

RESOLUTION #02- 037-MWJR
**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 5 of the Constitution provides that the Tribal Business Council may administer any funds or property within the exclusive control of the Tribes to make expenditures from available Tribal funds; and

WHEREAS, The Council in its fiscal year budget has provided the primary financial resources for the operations of the Parshall Resource Center, whose important purpose is to provide positive programming to deal with the alcohol and drug abuse problems which affect our Reservation;

WHEREAS, There is a need for organized structure to ensure that fiscal and administrative supervision is maintained to protect the Tribes' interest.

NOW, THEREFORE, BE IT RESOLVED, That the Council does hereby grant a charter and bylaws to the Parshall Resource Center, Inc. for the purpose of assisting with the proper administration of funds appropriated to the PRC, as well as to ensure the proper care of tribal property utilized by the PRC to carry out its program objectives.

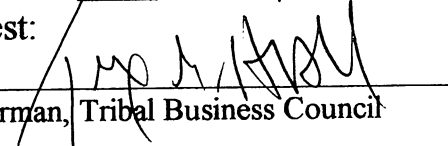
BE IT FINALLY RESOLVED, That the Council conditions current and prospective appropriations or funding to the PRC on compliance with the granted charter and its articles referenced herein, and expects full and constant reporting and accountability.

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, 5 were present at a REGULAR Meeting thereof duly called, noticed, convened, and held on the 13th day of March, 2002; that the foregoing Resolution was duly adopted at such Meeting by the Affirmative vote of 5 members; 0 members opposed; 0 members abstained; 0 members not voting; and said Resolution has not been changed or amended.

Dated this 13th day of March, 2002.

Attest:



Chairman, Tribal Business Council



Secretary, Tribal Business Council

**BYLAWS
OF
PARSHALL RESOURCE CENTER, INC.**

**ARTICLE I
NAME**

The name of the Corporation shall be Parshall Resource Center, Inc. (hereinafter referred to as the "Corporation").

**ARTICLE II
PURPOSES**

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

- A. To establish, implement and maintain a social detoxification center and residential services for addicted residents of the Fort Berthold Reservation and surrounding areas.
- B. To provide a safe, sober, structured environment to addicted residents with the desire to quit using addictive substances.
- C. To work in close coordination with other drug and alcohol programs on the Fort Berthold Reservation and in surrounding communities within the State of North Dakota, in an effort to provide assistance and enrich the lives of the clients of the Corporation.
- D. To promote awareness of the harmful effects of substance abuse by providing community education
- E. To generally engage in any lawful activity in furtherance of the aforementioned purposes and to have all powers and rights conferred by the Three Affiliated Tribes pursuant to the grant of the Charter to the Corporation.

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE III
REGISTERED OFFICE**

The registered office maintained by the Corporation shall be located in the Parshall Resource Center, in the City of Parshall, County of Mountrail, State of North Dakota. The Corporation may maintain such other offices within the exterior boundaries of the Fort Berthold Reservation as its Board of Directors may, from time to time, determine to be necessary and convenient for the implementation of its purposes and administration of its activities.

**ARTICLE IV
BOARD OF DIRECTORS**

SECTION 1. General Powers.

The affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors shall conduct, manage, and control the affairs and property of the Corporation, exercise all corporate powers, and act in an advisory capacity. The Board of Directors shall be responsible for the formulation of the policies of the Corporation. The Board of Directors may create such committees as may be necessary or convenient for the implementation of the purposes and the administration of the activities of the Corporation.

SECTION 2. Number of Directors.

The number of members of the Board of Directors shall be five (5).

SECTION 3. Appointment of Directors.

The members of the Board of Directors of the Corporation shall be appointed by the Tribal Business Council of the Three Affiliated Tribes. Each member of the Board shall serve a term of two (2) years or until such time as the Tribal Business Council appoints a successor to the respective position on the Board, should such appointment be made subsequent to the expiration of the two (2)-year term. The Tribal Business Council shall make appointments to the Board in December of every year. For the purposes of establishing and maintaining staggered terms, the Tribal Business Council, in approving the selection of the members of the initial Board of Directors of the Corporation, shall designate which two (2) of the five (5) Board positions shall be subject to appointment in December, 2002 (and every two years thereafter) and designate the remaining three (3) board positions as being subject to appointment in December, 2003 (and every two years thereafter).

