

**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 Tribal Business Council has the power, under the Constitution, to own and charter businesses to be owned by the Tribe, and the Tribe is now desirous of establishing a Tribal business enterprise to create a holding company to manage the construction companies owned by the Tribe, including Fort Berthold Development Corporation, Twin Buttes Custom Homes, Elbowwoods Works and Mandaree Solid Surface; and

WHEREAS, Studies of Tribes have shown that a single Board of Directors that employs a professional Chief Executive Officer to manage and operate its businesses, and to hire such staff as may be necessary to operate businesses owned by the Tribe allows the existing enterprises owned by the Tribe to have a far better chance to succeed and provide income to the Tribe and employment to Tribal members than if controlled strictly by the Tribal Business Council, and in the case of the Three Affiliated Tribes, such a structure will in the long run save the Tribe considerable resources; and

WHEREAS, The Tribal Business Council has reviewed and fully considered the proposed charter for the prospective business general construction enterprise to be known as MHA Enterprises, Inc., which will serve as a holding company for the for profit enterprises wholly owned by the Three Affiliated Tribes as named above, and finds it in the best interests of the Three Affiliated Tribes to approve such a charter; and

WHEREAS, The four companies to be managed jointly will be under the control of MHA Enterprises, Inc., as soon as is practicable, with the understanding the Boards of Directors of each entity will continue to exist as they may be restructured; 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 charter to the tribally owned business corporation to be known as MHA

[MHA Enterprises, Inc.]

Corporate Charter

INDEX

- Section 1. Name
- Section 2. Duration
- Section 3. Purposes
- Section 4. Powers
- Section 5. Immunities of the Corporation
 - 5.1. Sovereign Immunity of the Corporation
 - 5.2. Jurisdictional Immunity of the Corporation
- Section 6. Principal Place of Business; Mailing Address; Registered Agent
 - 6.1. Principal Place of Business
 - 6.2. Mailing Address and Registered Agent
- Section 7. Operational Requirements.
 - 7.1. Fiscal Year
 - 7.2. Business Plan
 - 7.3. Annual Report
 - 7.4.1 Chief Executive Officer
 - 7.4.2 Chief Executive Officer as Chairman of Boards
- Section 8. Board of Directors
 - 8.1. Duties and Powers; Bylaws
 - 8.2. Selection, Number and Tenure
 - 8.3.1 Terms; how decided
 - 8.3.2 Selection of Chairman of Board
 - 8.4. Resignation; Removal
- Section 9. Authorized Shares
- Section 10. Dissolution
- Section 11. Incorporators

ARTICLES OF INCORPORATION OF

[MHA Enterprises, Inc.]

January 8, 2003

The Three Affiliated Tribes of the Fort Berthold Reservation, (the Mandan, Hidatsa and Arikara Nation), (the "Tribe") a federally recognized Indian Tribe organized pursuant to Section 16 of the Act of June 18, 1934 (48 Stat. 984) (25 U.S.C. Section 476) as amended, acting through its Tribal Business Council pursuant to the Constitution and By-laws of the Three Affiliated Tribes, hereby authorizes this Corporate Charter, for the purpose of creating the tribal corporation described herein.

The corporation described herein is to be wholly owned by the Tribe.

[Section 1. Name. The name of the corporation is MHA Enterprises, Inc.]

Section 2. Duration. The period of existence of the corporation shall be perpetual, except that the corporation may have these Articles of Incorporation amended or restated or the corporation may be dissolved by the Tribal Business Council of the Three Affiliated Tribes.

Section 3. Purposes.

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

- (a) To acquire and to develop, operate and maintain business enterprises both within and without the exterior boundaries of the Fort Berthold Reservation.
- (b) To direct, as a holding company, the overall development of the following four "for-profit" business enterprises entirely owned by the Three Affiliated Tribes: **Fort Berthold Development Corporation, Elbowwoods Works, Twin Buttes Custom Homes and Mandaree Solid Surface Company.**
- (b) To 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.

Section 4. Powers.

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 oversee, monitor and provide direction to the following existing enterprises owned by the Three Affiliated Tribes: Fort Berthold Development Corporation, Twin Buttes Custom Homes, Inc., Mandaree Solid Surfaces Corporation and Elbowwoods Works.***
- (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 or by the Three Affiliated Tribes or those that are transferred to it by the Tribal Business Council by authorizing resolution.
- (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 enterprise.

- (k) To purchase or otherwise acquire and lease all equipment and property improvements for the purposes of the Corporation to any companies established thereunder.
- (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 thereunder. 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 countersigned 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, *including the adoption of standard personnel procedures and personnel benefits, standard accounting procedures which are at a minimum consistent with Generally Accepted Accounting Procedures (GAAP), standard purchasing and inventory procedures, and other standardized operations as are reasonable and which improve the overall performance of MHA Enterprises and the existing companies owned by MHA Enterprises.*
- (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 its Board of Directors, the amount of profits to be distributed periodically to Three Affiliated Tribes, acting through its Tribal Business Council.
- (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 made 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) To indemnify any trustee, director, officer, or employee of the Corporation who was or is a party or 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 effect any or all of the purposes for which the Corporation is organized and chartered.

