



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

A Resolution Entitled: “Tribal Business Council Issuance of Articles of Organization for Subsidiary Corporation of Tribe Called Pathway 2 Solutions, LLC.”

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, The Tribal Business Council has the power, under the Constitution of the Tribe and pursuant to the inherent sovereign authority of the Tribe, to own and charter businesses to be owned by the Tribe, and pursuant to said powers, the Tribal Council desires to grant a corporate charter to a wholly-owned tribal business limited liability company known as “Pathway 2 Solutions, LLC” for the purpose of engaging in government and commercial capital intensive business activity thereby benefitting economic development of the Three Affiliated Tribes; and

WHEREAS, The Tribal Business Council finds that the issuance of articles of organization for incorporation of a tribally owned business must be accomplished pursuant to a Tribal Business Council resolution and the Tribal Business Council has reviewed said articles of organization and approves the same.

NOW THEREFORE BE IT RESOLVED, that the Tribal Business Council of the Three Affiliated Tribes pursuant to the authority granted by the Constitution of the Three Affiliated Tribes hereby approves and issues articles of organization, copies of which are herewith attached, for “Pathway 2 Solutions, LLC” a subsidiary corporation which will be wholly-owned by the Three Affiliated Tribes.

BE IT FURTHER RESOLVED, that Pathway 2 Solutions, LLC, shall be managed according to its operating agreement as a 100 percent wholly-owned tribal corporation and such operating agreement is hereby approved.

(Certification page to follow)



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, 7 were present at a Regular Meeting thereof duly called, noticed, convened and held on the 11th day of February, 2015, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 7 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 11th day of February, 2015.

ATTEST:

Tribal Secretary, L. Kenneth Hall
Tribal Business Council
Three Affiliated Tribes

Tribal Chairman, Mark N. Fox
Tribal Business Council
Three Affiliated Tribes