



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

A Resolution entitled, "By-Laws and Articles of Incorporation of Thunder Butte Petroleum Services, Inc."

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, The Constitution of the Three Affiliated Tribe 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 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 Three Affiliated Tribes ("Tribes") has determined that it is in the best economic interest to continue the pursuit of the Clean Fuels Refinery Project (the "Project") on behalf of the Mandan, Hidatsa & Arikara Nation (the "Nation"); and

WHEREAS, The Business Council has determined that it is in the best interest of the Nation to form Thunder Butte Petroleum Services, Inc. (TPS) to operate the Project; and

WHEREAS, TPS will incorporate under Tribal Law pursuant to the Articles of Incorporation and By-laws attached hereto and incorporated by reference ; and

NOW THEREFORE BE IT RESOLVED, that the Business Council hereby approves the formation of Thunder Butte Petroleum Services, Inc. to operate the Project; and

BE IT FURTHER RESOLVED, that the Business Council approves Thunder Butte Petroleum Services, Inc.'s Articles of Incorporation and By-Laws as currently written and as may be amended from time to time; and

BE IT FINALLY RESOLVED, that the Chairman is hereby authorized to take such further actions as are necessary to carry out the terms and intent of this resolution.

**ARTICLES OF INCORPORATION
OF
THUNDER BUTTE PETROLEUM SERVICES, INC.**

ARTICLE I
Name

The name of this corporation is THUNDER BUTTE PETROLEUM SERVICES, INC.

ARTICLE II
Duration

The term for which this corporation shall exist shall be perpetual, unless sooner dissolved according to law.

ARTICLE III
Registered Agent

The Registered Agent for the corporation is Richard Mayer, whose address is, PO Box 1227, 330 Main St., New Town, North Dakota, 58763.

ARTICLE IV
Purpose

The purpose or purposes for which the corporation is organized is to conduct the transaction of any or all lawful business for which corporations may be incorporated under this Ordinance. More specifically, the corporation is organized for the development and operation of a clean fuels refinery and any ancillary oil and gas production and delivery services.

ARTICLE V
Powers

In furtherance of the objectives of this corporation, it shall have the power:

1. To receive property, both real and personal, as absolute owner, by gift, devise, bequest, or otherwise, subject to such conditions and trusts as may be attached thereto.
2. To purchase or otherwise acquire, to own, hold, lease, sell, transfer or otherwise dispose of property, both real and personal, as absolute owner.
3. To hold such property, both real and personal, as it may acquire, as absolute owner, to manage, administer, invest and reinvest the same without regard to any statutory limitations at that time on the management or Board of Directors;

4. To make contracts, deeds, mortgages, deeds of trust and other written instruments. All conveyances of real property made by this corporation shall be executed by the president or a vice-president and countersigned by the secretary with an impression of the corporate seal attached, if this corporation has a seal; and all releases or mortgages, liens, judgments or other claims that are required by law to be made of record may be executed by the president or a vice-president and countersigned by the secretary.
5. To borrow money and to make and issue bonds, notes, contracts, and other evidences of indebtedness therefore and, by the proper resolution duly adopted by a majority vote of all of the members of the board of directors, to secure payment thereof by pledging, mortgaging, or otherwise encumbering any property, both real and personal, it may own.
6. To engage in and to disburse any part or all of its funds, both income and principal, for any and all lawful activities permitted by the tax laws and regulations.
7. To apply for and aid the prosecution of applications for patents, trademarks and copyrights; to receive or purchase patents, trademarks and copyrights, applications for patents, trademarks and copyrights, inventions, processes, and discoveries and to hold, manage, use and develop the same and to sell, license, or otherwise dispose of the same, and to collect royalties thereon.
8. To establish bylaws for the management of its affairs.

The foregoing enumeration of the powers of this corporation is in extension and not in limitation of its powers granted in Three Affiliated Tribes Corporations Code.

And in addition to the above mentioned powers, this corporation shall also have all powers necessary or incidental to the furtherance of its objectives.