Section 5. Immunities of the Corporation.

5.1. Jurisdictional Immunity of the Corporation. The Three Affiliated Tribes hereby confers on the corporation all of the Tribe's rights, privileges and immunities concerning federal, state, and local taxes, regulation, and jurisdiction, to the same extent that the Tribe would have such rights, privileges, and immunities, if it engaged in the activities undertaken by the corporation.

5.2. Sovereign Immunity of the Corporation. The Three Affiliated Tribes hereby confers on the corporation sovereign immunity from suit to the same extent that the Tribe would have such sovereign immunity if it engaged in the activities undertaken by the corporation. The corporation shall have the power to sue and is authorized to consent to be sued in the Fort Berthold District Court or another court of competent jurisdiction, provided, however, that:

(a) no such consent to suit shall be effective against the corporation unless such consent is:

- (1) explicit,

(2) contained in a written contract or commercial document to which the corporation is a party, and

(3) specifically approved by the board of directors of the corporation, and

(b) any recovery against such corporation shall be limited to the assets of the corporation.

Any consent to suit may be limited to the court or courts in which suit may be brought, to the matters that may be made the subject of the suit and to the assets or revenues of the corporation against which any judgment may be executed.

Consent to suit by the corporation shall in no way extend to an action against the Tribe, nor shall a consent to suit by the corporation in any way be deemed a waiver of any of the rights, privileges and immunities of the Tribe. The Tribe shall not be liable for the payment or performance of any of the obligations of the corporation, and no recourse shall be had against any assets or revenues of the Tribe in order to satisfy the obligations of the corporation, unless agreed to by the Tribal Business Council pursuant to authorized Resolution.

The sovereign immunity of the corporation shall not extend to actions against the corporation by the Tribe.

Section 6. Principal Place of Business; Mailing Address; Registered Agent.

6.1. Principal Place of Business. The corporation shall be a resident of and maintain its corporate headquarters on the Fort Berthold Indian Reservation at the Tribal offices in New Town, North Dakota, but may conduct its business activities any place in or outside of the United States. The corporation may have such other offices, either within or without the Fort Berthold Reservation as the business of the corporation may require from time to time.

6.2. Mailing Address and Registered Agent. ~~The mailing address of the corporation's~~ initial registered office is Three Affiliated Tribes, 404 Frontage Road, New Town, ND 58763, and the name of the initial registered agent at this address is Tex G. Hall, Tribal Chairman.

Section 7. Operational Requirements.

7.1. Fiscal Year. The Corporation shall have a fiscal year, which shall be determined by the board of directors during the first twelve months of operation of the corporation. Such fiscal year shall end on the last day of any one calendar month, and shall begin the first day of the next succeeding calendar month.

7.2. Business Plan. Not less than 30 days prior to the beginning of each fiscal year, the corporation shall prepare a business plan for such fiscal year and present it to the Three Affiliated Tribes Tribal Business Council for review and approval.

7.3. Annual Report. Not less than 60 days following the end of each fiscal year, the corporation shall prepare and deliver to the Three Affiliated Tribes Tribal Business Council an annual report and an audited financial statement, including a balance sheet and a statement of income and expenses, including comparative figures from the preceding fiscal year.

7.4.1 Chief Executive Officer Not more than 60 days after their appointment, or within such additional time as the Tribal Business Council may grant, the Board of Directors of MHA Enterprises shall have advertised for and selected a Chief Executive Officer, who shall at a minimum be a college graduate with a business related major and not less than five years subsequent business experience. The Tribal Business Council may at its option select an Interim Chief Executive Officer to serve until the Board has made its final selection as provided in this section. The CEO shall not be removed by the Board except for cause.

7.4.2 Chief Executive Officer to Serve on the Board of Each Corporate Board of all Corporations Owned by MHA Enterprises. To the extent that a separate board of directors is maintained for any business owned by MHA Enterprises, the Chief Executive Officer as chosen by the Board of Directors of MHA Enterprises shall serve as a member of the Board of Directors of the separate enterprise.

Section 8. Board of Directors.

8.1. Duties and Powers; By-laws. The business and activities of the corporation shall be managed by the board of directors. The board of directors is hereby vested with all powers necessary to carry out the purposes of the corporation and shall have control and management of the business and activities of the corporation. The directors shall in all cases act as a board. The directors may adopt such bylaws for the conduct of their meetings and the management of the corporation as they may deem proper, not inconsistent with this Charter or other tribal laws.

