



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

A Resolution Entitled: **“Charter of MHA Development Corporation”**

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 5 (l) of the Constitution of the Three Affiliated Tribes provides that the Tribal Business Council has the power to adopt resolutions regulating the procedure of the Tribal Business Council and other Tribal agencies and Tribal officials on the Reservation; and

WHEREAS, MHA Development Corporation, a company wholly owned by Fort Berthold Development Corporation, a tribally owned corporation seeks a charter under the laws and jurisdiction of Three Affiliated Tribes to operate as a corporation on the Fort Berthold Reservation; and

NOW, THEREFORE BE IT RESOLVED, the Tribal Business Council hereby approves the Articles of Organization for MHA Development Corporation.

**WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
MHA HOLDINGS, INC.
IN LIEU OF A MEETING
FOR THE INCORPORATION OF
MHA DEVELOPMENT CORPORATION.**

February 26, 2009

The undersigned, being the directors on the board of directors (the "*Board of Directors*") of MHA Holdings, Inc., a tribal corporation (the "*Company*") formed under the laws of the Three Affiliated Tribes of the Fort Berthold Reservation, hereby adopt by written consent the Articles of Incorporation and By-laws of MHA Development Corporation, with the same force and effect as if they had been adopted at a duly convened meeting of the Board of Directors:

WHEREAS, the Company is an entity formed pursuant to those certain Articles of Incorporation dated August 15, 2008 (the "*Articles*") and governed by those certain Bylaws dated August 15, 2008 (the "*Bylaws*");

WHEREAS, the Three Affiliated Tribes of the Fort Berthold Reservation, the sole stockholder of the Company (the "*Tribe*"), is actively seeking to develop its resources for the economic benefit of all of its members which will provide both increased revenue and increased economic opportunities for tribal members;

WHEREAS, Fort Berthold Development Corporation ("FBDC"), is a wholly owned subsidiary of the Company, and desires to form *MHA Development Corporation* ("*MHADC*") for the purposes herein described;

WHEREAS, The Company's Board shall serve as the Board for the *MHADC* and shall assume all necessary management functions for the newly formed *MHADC*;

BE IT RESOLVED, that Directors by their signatures below hereby approve the submittal of the Articles of Incorporation and associated By-Laws of MHA Development Corporation for incorporation under the law of the Three Affiliated Tribes pursuant to Article 8.5 of the Articles of Incorporation for MHA Holdings, Inc.;

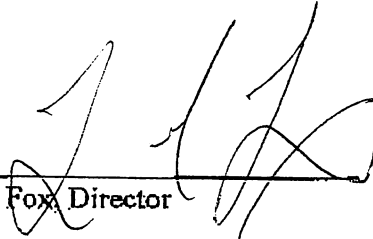
BE IT FURTHER RESOLVED, the Secretary of the Company is hereby authorized and empowered, for and on behalf of the Company, to certify and attest any documents which such Secretary may deem necessary, advisable or appropriate to consummate the transactions contemplated by the documents and transactions heretofore authorized and approved, provided that such attestation shall not be required for the due authorization, execution and delivery or validity of the particular document; and

BE IT FURTHER RESOLVED, that the authority granted to each officer of the Company under the foregoing resolutions shall be deemed to include, in the case of each such resolution, the authority to perform such further acts and deeds for and on behalf of the Company as may be necessary, advisable or appropriate, in the judgment of such officer, to carry out the


transactions contemplated thereby, and all acts and deeds previously performed by any of the officers of or counsel to the Company prior to the date hereof that are within the authority conferred by the foregoing resolutions are hereby approved, ratified and confirmed in all respects as the authorized acts and deeds of the Company.

[Signature page follow.]

IN WITNESS WHEREOF, the undersigned Board of Directors have duly executed this consent as of the date first written above.



Fred Fox, Director

Camie Gostnell, Director

Dr. Biron Baker, Director

**ARTICLES OF INCORPORATION
FOR
MHA Development Corporation**

A corporation organized under the Three Affiliated Tribes of the Fort Berthold Reservation.

These Articles of Incorporation, in order to form a corporate entity, pursuant to the authority and laws of the Three Affiliated Tribes, provide as follows:

Article 1 – Name

- 1.1 The name of the Corporation is MHA Development Corporation.

Article 2 – Duration

- 2.1 The duration of the Corporation shall be perpetual.

Article 3 – Purposes

- 3.1 The primary purpose for which this Corporation is organized is to engage in and to do any lawful act concerning any or all lawful business activities for which tribal corporations are lawfully entitled to under tribal law. This shall include the creation, ownership and management of other sub-corporations of profit and non-profit purposes to benefit the Three Affiliated Tribes and its membership.
- 3.2 The foregoing shall be construed as objects, purposes and powers, and enumeration thereof shall be not be held to limit or restrict in any manner, the powers hereafter conferred on the Corporation by the Tribal Business Council of the Three Affiliated Tribes.

