



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

A Resolution entitled, "Modification of Tribal Business Council Resolution 03-061-RP removing Elbowoods Works, Inc. From the Ownership of MHA Enterprises, Inc. and Transferring Ownership of Elbowoods Works back to the Three Affiliated Tribes."

WHEREAS, This Nation having accepted the Indian Reorganization Act of June 18, 1934, and the authority under said Act and having adopted a Constitution and By-laws under said Act; and

WHEREAS, Article III of the Constitution of the Three Affiliated Tribes, provides that the Tribal Business Council is the governing body of the Tribes; and

WHEREAS, The Constitution of the Three Affiliated Tribes 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 specifically grants to the Tribal Business Council all the necessary sovereign authority for the purpose of exercising the jurisdiction granted by the people of the Three Affiliated Tribes in Article I of the Constitution; and

WHEREAS, The Tribal Business Council has the power, under the Constitution of the Tribe and pursuant to the inherent sovereign authority of the Tribe, to own and charter the businesses to be owned by the Tribe and pursuant to said powers the Tribal Business Council adopted Resolution 03-061-RP which granted a corporate charter to a tribally owned business corporation, MHA Enterprises, Inc.,

WHEREAS, Resolution 03-061-RP further transferred the ownership of 4 wholly owned tribal businesses, including Elbowoods Works, to MHA Enterprises, Inc for the purpose of directing the overall development and management of said businesses; and

WHEREAS, The Tribal Business Council has determined that it is in the best interests of the Tribes and Elbowoods Works to transfer its ownership back to the Three Affiliated Tribes as a wholly owned tribal business and remove it from the ownership of MHA Enterprises, Inc. by amending Resolution 03-061-RP



NOW THEREFORE BE IT RESOLVED, that the Tribal Business Council of the Three Affiliated Tribes pursuant to the authority granted by the Constitution of the Three Affiliated Tribes hereby amends Resolution 03-061-RP by removing Elbowwoods Works from the ownership of MHA Enterprises, Inc and transferring said ownership back to the Three Affiliated Tribes to be operated as a wholly owned tribal business pursuant to the terms set out in this Resolution; and

BE IT FURTHER RESOLVED, that such transfer shall take effect immediately upon the adoption and certification of this Resolution; and

BE IT FURTHER RESOLVED, that Elbowwoods Works shall be under the direction, supervision and control of the Tribal Business Council, provided however that it shall be separate and distinct from the Tribe and its employees shall not be employees of the Three Affiliated Tribes but shall be employees of Elbowwoods Works and shall be subject to the terms of a separate personnel policies and procedures manual that will be adopted by Elbowwoods Works and subject to approval by the Tribal Business Council; and

BE IT FURTHER RESOLVED, that Elbowwoods Works is hereby authorized to establish a checking account with a financial institution of its choice, provided that the authorized signatories on such account shall be Tribal Chairman Tex G. Hall and Tribal Treasurer Frank Whitecalfe; and

BE IT FINALLY RESOLVED, that this Resolution shall not be construed in any manner other than that stated specifically herein to otherwise effect the status, existence and ownership of MHA Enterprises, Inc. or any of the other business enterprises owned by MHA Enterprises, Inc.

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 13th day of January 2006; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 6 members, 0 members opposed, 0 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 13th day of January 2006.

Secretary, Nathan Hale
Tribal Business Council

ATTEST:

Chairman, Tex G. Hall
Tribal Business Council