

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

- WHEREAS, This Nation having accepted the Indian Reorganization Act of June 18, 1934, and the 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 in 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, The Three Affiliated Tribes are desirous of establishing a private business enterprise and the Three Affiliated Tribes grant a corporate charter to the prospective business enterprise; and
 - WHEREAS, The Tribal Business Council has reviewed and fully considered the proposed charter for the prospective business enterprise to be known as Themed Products Corporation
- 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 charter to the business corporation to be known as Themed Products Corporation.

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 the 31st day of MAY, 2001, that the foregoing Resolution of duly adopted at such meeting by the affirmative vote of 7 member, 0 members opposed, 0 members abstained, 0 not voting, and that said Resolution has not been rescinded or amended in any way.

Dated this 31st day of May, 2001.

[Signature]
Secretary, Tribal Business Council

ATTEST:
[Signature]
Chairman, Tribal Business Council

**CHARTER
OF
THEMED PRODUCTS CORPORATION**

The Tribal Business Council of the Three Affiliated Tribes has granted this Charter to the Themed Products Corporation, which is wholly owned by the Three Affiliated Tribes.

ARTICLE I

The name of the Corporation shall be Themed Products Corporation.

ARTICLE II

The period of duration of the Corporation shall be perpetual.

ARTICLE III

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

- A. To promote economic development within the exterior boundaries of the Fort Berthold Reservation and, in conjunction therewith, to enhance employment opportunities for resident members of the Three Affiliated Tribes.
- B. To acquire and to develop, operate, and maintain business enterprises both within and without the exterior boundaries of the Fort Berthold Reservation.
- C. To have all and exercise any of the powers necessary and convenient to affect 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 and to conduct such other business as may be authorized by its Board of Directors.

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 have perpetual succession by its corporate name.
- B. "To sue and be sued, complain, and defend in its corporate name in the appropriate forums, including the Fort Berthold District Court and the United States District Courts. The liability of the Corporation in any suit, action or matter shall be limited to the scope of the obligations of the corporation exclusively under the respective contract or other agreement that is the subject of such suit, action or matter."

- C. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated.
- D. To sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or part of its personal property and assets.
- E. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality, or of any instrumentality thereof.
- F. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- G. To lend money for its corporate purposes, invest, and reinvest corporate funds, and take and hold real and personal property as security for the payment of funds so loaned and invested.
- H. To develop maintain, monitor, and hold the profits of any and all companies or business enterprises established by the Corporation.
- I. To enter into agreements, contracts, or relationships with any government agency, federal, state, local, or Tribal, or with any person, partnership, association, or corporation, in accordance with normal and prudent business practices, as it pertains to the Corporation and its assets only.
- J. To enter into and participate in any partnership, joint venture, joint venture trust, or other sound business enterprises.
- K. To purchase or otherwise acquire and lease all equipment and property improvements for the purpose of the Corporation to any companies established there under.
- L. To acquire, solicit, manage, own, and hold funds and/or property from any source.
- M. To transact any and all lawful kinds of businesses for which an entity may be incorporated pursuant to all applicable business corporation laws.
- N. To establish and maintain such bank accounts as may be deemed necessary for the proper operation and maintenance of the business conducted by the Corporation and by

any and all companies established there under. All funds of the Corporation shall be deposited in such bank or banks as the Board of Directors shall select and shall be withdrawn by check signed by the Treasurer of the corporation and counter signed by the President or Vice President.

- O. To purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent against liability asserted against him or her and incurred thereby in such capacity arising out of his or her status as such to the extent permitted by applicable law.
- P. To adopt rules and procedures relative to the conduct of the enterprises of the Corporation as it should deem necessary and proper.
- Q. To make and alter bylaws, not inconsistent with the provisions of this charter or with the laws of the Three Affiliated tribes, for the administration and regulation of the internal affairs of the Corporation.
- R. To adopt and use a corporate seal
- S. To determine, through it's Board of Directors, the amount of profits to be distributed periodically to the stockholders of the Corporation.
- T. To make regulations prohibiting the transfer and assignment of the stock of the " Corporation and prohibiting the use thereof as a form of collateral.
- U. To indemnify any director, officer, or employee of the Corporation who was or is a party defendant or who is threatened to be make a party defendant to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, or administrative, against expenses actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit, or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had not reasonable cause to believe that his or her conduct was unlawful.

- V. indemnify any trustee, director, officer, or employee of the Corporation who was or is a party who is threatened to be made a party to any threatened, pending, or completed actions, suit, or proceeding instituted by the Corporation to secure a judgment in its favor, against expenses actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit, or proceeding, that he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation; provided, however, that no indemnification shall be made with respect to any claim, issue or matter as to which such person has been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation.

- W. To generally have and exercise all powers necessary or convenient to affect any or all of the purposes for which the Corporation is organized and chartered.

ARTICLE V

The aggregated number of shares of the any one class of stack, which the Corporation shall have authority to issue, is Five Million (5,000,000), each of which shares shall have no par value.

ARTICLE VI

The Provisions for the administration and regulation of the internal affairs of the Cooperation shall be set forth in the bylaws of the Corporation to adopted by its Board of Directors.

ARTICLE VII

This Corporation may only be dissolved by duly enacted Resolution of ht Tribal Business Council of the Three Affiliated Tribes.

ARTICLE VIII

The name and address of the incorporator of the corporation is the Three Affiliated Tribes, HC3 Box 2, New Town, North Dakota 58763

ARTICLE IX

The address of the initial registered office of the Corporation is the Themed Products Corporation, 404 Frontage Road, New Town, ND 58763, and the name and address of the initial Registered Agent shall be Malcolm Wolf, PO Box 698, New Town, ND 58763

ARTICLE X

The number of Directors constituting the initial Board of directors of the Corporation is Three (3) and the names and address of the persons who are to serve as Directors, until their successors are elected and qualified, are as follows;

Malcolm Wolf,
PO Box 698
New Town, ND 58763

Scott Eagle
New Town, ND 58763

Calvin Grinnell
PO Box 68
New Town, ND 58763

ARTICLE X

The number of Directors constituting the initial Board of directors of the Corporation is Three (3) and the names and address of the persons who are to serve as Directors, until their successors are elected and qualified, are as follows;

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New Town, ND 58763

CERTIFICATE FROM INCORPORATING AUTHORITY

I, Marcus Wells Jr being the Incorporating Officer of the Three Affiliated Tribes of the Fort Berthold Reservation hereby certify that the Themed Products Development Corporation Business Corporation Charter was restated under the incorporating authority of the Three Affiliated Tribes of the Fort Berthold Reservation incorporating authority of the Three Affiliated Tribes of the Fort Berthold Reservation on 27 day Sept of 2001.

Date: September 27, 2001

Signature: _____

Marcus Wells Jr