Article 4 – Shares

- 4.1 Any initially offered shares of this Corporation shall be distributed to the parties in the proportions provided and shall represent proportional ownership of the Corporation:

Fort Berthold Development Corp.	one hundred percent (100%)
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Article 5 – Principal Place of Business

- 5.1 The address of the Corporation's principal place of business is: 227 West Main Street, New Town, North Dakota 58763.

Article 6 – Initial Board of Directors

- 6.1 Board of Directors
- a. A Board of Directors shall manage the Corporation.
 - b. A Board of Directors shall consist of three individuals.

Article 7 – Initial Registered Agent and Office

- 7.1 Registered Agent and Registered Office. The initial registered Agent shall be Tanya Driver and the address of the Registered Office is: 227 West Main Street, New Town, North Dakota 58763.

Article 8 – Meetings

- 8.1 Shareholder Meetings. Shareholder meetings shall be held at least annually. Meeting may be at any place.
- 8.2 Notice of Shareholder Meetings. Written notice stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the director of the president, secretary, or the officer or persons calling the meeting, to each shareholder of record entitled to vote at such a meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the shareholder at his or her address as it appears on the stock transfer books of the corporation, with postage thereon prepaid.
- 8.3 Special Meetings of the Shareholders. A special meeting of the shareholders may be called by the Board of Directors or the holders of not less than one-tenth of all the shares entitled to vote at the meeting.
- 8.4 Meetings of the Board of Directors. Meetings of the Board of Directors, regular or special may be held at any place. Regular meetings of the board of directors or any committee designated thereby may be held with or without notice as prescribed in the Corporations' by-laws. Special meetings of the board of directors or any committee designated thereby shall be held upon such notice as is prescribed in the by-laws. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors or any committee designated, thereby need be specified in the notice of waiver or notice of such meeting unless required by the by-laws.
- 8.5 Action by Directors Without A Meeting. The Board of Directors may take action without a meeting if each Director gives consent in writing, setting forth the action so taken. All

members of the Board of Directors must sign and consent to the action. Such consent shall have the same effect as a unanimous vote.

- 8.6 Quorum of the Board of Directors. A quorum of the Board of Directors shall consist of a majority of the Directors, including the Chairperson of the Board, and the Chairperson shall be allowed to vote in any matter before the Board of Directors.
- 8.7 Quorum of Shareholders. A quorum of Shareholders shall consist of a majority of shares entitled to vote, represented in person or by proxy. But in no event shall a quorum consist of less than one-third of the shares entitled to vote at the meeting. If a quorum is present, the affirmative vote of the majority of shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.
- 8.8 Minutes of Meetings. Minutes of all meetings held shall be kept by the Secretary of the Board of Directors. Reports of the minutes shall be furnished to the Board of Directors at the next regular meeting and shall be posted for the General Membership of the Tribe.

Article 9 – Membership and Capital

9.1 Capital

- a. The Corporation shall maintain in funds in one or more bank accounts in the name of the Corporation, and shall not permit the funds of the Corporation to be co-mingled in any fashion with the funds of any other person or entity. The managers of the Corporation shall be the authorized signatories for the bank accounts.

Article 10 – Amendments

- 10.1 The power to alter, amend or repeal these Articles of Incorporation or adopted new Articles of Incorporation is vested in the Board of Directors and shall be governed by tribal law or regulation.

Article 11 – Dissolution and Winding Up

- 11.1 Either Fort Berthold Development Corporation, the Three Affiliated Tribes or the Corporation, upon a finding that the Corporation's purposes described in Article 3 no longer justify its existence, may dissolve the Corporation by complying with tribal law or regulation and submitting written notice within ninety (90) days to the affected parties.
- 11.2 Upon notice to dissolve, the Corporation shall continue solely for the purpose of winding up its affairs in an orderly manner, liquidating its assets and satisfying the claims of creditors. Winding up and liquidation of the Corporation shall be governed in accordance with tribal law or regulation.

Article 12 – Miscellaneous


- 12.1 These Articles shall be construed in accordance with laws and customs of Three Affiliated Tribe of the Fort Berthold Reservation.
- 12.2 The Corporation shall be majority owned by Fort Berthold Development Corporation, and shall enjoy all of the privileges and immunities of the Three Affiliated Tribes of the Fort Berthold Reservation, including, but not limited to, the right of sovereign immunity from unconsented civil suit.

