

BYLAWS
OF
MIDWEST RAIL CRAFT SCHOLARSHIP FOUNDATION, INC.
A Non-profit Organization, Inc.
Incorporated under the laws of the State of Missouri

ARTICLE I

NAME, LOCATION AND OFFICES

Section 1.1 Name.

The name of the Corporation shall be: MIDWEST RAIL CRAFT SCHOLARSHIP FOUNDATION, INC.

Section 1.2 Registered Office and Agent.

The registered office of this Corporation and its registered agent to accept service of process within the State of Missouri is: 10409 N.E. 136th Street, Liberty, MO 64068, Greg Shy.

Section 1.3 Other Offices.

The principal office of the Corporation shall be located in Missouri. The Corporation may have other offices at such place or places, within or without the State of Missouri, as the Board of Directors may determine from time to time or as the affairs of the Corporation may require or make desirable.

ARTICLE II

PURPOSES AND PRINCIPLES

Section 2.1 Purpose.

The Corporation shall be a non-stock, non-profit Corporation which shall engage in any lawful act or activity for which non-profit organizations may be organized under the State of Missouri Non-Profit Corporation Act. It shall be organized and operated exclusively for such purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law).

The purpose or purposes of the Corporation shall be to operate exclusively as a charitable and educational organization and to serve the purposes stated below:

To act as an educational and charitable organization in assisting individuals who have railroad ties with educational expenses in the form of scholarships and related

financial assistance to attend community college or to attend any four-year college or university for undergraduate or post-graduate purposes. The corporation shall also have the authority to engage in all lawful activities for which nonprofit corporations may be formed and operated in the State of Missouri.

To carry out and fulfill the purposes enumerated above and in its Articles of Incorporation, the Corporation shall have the power to own, hold, use, lease and otherwise deal in and dispose of real or personal property, or any interest therein, situated in or out of the State of Missouri and shall have the powers and authorities to further said purposes of the Corporation as enumerated in the Articles of Incorporation. The Corporation shall not engage, other than to an insubstantial degree, in activities that are not in furtherance of those purposes.

ARTICLE III

LOCATION AND CORPORATE SEAL

Section 3.1. Principal Office of the Corporation.

The principal office of the Corporation shall be in Missouri. Offices may also be maintained at such other place or places as may be designated from time to time by the Board of Directors, where the business of the Corporation may be transacted and meetings of directors held, with the same effect as though done or held at said principal office.

Section 3.2 Seal. The Corporation may adopt a seal.

ARTICLE IV

PURPOSES OF GOVERNING INSTRUMENTS

Section 4.1 Non-profit Corporation.

The Corporation shall be organized and operated as a non-profit corporation under the provisions of the Missouri Non-Profit Corporation Act.

Section 4.2 Section 501(c)(3) Only.

The Corporation is a voluntary association of individuals and organizations the purposes of which, as set forth in the Articles of Incorporation, are exclusively within the meaning of § 501(c)(3) of the Internal Revenue Code, as specified in the Articles of Incorporation.

Section 4.3 Governing Instruments.

The Corporation shall be governed by its Articles of Incorporation and these Bylaws.

ARTICLE V

MEMBERSHIP

Section 5.1 Members.

The Corporation shall not have members.

ARTICLE VI

BOARD OF DIRECTORS

Section 6.1 Authority and Responsibility of the Board of Directors.

(a) The supreme authority of the Corporation and the government and management of the Corporation shall be vested in the Board of Directors. All of the powers, duties, and functions of the Corporation as conferred by the Articles of Incorporation, these Bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed, or controlled by the Board of Directors.

(b) The governing body of the Corporation shall be the Board of Directors. The Board of Directors shall have supervision, control and direction over the management, affairs and property of the Corporation; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the Corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an Executive Committee and/or chief executive officer/president. Under no circumstances, however, shall any actions be taken which are inconsistent with the Articles of Incorporation and these Bylaws. The fundamental purposes of the Corporation, as expressed in the Articles of Incorporation and these Bylaws, shall not be amended or changed.

