



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

***A resolution entitled, "REORGANIZATION OF MAKES CENTS, INC. and UETSA
TSAKITS, INC.: Wholly Owned Tribal Corporations"***

WHEREAS, The Three Affiliated Tribes, the Mandan Hidatsa and Arikara Nation ("MHA 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 and By-Laws of the Three Affiliated Tribes was adopted by the membership of the Tribes on May 15th, 1936 pursuant to the Indian Reorganization Act of 1934 and duly approved by the Secretary of the Interior; and

WHEREAS, The MHA Nation Constitution 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 MHA Nation and of the enrolled members thereof; and

WHEREAS, Article III, Section 1 of the Constitution provides that the Council is the governing body of MHA Nation; and

WHEREAS, Article VI, Section 5 (l) of the Constitution of the Three Affiliated Tribes provides the Tribal Business Council has the power to adopt resolutions regulating the procedure of the Tribal Business Council and other Tribal Agencies and Tribal Officials on the Reservation; and

WHEREAS, The MHA Nation 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 Tribal Business Council has previously formed and organized "Makes Cents, Inc." and has now formed "Uetsa Tsakits, Inc." (the "Companies") under Tribal authority and law to pursue such economic development opportunities as wholly owned Tribal entities; and

WHEREAS, The Tribal Business Council has determined that the 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.” and “Uetsa Tsakits, Inc.” are branded separately in the marketplace and the individual corporations’ holdings should be segregated appropriately.

NOW THEREFORE BE IT RESOLVED, that in order to transfer the Tribal ownership of “Makes Cents, Inc.” and “Uetsa Tsakits, Inc.” in the manner deemed desirable by the Tribal Business Council, the Council now approves the corporate reorganization of the Companies (“Corporate Reorganization”) as follows:

1. The “Effective Time” of the Corporate Reorganization shall be at 5:00 pm CST, on the date of this Resolution;
2. At the Effective Time, for good and valuable consideration the sufficiency of which is acknowledged, full ownership including all applicable stock, assets and liabilities of the “MaxLend” brand, the d/b/a operating under Makes Cents Inc., shall be transferred to “Uetsa Tsakits, Inc.” a wholly owned tribal corporation.
3. At the Effective Time, except as contemplated with regard to the ownership of “MaxLend”, all rights, privileges, powers, franchises, property and assets of every kind and description of “Makes Cents Inc.” that existed prior to the Effective Time, including the d/b/a “Sovereign Advance” brand / portfolio shall continue to be held by “Makes Cents Inc.”

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

Signature Page to Follow

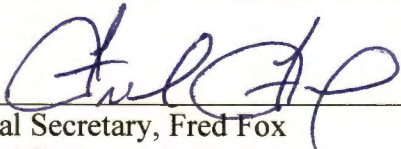


CERTIFICATION


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 12 day of September, 2019, that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 6 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 12 day of September, 2019



Tribal Secretary, Fred Fox
Tribal Business Council
Three Affiliated Tribes



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

BYLAWS OF
UETSA TSAKITS, INC.

ARTICLE I – NAME AND PURPOSE

Section 1.1 – Name. The name of the Corporation shall be UETSA TSAKITS, INC. It shall be a for-profit entity and incorporated under the laws of the Mandan Hidatsa Arikara Nation a/k/a the Three Affiliated Tribes of the Fort Berthold Indian Reservation.

Section 1.2 – Purpose. The UETSA TSAKITS, INC. Board (“Corporation”) is organized exclusively for the purposes of serving the common welfare of the Tribe; to serve the social, economic, educational and health needs of the Tribe; to increase tribal revenues; and to enhance the Tribes’ social, environmental and economic benefits to tribal members by enhancing the Tribes’ business undertakings and prospects. The specific purposes of the corporation are to carry on the business of a financial services company providing, among other things, short-term consumer loans; form subsidiary corporations and enter into business associations, and other business arrangements; and to conduct and carry out business within and outside the exterior boundaries of the Fort Berthold Indian Reservation.

ARTICLE II – MEMBERSHIP

Section 2.1 – Membership. The Corporation shall have no members. All powers, obligations and rights of members provided by law shall reside in the Board of Directors.

Section 2.2 – Ownership. The Corporation shall be wholly owned by the Three Affiliated Tribes of the Fort Berthold Indian Reservation a/k/a Mandan Hidatsa Arikara Nation.

ARTICLE III – OFFICES

Section 3.1. – Principal Office. The principal office of the Corporation shall be 217 3rd Avenue NE, Parshall, North Dakota within the exterior boundaries of the Fort Berthold Indian Reservation.

ARTICLE IV – DIRECTORS

Section 4.1 – General Powers. All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors.