Article 13 – Incorporators

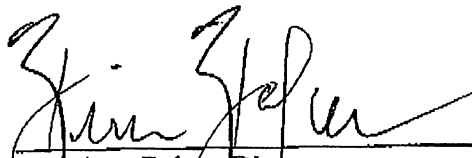
- 13.1 The name and the place of the residence of the incorporators of the corporation are as follows:

NAME	PLACE OF RESIDENCE
Camie Gosnell, Director Fort Berthold Development Corp.	227 West Main Street New Town, ND 58763
Dr. Biron Baker, Director Fort Berthold Development Corp.	227 West Main Street New Town, ND 58763
Fred Fox, Director Fort Berthold Development Corp.	227 West Main Street New Town, ND 58763

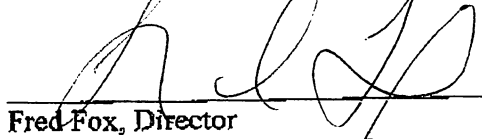
IN WITNESS WHEREOF, the undersigned, being all of the incorporators designated in Article 13, executed the foregoing Articles of Incorporation on the 26th day of February, 2009.



 Camie Gosnell, Director
 Fort Berthold Development Corp.



 Dr. Biron Baker, Director
 Fort Berthold Development Corp.



 Fred Fox, Director
 Fort Berthold Development Corp.

BY-LAWS OF
MHA Development, Inc.

Article I

Offices

The principal office of the corporation is on the Fort Berthold Reservation. The corporation may have such other offices, as the Board of Directors may designate or as the business of the corporation may from time to time require.

Article II

Stockholders

1. Annual Meeting. The annual meeting of the Stockholders or their elected representatives shall be held on the January 15 for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day.
2. Special Meeting. Special meetings of the Stockholders or their elected representatives, may be called by the Board of Directors or the holders of not less than one-tenth of all the shares entitled to vote at the meeting.
3. Place of Meeting. The Directors may designate any place.
4. Notice of Meeting. Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the Officer or persons calling the meeting, to each Stockholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Stockholder or elected representative at his address as it appears on the stock transfer books of the corporation, with postage thereof prepaid.
5. Quorum. At any meeting of Stockholders or elected representative, a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of Stockholders or elected representatives. If a quorum is present, the affirmative vote of the majority of the shares shall be the act of the shareholders.
6. Proxies. At all meetings of Stockholders or elected representatives, a Stockholder or elected representative may vote by proxy executed in writing by the Stockholder, or by his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting.

ARTICLE III

Board of Directors

1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors. The Directors shall in all cases act as a Board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the corporation, as they may deem proper, not inconsistent with these By-Laws and the laws, regulation and customs of the Three Affiliated Tribes.

2. Number, Tenure and Qualifications. The number of Directors of the corporation shall be three (3). Each Director shall hold office for four (4) years, on a staggered basis.

- a. Qualifications. Each director shall be experienced in the areas of business, government contracts, construction financing and in all areas of economic development.
- b. The three (3) directors shall be appointed by:
 - i. Appointment by Fort Berthold Development Corporation Board of Directors; or
 - ii. Appointment by MHA Holdings, Inc. Board of Directors; OR
 - iii. Appointment by the Three Affiliated Tribes Tribal Business Council.

3. Regular Meetings. A regular meeting of the Directors shall be held without other notice than this By-Law, immediately after and at the same place as the annual meeting of Stockholders. The Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

4. Special Meetings. Special meetings of the Directors may be called by or at the request of the President or any one of the Directors. The person or persons authorized to call special meetings of the Directors may fix the place for holding any special meeting of the Directors called by them.

5. Notice. Notice of any special meeting shall be given at least ten (10) days prior thereto by written notice delivered personally, or by facsimile, or mailed to each Director at his business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by facsimile, such notice shall be deemed to be delivered when the facsimile is deemed received to the fax number provided by each Director. It is the responsibility of each Director to ensure his or her contact information is updated and correct. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6. Quorum. At any meeting of the Directors, a majority of Directors, shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a

majority of the Directors present may adjourn the meeting from time to time without further notice.

7. Manner of Acting. The act of the majority of the Directors present shall be the act of the Directors.

8. Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any reason, except removal of Directors without cause, may be filled by a vote of a majority of the Directors then in office, although less than a quorum exists. Vacancies occurring by reason of the removal of Directors without cause shall be filled by vote of the Stockholders. A Director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

9. Removal of Directors. Any or all of the Directors may be removed for cause by vote of the Stockholders or by action of the Board. Directors may be removed without cause only by vote of the Stockholders.

10. Resignation. A Director may resign at any time by giving written notice to the Board, the President, or the Secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such Officer, and the acceptance of the resignation shall not be necessary to make it effective.

11. Compensation. No compensations shall be paid to the Directors, as such, for their services, but by resolution of the Board a fixed sum and expenses for actual attendance at each regular or special meeting of the Board may be authorized. Nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

12. Presumption of Assent. A Director of the corporation who is present at a meeting of the Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

13. Executive and Other Committees. The Board, by resolution, may designate from among its members an executive committee and other committees, each consisting of one or more Directors. Each such committee shall serve at the pleasure of the Board.

