

***Charter of the  
Executive Committee of the Board of Directors  
Of First American Capital Corporation***

**Statement of Policy**

The Executive Committee of the Board of Directors of First American Capital Corporation (the "Company") shall consist of a minimum of two directors. Members of the Committee shall be appointed by the Board of Directors and may be removed by the Board of Directors in its discretion. Members of the Committee must be directors, but need not be "independent" directors within the meaning of the rules of the Securities and Exchange Commission or any stock exchange or market on which the Company's common stock is listed. The Executive Committee shall act by a majority of its members in attendance at a meeting or, to the extent permitted by law, by (i) telephonic meeting, at which a quorum is present or (ii) unanimous written consent of the members of the Committee.

The purposes of the Executive Committee are (i) to act, in limited circumstances, on emergency matters requiring approval or other action of the Board of Directors, (ii) to provide assistance to the Board of Directors with respect to administrative matters, and (iii) without limiting the foregoing, to act on matters specifically delegated or assigned by the Board of Directors to the Executive Committee in this Charter or otherwise delegated or assigned in a resolution of the Board of Directors.

Members of the Executive Committee who are not employees of the Company or any of its subsidiaries shall receive such compensation, if any, for their services as members of the Executive Committee as may be determined by the Board of Directors.

**Powers and Responsibilities**

The Executive Committee of the Board of Directors shall have the following powers and functions:

The power and authority to act on administrative matters and adopt resolutions pertaining to same, provided such actions or resolutions are not inconsistent with or negate prior actions taken by the Board of Directors or any established policy or procedure of the Company.

The power to act on emergency matters requiring approval or other action by the Board of Directors, after: (i) due effort has been made by the Company's President to convene an emergency meeting of the Board; and (ii) despite due effort, the Board is not able to be convened; and (iii) it is determined by all members of the Executive Committee that failure to take emergency action would be disadvantageous to the Company.

The power to authorize, direct and declare the payment by the Company of a capital contribution to any of the Company's direct and indirect wholly owned subsidiaries in such form as is deemed advisable by the Executive Committee.

The power to adopt, amend, implement and interpret employment-related policies and procedures as the Committee deems to be in the best interest of the Company.

The power and authority to take action on behalf of the Board of Directors with respect to any matter required or desired in connection with the administration of any defined contribution retirement plan or welfare benefit plan as to which the Company is the plan administrator or otherwise responsible for its administration.

The power to elect and remove assistant officers of the Company as the Committee deems to be in the best interest of the Company.

The power and authority to act on behalf of the Board of Directors in the authorization of loans and other evidences of indebtedness, including guaranties thereof, in the name of the Company and to designate the individuals in the Company with authority to execute documentation relating thereto.

The power and authority to designate any bank or other financial institution as a depository for the funds of the Company and to designate officers, employees or other persons as persons authorized to take action with respect to any depository for the funds of the Company or any account at any such depository.

Such further power and authority to take such actions and perform such functions as are specifically delegated or assigned to the Executive Committee by resolution duly adopted by the Board of Directors.

### **Limitations on Authority**

The Executive Committee shall not, even in emergency situations, have the authority to: act, or recommend that shareholders act, to amend the articles of incorporation of the Company or adopt an agreement of merger or consolidation; approve, or recommend that shareholders approve, the sale of all or substantially all of the Company's assets; vote, or advise shareholders to vote, to dissolve the Company (or revoke its dissolution); amend, or recommend that the shareholders amend, the Bylaws of the Company; or, take such other actions that a committee of the Board of Directors is restricted from taking pursuant to Kansas law, as the same may be amended.