



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

*A Resolution entitle, "Approval of Charter for Non-profit Three Affiliated Tribes Cultural Interpretive Center Foundation."*

**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 Tribes' Tourism Department desires to form a non-profit corporation to raise money for the building and endowment of a cultural interpretive center to be located on the Fort Berthold Reservation at the Methodist Point Peninsula; and

**WHEREAS,** The Tribes Tourism Department desires to submit the attached Charter of the Three Affiliated Tribes Cultural Interpretive Center Foundation under which the Foundation will raise money which will be used to build an interpretive center and endow its operations; and

**WHEREAS,** The Tribal Business Council desires to approve said charter.

**NOW THEREFORE BE IT RESOLVED,** That, pursuant to its Constitutional power and authority, the Tribal Business Council of the Three Affiliated Tribes hereby grants a charter to a non-profit corporation to be known as the Three Affiliated Tribes Cultural Interpretive Center Foundation, under which said Foundation will raise money to fund the construction an interpretive center and endow its operations with the understanding that the Foundation will open an account with Native American Bank and deposit its monies with this Bank.

**CHARTER  
OF THE  
THREE AFFILIATED TRIBES CULTURAL INTERPRETIVE CENTER  
FOUNDATION**

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 the Three Affiliated Tribes Cultural Interpretive Center Foundation.

**ARTICLE I**

The name of the Corporation is the Three Affiliated Tribes Cultural Interpretive Center Foundation.

**ARTICLE II**

The period of duration of the corporation shall be perpetual.

**ARTICLE III**

The Corporation is organized solely for charitable, educational, scientific, literary, or a combination of such objects and purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Code. The Corporation is organized and shall be operated exclusively for the benefit of and to carry out the purpose of a cultural interpretive center. The funds and property of the Corporation shall at all times be used, handled, administered, operated, and distributed by the Corporation exclusively for the benefit of and to carry out such purposes.

**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 to its corporate name.
- B. To sue and be sued, complain, and defend in its corporate name.
- C. 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.
- D. To sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property or assets.

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- E. To make contracts or 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.
- F. To lend money for its corporate purposes, invest and reinvest its funds, and take hold real and personal property as security for payment of funds loaned or invested.
- G. To elect and appoint officers and agents of the Corporation, and define their duties and fix their compensation.
- H. To make and alter bylaws, not inconsistent with this Charter, for the administration and regulation of the affairs of the corporation.
- I. To make donations for the public welfare or for charitable, scientific, or educational purposes.
- J. To generally have and exercise all powers necessary or convenient to effect any and 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 the 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 carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) 3 of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law), or (b) by a corporation, contributions to which are deductible under Section 170 (c) 2 or the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue law).

C. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of 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 exempt organizations under Section

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501 (c) 3 of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine.

D. No part of the net earnings of the Corporation shall inure to the benefit of, or distributed to, its members, directors, officers, or private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

E. No substantial part of the corporation shall be constituted by the carrying on of propoganda, or otherwise trying to influence legislation, and the Corporation shall not participate or intervne 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 address of the initial registered office of the Corporation are as follows:

Scott Eagle  
P.O. Box 610  
New Town, ND 58763

**ARTICLE VIII**

The number of Directors constituting the initial Board of Directors shall be seven (7).

The names and addresses of the persons who are to serve as the initial Directors are as follows:

Scott Eagle  
P.O. Box 610  
New Town, ND 58763

Tex G. Hall  
404 Frontage Rd.  
New Town, ND 58763

Phyllis Howard  
P.O. Box 1248  
New Town, ND 58763

**ARTICLE IX**

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

Scott Eagle  
P.O. Box 610  
New Town, ND 58763

Tex G. Hall  
404 Frontage Rd.  
New Town, ND 58763

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Phyllis Howard  
P.O. Box 1248  
New Town, ND 58763

**ARTICLE X**

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 provision 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 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, as a condition to its becoming effective.




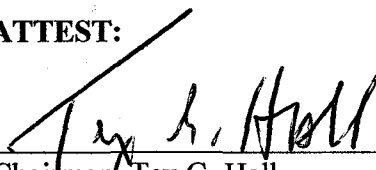
**CERTIFICATION**

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, \_\_\_\_\_ were present at a **Regular** Meeting thereof duly called, noticed, convened and held on the **29th** day of **June**, 2004, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of \_\_\_\_\_ members, \_\_\_\_\_ members opposed, \_\_\_\_\_ members abstained, \_\_\_\_\_ members not voting, and that said Resolution has not been rescinded or amended in any way.

Chairman [ ] Voting. [ ] Not Voting.

Dated this **29th** day of **June**, 2004.

  
Tribal Secretary, Randy Phelan  
Tribal Business Council  
Three Affiliated Tribes

ATTEST:  
  
Chairman, Tex G. Hall  
Tribal Business Council  
Three Affiliated Tribes