8.2. Selection, Number and Tenure. The board of directors shall consist of five members, selected by the Three Affiliated Tribes Tribal Business Council, as follows:

(a). one member shall be a current member of the Three Affiliated Tribes Tribal Business Council;

(b). three members at large shall be members of the Tribe, but not a member of the Three Affiliated Tribes Tribal Business Council, and with at least five years experience in operating, managing or owning a for-profit business; and

(c). one member shall be a person with at least five years experience in operating, managing or owning a for-profit business and need not be a member of the Tribe.

8.3 The Chairman of the Board of Directors

8.3.1 Upon the selection of the initial directors, the Three Affiliated Tribes Tribal Business Council shall choose, by lot, one director who will serve an initial term of one year, two directors who will serve an initial term of two years and two directors who will serve an initial term of three years. Thereafter, the term of each director shall be for three years; provided that the term of any director who is selected under clause (a) shall expire if such director's term as a member of the Three Affiliated Tribes Tribal Business Council expires. Subject to the proviso of the preceding sentence, each director shall hold office until the expiration of the term to which he was elected and until his successor has been selected and qualified. Vacancies on the board of directors shall be filled by the Three Affiliated Tribes Tribal Business Council.

8.3.2 *The Council may designate who among those chosen as directors will be the Chairman of the initial board of directors, but if the Council does not so designate the Chairman of the initial Board of Directors, the Chairman will be chosen by the fully constituted Board of Directors.*

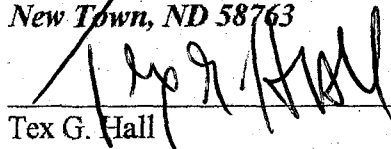
8.4. Resignation; Removal. Any director may resign from office at any time, such resignation to be made in writing and to take effect immediately without acceptance. A director may be removed, *with or without cause*, by the Three Affiliated Tribes Tribal Business Council.

Section 9. Authorized Shares. *The corporation shall be authorized to issue seven (7) shares which shall be held by the Three Affiliated Tribes and voted by the Tribal Council.*

Section 10. Dissolution. *The corporation may be dissolved only upon two-thirds vote of the Tribal Business Council. In the event of dissolution, all assets of the corporation shall first be used to satisfy indebtedness of the corporation, and if such assets are in excess of the amount needed to satisfy existing indebtedness of the corporation, shall become the property of the Tribe, but if such assets are insufficient to satisfy the indebtedness of the corporation, such indebtedness shall be paid pro-rata, that is, in proportion to the amount of the indebtedness owed to any individual creditor, except that the following creditors shall be entitled to priority in the order listed: Federal taxes owed, wages owed to employees, secured creditors in accordance with any written security agreement, and then general creditors.*

Section 11. Incorporators. *The incorporator of this corporation is:*

**Tex G. Hall
Three Affiliated Tribes
(Mandan, Hidatsa and Arikara Nation)
404 Frontage Road
New Town, ND 58763**



Tex G. Hall
Chairman
Three Affiliated Tribes

Enterprises, Inc., as attached hereto, with Chairman Tex G. Hall as the sole incorporator; and

NOW, THEREFORE, BE IT FURTHER RESOLVED, That the Tribal Business Council of the Three Affiliated Tribes hereby provides that ownership of the following for profit enterprises wholly owned by the Three Affiliated Tribes shall be assigned to MHA Enterprises, Inc., pursuant to its Charter in substantially the form as attached, and subject to further legal review, as soon as a Chief Executive Officer of MHA Enterprises, Inc. is officially hired by the Tribal Business Council; **Fort Berthold Development Corporation, Twin Buttes Custom Homes, Inc., Mandaree Solid Surface Corporation and Elbowwoods Works,** and with the understanding that the restructuring of the Board of Directors of these corporations will be presented to the Tribal Business Council and approved separately, subject to the provision of the Charter of MHA Enterprises that the Chief Executive Officer of MHA Enterprises will serve on the Board of Directors of each corporate entity, and with the further understanding that in no event shall such a transfer of the ownership of any of the above entities be made in violation of any existing contract, agreement, memorandum of understanding or other kind of agreement between any of the above named corporate entities and any other third party, or be made in such a way as would violate the terms or conditions of any governmentally granted status of Fort Berthold Development Corporation as a minority owned business entitled to any preference under Federal or State law, particularly with regard to its section 8(a) status with the Small Business Administration.

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, 6 were present at a Regular Meeting thereof duly called, noticed, convened, and held on the 8th day of January, 2003; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 5 members, 0 members opposed, 0 members abstained, 0 not voting, and that said Resolution has not been rescinded or amended in any way.

Chairman Voting. Not Voting.

Dated this 8th day of January, 2003.


Secretary, Randy Phelan
Tribal Business Council

ATTEST:


Chairman, Tex G. Hall
Tribal Business Council