



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

A Resolution entitled, "Amendment to Articles of Incorporation of 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 taken action to form and organize First Cents Inc. (the "Corporation") under Tribal authority and law to pursue such economic development opportunities as a wholly owned Tribal entity; and

WHEREAS, At the time the Tribes established the Corporation, the Council retained authority to consent to any waiver of sovereign immunity of the Corporation; and

WHEREAS, The Council at this time desires to relinquish the authority to consent to any waiver of sovereign immunity of the Corporation and, accordingly, to acknowledge the authority of the Corporation's Board of Directors to consent to any waiver of sovereign immunity of the Corporation, and

NOW THEREFORE BE IT RESOLVED, that the Council hereby relinquishes its authority to consent to any waiver of sovereign immunity of the Corporation and, as a result, hereby acknowledges that the Board of Directors of the Corporation shall have the authority to consent to any waiver of sovereign immunity of the Corporation as deemed necessary and desirable in the conduct of the business of the Corporation; and



BE IT FURTHER RESOLVED, that in this regard, Article VIII (Immunity), Section (a)(3) of the Articles of Incorporation of the Corporation shall be hereby amended in its entirety to delete the language “specifically approved by the Tribe’s Tribal Business Council, and” and add the language “specifically approved by the Corporation’s Board of Directors, and”.

BE IT FURTHER RESOLVED, that in this regard, Article VIII (Immunity), a new Section (c) to be added; “The CEO or his/her authorized representative shall be required to provide quarterly reports to the Tribal Business Council on any contracts, agreements and/or stipulations that require the Corporation to waive its sovereign immunity in any manner. “; and

BE IT FINALLY RESOLVED, that the Board of Directors of the Corporation is hereby directed to approve the attached form of Amendment to the Articles of Incorporations, to cause the execution of the attached form of Amendment to the Articles of Incorporation, to cause the filing of duplicate originals of the executed Amendment to the Articles of Incorporation with the Tribal Secretary of the Tribes pursuant to Tribe’s Tribal Business Corporation Act, and to cause any such further actions to be taken 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 a **Regular** Meeting thereof duly called, noticed, convened and held on the **11** day of **July**, 2013, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 4 members, 0 members opposed, 1 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 11 day of July, 2013.



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

ATTEST:



Tribal Chairman, Tex Hall
Tribal Business Council
Three Affiliated Tribes