



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

A Resolution Entitled, "Ratification of Articles of Incorporation of Makes Cents Inc. and First Cents 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 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 III of the Constitution of the Three Affiliated Tribes provides that the Tribal Business Council ("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, pursuant to its inherent sovereignty and the Constitution and By-Laws, and on behalf of and in the interests of the welfare and benefit of the Tribes and of the enrolled members thereof to pursue Tribal economic development opportunities through and with the formation of separate Tribal corporations under Tribal authority and law; and

WHEREAS, The Council has, pursuant to Resolution No. 11-132-VJB and Resolution No. 11-131-VJB, respectively, taken action to form and organize Makes Cents Inc. and First Cents Inc. (the "Companies") under Tribal authority and law to pursue such economic development opportunities by pursuing an eCommerce infrastructure to engage in business, including an internet-based consumer lending business, as wholly owned Tribal entities; and

WHEREAS, Because the Tribes and its members have routinely suffered from economic depression and slow economic growth, the purpose of the Companies is to promote the self-sufficiency of the Tribes and its members and families, and to address the socio-economic and cultural needs of the Tribes, its members, and its community; and



WHEREAS, The Tribes established the Companies to build capital within the Tribal community, which capital will subsequently be dispersed to the Tribes, and used in the Tribes' governmental discretion for the benefit of its members, and the community through Tribal initiatives and Tribal governmental programs. The increase in capital, as well as the initiatives and programs funded by the increase in capital, will guarantee that the Tribes can continue to care for itself, its members, and its community by promoting greater self-determination, political and social autonomy and cultural rejuvenation and survival; and

NOW THEREFORE BE IT RESOLVED, that the Council approves and ratifies the Articles of Incorporation of each of the Companies as attached hereto, pursuant to the authority and laws of the Tribes; and

BE IT FINALLY RESOLVED, that the Chairman and other proper officers of the Council are hereby authorized to take such further actions as are deemed necessary or desirable to carry out the terms and intent of this resolution.

(The remainder of this page is intentionally left blank)




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 14th day of June, 2012, 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.

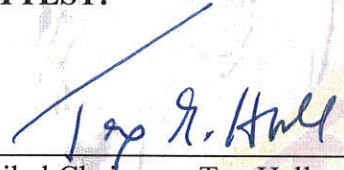
Chairman [] Voting. [] Not Voting.

Dated this 14th day of June, 2012.

ATTEST:



Tribal Secretary V Judy Brugh
Tribal Business Council
Three Affiliated Tribes



Tribal Chairman, Tex Hall
Tribal Business Council
Three Affiliated Tribes

**PURSUANT TO THE SOVEREIGN AUTHORITY OF THE
MANDAN HIDATSA AND ARIKARA NATION**

ARTICLES OF INCORPORATION

OF

MAKES CENTS INC.

The Mandan, Hidatsa and Arikara Nation ("Tribe"), a federally-recognized Indian tribe organized pursuant to Section 16 of the Act of June 18, 1934 (48 Stat. 987) (25 U.S.C. § 476), as amended, acting through the Tribal Business Council, hereby authorizes these Articles of Incorporation to be filed under the laws of the Tribe, for the purpose of creating the tribal corporation ("Corporation"), and states as follows:

ARTICLE I. NAME

The name of the Corporation is: Makes Cents Inc.

ARTICLE II. PURPOSES AND POWERS

1. The purposes for which the Corporation is formed are:
 - (a) To serve the common welfare of the Tribe;
 - (b) To serve the social, economic, educational and health needs of the Tribe;
 - (b) To increase tribal revenues;
 - (c) To enhance the Tribe's economic self-sufficiency and self-determination; and
 - (d) To provide positive, long-term social, environmental and economic benefits to tribal members by enhancing the Tribe's business undertakings and prospects.

In furtherance of the foregoing purposes the Corporation shall have and may exercise all of the rights, powers, and privileges now or hereafter conferred upon corporations organized under the laws of the Tribe. In addition, it may do everything necessary, suitable or proper for the accomplishment of any of its purposes.

2. Without in any way limiting the scope and generality of the foregoing, the Corporation shall have and may exercise the following powers:

- (a) To carry on the business of a financial services company providing, among other things related to such a business, small-denomination, short-term consumer loans,

installment consumer loans, and other related goods and services to consumers through its internet and call/customer service center operations;

(b) To form subsidiary corporations and to enter into business associations, and other business arrangements;

(c) To conduct and carry out business either within or outside of the exterior boundaries of the Fort Berthold Reservation;

To exercise such powers as are incidental to the Corporation's powers and as may be at any time permitted under the laws of the Tribe and deemed desirable to give effect to the Corporation's purpose.

3. The enumeration herein of any specific purpose or power shall not be held to limit or restrict in any manner the exercise by the Corporation of the general powers and privileges now or hereafter conferred by the laws of the Tribe upon corporations formed under such laws, or the accomplishment of any purpose now or hereafter permitted to the Corporation pursuant to these Articles of Incorporation.

ARTICLE III. REGISTERED AGENT

The name and address of the registered agent of the Corporation is:

Richard Mayer
217 Third Street
Parshall, North Dakota 58770

ARTICLE IV. PRINCIPAL OFFICE

The principal office of the Corporation is:

217 Third Street
Parshall, North Dakota 58770

ARTICLE V. DURATION

The period of the Corporation's duration is perpetual.

ARTICLE VI. CAPITALIZATION

There shall only be one class of stock. The Corporation shall have the authority to issue 1000 shares of common stock, no par value. The Corporation is formed pursuant to and shall be subject to the laws of the Tribe and shall be at all times wholly owned, directly or indirectly, by the Tribe. The Tribe shall have, directly or indirectly, the sole proprietary interest in, and shall have sole responsibility for the conduct of the activities of, the Corporation.

