



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

***A Resolution entitled, "Issuance of Amended and Restated Articles of Organization for MEC Management, LLC and MEC Resources, LLC, Subsidiary Limited Liability Companies of MH&A Enterprises, LLC"***

- WHEREAS,** This Nation having accepted the Indian Reorganization Act of June 18, 1934, the authority under said Act, and having adopted a Constitution and By-laws under said Act;
- WHEREAS,** Pursuant to Article III, Section 1 of the Constitution and By-Laws of the Three Affiliated Tribes (the "Three Affiliated Tribes" or the "Tribes"), the Tribal Business Council is the governing body of the Tribes;
- 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;
- WHEREAS,** Article VI, Section 3 of the Constitution of the Three Affiliated Tribes specifically grants to the Tribal Business Council all necessary sovereign authority for the purpose of exercising the jurisdiction granted by the people of the Three Affiliated Tribes in Article I of the Constitution;
- WHEREAS,** MH&A Enterprises, LLC ("MH&A"), formerly known as Mandaree Enterprises, LLC, is a Tribally-owned and controlled holding company of business subsidiaries which generate revenue for the Tribes and promotes the economic development and general welfare of the Tribes and their enrolled members;
- WHEREAS,** MEC Management, LLC ("MML") and MEC Resources, LLC ("MRL") are subsidiary limited liability companies of MH&A which operate and maintain business enterprises;
- WHEREAS,** The Tribal Business Council confirms that, in connection with operating and maintaining such business enterprises, MML and MRL are also formed for the purpose of owning and controlling intellectual property in connection with such business enterprises, and that it is in the best interest of the Three Affiliated Tribes, MML, and MRL to amend the Articles of Organization of MML and MRL to reflect this purpose;



**WHEREAS,** The Tribal Business Council confirms that MML and MRL were formed and are currently operating for the purpose of: (i) promoting the economic development of the Tribes and diversifying the Tribal economy; (ii) enhancing employment opportunities and job training for Tribal members; (iii) making capital investments that will expand business operations to create greater opportunities for Tribal members; (iv) funding Tribal governmental operations; (v) strengthening the self-governing capabilities, political integrity, self-sufficiency, self determination, and sovereignty of the Tribes; and (vi) enhancing and maintaining the health, economic, and social welfare of Tribal members, and that it is in the best interest of the Three Affiliated Tribes, MML, and MRL to amend the Articles of Organization of MML and MRL to reflect these objectives;

**WHEREAS,** The Tribal Business Council has determined it to be advisable and in the best interest of the Three Affiliated Tribes, MH&A, MML, and MRL to amend the Articles of Organization of MML and MRL to (a) provide that the Tribal Business Council has certain specified authority to rescind appointments to the Management Board of MML and MRL; (b) identify specific acts of MML and MRL which require approval by the Tribal Business Council;

**WHEREAS,** The Tribal Business Council confirms that it has conferred and shall continue to confer on MML and MRL, all of the Tribes' sovereign rights, privileges, and immunities concerning federal, state, and local tax regulation, and jurisdiction (including the Tribes' sovereign immunity from suit and the authority to issue waivers of sovereign immunity), to the same extent that the Tribes would have such rights, privileges, and immunities, if they engaged in the activities undertaken by MML and MRL ("Grant of Sovereign Immunity"); and

**WHEREAS,** The Tribal Business Council shall effect the Grant of Sovereign Immunity, and the above-identified amendments to the Articles of Organization of MML and MRL, through the issuance of those certain Amended and Restated Articles of Organization for MML and MRL, attached to this Resolution as Exhibit A and Exhibit B, respectively.

**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 confirms, ratifies, authorizes and approves the Grant of Sovereign Immunity to MML and MRL; and

**BE IT FURTHER RESOLVED,** that the Tribal Business Council of the Three Affiliated Tribes authorizes, approves, and issues those certain Amended and Restated Articles of Organization for MML and MRL, attached to this Resolution as Exhibits A through B, respectively, which effect the Grant of Sovereign Immunity and the above-identified amendments to the Articles of Organization of MML and MRL.



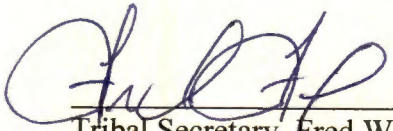
**CERTIFICATION**

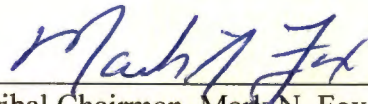
I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Indian Reservation hereby certify that the Tribal Business Council is composed of seven (7) members of whom five (5) constitute a quorum, 7 were present at a Regular Meeting thereof duly called, noticed, convened and held on the 12<sup>th</sup> day of April, 2018, 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 [ X ] Voting. [ ] Not Voting.

Dated this 12<sup>th</sup> day of April, 2018.

**ATTEST:**

  
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Tribal Secretary, Fred W. Fox  
Tribal Business Council

  
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Tribal Chairman, Mark N. Fox  
Tribal Business Council



**EXHIBIT A**

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF  
MEC MANAGEMENT, LLC**



**EXHIBIT B**

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF  
MEC RESOURCES, LLC**