

RESOLUTION OF THE GOVERNING BODY
OF THE THREE AFFILIATED TRIBES
OF THE FORT BERTHOLD INDIAN RESERVATION

RESCINDED
DATE 5-29-01
NEW RES# N/A

WHEREAS, This nation having accepted the Indian reorganization Act of June 18, 1934 and authority under said Act; and

WHEREAS, The Constitution of the Three Affiliated Tribes generally authorizes and empowers the Tribal Business Council to engage in activities on behalf of and the interest of the welfare and benefit of the Tribes and of the enrolled members thereof; and

WHEREAS, Article VI, Section 3 of the Constitution of the Three Affiliated Tribes specifically grants to the Tribal Business Council all necessary sovereign authority for the purpose of exercising the jurisdiction granted by the people of the Three Affiliated Tribes in Article 1 of the Constitution; and

WHEREAS, Certain enrolled members of the Three Affiliated Tribes are desirous of establishing a non-profit cooperative and have approached the Tribal Business Council with a request that the Three Affiliated Tribes grant a non-profit corporate charter to their prospective non-profit cooperative; and

WHEREAS, The Tribal Business Council has reviewed and fully considered the proposed charter for the prospective non-profit cooperative to be known as Scattered Village, Inc.; and

NOW, THEREFORE, BE IT RESOLVED, That the Tribal Business Council of the Three Affiliated Tribes, pursuant to its Constitutional power and authority, hereby grants a non-profit corporate charter to the cooperative to be known as Scattered Village, Inc. (a photostatic copy of which is attached); and

BE IT FURTHER RESOLVED, that the Three Affiliated Tribes Tourism and Independence Development Center will provide FIFTY THOUSAND DOLLARS (\$50,000) from their Housing and Urban Development's Economic Development Supportive Services grant and TEN THOUSAND DOLLARS (\$10,000) from their National Endowment for the Arts/National Forest Service's grant for capital outlays, working capital and seed money to access other grant opportunities.

CERTIFICATION

I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Reservation, hereby certify that the Tribal Business Council is composed of 7 members of whom 5 constitute a quorum, 7 were present at a SPECIAL Meeting thereof duly called, noticed, convened, and held on 17th day of April, 2001; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 7 members, 0 opposed, 0 members abstained, 0 members not voting, and that said Resolution has not been rescinded or amended in any way.

Dated this 17th day of April, 2001.

Marcus Wella
Secretary, Tribal Business Council

ATTEST:

Rep H. Hall
Chairman, Tribal Business Council

CHARTER OF SCATTERED VILLAGE, INC.

Pursuant to the authority granted by the Constitution of the Three Affiliated Tribes, the Tribal Business Council of the Three Affiliated Tribes has granted this Charter to a non-profit Corporation known as the Scattered Village, Inc. by Tribal Business Council Resolution #01-93MWSF duly adopted on April 17, 2001 at a regular meeting.

ARTICLE I

The name of the Corporation shall be the Scattered Village, Inc. hereinafter referred to as the Corporation.

ARTICLE II

The period of duration of Corporation shall be perpetual.

ARTICLE III

The purposes for which the Corporation is organized and chartered are as follows:

- A. The general purpose of this Corporation is to promote economic development activities and, in conjunction therewith, to enhance employment opportunities for members of the Three Affiliated Tribes and for members of federally recognized tribes who reside within the exterior boundaries of the Fort Berthold Reservation.
- B. The Corporation will create cooperative business activities for all Fort Berthold Reservation Communities to assist in the development of business enterprises in all six(6) districts of the Fort Berthold Reservation.
- C. The Corporation will initially consist of, but not be limited to, the following entities:
 - (1) NIGHT WALKER BISON PRODUCTS will produce buffalo hide products and will operate as a cooperative.
 - (2) ELBOWOODSWORKS will produce wood products and will operate as a cooperative.
 - (3) BIRD WOMAN PRODUCTIONS will develop and manufacture Mandan, Hidatsa, Arikara cultural type products and will maintain a registry of cultural interpreters and will provide cultural interpretive training and will operate as a cooperative.
- D. The Corporation will assist in the development of vocational rehabilitation activities for those members that may be excluded from the reservation work-force and are attempting to re-enter the work-force and improve their economic well-being.
- E. The Corporation will have all and exercise any of the powers necessary and convenient to effect any or all of the purposes for which the Corporation is organized and chartered as authorized by the Tribal Business Council of the Three Affiliated Tribes.