ARTICLE VII. DIRECTORS

The number of directors constituting the initial board of directors is 4 and the name and address of the persons who are to serve as the initial directors until the first meeting of the shareholder are:

- | | |
|----------------------|--|
| 1. Karen Rabbithead | 217 Third Street
Parshall, North Dakota 58770 |
| 2. Fred Fox | 217 Third Street
Parshall, North Dakota 58770 |
| 3. Wesley Wilson Sr. | 217 Third Street
Parshall, North Dakota 58770 |
| 4. Robert Brugh | 217 Third Street
Parshall, North Dakota 58770 |
| 5. Richard Mayer | 217 Third Street
Parshall, North Dakota 58770 |

ARTICLES VIII. IMMUNITY

The Corporation, being wholly owned, directly or indirectly by the Tribe, is to enjoy the Tribe's sovereign immunity. In furtherance thereof, for so long as it is wholly owned, directly or indirectly, by the Tribe, the Tribe hereby confers on the Corporation sovereign immunity from suit to the same extent that the Tribe would have such sovereign immunity if it engaged directly in the activities undertaken by the Corporation. It is the intention of the Tribe that the extension to the Corporation of such sovereign immunity from suit shall apply to the Corporation's managers, officers, employees and agents to the same extent that the Tribe's managers, officers, employees and agents would have such sovereign immunity if the Tribe engaged directly in the activities undertaken by the Corporation. In furtherance of and in clarification of the Corporation's power to "sue and be sued" as set forth and intended in the laws of the Tribe, the Corporation shall have the power to sue and is authorized to consent to be sued in the Tribe's Tribal Courts or another court of competent jurisdiction, provided, however, that:

- (a) no such consent to suit shall be effective against the Corporation in any manner and to any extent whatsoever unless such consent is:
- (1) explicit,
 - (2) contained in a written contract or commercial document to which the Corporation is a party and under which the Corporation is involved in the suit, and
 - (3) specifically approved by the Tribe's Tribal Business Council, and

(b) any recovery against such Corporation shall be limited to the assets of the Corporation in the manner and to the extent as explicitly set forth in such written consent.

Any consent to suit may as explicitly set forth in such written consent be limited to the court or courts in which suit may be brought, to the matters that may be made the subject of the suit and to the assets or revenues of the Corporation against which any judgment may be executed.

Written consent to suit by the Corporation shall in no way extend to an action against the Tribe, nor shall consent to suit by the Corporation in any way be deemed a waiver of any of the rights, privileges and immunities of the Tribe. The Tribe shall not be liable for the payment or performance of any of the obligations of the Corporation, and no recourse shall be had against any assets or revenues of the Tribe in order to satisfy the obligations of the Corporation.

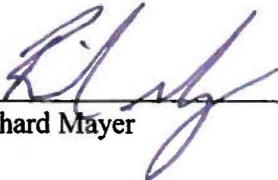
The sovereign immunity of the Company shall not extend to actions against the Corporation by the Tribe.

ARTICLE IX. INCORPORATOR

The name and address of the incorporator is:

Richard Mayer
404 Frontage Road
New Town, North Dakota 58763

For purposes of forming a corporation under the authority of the Mandan, Hidatsa and Arikara Nation, I, the undersigned, have personally executed these Articles of Incorporation on this 14th day of June, 2012.



Richard Mayer

Filed: _____
[Date and Time]



Tribal Business Council Secretary

**PURSUANT TO THE SOVEREIGN AUTHORITY OF THE
MANDAN HIDATSA AND ARIKARA NATION**

ARTICLES OF INCORPORATION

OF

FIRST CENTS INC.

The Mandan, Hidatsa and Arikara Nation ("Tribe"), a federally-recognized Indian tribe organized pursuant to Section 16 of the Act of June 18, 1934 (48 Stat. 987) (25 U.S.C. § 476), as amended, acting through the Tribal Business Council, hereby authorizes these Articles of Incorporation to be filed under the laws of the Tribe, for the purpose of creating the tribal corporation ("Corporation"), and states as follows:

ARTICLE I. NAME

The name of the Corporation is: First Cents Inc.

ARTICLE II. PURPOSES AND POWERS

1. The purposes for which the Corporation is formed are:
 - (a) To serve the common welfare of the Tribe;
 - (b) To serve the social, economic, educational and health needs of the Tribe;
 - (b) To increase tribal revenues;
 - (c) To enhance the Tribe's economic self-sufficiency and self-determination; and
 - (d) To provide positive, long-term social, environmental and economic benefits to tribal members by enhancing the Tribe's business undertakings and prospects.

In furtherance of the foregoing purposes the Corporation shall have and may exercise all of the rights, powers, and privileges now or hereafter conferred upon corporations organized under the laws and authority of the Tribe. In addition, it may do everything necessary, suitable or proper for the accomplishment of any of its purposes.

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 - (a) To carry on the business of a financial services company providing, among other things related to such a business, small-denomination, short-term consumer loans,

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(b) To form subsidiary corporations and to enter into business associations, and other business arrangements;

(c) To conduct and carry out business either within or outside of the exterior boundaries of the Fort Berthold Reservation;

To exercise such powers as are incidental to the Corporation's powers and as may be at any time permitted under the laws and authority of the Tribe and deemed desirable to give effect to the Corporation's purpose.

3. The enumeration herein of any specific purpose or power shall not be held to limit or restrict in any manner the exercise by the Corporation of the general powers and privileges now or hereafter conferred by the laws and authority of the Tribe upon corporations formed under such laws or authority, or the accomplishment of any purpose now or hereafter permitted to the Corporation pursuant to these Articles of Incorporation.

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[Date and Time]



Tribal Business Council Secretary