

**SPECIAL MEETING OF SHAREHOLDERS
AND BOARD OF DIRECTORS OF KMB UTILITY CORPORATION**

A special meeting of the Shareholder and the Board of Directors of KMB Utility Corporation was held at the offices at 5108 Dulin Creek Road, House Springs, MO 63051 on September 15, 2008.

The meeting was held at a call and waiver notice executed by the Shareholders as well as those members of the Board of Directors. A copy of the same is attached hereto and incorporated by reference as if fully set out herein.

By unanimous consent, Ann C. Rudy was chose as Chairman of the meeting and Ann C. Rudy as secretary.

There was then presented to the Shareholders as well as the Board of Directors, all in accordance with the laws of the State of Missouri (Chapter 351), a contract with Triple C Development LLC. This was carefully reviewed by the Shareholder and the Board of Directors and the following resolution was adopted by unanimous consent.

RESOLVED, that the contract between KMB Utility Corporation and Triple C Development LLC having been reviewed by the Shareholder and the Board of Directors of the corporation is hereby approved and the same shall be executed by Ann Rudy as President of KMB Utility Corporation and attested to by the Secretary,

Ann Rudy

There being no further business to come before the meeting the meeting is adjourned.



ANN RUDDY, CHAIRMAN

ATTEST:

Ann Rudy
Secretary

STATE OF MISSOURI)

COUNTY OF Jefferson)

On this 20th. day of October, 2008, before the undersigned Notary Public within and for the State of Missouri, personally Ann Rudy, Secretary of that certain meeting held by the Shareholders and Board of Directors of KMB Utility Corporation and the said Ann Rudy, on his/her oath, state that the foregoing is a true and correct copy of the Resolution adopted by the Shareholder and Board of Directors.

Ann Rudy

Subscribed and sworn to before me the undersigned Notary Public within and for the State of County aforesaid this 20th. day of October, 2008

Carolyn Highley
NOTARY PUBLIC

My Commission Expires: _____