Section 4.2 – Number and Qualifications. The number of directors of the Corporation shall be set by the Board of Directors as set forth in the Corporation’s Articles of Incorporation, provided that any increase or decrease in the number of Directors shall not shorten the term of any director in office at the time of any change.

Section 4.3 – Terms of Directors. The terms of Directors of the Corporation shall be set forth in the Corporation’s Articles of Incorporation.

Section 4.4 – Nomination and Election of Directors. The nomination and election of Directors shall lie with the MHA Nation Tribal Business Council.

Section 4.5 – Removal. Removal of any Director shall lie with MHA Nation Tribal Business Council.

Section 4.6 – Vacancies. Any Director vacancy shall be filled by the MHA Nation Tribal Business Council.

ARTICLE V – MEETINGS OF DIRECTORS

Section 5.1 – Regular Meetings. The Board of Directors shall meet, at a time and place to be decided, once per fiscal quarter (three months) for its regular meeting.

Section 5.2 – Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. Such meetings may be held within or without the Fort Berthold Indian Reservation as fixed by the person or persons calling any such meetings.

Section 5.3 – Notice of Meetings. A Regular Board meeting requires each Board Member receive written notice (ie. letter or email) at least three (3) days in advance, but such notice may be waived by an affirmative voted of two-thirds of the Board.

Section 5.4 – Quorum. A quorum constitutes two-thirds of all presently seated Board members for business transactions to take place and motions to pass.

Section 5.5 – Manner of Acting. Except as otherwise provided in these By-laws or law, the act of the majority of the directors attending or participating in a meeting at which a quorum is present shall be the act of the Board of Directors. The affirmative vote of two-thirds (2/3) of the number of directors prescribed in Section 4.2 and in office immediately prior to a meeting shall be required to remove the President as an officer, a modification of the duties and authority of the President as set forth in these By-laws, the creation or termination of a committee of the Board, the appointment of a director to a committee, the removal of a director from a committee, or a modification of the authority delegated to a committee by these By-laws or a resolution of the Board of Directors.

Section 5.6 – Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which an action on any corporate matter is taken shall be presumed to have assented to the action taken unless (a) the director objects at the beginning of the meeting (or promptly upon the director’s arrival) to holding such a meeting or transacting business at it, (b) the director shall file a written dissent or abstention to such action with the presiding officer of the meeting before the adjournment thereof or with the Corporation immediately after the adjournment of the meeting, or (c)

the director's contrary vote or abstention is entered in the minutes of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such an action.

Section 5.7 – Informal Action by Directors. Action taken by the directors without a meeting is nevertheless an official Board action, and may be described as such, if one or more written consents to the action in question, describing the action taken, are signed by all the directors and filed in the next regular or special meeting minutes, whether done before or after the action is taken. Action taken pursuant to this section shall be effective when the last director signs the written consent to such action, unless the consent specifies a different effective date.

Section 5.8 – Participation by Audio or other medium. Unless notice specifically requires presence at a regular or special meeting, any one or more directors may participate in any meeting of the Board of Directors by means of conference telephone or other similar communications medium allowing all directors participating in a meeting to hear one another simultaneously throughout the meeting. Participation by such means shall constitute presence in person at a meeting.

ARTICLE VI – BOARD OF DIRECTORS

Section 6.1 – Number of Directors

- a. Initially, the number of directors on the Board shall not exceed five (5).
- b. The Board, at any time after these bylaws are adopted, upon a two-thirds vote, may expand the Board to include up to seven (7) members.
- c. The Board, shall receive no compensation other than reasonable expenses and a stipend for each regular and special Board meeting attended at a rate to be decided by the Board.

Section 6.2 – Terms. All Board members shall serve a term of four (4) years.

Section 6.3 – Meeting and Notice. The Board shall meet at least quarterly, at an agreed upon time and place. An official Board meeting requires each Board Member receive written notice (ie. Letter or email) at least three (3) days in advance, but such notice may be waived by an affirmative voted of two-thirds of the Board.

Section 6.4 – Special Meetings. Special Meetings of the Board shall be called upon request of the President, or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member at least two (2) days in advance. Such notice may be waived by an affirmative vote of two-thirds of the Board.

Section 6.5 – Board Appointments. The elected board members whose terms are expiring shall serve until the end of the fiscal year. The swearing in of new Directors

shall take place during the first regular meeting of the fiscal year of the Board of Directors, called in accordance with the provisions of these bylaws.

Section 6.6 – Appointment Procedures. In the event a board member resigns or otherwise does not complete his/her term, vacant elected board positions shall be appointed by the Tribal Business Council to serve the unexpired term. New Board Members shall be officially sworn in at the next meeting where a quorum is present.

Section 6.7 – Quorum. A quorum constitutes two-thirds of all presently seated Board members for business transactions to take place and motions to pass.