A person shall be eligible for appointment to the Board of Directors of the Corporation provided that:

- A. he/she has been a physical resident of the State of North Dakota for a period of at least six (6) months next preceding the date on which he/she is appointed to the Board; and
- B. he/she has not been removed from Board as provided in Section 5 of this Article; and
- C. he/she has not been found guilty by a court of competent jurisdiction of a felony; and
- D. he/she must have maintained a drug and alcohol free lifestyle for a period of at least five (5) years next preceding the date on which he/she is appointed to the Board.

SECTION 4. Vacancies.

Any vacancy occurring on the Board of Directors, whether by reason of resignation, removal, or otherwise, shall be filled as promptly as practicable by the Tribal Business Council

no later than thirty (30) days from the date on which the vacancy occurred. Any person appointed to fill a vacancy on the Board shall satisfy the eligibility criteria prescribed in Section 3 of this Article and shall be appointed for the unexpired term of his/her predecessor.

SECTION 5. Removal.

Any member of the Board of Directors of the Corporation may be removed by the Tribal Business Council whenever, in the judgment of the Council, the best interests of the Corporation would be subserved by such removal.

SECTION 6. Quorum.

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any regular or special meeting thereof. The act of a majority of the members of the Board of Directors present at a meeting thereof at which a quorum is present shall be the act of the Board of Directors.

SECTION 7. Meetings.

The regular meetings of the Board of Directors shall be held once each month, the time, date, and location of each such regular meeting to be determined by the Board. Special meetings of the Board of Directors shall be held at the call of the Chairperson or of a majority of the Board members, who shall determine the time, date, and location of each such special meeting. The Chairperson or the persons having called a meeting shall cause the Secretary of the Corporation to direct to each member of the Board of Directors written notice of each scheduled meeting, whether regular or special, either personally or electronically, no later than twenty-four (24) hours before the scheduled commencement of the respective meeting. In the case of each special meeting of the Board, the written notice thereof shall specifically identify the purpose(s) for which such meeting has been called.

ARTICLE V OFFICERS

SECTION 1. Designation.

The officers of the Corporation shall consist of the Chairperson, the Vice Chairperson, the Secretary, and the Treasurer. No more than one (1) office may be held by the same person.

SECTION 2. Duties and Authority

The designated officers of the Corporation shall assume the respective duties and be possessed of the respective authority as follows:

A. Chairperson.

The Chairperson shall be continuously cognizant of the affairs of the Corporation. The Chairperson shall be the presiding officer at all meetings of the Board of Directors. The Chairperson shall have the authority to create standing and special committees and to appoint the members thereof, said committees to possess such respective powers and assume such respective duties as the Board of Directors may determine necessary and appropriate. The Chairperson shall be an ex officio member of any and all such committees. The Chairperson shall sign with the Treasurer any deed, mortgage, bond, contract, or other instrument which the Board of Directors has authorized to be executed. The Chairperson shall assume any additional duties and be possessed of any additional authority as, from time to time, may be delegated thereto by the Board of Directors.

B. Vice Chairperson.

The Vice Chairperson shall assume the duties and be possessed of the authority inherent in the office of the Chairperson in those instances wherein the Chairperson is not present to act, is unable to act, or refuses to act. The Vice Chairperson shall assume any additional duties and be possessed of any additional authority as, from time to time, may be delegated thereto by the Board of Directors. The Vice Chairperson, in the absence of the Chairperson or the Treasurer, shall sign, on behalf of either such officer, any deed, mortgage, bond, contract, or other instrument which the Board of Directors has authorized to be executed.

C. Secretary.

The Secretary shall serve as the executive secretary of the Corporation. The Secretary shall compile and maintain all of the documents and other written materials arising out of the operation of the Corporation. The Secretary shall draft and cause to be directed to the members of the Board of Directors notice of the respective meetings thereof. The Secretary, in conjunction with the Chairperson, shall be responsible for all written correspondence as may be necessary for the operation of the Corporation.

D. Treasurer.

The Treasurer shall serve as the executive fiscal officer of the Corporation and shall have general charge of all financial matters inherent in the operation of the Corporation. The Treasurer shall sign with the Chairperson any deed, mortgage, bond, contract, or other instrument which the Board of Directors has authorized to be executed.

SECTION 3. Bonding.

The Chairperson, Vice Chairperson and Treasurer of the Corporation shall be bonded in the respective amounts deemed appropriate and reasonable by the Tribal Business Council of the Three Affiliated Tribes.

SECTION 4. Election.

At the meeting of the Board of Directors following the respective annual appointment of Board members by the Tribal Business Council, the Board of Directors shall elect from its own membership each of the four (4) officers. Each officer shall serve in such capacity until the next Board election for his or her respective office following the next succeeding annual appointment of Board members by the Tribal Business Council, unless the officer fails to serve the full term of office by reason of resignation, removal, or otherwise. A Board member may be re-elected to serve successive terms in a particular office.