(c) The Board of Directors shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any member, director, officer, or other private person or individual. Provided, however, in accordance with Section 6.8 herein, any member, director, officer or other private person shall be entitled to reasonable compensation for services rendered to the Corporation.

(d) The Board of Directors may, from time to time, appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the Corporation.

(e) The Board of Directors are authorized to employ such person or persons, including an executive director/chief executive officer, attorneys, directors, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the Corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

Section 6.2 Initial and Regular Board of Directors.

The regular Board of Directors shall consist of a minimum of 3 directors.

Section 6.3 Election and Tenure.

The first Board of Directors shall hold office until the first annual meeting of the Board of Directors. Thereafter, the Directors shall be elected at the annual meeting by the then present Board of Directors from nominees solicited by the Board of Directors to serve for one year periods.

Section 6.4 Resignation.

Any director may resign at any time by giving written notice to the Board or to the President of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of the acceptance thereof as determined by the Board of Directors or the President.

Section 6.5 Removal.

Any director may be removed with or without cause at any time during their term at any regular, special, or annual meeting of the Board of Directors, by the affirmative vote of all the members of the Board of Directors, if notice of intention to act on such matter shall have been given in the notice calling such meetings. A removed director's successor may be elected at the same meeting to serve the unexpired term.

Section 6.6 Vacancies.

Any vacancy on the Board of Directors arising at any time and for any cause, including the authorization of an increase in the number of directors, may be filled for the unexpired term at any meeting of the Board of Directors by a majority vote of the Board of Directors. Each director so elected shall hold office until the election at the annual meeting of the Board of Directors and the qualification of his/her successor.

Section 6.7 Committees of the Board of Directors.

By resolution adopted by a majority of the full Board of Directors, the Board of Directors may designate from among its members one or more Executive Committees.

Section 6.8 Compensation.

No director of the Corporation shall receive, directly or indirectly, any salary, compensation or emolument in his/her capacity as a director, unless authorized by the affirmative vote of all of the Board of Directors. This shall not preclude the payment of a reasonable salary or compensation to a director for services rendered to the Corporation.

ARTICLE VII

MEETINGS OF THE BOARD OF DIRECTORS

Section 7.1 Place of Meeting.

Meetings of the Board of Directors may be held at any place within or without the State of Missouri. No call shall be required for regular meetings for which a time and place have been fixed and all members of the Board have been notified of same. Meetings may be held by telephone.

Section 7.2 Annual Meeting; Notice.

The annual meeting of the Board of Directors shall be held at the principal office of the Corporation or at such other place as the Board of Directors shall determine on such day and at such time as the Board of Directors shall designate. Unless waived as contemplated in Section 7.5 of these Bylaws, notice of the time and place of such annual meeting shall be given by the Secretary either personally, or by telephone, by mail, by facsimile or by telegram.

Section 7.3 Regular Meeting; Notice.

Regular meetings of the Board of Directors may be held from time to time between annual meetings at such places as the Board of Directors may prescribe. Notice of the time and place of each such regular meeting shall be given by the Secretary either personally or by telephone, by mail, by facsimile, or by telegram in sufficient time for the convenient assembly of the directors.

Section 7.4 Special Meetings; Notice.

Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, or President or by any two (2) of the directors in office at that time. Notice of the time, place and purpose of any special meeting of the Board of Directors shall

be given by the Secretary either personally, or by telephone, by mail, by facsimile, or by telegram in sufficient time for the convenient assembly of the directors.

Section 7.5 Waiver.

Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called.

Section 7.6 Quorum.

At meetings of the Board of Directors, a majority of directors then in office shall be necessary to constitute a quorum for the transaction of business.

Section 7.7 Vote Required for Action.

Except as otherwise provided in these Bylaws or by law, the act of a majority of the directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors. Adoption, amendment and repeal of a Bylaw is provided for in Article XIV of these Bylaws. Vacancies in the Board of Directors may be filled as provided in Section 6.6 of these Bylaws.

