board of Directors.

Notwithstanding anything contained herein to the contrary, unless it is previously approved by resolution of the Board of Directors or set forth as a specific item in an annual budget approved by the Board of Directors, neither the President, nor any other officer, may sign any document or contract, which binds the Corporation nor enter into any contract binding the Corporation to do one or more of the following:

- (a) Purchase or lease any real estate;
- (b) Enter into any agreement which is not cancelable on 30 days or less, notice and which obligates the Corporation to pay more than \$200 per month, excluding phone and utilities;
- (c) Requires the Corporation to pay more than \$5,000 cumulatively or \$1,000 at any one time, except for inventory and supply agreements which otherwise meet the requirements of paragraph (b) above;
- (d) Purchase any capital asset costing more than \$1,000;
- (e) Pledges or encumbers any of the Corporation's assets;
- (f) Binds the Corporation to any employment agreement not terminable at will;
- (g) Cancels or terminates any agreement, prior to the scheduled termination, which falls within the above classifications or which was specifically authorized and directed to be entered into by the Board at such agreement's inception;
- (h) Institutes or directs the filing of any lawsuit.

SECTION 3. Powers and Duties of the Vice President. The Board of Directors may, but need not appoint one or more Vice Presidents. Any Vice President (unless otherwise provided by resolution of the Board of Directors) may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation. Each Vice President shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or by the President. In case of the absence or disability of the President, the duties of that office shall be performed by the Vice President, and if there is more than one, then the Executive Vice-President and such successors in authority as may be set forth in the resolution appointing him or her. The taking of any action by any

such Vice President in the place of the President shall be conclusive evidence of the absence or disability of the President.

SECTION 4. Secretary. The Secretary shall give, or cause to be given, notice of all meetings of the Directors and all other notices required by law or by these By-Laws, and in case of his or her absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the directors upon whose written request the meeting is called as provided in these By-Laws. The Secretary shall record all the proceedings of the meetings of the directors in books provided for that purpose, and he or she shall perform such other duties as may be assigned to him or her by the directors or the President. In general, the Secretary shall perform all the duties generally incident to the office of Secretary, subject to the control of the Board of Directors and the President.

SECTION 5. Treasurer. The Treasurer shall have custody of all the funds and securities of the Corporation, and shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. He or she shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper account for such disbursements. He or she shall render to the President and the Board of Directors, whenever either of them so requests, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

The Treasurer shall give the Corporation a bond, if required by the Board of Directors, in a sum, and with one or more sureties, satisfactory to the Board of Directors, for the faithful performance of the duties of the office and for the restoration to the Corporation in case of his or her death, resignation, retirement or removal from office of all books, papers, vouchers, moneys, and other properties of whatever kind in his or her possession or control as belong to the Corporation.

The Treasurer shall perform all the duties generally incident to the office of the Treasurer, subject to the control of the Board of Directors and the President.

SECTION 6. Assistant Secretary. The Board of Directors may appoint an Assistant Secretary or more than one Assistant Secretary. Each Assistant Secretary shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of the Secretary in the absence or disability of the Secretary and shall have such other powers and shall perform such other duties as may be assigned by the Board of Directors or the President. In case of the absence or disability of the Secretary, the duties of the office shall be performed by any such Assistant Secretary, and the taking of any action by any such Assistant Secretary in the place of the Secretary shall be conclusive evidence of the absence or disability of the Secretary.

SECTION 7. Assistant Treasurer. The Board of Directors may appoint an Assistant Treasurer or more than one Assistant Treasurer. Each Assistant Treasurer shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of the Treasurer in the absence or disability of the Treasurer and shall have such other powers and shall perform such other duties as may be assigned by the Board of Directors or the President. In case of the absence or disability of the Treasurer, the taking of any action by any such Assistant Treasurer in place of the Treasurer shall be conclusive evidence of the absence or disability of the Treasurer.

ARTICLE V

Corporate Seal. There shall be no corporate seal.

ARTICLE VI

Bank Accounts and Loans

SECTION 1. Bank Accounts. Such officers or agents of the Corporation as from time to time shall be designated by the Board of Directors shall have authority to deposit any funds of the Corporation in such banks or trust companies as shall from time to time be designated by the Board of Directors and such officers or agents as from time to time shall be authorized by the Board of Directors may withdraw any or all of the funds of the Corporation so deposited in any such bank or trust Corporation, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of this Corporation, and made or signed by such officers or agents; and each bank or trust Corporation with which funds of the Corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Directors until written notice of the revocation of the authority of such officers or agents by the Board of Directors shall have been received by such bank or trust Corporation. There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited, the signature of the officers or agents of the Corporation so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or a Vice President and countersigned by the Secretary or Treasurer or an Assistant Secretary or an Assistant Treasurer of the Corporation.

