



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

A Resolution Entitled: “*Issuance of Non-Profit Articles of Incorporation to the Stop Youth Drug Endangerment (SYDE) Organization and Granting of Non-Profit Status*”.

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 pursuant to 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 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 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 charter non-profit corporations to be operated on the Fort Berthold Indian Reservation and grant non-profit status to the same; and

WHEREAS, The Stop Youth Drug Endangerment (SYDE) organization whose primary purpose is to address and eradicate drug use among youth on the Fort Berthold Reservation has requested that it be issued Articles of Incorporation by the Tribal Business Council as a non-profit corporation and be granted non-profit status and has presented the Tribal Business Council with proposed non-profit Article of Incorporation; and

WHEREAS, The Tribal Business Council has determined that SYDE meets the criteria for a non-profit organization and should be issued Articles of Incorporation and granted non-profit status.

**ARTICLES OF INCORPORATION
OF THE
STOP YOUTH DRUG ENDANGERMENT
(SYDE)
A Non-Profit Corporation**

The Undersigned, who are citizens of the United States and residents of the Fort Berthold Indian Reservation and the State of North Dakota, acting as incorporators of a non-profit corporation pursuant to the laws of the Three Affiliated Tribes, hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is the Stop Youth Drug Endangerment (SYDE).

**ARTICLE II
DURATION**

The Corporation shall become effective upon issuance of a certificate of incorporation by the Three Affiliated Tribes. The period of duration for this corporation is perpetual.

**ARTICLE III
PURPOSE**

This non-profit Corporation is organized and shall be operated exclusively as a non-profit corporation pursuant to the laws of the Three Affiliated Tribes and for charitable and educational purposes as contemplated and permitted by Sections 170 (c)(2) and 501 (c) (3) of the Internal Revenue Code of 1986, as amended. Within the framework and limitations of the foregoing, the specific primary purposes of the Corporation include:

1. To act and operate exclusively as a nonprofit corporation pursuant to the authority and laws of the Three Affiliated Tribes and act as a charitable organization to promote the specific purposes of the corporation;
2. To engage in any lawful non-profit activity as provided by law;
3. To promote the prevention of alcohol, drug and tobacco use by youth on the Fort Berthold Indian Reservation and to promote alcohol and drug free life styles for families on the Reservation;
4. To protect the future of our children;
5. To raise money for charitable purposes for drug prevention and enforcement programs;
6. To advocate for improved laws, policies and protocols regarding alcohol and drug use among youth;
7. To engage in any and all activities and pursuits, and to support or assist such other organizations, as may be reasonably related to the foregoing and following purposes; and

8. To engage in any and all lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended;

The Corporation is organized exclusively for charitable and educational purposes within the meaning of 501 (c) (3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles of Incorporation, the Corporation will not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income taxes under Section 501 (a) of the Internal Revenue Code as an organization described in Section 501 (c) (3) of the Code, or (2) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Code.

The Corporation is not organized nor will it be operated for pecuniary profit and no part of the Corporation's net income, earnings, or assets shall, directly or indirectly, ever inure to the benefit of, or be distributed to, any member or person having a personal or private interest in the activities of the Corporation, except that the Corporation may pay reasonable compensation for services rendered to the Corporation in furtherance of the corporate purposes set forth in this Article.

The property and assets of the Corporation are irrevocably dedicated to charitable and public purposes. No substantial part of the activities of the Corporation will include conducting propaganda or attempting to influence legislation, except pursuant to an election under, and as permitted by Section 501 (h) of the Internal Revenue Code. This Corporation will not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for political office.

ARTICLE IV POWERS

The Corporation, acting by and through its Board of Directors shall exercise the following powers:

1. To exercise all the powers authorized by the laws of the Three Affiliated Tribes in furtherance of the Corporation's purposes;
2. To enter into contracts, partnerships, joint ventures, and other arrangements to provide or secure services or other assistance to further the purposes of the Corporation;
3. To solicit, hold, use, invest, and dispose of funds, personal property and real property and collect and use the proceeds of the same, including interest, rent, sale proceeds, and other type of income to further the purposes of the Corporation;
4. To acquire, hold, use, invest and dispose of funds, personal and real property, and exercise any lawful right to make use of that property, including but not limited to

renting, leasing, assigning, exchanging, selling, mortgaging or otherwise encumbering, improving, converting, or altering such property, wherever situated;