SECTION 5. Removal.

The Board of Directors may, by an affirmative vote of at least two-thirds (2/3) of the full membership of the Board at any meeting thereof, remove any officer from his or her respective office, whenever, in the judgment thereof, the best interests of the Corporation would be subserved by such removal.

SECTION 6. Vacancies.

Any vacancy occurring in a designated office, whether by reason of resignation, removal, or otherwise, shall be filled as promptly as practicable by a majority vote of the members of the Board at any meeting thereof. Any person so elected to fill a vacancy in a designated office shall be elected for the unexpired term of his or her predecessor in office.

ARTICLE VI BOOKS AND RECORDS

The Corporation shall keep complete books and records of account and shall keep and maintain minutes of the proceedings of the Board of Directors and of the committees to which any authority has been delegated by the Board of Directors. The books and records of the Corporation may be inspected by any member of the Board of Directors, or by his or her authorized agent or attorney, and by any member of the Tribal Business Council of the Three Affiliated Tribes, for any proper purpose, at any reasonable time.

An independent audit of the fiscal operation of the Corporation shall be conducted on an annual basis at such time as determined by the Board of Directors. In addition, an independent audit shall be conducted at the direction of the Tribal Business Council of the Three Affiliated Tribes at any time deemed advisable thereby.

ARTICLE VII SHARES OF STOCK AND DIVIDENDS

The Corporation shall not have or issue shares of stock. No dividend shall be paid and no part of the income of the Corporation shall be distributed to the members of the Board of Directors. The Corporation, however, within the discretion of the Board of Directors, may pay

CHARTER
OF
PARSHALL RESOURCE CENTER, 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 nonprofit corporation known as Parshall Resource Center, Inc., by Tribal Business Council Resolution No. 02-037-MWJR, duly adopted on the 13th day of March, 2001, at a regular meeting.

ARTICLE I

The name of the Corporation shall be Parshall Resource Center, Inc. (hereinafter referred to as the "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 establish, implement and maintain a social detoxification center and residential services for addicted residents of the Fort Berthold Reservation and surrounding areas.

B. To provide a safe, sober, structured environment to addicted residents with the desire to quit using addictive substances.

C. To work in close coordination with other drug and alcohol programs on the Fort Berthold Reservation and in surrounding communities within the State of North Dakota, in an effort to provide assistance and enrich the lives of the clients of the Corporation.

D. To promote awareness of the harmful effects of substance abuse by providing community education.

E. To generally engage in any lawful activity in furtherance of the aforementioned purposes and to have all powers and rights conferred by the Three Affiliated Tribes pursuant to the grant of this Charter to the Corporation.

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

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, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated; provided, however, that 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, that 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, and secure any of its 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 Five Hundred Thousand and 00/100 Dollars (\$500,000.00) 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 distribution of assets on dissolution or final liquidation, are as follows:

A. The purposes of the Corporation shall be exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code.

B. Notwithstanding any other provision of this Charter, the Corporation shall not carry on any other activities not permitted to be carried on:

1. by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (as the same now exists or as it may be amended from time to time).

2. by a corporation, contributions to which are deductible under Section 170(e)(2) of the Internal Revenue Code (as the same now exists or as it may be amended from time to time).

C. In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, remaining property or proceeds and the balance of all money or other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed exclusively for purposes as provided in Section 501(c)(3) of the Internal Revenue Code (as the same now exists or as it may be amended from time to time).

D. The Corporation is not organized for profit. No part of the net earnings of the Corporation shall inure to the benefit of, nor be distributable to any director or officer of the Corporation or any other private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

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 public office.

ARTICLE VII

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

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:

ARTICLE IX

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

Mildred Berryhill
PO Box 414
Parshall, ND 58770

Lee "Casey" Fox Jr
PO Box 354
Parshall, ND 58770

Iva Gillies
PO Box 462
Parshall, ND 58770

Algie Mahto
PO Box
Parshall, ND 58770

Byron YoungBird
PO Box 292
Parshall, ND 58770

Amendments to this Charter may be made from time to time, in any and as many respects as may be desired, at any regular or special meeting of the Board of Directors called for said purpose, provided that a quorum thereof is present at said meeting and that two-thirds (2/3) of the members present approve the adoption of the respective proposed amendment; provided further, that the respective duly adopted amendment be approved by the Tribal Business Council of the Three Affiliated Tribes.

ARTICLE XI

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

ARTICLE X