Section 7.8 Action by Directors Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book.

Section 7.9 Telephone and Similar Meetings.

Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

Section 7.10 Adjournments.

A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such

reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

ARTICLE VIII

NOTICE AND WAIVER

Section 8.1 Procedure.

Whenever these Bylaws require a notice to be given to any director, the notice shall be given as prescribed in Article VII. Whenever notice is given to a director by mail, the notice shall be sent first class mail by depositing the same in a post office or letter box, in a postage prepaid sealed envelope addressed to the director at his or her address as it appears on the books of the Corporation; and such notices shall be deemed to have been given at the time the same is deposited in the United States mail. Notice shall be deemed to have been given by mail or cablegram at the time notice is filed with the transmitting agency.

Section 8.2 Waiver.

Whenever any notice is required to be given to any director by law, the Articles of Incorporation, or by these Bylaws, a waiver thereof in writing signed by the director entitled to such notice, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

ARTICLE IX

EXECUTIVE COMMITTEE

Section 9.1 Number and Election.

The Board of Directors may, in its discretion, appoint an Executive Committee of three (3) or more individuals, each to serve at the pleasure of the Board of Directors.

Section 9.2 Authority.

The Executive Committee shall report to the Board of Directors and shall assume such duties as are assigned by the Board of Directors. Any authorized action taken by the Executive committee shall be as effective as if it had been taken by the full Board of Directors. The President of the Corporation shall be an ex-officio member of any and all committees.

Section 9.3 Regular Meetings.

Regular meetings of the Executive Committee may be held at such time and place

as the Executive Committee may provide from time to time.

Section 9.4 Special Meetings.

Special meetings of the Executive Committee may be called by or at the request of the President or by any member of the Executive Committee.

Section 9.5 Notice.

Notice of any special meeting of the Executive Committee shall be given at least twenty-four (24) hours previous thereto by written notice, facsimile machine or telecopier, telephone, telegram, or in person. Neither the business to be transacted at, nor the purpose of, a regular or special meeting of the Executive Committee need be specified in the notice or waiver of notice of such meeting. A member of the Executive Committee may waive notice of any meeting of the Executive Committee. The attendance of a member at any meeting of the Executive Committee shall constitute a waiver of notice of such meeting, except where a member of the Executive Committee attends a meeting of the Executive Committee for the express purpose of objection to the transaction of any business because such meeting is not lawfully called or convened.

Section 9.6 Quorum.

A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee; provided, however, that if fewer than a majority of the members of the Executive Committee are present at such meeting, a majority of the members of the Executive Committee present may adjourn such meeting from time to time without further notice.

Section 9.7 Manner of Acting.

The act of the majority of the members of the Executive Committee present at a meeting of the Executive Committee at which a quorum is present shall be the act of the Executive Committee, and the Executive Committee shall keep regular minutes of its proceeding, which shall at all times be open for inspection by the Board of Directors.

Section 9.8 Presumption of Assent.

A member of the Executive Committee who is present at a meeting of the Executive Committee at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless the dissent of such member of the Executive Committee shall be entered in the minutes of such meeting, or unless such member of the Executive Committee shall file a written dissent to such action with the person acting as secretary of such meeting before the adjournment thereof, or shall forward such dissent by registered or certified mail to the secretary of the Corporation immediately after the adjournment of such meeting. Such right to dissent shall not apply

to a member of the Executive Committee who voted in favor of such action.

ARTICLE X

OFFICERS

Section 10.1 Number and Qualifications.

The officers of the Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer. The Board of Directors shall from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the Corporation, but the Corporation shall not be required to have at any time any officers other than a, President, Secretary and Treasurer. One person may hold more than one office, other than the offices of President and Secretary.

Section 10.2 Election and Term of Office.