ARTICLE IV

Officers

1. Number. The Officers of the corporation shall be a President, Vice-President, and Secretary/Treasurer, each of whom shall be elected by the Directors. The President and Vice-President may each hold other offices. Such other Officers and assistant Officers as may be deemed necessary may be elected or appointed by the Directors.

2. Election and Term of Office. The Officers of the corporation to be elected by the Directors shall be elected annually at the first meeting of the Directors held after each annual meeting of the Stockholders. Each Officer shall hold office until his successor shall have been duly elected and shall have been qualified, or until his death, or until he shall resign or shall have been removed in the manner hereinafter provided.

3. Removal. Any Officer or agent elected or appointed by the Directors may be removed by the Directors whenever in their judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Directors of the unexpired portion of the term.

5. President. The President shall be the principal executive Officer of the corporation and, subject to the control of the Directors, shall in general, supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the Stockholders and of the Directors. He may sign, with the Secretary or any other proper Officer of the corporation thereunto authorized by the Directors, certificates for shares of the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Directors or by these By-Laws to some other Officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Directors from time to time.

6. Vice President. In the absence of the President or in the event of his death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Directors.

7. Secretary. The Secretary shall keep the minutes of the Stockholders and the Director's meetings in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these By-Laws or as required, be custodian of the corporate records and of the seal of the corporation, and keep a register of the address of each Stockholder which shall be furnished to the Secretary by such Stockholder, have general charge of the stock transfer books of the corporation, and in general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned to him by the President or by the Directors.

8. Treasurer. If required by the Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable for the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with these By-Laws, and in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Directors.

ARTICLE V

Contracts, Loans, Checks and Deposits

1. Contracts. The Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Directors. Such authority may be general or confined in specific instances.

3. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such Officer or Officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Directors.

4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Directors may select.

ARTICLE VI

Certificates for Shares and their Transfer

1. Certificates for Shares. Certificates representing shares of the corporation shall be in such form as shall be determined by the President and the Secretary or by such other Officers authorized by law and by the Directors. All certificates for shares shall be consecutively numbered or otherwise identified. The names and addresses of the Stockholders and the number of shares and date of issue, shall be entered on the stock transfer books of the corporation. All certificates surrendered to the corporation for transfer shall be cancelled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and cancelled, except that in case of a lost, destroyed or mutilated certificate, a new one may be issued therefore upon such terms and indemnity to the corporation as the Directors may prescribe.

2. Transfer of Shares.

(a) Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, and cancel the old certificate; each such transfer shall be entered on the transfer book of the corporation which shall be kept at its principal office.

(b) The corporation shall be entitled to treat the holder of record of any share as the holder in fact thereof, and, accordingly, shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person whether or not it shall have express or other notice thereof, except as expressly provided by the laws of the Three Affiliated Tribes.

ARTICLE VIII

Fiscal Year

The fiscal year of the corporation shall begin on the 1st day of January and end on the 31st day of December each year.

ARTICLE IX

Dividends

The Directors may from time to time declare, and the corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law.

ARTICLE X

Seal

The Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation, the Tribe of incorporation, and the words "Corporate Seal."

ARTICLE XI

Amendments

These By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted by a vote of the Stockholders representing a majority of all the shares issued and outstanding, at any annual Stockholders' meeting, or at any special Stockholders' meeting when the proposed amendment has been set out in the notice of such meeting.

CERTIFICATE OF SECRETARY

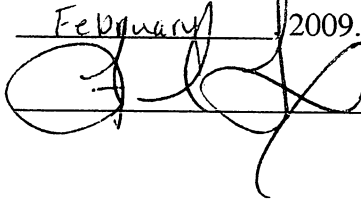
I, the undersigned, do hereby certify:

1. That I am the secretary for MHA Development Corporation.

2. That the foregoing By-Laws consisting of six (6) pages constitute the By-Laws of said corporation as duly adopted by the Shareholders and Board of Directors evidenced by the Minutes of the First Meetings of said Shareholders and Board of Directors dated _____, 2009.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 26th day of

February, 2009.

 _____, Secretary




CERTIFICATION

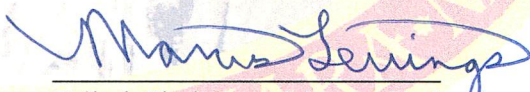
I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Reservation, hereby certify that the Tribal Business Council is composed of 7 members of whom 5 constitute a quorum, 5 were present at a Special Meeting thereof duly called, noticed, convened, and held on the 2nd day of March 2009; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 5 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 2nd day of March 2009.

ATTEST:


Tribal Secretary, V. Judy Brugh
Tribal Business Council
Three Affiliated Tribes


Tribal Chairman, Marcus D. Levings
Tribal Business Council
Three Affiliated Tribes