

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

**Resolution Title: MHA Community Development Corporation
(a non-profit corporation of MHA Enterprises, Inc)**

- 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 corporation 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 community development corporation; and
- WHEREAS,** The Tribal Business Council has reviewed and fully considered the proposed charter for the prospective non-profit community development corporation to be known as MHA Community Development Corporation; 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 corporation to be known as MHA Community Development Corporation (a photostatic copy of which is attached); and
- BE IT FURTHER RESOLVED,** that the Three Affiliated Tribes Independence Program will provide technical assistance and pursue grant opportunities to fund the non-profit MHA Community Development Corporation; and
- BE IT FURTHER RESOLVED,** that the Tribal Business Council hereby request financial assistance in the amount of up to \$100,000.00 from the US Department of Treasury – Community Development Financial Institutions Program; and
- BE IT FURTHER RESOLVED,** that the Three Affiliated Tribes will transfer the Independence Program

MHA COMMUNITY DEVELOPMENT CORPORATION

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 MHA COMMUNITY DEVELOPMENT CORPORATION by Tribal Business Council Resolution #03-142-RP, duly adopted on April 1, 2003, at a regular meeting.

ARTICLE I

The name of the Corporation shall be the MHA COMMUNITY DEVELOPMENT CORPORATION 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 in four primary areas of focus: Commercial Development, Business/Technology Training, Community/Youth Development, and Housing Development and, in conjunction therewith, to enhance employment opportunities for members of the Three Affiliated Tribes who reside within the exterior boundaries of the Fort Berthold Reservation.
- B. The Corporation will create business development activities for all Fort Berthold Reservation Communities to assist in creating commerce for the business enterprises in all six(6) districts of the Fort Berthold Reservation.
- C. The Corporation will create an economically viable community by improving the unemployment rates, poverty levels, expanding training opportunities, developing enterprises in depressed areas, assisting community members obtain financial literacy and expanding housing opportunities for low income persons and families.
- D. The Corporation's purpose is to help community members as well as small businesses to continue and prosper, to develop and implement community development projects, and, by meeting the requirements of a Community Development Financial Institution as defined by the United States Treasury Department, the Corporation will be a source of information and financing that will benefit both small businesses and community members.
- E. 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.
- F. 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.
- J. To assert the sovereign immunity of the Three Affiliated Tribes where appropriate.

ARTICLE V

The Corporation is not organized for profit and shall have no capital stock. MHA Enterprises shall be the owner.

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:

Dennis R, Fox, Jr.
404 Frontage Road
New Town, ND 58763

ARTICLE VIII

The number of directors constituting the initial Board of Directors shall be three (3). The names and addresses of the persons who are to serve as the initial directors are as follows:

Scott Wilson, President
New Town, ND 58763

Vacant (to be filled by April 28, 2003)
Vice-President
New Town, ND 58763

Vacant (to be filled by April 28, 2003)
Treasurer
New Town, ND 58763

ARTICLE IX

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

Scott Wilson, President
New Town, ND 58763

Vacant (to be filled by April 28, 2003), Vice-President
New Town, ND 58763

Vacant (to be filled by April 28, 2003), Treasurer
New Town, ND 58763

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.

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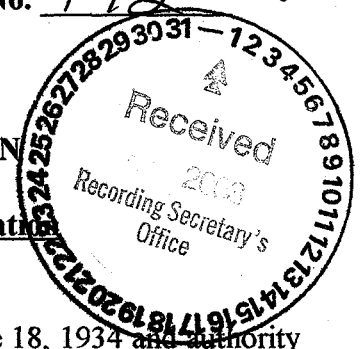
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WHEREAS, The Constitution of the Three Affiliated Tribes generally authorizes and empowers the Tribal Business Council to engage in activities on behalf of and the interest of the welfare and benefit of the Tribes and of the enrolled members thereof;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

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WHEREAS, Certain enrolled members of the Three Affiliated Tribes are desirous of establishing a non-profit corporation 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 community development corporation; and

WHEREAS, The Tribal Business Council has reviewed and fully considered the proposed charter for the prospective non-profit community development corporation to be known as MHA Community Development Corporation; and

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BE IT FURTHER RESOLVED, that the Three Affiliated Tribes Independence Program will provide technical assistance and pursue grant opportunities to fund the non-profit MHA Community Development Corporation; and

BE IT FURTHER RESOLVED, that the Three Affiliated Tribes will transfer the Independence Program and the Small Loans Department into the MHA Community Development Corporation preferably by the beginning of the next fiscal year (2004) or within one calendar year of the date of this resolution; and

Amending of Charter

Marcus Wells
Secured Merida A.
literature

* In the Charter, Financial Component Chapter

* Dennis Fox As Director / Registrar Agent

MHA COMMUNITY DEVELOPMENT CORPORATION

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BE IT FURTHER RESOLVED, that all accounts associated with Small Loans Department and the Independence Program including the PL-638 contract for the credit office, the general account allocation for FY-2003, the Rural Housing & Economic Development Grant, the Small Loans Revolving Loan Account, and the Independence Revolving Loan Account, will fund the newly created non-profit corporation, MHA Community Development Corporation and, any account that must stay under the Three Affiliated Tribes will remain under the Three Affiliated Tribes like the USDA IRP loan account but will be administered by the MHA Community Development 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 Reg Meeting thereof duly called, noticed, convened, and held on 1 day of April, 2003; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 6 members, 0 opposed, 1 members abstained, 0 members not voting, and that said Resolution has not been rescinded or amended in any way.

Dated this 1 day of April, 2003.
Chairman voting [] not voting

Secretary, Tribal Business Council

ATTEST:

Chairman, Tribal Business Council

CEO Rosie Johnson

and the Small Loans Department into the MHA Community Development Corporation preferably by the beginning of the next fiscal year (2004) or within one calendar year of the date of this resolution; and

BE IT FURTHER RESOLVED, that all accounts associated with Small Loans Department and the Independence Program including the PL-638 contract for the credit office, the general account allocation for FY-2003, the Rural Housing & Economic Development Grant, the Small Loans Revolving Loan Account, and the Independence Revolving Loan Account, will fund the newly created non-profit corporation, MHA Community Development Corporation and, any account that must stay under the Three Affiliated Tribes will remain under the Three Affiliated Tribes like the USDA IRP loan account but will be administered by the MHA Community Development Corporation.

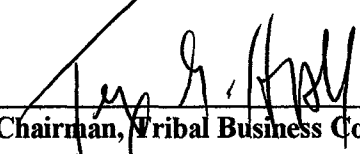
CERTIFICATION

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 Regular Meeting thereof duly called, noticed, convened, and held on 1st day of April, 2003; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 6 members, 0 opposed, 1 members abstained, 0 members not voting, and that said Resolution has not been rescinded or amended in any way.

Dated this 1st day of April, 2003.
Chairman voting [] not voting


Secretary, Tribal Business Council

ATTEST:


Chairman, Tribal Business Council