

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

A Resolution entitled: “Tribal Enterprises; Responsibility for their own Accounting Duties”

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 benefits of the Tribes and of the enrolled members thereof; and

WHEREAS, Article VI, Section (c), of the Constitution of the Three Affiliated Tribes specifically authorizes and empowers the Tribal Business Council to administer funds or property within the exclusive control of the Tribes and to make expenditures from available Tribal funds for public purpose of the tribes; and

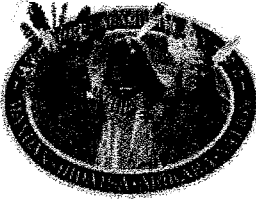
WHEREAS, The Three Affiliated Tribes Business Council of the Three Affiliated Tribes are enduring budget shortfalls due to the revenues being non-funded Tribal Enterprises that are not able to make their respective budgets balance this fiscal year; and

WHEREAS, The Tribe duly supports the Economic Enterprises as a means of self-sufficiency and employment, however such enterprises are not independent from the Tribal Budget of the Three Affiliated Tribes; and

WHEREAS, The Tribe has implemented a MHA Nation Holding Company, which should be capable of undertaking the fundamental needs of financial management including but not limited to Payroll, Accounts Payable; and

THEREFORE BE IT RESOLVED, The Tribal Business Council has determined it to be the best interest of the Tribe to remove the Tribal Enterprises from the Financial Systems of the Three Affiliated Tribes; and

BE IT FURTHER RESOLVED, The Tribal Enterprises shall be given adequate notice to initiate their respective transfer of accounts and accounting to their own Enterprises to be made as soon as practical; and



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WHEREAS, Article VI, Section (c), of the Constitution of the Three Affiliated Tribes specifically authorizes and empowers the Tribal Business Council to administer funds or property within the exclusive control of the Tribes and to make expenditures from available Tribal funds for public purpose of the tribes; and

WHEREAS, The Three Affiliated Tribes Business Council of the Three Affiliated Tribes are enduring budget shortfalls due to the revenues being non-funded Tribal Enterprises that are not able to make their respective budgets balance this fiscal year; and

WHEREAS, The Tribe duly supports the Economic Enterprises as a means of self-sufficiency and employment, however such enterprises are not independent from the Tribal Budget of the Three Affiliated Tribes; and

WHEREAS, The Tribe has implemented a MHA Nation Holding Company, which should be capable of undertaking the fundamental needs of financial management including but not limited to Payroll, Accounts Payable; and

THEREFORE BE IT RESOLVED, The Tribal Business Council has determined it to be the best interest of the Tribe to remove the Tribal Enterprises from the Financial Systems of the Three Affiliated Tribes; and

BE IT FURTHER RESOLVED, The Tribal Enterprises shall be given adequate notice to initiate their respective transfer of accounts and accounting to their own Enterprises to be made as soon as practical; and

BE IT FINALLY RESOLVED, The Tribal Finance Department of the Three Affiliated Tribes shall not be obligated in any form or manner or be responsible for the Financial Administration of the Tribal Enterprises and that such responsibility shall be transferred to the MHA Holding Company of the Three Affiliated Tribes effective July 2, 2004.

CERTIFICATION

I, the undersigned, as the Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Indian 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 Friday, May 21, 2004; that the foregoing resolution was duly adopted at such Meeting by the affirmative vote of 5 members for, 0 members opposed, 1 members abstained, 0 member not voting, and that said resolution has not been rescinded or amended in any way.

Dated this 21st day of May 2004.

Chairman Voting () Not Voting

ATTEST:



Randy Phelan, Executive Secretary
Tribal Business Council

Tex G. Hall, Tribal Chairman
Tribal Business Council



*Three Affiliated Tribes
Executive Secretary Office
Jean Baker, Recording Secretary
[701] 6278-4781 Ext. 8060*

MEMORANDUM:

To: Marie Baker, Recording Secretary II
From: Ardel Jean Baker, Recording Secretary
Subject: MHA Holding Company Enterprises
Dated: **January 9, 2006**

On May 21, 2004, the Tribal Business Council took the following action regarding the MHA Holding Company.

13. RESOLUTION NO. 04-085-RP, MHA HOLDING COMPANY, TRIBAL ENTERPRISES, RESPONSIBILITY FOR THEIR OWN ACCOUNTING DUTIES.

Councilman Wells moved for approval to give the MHA Holding Company, Tribal Enterprises adequate notice to initiate their respective transfer of accounts from the financial systems of the Three Affiliated Tribes to their own enterprises as soon as practical, effective July 02, 2004. Councilman Gillette seconded the motion.