The initial officers of the Corporation shall be elected by the initial directors of the Corporation, and shall serve for a period of one (1) year and until their successors have been elected and qualified in accordance with these Bylaws. Thereafter, the officers shall be elected to serve a one (1) year term at the annual meeting of the Board of Directors.

Section 10.3 Other Agents.

The Board of Directors may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office at the pleasure of the Board, and shall have authority and perform such duties, and shall receive such reasonable compensation, if any, as the Board of Directors may, from time to time, determine.

Section 10.4 Resignation.

Any officer may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof.

Section 10.5 Removal.

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors with or without cause whenever in its judgment the best interests of the Corporation will be served thereby upon the vote of a majority of the Board of Directors.

Section 10.6 Vacancies.

A vacancy in any office arising at any time and from any cause may be filled for the

unexpired term at any meeting of the Board of Directors.

Section 10.7 President.

The President shall be a member of the Board and shall preside over all meetings of the Board of Directors. He/she may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, deeds, mortgages, contracts, checks, drafts, notes or other orders for the payment of money or other evidences of indebtedness and any other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these Bylaws, to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President shall also be authorized to sign any statements and reports required to be filed with state or federal officials or agencies. He/she shall have the power to appoint and remove such other assistants to the various elected offices of the Corporation as is necessary for the accomplishment of their duties. In general, he/she shall perform all duties incident to the office of President, and such other duties as may be prescribed by the Board of Directors from time to time.

Section 10.8 Vice President.

In the absence of the President or in the event of his/her death, inability, or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President of the Board or by the Board of Directors. The Vice President shall further be a member of the Board of Directors.

Section 10.9 Secretary.

The Secretary shall:

- (a) keep the minutes of the meetings of the directors/-trustees in one or more books provided for that purpose;
- (b) see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law;
- (c) be custodian of the corporate records of Corporation;
- (d) may sign or countersign all checks, drafts and orders for the payment of money; and
- (e) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President, or by the Board of

Directors.

Section 10.10 Treasurer.

The Treasurer shall be the chief financial officer of the Corporation. The Treasurer shall have supervision of the corporate funds and securities, and shall work with the chief executive officer and corporate staff to ensure a full and accurate accounting of receipts and disbursements of the Corporation, and shall deposit or supervise the deposit of all monies and all valuables in the name of and to the credit of the Corporation into depositories designated by the Board of Directors. The Treasurer may sign or countersign all checks, drafts, and orders for the payment of money and may pay over or dispose of the same under the direction of the Board of Directors and may sign or countersign all notes for other obligations of indebtedness of the Corporation.

ARTICLE XI

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 11.1 Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority must be in writing and may be general or confined to specific instances.

Section 11.2 Checks, Drafts, Notes, Etc.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the officer or officers, agent or agents, of the Corporation and in such other manner as may from time to time be determined by these bylaws or by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of the Corporation.

Section 11.3 Deposits.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 11.4 Investments.

The Board of Directors may prudently choose to invest corporate funds in short or long term depositories or other investments for the purpose of obtaining a more desirable

rate of return on corporate funds that are determined to exist above the normal operating budget demands.

Section 11.5 Gifts.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE XII

INDEMNIFICATION AND INSURANCE

Section 12.1 Indemnification.

In the event that any person who was or is a party to or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Corporation against expenses, including attorneys' fees, and in the case of actions other than those by or in the right of the Corporation, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding by reason of the fact that such person is or was a director, officer, trustee, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, employee, or agent of another Corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the Corporation shall determine or cause to be determined, in the manner provided under Missouri law, whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth under Missouri law; and, to the extent it is so determined that such indemnification shall be provided, such person may be indemnified to the fullest extent now or hereafter permitted by Missouri law.

Section 12.2 Indemnification Not Exclusive of Other Rights.

The indemnification provided in Section 12.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Certificate of Incorporation or Bylaws, or any agreement, vote of members or disinterested directors, or otherwise as to action in an official capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 12.3 Insurance.

To the extent permitted by Missouri law, the Corporation may purchase and

maintain insurance on behalf of any person who is or was a director, officer, employee, trustee or agent of another joint venture, trust or other enterprise.