SECTION 2. Loans. Such officers or agents of this Corporation as from time to time shall be designated by resolution of the Board of Directors shall have authority to effect loans, advances or other forms of credit at any time or times for the Corporation from such banks, trust companies, institutions, corporations, firms or persons as the Board of Directors, shall from time to time designate, and as security for the repayment of such loans, advances, or other forms of credit to assign, transfer, endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights and interest of any kind in or to stocks or bonds, certificates of such rights or interests, deposits, accounts, documents covering merchandise, bills and accounts receivable and other commercial paper and evidences of debt at any time held by the Corporation; and for such loans, advances or other forms of credit to make, execute and deliver one or more notes, acceptances or written obligations of the Corporation on such terms, and with such provisions as to the security or sale or disposition thereof as such officers or agents shall deem proper; and also to sell to, or discount or re-discount with, such banks, trust companies, institutions, corporations, firms or persons any and all commercial paper, bills receivable, acceptances and other instruments and evidences of debt at any time held by the Corporation, and to that end to endorse, transfer and deliver the same. There shall from time to time be certified to each bank, trust Corporation, institution, corporation, firm or person so designated the signatures of the officers or agents so authorized; and each such bank, trust Corporation, institution, corporation, firm or person is authorized to rely upon such certification until written notice of the revocation by the Board of Directors of the authority of such officers or agents shall be delivered to such bank, trust Corporation, institution, corporation, firm or person.

ARTICLE VII

Reimbursements

Any payments made to an officer or other employee of the Corporation, such as salary, commission, interest or rent, or entertainment expense incurred by him, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer or other employee of the Corporation to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the officer or other employee; subject to the determination of the Board of Directors, proportionate amounts may be withheld from his future compensation payments until the amount owed to the Corporation has been recovered.

ARTICLE VIII

Miscellaneous Provisions

SECTION 1. Fiscal Year. The fiscal year of the Corporation shall end on the last day of December.

SECTION 2. Notices. Whenever, under the provisions of these By-Laws, notice is required to be given to any director, officer or member it shall not be construed to mean personal notice, but such notice shall be given in writing, by mail, by depositing the same in a post office or letter box, in a postpaid sealed wrapper, addressed to each member, officer or director at such address as last appears on the books of the Corporation, and such notice shall be deemed to be given at the time the same be thus mailed. Any member, director or officer may waive any notice required to be given under these By-Laws.

ARTICLE IX

Amendments

SECTION 1. Amendment of By-Laws. Any amendment of these By-Laws shall first be approved by the Board of Directors, and once approved shall be submitted to the membership for approval. Approval of such change shall require a vote of two-thirds majority of those present in person or by proxy at any annual meeting or special meeting called for such purpose. This shall include by the same process the authority to amend, alter or repeal the Articles of Incorporation and/or these By-Laws or any provision thereof, and from time to time by the same process to make additions to these By-Laws.

ARTICLE X

Indemnification

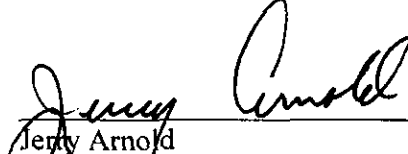
SECTION 1. Definitions. As used in this Article X, any word or words that are defined in Section 351.355 of the General Business Corporations Act of Missouri, as amended from time to time (the "Indemnification Section"), shall have the same meaning as provided in the Indemnification Section.

SECTION 2. Indemnification of Directors and Officers. The Corporation shall indemnify and advance expenses to a director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

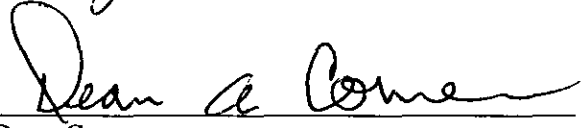
SECTION 3. Indemnification of Employees and Agents. With respect to an employee or agent, other than a director or officer, of the Corporation, the Corporation may, as determined by the Board of Directors of the Corporation, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

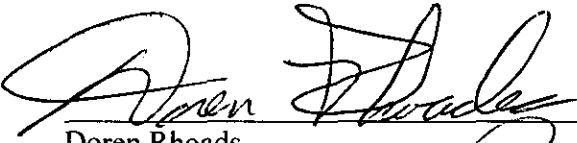
SECTION 4. Insurance. The Corporation may purchase Officers and Directors liability insurance, General Liability Insurance, and such other surety and indemnity plans for itself and its Directors, Officers and Employees as from time to time approved by resolution of the Board.

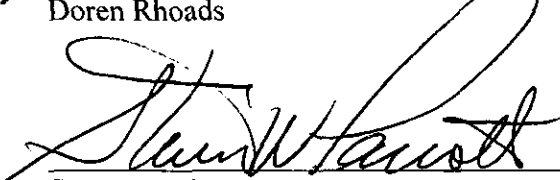
The undersigned certify that the foregoing By-Laws were adopted by Resolution of the Incorporators and initial Board of Directors on the 11th day of MARCH, 2003.

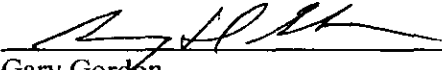

Jerry Arnold


Joe Davis


Dean Corner


Doren Rhoads


Steven W. Parrott


Gary Gordon