

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

*A resolution entitled "Approval of Charter for LSA & Associates, Inc."*

**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,** An enrolled member of the Three Affiliated Tribes is desirous of establishing a private business enterprise and has approached the Tribal Business Council with a request that the Three Affiliated Tribes grant a corporate charter to his 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 LSA & Associates, Inc.;

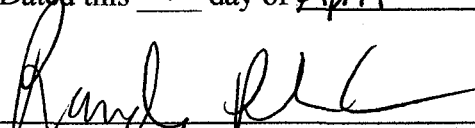
**NOW, THEREFORE, BE IT RESOLVED,** That the Tribal Business Council of the Three Affiliated Tribes, pursuant to its Constitutional power and authority, hereby grants a charter to the business corporation to be known as LSA & Associates, Inc. (a photocopy of which is attached hereto).

**CERTIFICATION**

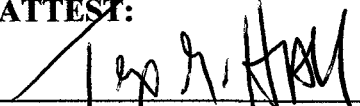
I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Reservation, hereby certify that the Tribal Business Council is composed of 7 members of whom 5 constitute a quorum, 6 were present at a Regular meeting thereof duly called, noticed, convened, and held on the 1 day of April, 2003; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 5 members, 0 members opposed, 1 members abstained, 0 not voting, and that said Resolution has not been rescinded or amended in any way.

Chairman  Voting. [ ] Not Voting.

Dated this 1 day of April, 2003.

  
Secretary, Randy Phelan  
Tribal Business Council

ATTEST:

  
Chairman, Tex G. Hall  
Tribal Business Council



03-150 -RP

**CHARTER  
OF  
LSA & ASSOCIATES**

The Tribal Business Council of the Three Affiliated Tribes has granted this Charter to LSA & Associates, Inc..

**ARTICLE I**

The name of the Corporation shall be LSA & Associates, Inc..

**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 acquire and to develop, operate and maintain business enterprises both within and without the exterior boundaries of the Fort Berthold Reservation.
- 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.

**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 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.
- C. To sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or part of its personal property and assets.
- D. 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.

- E. 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.
- F. 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.
- G. To develop, maintain, monitor, and hold the profits of any and all companies or business enterprises established by the Corporation.
- H. 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.
- I. To enter into and participate in any partnership, joint venture, joint venture trust, or other sound business enterprise.
- J. To purchase or otherwise acquire and lease all equipment and property improvements for the purposes of the Corporation to any companies established thereunder.
- K. To acquire, solicit, manage, own, and hold funds and/or property from any source.
- L. To transact any and all lawful kinds of businesses for which an entity may be incorporated pursuant to all applicable business corporation laws.
- M. 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.
- N. 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.

- O. To adopt rules and procedures relative to the conduct of the enterprises of the Corporation as it should deem necessary and proper.
- P. 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.
- Q. To adopt and use a corporate seal.
- R. To determine, through its Board of Directors, the amount of profits to be distributed periodically to the stockholders of the Corporation.
- S. To make regulations prohibiting the transfer and assignment of the stock of the Corporation and prohibiting the use thereof as a form of collateral.
- T. 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.
- U. 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.
- V. 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.

## ARTICLE V

The aggregate number of shares of the one class of stock which the Corporation shall have authority to issue is One Million (1,000,000), each such share of stock to have no par value.

**ARTICLE VI**

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

**ARTICLE VII**

The name and address of the incorporator of the corporation, and its initial owner, is Dale Little Soldier, RR1, Box 136, Golden Valley, North Dakota 58541.

**ARTICLE VIII**

The address of the initial registered office of the Corporation is Dale Little Soldier, RR1, Box 136, Golden Valley, North Dakota 58541 and the name of its initial registered agent at such address is Dale Little Soldier.


**ARTICLE IX**

The number of Directors constituting the initial Board of Directors of the Corporation is one (1) and the name and address of the person who is to serve as Director, until his successor is elected and qualified, is as follows:

Dale Little Soldier  
RR1, Box 136  
Golden Valley, North Dakota 58541

This charter is issued under the authority of the Three Affiliated Tribes. The original of this charter is on file with the Three Affiliated Tribes Secretary's office, and has been executed by the Secretary of the Tribe at the time of the Charter's passage.

Dated this 1<sup>st</sup> day of April, 2003.

  
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Randy Phelan  
Tribal Secretary



**Mandan, Hidatsa, & Arikara Nation**  
404 Frontage Road \* Fort Berthold Indian Reservation  
New Town, North Dakota 58763-9402

Belle Chase  
Records Manager  
(701)-627-4781  
Fax (701)-627-4884

To: Dale Little Soldier d/b/a LSA & Associates  
From: Belle Chase, Records Manager  
Subject: **Natural Resource Committee Action**  
Dated: May 22, 2003

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The following action was approved at the Natural Resources Committee (NRC) during its Regular meeting on April 23, 2003:

**BEAVER CREEK RECREATION AREA:**

Councilman Wells moved for approval to forward the resolution entitled, "*Approval to Lease Additional Land from the U.S. Army Corp of Engineers for Lake Sakakawea & Associates*" for consideration by the full Tribal Business Council at its April 28, 2003 meeting. Councilman Wolf seconded the motion.

VOTE: 3 Ayes, 0 Nays, 0 Abstaining, 0 Not voting. Motion carried.

The Tribal Business Council deferred this item to its May 27, 2003 meeting. Randy Phelan, NRC Chairman will present the resolution, with the NRC recommendation for approval, to the Tribal Business Council and will be included on the agenda under "Council Reports".

Attachments: TBC Resolution 03-150-RP