ARTICLE IV

The Corporation shall have the following powers which it may exercise consistent with the purposes for which it has been organized and chartered.

- A. To purchase, take, receive, take by gift, devise, or bequest, or otherwise acquire., own, hold, improve, use and otherwise deal in and with real or personal property, or an interest therein, wherever situated; provided, however, any proposed transfer of title to real property from trust to fee patent status shall be subject to review by the Tribal Business Council of the Three Affiliated Tribes.
- B. To sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise, dispose of all or any part of its property and assets, provided, however, any proposed transfer of title to real property from trust to fee patent status shall be subject to review by the Tribal Business Council of the Three Affiliated Tribes.
- C. To make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, or other obligations, by mortgage or pledge of all or any of its property, franchises, and income; provided however, that any indebtedness incurred by the Corporation shall not exceed the amount of One Million Dollars (\$1,000,000.00) at any one time.
- D. To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for payment of funds so loaned or invested.
- E. To elect and appoint officers and agents of the Corporation, and to define their duties and fix their compensation.
- F. To make and alter bylaws, not inconsistent with this Charter, for the administration and regulation of the affairs of the Corporation.
- G. To make donations for the public welfare or for charitable, scientific, or educational purposes.
- H. To generally have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation has been organized and chartered.

ARTICLE V

The Corporation is not organized for profit and shall have no capital stock.

ARTICLE VI

The provisions for the regulation of the internal affairs of the Corporation, including provisions for the distribution of assets on dissolution or final liquidation are as follows:

- A. The purpose of the Corporation, shall be exclusively charitable within the meaning of Section 501(c) (3) of the Internal Revenue Code.
- B. Notwithstanding any other provision of the Charter, the Corporation shall not carry on

any other activities not permitted to be carried on:

(a) by a corporation exempt from the federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or

(b) by a corporation, contributions to which are deductible under Section 170 (c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

- C. Upon the dissolution of the Corporation, the Board of Directors shall, after making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the Corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Corporation shall determine.
- D. No part of any net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.
- E. No substantial part of the activities of the Corporation shall be constituted by the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for office.

ARTICLE VII

The name of the initial registered agent and the address of the initial registered office of the Corporation is as follows:

Amy Mossett
P.O. Box 610
New Town, ND 58763

ARTICLE VIII

The number of directors constituting the initial Board of Directors shall be five (5). The names and addresses of the persons who are to serve as the initial directors are as follows:

Amy Mossett, President
New Town, ND 58763

Terrance Red Fox, Vice-President

New Town, ND 58763

Gerald Fox, Treasurer
New Town, ND 58763

Todd Hall, Member
Mandaree, ND

Figure Four Manager, Member
Mandaree, ND

ARTICLE IX

The names and addresses of the incorporators of the Corporation are as follows

Amy Mossett, President
New Town, ND 58763

Terrance Red Fox, Vice-President
New Town, ND 58763

Gerald Fox, Treasurer
New Town, ND 58763

Todd Hall, Member
Mandaree, ND

Figure Four Manager, Member
Mandaree, ND

ARTICLE X

The initial bylaws shall be adopted by the Board of Directors of the Corporation. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors of the Corporation. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with this Charter.

ARTICLE XI

Amendments to this Charter may be made from time to time in any and as many aspects as desired at any regular or special meeting of the Board Directors of the Corporation held for said purpose: provided further that the respective duly adopted amendment be approved by the Tribal

Business Council of the Three Affiliated Tribes.