Section 6.8 – Officers and Duties. There shall be three (3) officers appointed to their positions by the Tribal Business Council, consisting of a President, Vice-President and a Secretary / Treasurer. Their duties are as follows:

- a. President: The President shall convene regular and special Board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice President; Secretary / Treasurer.
- b. Vice President: The Vice President shall act in place of Chairman when the Chairman is necessarily absent, and chair committees on special projects as designated by the Board.
- c. Secretary / Treasurer: The Secretary / Treasurer shall be responsible for keeping the records of Board actions, including overseeing the taking of minutes at all Board Meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained. The Secretary / Treasurer shall make a financial report at each meeting. The Secretary / Treasurer shall chair the financial committee, establish all bank accounts, engage a qualified accounting firm to assist the Corporation, and make financial information available to the Board, its members and the public.

Section 6.9 - Vacancies. When a Board member position becomes vacant, whether by expiration of the Board Member's term or otherwise, nominations for a replacement elected Board Member may be submitted to the Tribal Business Council.

Section 6.10 – Resignation, Termination and Absence. Resignation from the Board shall be made in writing and received by the Secretary / Treasurer. Board members shall be terminated by the Board due to excess absences, which is defined as three or more unexcused absences from Board Meetings in any calendar year. A Board member may be removed for good cause, other than absences, upon a two-thirds vote of the remaining Board Members. Good cause shall be defined as any action as determined by the Board to be detrimental to the purposes and intent of the Corporation.

ARTICLE VII – COMMITTEES

Section 7.1 – Special Committees. The Board may form special committees as needed, such as fundraising, housing, public relations, data collection or other special committees. The Board President appoints all special committee chairs, who in turn may select members of the committees. Members of special committees need not be a Board member, but must be an enrolled member of the Three Affiliated Tribes, unless the full Board approves a non-enrolled member to sit on a special committee.

Section 7.2 – Executive Committee. The three officers shall serve as the Corporation’s Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the power and authority of the Board of Directors in the intervals between meeting of the Board of Directors, and is subject to the direction and control of the full board.

Section 7.3 – Finance Committee. The Secretary / Treasurer is the chair of the Finance Committee, which includes two other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans and appropriation requests; and an annual budget with staff and other Board members. The Board must approve the budget and all expenditures must be within the Budget. Any major change in the budget must be approved by the Board or Executive Committee. The fiscal year shall be January 1st to December 31st of each year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income.

ARTICLE VIII – OTHER PROVISIONS

Section 8.1 – Dissolution. No part of the Net Earnings of the Corporation shall inure to benefit of, or be distributable to its members, members of the Board of Directors, Officers, or other private persons, except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article VI, hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public / elected office.

ARTICLE IX – CONFLICT OF INTEREST

Section 9.1 – Whenever a director, officer or employee of the Corporation has a financial or personal interest in any matter before the Board of Directors, the affected person shall (a) fully disclose the nature of the interest and (b) withdraw from discussion and voting on the matter at the meeting when the disclosure takes place at any other time. When a potential conflict of interest is present regarding any transaction that needs approval, a vote shall be taken only when a majority of disinterested directors determine that it is in the best interest of the Corporation to do so. The minutes of meetings at which such

votes are taken shall record such disclosure, abstention and the rationale for approval. Failure to disclose a conflict of interest constitutes grounds for removal from the Board of Directors.

ARTICLE X – DIRECTOR AND STAFF

Section 10.1 – Executive Director. The Board, under its own authority, may elect to engage an Executive Director to carry out the day-to-day activities of the Corporation including carrying out the goals of and policies as set by the Board of Directors. The Executive Director will attend all Board meetings, report on the progress of the organization, answer questions of the Board and carry out the duties described in the job description. The Board can designate other duties as necessary.

Section 10.2 – Attorney Advisor. The Board, under its own authority, may engage independent legal counsel to assist the Board in decisions regarding its activities pursuant herein.

ARTICLE XI – ORDER OF BUSINESS

1. Roll Call
2. Reading and Approval of the Minutes of the preceding meeting.
3. Reports of the Committees
4. Reports of Officers
5. Old and unfinished business
6. New Business
7. Adjournment

ARTICLE XII – AMENDMENTS

Section 12.1 – Amendments. These bylaws may be amended when necessary by two-thirds majority of the Board of Directors. Proposed Amendments must be submitted to the Secretary to be sent out with the regular Board announcements.

CERTIFICATION

As Secretary / Treasurer of the Uetsa Tsakits, Inc., I hereby certify that these bylaws were approved at a duly called meeting of the initial Board of Directors held in

_____ by a two-thirds majority vote on

_____.

Secretary / Treasurer

Concurrence:

President