ARTICLE VI

Board of Directors

1. This corporation shall have a board of directors. This board of directors shall have full power to manage, direct, and conduct the affairs and the business of the corporation, to transact and authorize the transaction of any business this corporation is authorized to do or transact and to employ such employees, agents, and attorneys as may properly be deemed necessary or convenient in conducting the affairs of the corporation and carrying out its lawful purpose or purposes.
2. The number of directors, manner of electing directors, removal of directors, replacement of directors, and any and all other matters relating to the membership of the board of directors shall be determined as provided for in the bylaws of this incorporation.
3. Five Directors shall constitute the initial Board of Directors. The names and addresses of the persons who are to serve as Directors until the first annual meeting of members or until their successors be elected and qualify are:
 - a. Dennis Fox Jr., New Town, North Dakota

- b. Robin Kovash, Denver, Colorado
- c. Oliver Leavitt, Anchorage, Alaska
- d. Jim Simon. Minneapolis/St Paul, Minnesota
- e. Vacant, will be filled by Tribal Resolution of Appointment

ARTICLE VII
Meetings of Directors

1. The annual meeting of the Board of Directors shall be held at New Town, North Dakota, on such date and at such hour, as from time to time may be fixed by the Board of Directors, or in the absence of designation by the Board of Directors, then by the chairman.
2. Provisions for meetings of the Board of Directors of the corporation other than the annual meeting, notice of meetings of the Board of Directors, matters of voting, quorum, adjournment, and all other matters relating to meetings of the Board of Directors shall be determined as provided for in the bylaws of the corporation.
3. Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent to such action is signed by a majority of the members of the Board of Directors.

ARTICLE VIII
Officers

The officers of this corporation shall consist of a chairman, secretary-treasurer, and such other officers as may from time to time be provided for in the bylaws of this corporation. The election of officers, removal of officers, replacement of officers, and any and all other matters relating to the officers of this corporation and their duties shall be determined as provided for in the bylaws of the corporation.

ARTICLE IX
Exemption of Directors and Officers from Personal Liability

The private property of the directors and officers of the corporation shall be exempt from liability for any and all debts, obligations, or liabilities of the corporation.

ARTICLE X
Indemnification of Directors and Officers

Every person who at any time shall serve, or shall have served, as Director or Officer of the corporation, and the heirs, executors, and administrators of such person, shall be indemnified by the corporation against all costs and expenses (including but not limited to counsel fees, amounts of judgments paid, and amounts paid in settlement) reasonably incurred in connection with the defense of any claim, action, suit, or proceeding, whether civil, criminal, administrative, or other, in which he, she or they may be involved by

virtue of such person's being or having been such a director or officer; provided, however, that such indemnity shall not be operative with respect to (a) any matter as to which such person shall have been finally adjudged in such action, suit, or proceeding to be liable for willful or wanton misconduct in the performance of his or her duties as such director or officer. The foregoing indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, and vote of members or otherwise.

ARTICLE XI

Compensation of Directors and Officers

The compensation, if any, of Directors and/or Officers shall be determined in accordance with the bylaws of the corporation.

ARTICLE XII

Shares

1. The corporation shall have the authority to issue five million shares in the aggregate.
2. Each share shall have a par value of \$10 per share.
3. The corporation shall have only two classes of shares; Class A voting and Class B nonvoting.
4. The shares of the corporation shall only be transferable as so stated in the bylaws of the corporation.

ARTICLE XIII

Incorporators

The incorporators of THUNDER BUTTE PETROLEUM SERVICES, INC are:

- a. Tex G. Hall, Chairman of the Mandan, Hidatsa, and Arikara Nation
- b. Richard Mayer, CEO Thunder Butte Petroleum Services



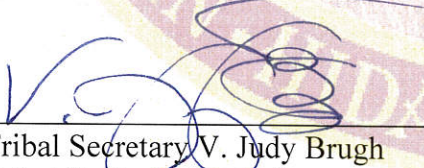
CERTIFICATION

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, 5 were present at a Regular Meeting thereof duly called, noticed, convened and held on the 28th day of November, 2011, 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.

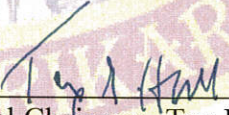
Chairman Voting. Not Voting.

Dated this 28th day of November, 2011.

ATTEST:



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



Tribal Chairman, Tex Hall
Tribal Business Council
Three Affiliated Tribes