VOTE: 5 Ayes, 0 Nay, 1 Abstention, 0 Not voting. Motion carried.

Elbo Woods Works

325 Main Street South / P. O Box 1327 New Town ND 58763
Phone 701-627- 4483 / Fax 701-627-4581 / Email elbowork@restel.net

January 4, 2006

TO: MHA Nation Recording Secretaries Office
ATTN: Records Manager

FROM: Darian Morsette – Elbo Woods Works Manager



RE: MHA Enterprises

CC: Richard Mayer – MHA Nation CEO

Elbo Woods Works is in the process of setting up a bank account. I am requesting a document from the MHA Council minutes or resolution that states the MHA Enterprise Entities are to set up bank accounts for business operation.

Mandara
min. entities
Bank acct.
Oct. 9 '03



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

A Resolution entitled, "Approval of Corporate Charter and Bylaws for MHA Buffalo (Ma daa-gah-dee) Enterprise, Inc."

WHEREAS, this Nation having accepted the Indian Reorganization Act of June 18, 1934, and the authority under said Act; and

WHEREAS, the Three Affiliated Tribes Constitution authorizes and empowers the Mandan, Hidatsa & Arikara Tribal Business Council to engage in activity on behalf of and in the interest of the welfare and benefit of the Tribes and of the enrolled members thereof; and

WHEREAS, the Constitution of the Three Affiliated Tribes authorizes The Tribal Business Council to manage all economic affairs and enterprises of the Three Affiliated Tribes; and

WHEREAS, the Three Affiliated Tribes' Buffalo Project and the Figure Four Ranch are Tribally owned enterprises with production goals and capabilities that are similar and the Tribal Business Council finds that these two enterprises should be consolidated under one corporation for purposes of practicality and efficiency; and

WHEREAS, the Tribal Business Council has the power, under the Constitution, to own and charter businesses to be owned by the Tribe and as such has established by Resolution No. 03-061-RP, MHA Enterprises, a holding company, to operate and manage Tribal Companies; and

WHEREAS, the Tribal Business Council desires to make the Corporation a subsidiary corporation of the MHA Enterprises.

NOW, THEREFORE, BE IT RESOLVED, the Tribal Business Council hereby approves the articles of incorporation and bylaws for MHA Buffalo (Ma daa-gah-dee) Enterprises Inc., a copy of which is attached to this resolution;

✓ NOW, THEREFORE, BE IT FURTHER RESOLVED, The Tribal Business Council further transfers its full right to and title in the Buffalo Ranch, including all animals, cash, equipment, structures, and other tangible and intangible assets connected to said Ranch, to MHA Enterprises and does hereby direct MHA Enterprises Inc to transfer all of the rights and title in the Buffalo Ranch, including all animals, cash, equipment, structures, and all other tangible and intangible assets, to MHA Buffalo (Ma daa-gah-dee) Enterprise, Inc. the present manager of the Ranch shall prepare and submit to MHA Enterprises and the Council a complete inventory of the assets of the Ranch, as defined above.

✓ NOW, THEREFORE, BE IT FURTHER RESOLVED, hereby subgrants to MHA Enterprise Inc. the grant for \$50,000 awarded by the BIA to the MHA Nation for the development and operation of the Buffalo Ranch and hereby directs MHA Enterprise Inc. to use said subgrant to



capitalize MHA Buffalo (Ma daa-gah-dee) Enterprise Inc. by purchasing all of the shares in said company offered for sale at the organizational meeting of said Corporation.

NOW, THEREFORE, BE IT FURTHER RESOLVED, that the Tribal Business Council hereby authorizes MHA Buffalo (Ma daa-gah-dee) Enterprise, Inc., to apply to the Small Business Administration for 8(a) and HUBZone certification; and

BE IT FINALLY RESOLVED, that MHA Buffalo (Ma daa-gah-dee) Enterprise Inc. shall be a subsidiary corporation of MHA Enterprises, as established by Resolution No. 03-061-RP, and MHA Enterprise will oversee the operation and management of MHA Buffalo (Ma daa-gah-ee) Enterprises, Inc.

CERTIFICATION

I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Indian Reservation hereby certify that the tribal Business Council is composed of seven (7) members of whom five (5) constitute a quorum. 6 were present at a Regular Meeting thereof duly called, noticed, convened and held on the 9th day of October, 2003, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 4 members, 1 members opposed, 1 members abstained, 0 members not voting, and that said Resolution has not been rescinded or amended in any way.

Chairman Voting. [] Not Voting.

Dated this 9th day of October, 2003.

Randy Phelan
Randy Phelan, Secretary
Tribal Business Council

ATTEST:

Tex G. Hall, Chairman
Tribal Business Council