5. To incur debt obligations and secure such debt or obligations through any lawful instrument which is reasonable and appropriate to achieve the purposes of the Corporation;
6. To sue or be sued;
7. To adopt, amend or repeal by-laws relating to the management of the activities or the regulation of the affairs of the Corporation;
8. To employ an executive director and other officers and personnel necessary for the operation and management of the Corporation and set the salaries and benefits of the same;
9. To do any lawful things which the Corporation may find necessary and desirable for the general purposes for which the Corporation is organized, as permitted by a non profit corporation organized under the laws of the Three Affiliated Tribes and exempt from federal income taxes under Section 501 (a) of the U.S. Internal Revenue Code as an organization described in Section 501 (c) (3) of the Code.

ARTICLE V BOARD OF DIRECTORS

The number of Directors of this Corporation shall be five (5). The number of Directors constituting the present Board of Directors of the Corporation is five, and the names and addresses of the persons who are to serve as directors until their successors are elected and shall qualify are:

1. Gerald "Tex" Fox
2. Gloria Fast Dog
3. Roberta Crows Breast
4. Belinda Beston
5. Cheryl Fox

ARTICLE VI MEMBERSHIP

Membership in the Corporation is open to any individual interested in the purposes of the organization. Further requirements requiring membership shall be set out in the By-laws.

**ARTICLE VII
DISSOLUTION**

The Corporation may only be dissolved in accordance with the applicable provisions of the laws of the Three Affiliated Tribes.

Upon dissolution of the Corporation, and after payment of all liabilities and obligations of the Corporation and all costs and expenses incurred by the Corporation in connection with such dissolution, any remaining assets shall be distributed to one or more non-profit corporations that are organized and operated exclusively for charitable and/or educational purposes and that have established their tax exempt status under Section 501 (c) (3) of the Internal Revenue Code. Notwithstanding anything apparently or expressly to the contrary contained in this Article, if any assets are then held by the Corporation in trust or upon condition subject to any executory or special limitation, and if the condition or limitation occurs by reason of the dissolution of the Corporation, such assets shall revert or be returned, transferred, or conveyed in accordance with the terms and provisions of such trust, conditions or limitations.

**ARTICLE VIII
BY LAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in corporate By-laws which shall be adopted by the initial Board of Directors at its first organizational meeting.

**ARTICLE IX
REGISTERED OFFICE AND AGENT**

The address of the Corporations initial registered office shall be:

The SYDE President
P.O. Box 188
New Town, N.D. 58763

Such office may be changed by the Board of Directors at any time without amendment to these Articles of Incorporation.

The Corporations initial registered agent at such address shall be:

Gerald "Tex" Fox

I hereby acknowledge and accept appointment as corporate registered agent:

**ARTICLE X
DISTRIBUTIONS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, agents or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not 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, as amended or supplemented, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, as amended or supplemented.

**ARTICLE XI
INITIAL INCORPORATORS**

The initial incorporators of the corporation are the following individuals who attest as follows:

That they are all incorporators herein; that they have read the above and foregoing Articles of Incorporation; know the contents thereof and that the same is true to the best of their knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters they believe to be true.

Gerald "Tex" Fox

Gloria Fast Dog

Roberta Crows Breast

Belinda Beston

Cheryl Fox

In Witness Whereof, the undersigned have executed these Article of Incorporation in duplicate this ____ day of _____, 2007.



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 issues the attached Articles of Incorporation to the Stop Youth Drug Endangerment (SYDE) SYDE and grants SYDE status as a non-profit corporation pursuant to the laws of the Three Affiliated Tribes; and

BE IT FURTHER RESOLVED, that the Secretary of the Three Affiliated Tribes Tribal Business Council is hereby authorized to issue a Certificate of Non-Profit Incorporation to the Stop Youth Drug Endangerment organization.

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 Special Meeting thereof duly called, noticed, convened, and held on the 28th day of March 2007; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 7 members, 0 members opposed, 0 members abstained, 0 members not voting, and that said Resolution has not been rescinded or amended in any way.

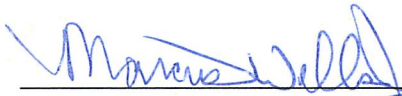
Chairman voting. [] not voting.

Dated this 28th day of March, 2007.



V. Judy Brugh
Executive Secretary,
Tribal Business Council

ATTEST:



Marcus Wells, Jr.
Chairman
Tribal Business Council