



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

***A Resolution Entitled: "Corporate Organization 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 ("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 corporation under Tribal authority and law; and

**WHEREAS,** The Council has previously formed and organized Makes Cents Inc. and First Cents Inc. ( the "Companies") under Tribal authority and law to pursue such economic development opportunities as a wholly owned Tribal entity; and

**WHEREAS,** The Council formed and organized Makes Cents Inc. as a wholly owned subsidiary corporation of MHA Systems Incorporated and First Cents Inc. as a wholly owned subsidiary of Makes Cents Inc.; and

**WHEREAS,** The Council has determined that purpose of each of the Companies remains consistent with their formation and organization, but has determined that it is in the best interests of the Tribes and that it will best serve the purposes for which each of the Companies was formed and organized if the name, business and products of Makes Cents Inc. are branded in the marketplace and such that the ownership of Makes Cents Inc. be directly by the Tribe rather than indirectly through MHA Systems Incorporated and such that the ownership of First Cents Inc. be directly by MHA Systems Incorporated rather than through Makes Cents Inc.; and





**NOW THEREFORE BE IT RESOLVED**, that in order to transfer the tribal ownership of Makes Cents Inc. and First Cents Inc. in the manner deemed desirable by the Council, the Council approves the corporate reorganization of the Companies (“Corporate Organization”) as follows:

1. The “Effective Time” of the Corporate Reorganization shall be at 5:00 p.m., local time, on the date of this Council Resolution;
2. At the Effective Time, for good and valuable consideration the sufficiency of which is acknowledged, the full ownership and all outstanding capital stock, if any, of Makes Cents Inc. shall be deemed sold, transferred and assigned to the Tribes so that Makes Cents Inc. shall be wholly owned directly by Tribes rather than indirectly through MHA Systems Incorporated;
3. At the Effective Time, except as contemplated with regard to the ownership of First Cents Inc. by items 4 and 5 below, all rights, privileges, powers, franchises, property and assets of every kind and description of Makes Cents Inc. that existed just prior to the Effective Time shall continue to be held by Makes Cents Inc.;
4. At the Effective Time, for good and valuable consideration the sufficiency of which is acknowledged, the full ownership and all outstanding capital stock, if any, of First Cents Inc. shall be deemed sold, transferred and assigned to MHA Systems Incorporated so that First Cents Inc. shall be wholly owned by the Tribes indirectly through MHA Systems Incorporated rather than indirectly through Makes Cents Inc. as a subsidiary of MHA Systems Incorporated;
5. At the Effective Time, all rights, privileges, powers, franchises, property and assets of every kind and description of First Cents Inc. that existed just prior to the Effective Time shall continue to be held by First Cents Inc.; and

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



**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 an Regular Meeting thereof duly called, noticed, convened and held on the 14<sup>th</sup> 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 14<sup>th</sup> 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