ARTICLE XIII

MISCELLANEOUS

Section 13.1 Books and Records.

The Corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

Section 13.2 Fiscal Year.

The Board of Directors is authorized to fix the fiscal year of the Corporation and to change the same from time to time as it deems appropriate.

Section 13.3 Internal Revenue Code.

All references in these Bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, or the corresponding provisions of any applicable future United States Internal Revenue law, and to all regulations issued under such sections and provisions.

Section 13.4 Construction.

Whenever the context so requires, the masculine shall include the feminine and the neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible, the remainder of these Bylaws shall be considered valid and operative and effect shall be given to the intent manifested by the portion held invalid or inoperative.

Section 13.5 Headings.

The headings are for organization, convenience and clarity. In interpreting these Bylaws, they shall be subordinated in importance to the other written materials.

Section 13.6 Relation to Articles of Incorporation.

These Bylaws are subject to, and governed by, the Articles of Incorporation.

Section 13.7 Parliamentary Authority.

The rules contained in Robert's Rules of Order, Newly Revised shall govern

meetings of the Corporation in all cases where they are applicable and in which they do not conflict with these bylaws.

ARTICLE XIV

AMENDMENTS

Section 14.1 Power to Amend Bylaws.

The Board of Directors shall have the power to alter, amend, or repeal these Bylaws or adopt new Bylaws.

Section 14.2 Conditions.

Action by the Board of Directors with respect to Bylaws shall be taken by a majority of all the directors then in office.

ARTICLE XV

TAX EXEMPT STATUS

The affairs of the Corporation at all times shall be conducted in such manner as to assure its status as an organization exempt from federal income taxation under § 501(c)(3) of the Internal Revenue Code.

ARTICLE XVI

DISSOLUTION

Upon dissolution or final liquidation, the Board of Directors shall, after paying or making provision for the payment of all lawful debts and liabilities of the Corporation, distribute all assets of the Corporation to one or more regularly-organized and qualified charitable, educational, or scientific organizations as shall at the time qualify as exempt from taxation under section 501(c)(3) of the Internal Revenue Code to be selected by the Board of Directors, as more fully specified in the Articles of Incorporation of the Corporation.

These are the current rules of operation as adopted by the Board of Directors of said Corporation.

The Board of Directors

MIDWEST RAIL CRAFT SCHOLARSHIP FOUNDATION, INC.
10409 N.E. 136th Street
Liberty, Missouri 64068

Application for Recognition of Exemption
(Form 1023)

EXHIBIT C

Part II, Item 1

The Midwest Rail Craft Scholarship Foundation, Inc. (the Foundation) is an organization comprised of interested rail and train professionals from Arkansas, Iowa, Kansas, Minnesota, Missouri, Nebraska and Oklahoma who wish to assist underprivileged, disadvantaged and deserving youths with ties to the railroad, or as otherwise may be determined by the board of directors of the organization.

It is anticipated the Foundation will be a regional, publicly supported organization of moderate size. Applications will be required to be submitted from any child or individual wishing to secure educational financial assistance from the Foundation. Applicants must show the proper balance of need for assistance, good grades and must have already been accepted into a school which is either a college, university, community college or post-graduate program at a college or university.

All applications will be independently reviewed by the board of directors. No board member shall participate in the review of an application submitted by a relative, blood or otherwise. Furthermore, no board member shall vote on the approval or denial of an application submitted by a relative. Any such relationship will be fully disclosed by all board members and any such board member is required to recuse himself or herself from the meeting at which such an application is presented.

The original board of directors shall be comprised of twelve (12) individuals, all with ties to the railroad industry and it is intended that the board will be geographically diverse as it relates to having representatives from all over the Midwest.

Part II, Item 2

It is anticipated that the organization will receive financial support from, in order of size,

- (I) grants and contributions from individuals, governmental, organizational and corporate donors through volunteer fund raising and special events; and