



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

A resolution entitled, "Organization and Formation of UETSA TSAKITS, INC., a wholly owned tribal corporation."

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 resolution regulating the procedure of the Tribal Business Council and other Tribal Agencies and Tribal Officials on the Reservation; and

WHEREAS, The Council desires to form and organize "Tsakits Uetsa, Inc." (the "Company") pursuant to the Tribes' inherent sovereign powers and "Three Affiliated Tribes Tribal Business Corporation Act" (Resolution 11-126-VJB, Nov. 28, 2011); and

WHEREAS, The Three Affiliated 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 desires to form and organize the Company under Tribal authority and law to pursue such economic development opportunities as a wholly owned Tribal entity; and



WHEREAS, The Tribes and its members have routinely suffered from economic depression and slow economic growth, therefore the purpose of the Company is to promote the self-sufficiency of the Tribes and its members and families, and to address the socio-economic and cultural needs of the Tribes, its members, and its community; and

WHEREAS, The Tribes desire to establish a Company to build capital within the Tribal Community, which capital will be subsequently be dispersed to the Tribes and used in the Tribes' governmental discretion for the benefit of its members, and the community through Tribal initiatives and Tribal governmental programs. The increase in capital, as well as the initiatives and programs funded by the increase in capital, will guarantee that the Tribes can continue to care for itself, its members and its community by promoting greater self-determination, political and social autonomy and cultural rejuvenation and survival.

NOW THEREFORE BE IT RESOLVED, that the Tribal Business Council of the Three Affiliated Tribes approves the formation of and organization of the "Uetsa Tsakits, Inc." a Tribal corporation formed under the authority and laws of the Tribes; and

BE IT FURTHER RESOLVED, "Uetsa Tsakits, Inc.", a wholly owned Tribal Corporation shall be managed by its duly authorized Board of Directors, who are authorized to act in accordance with the "Three Affiliated Tribes Tribal Business Corporation Act" (Resolution 11-126-VJB, Nov. 28, 2011) and its Articles of Incorporation as approved pursuant to this Resolution; and

BE IT FURTHER RESOLVED, "Uetsa Tsakits, Inc." is an instrumentality of the Tribe, shares in the Tribe's sovereign immunity, tax-free status and is exempt from all state regulation; and

BE IT FURTHER RESOLVED, In approving the Organization and Formation of "Uetsa Tsakits, Inc.", a wholly owned tribal corporation, the Tribe hereby agrees to not legislatively make unlawful the purposes and activities of the "Uetsa Tsakits, Inc." or any other similar tribally authorized businesses; and

BE IT FURTHER RESOLVED, The Tribal Business Council of the Three Affiliated Tribes, in its approval of the organization and formation of "Uetsa Tsakits, Inc.", a wholly owned tribal corporation, hereby expressly authorizes and approves "Uetsa Tsakits, Inc." and its Board of Directors the authority to grant limited waivers of its corporate sovereign immunity that shall be expressly limited to the Corporation, its officers, and its assets and said authorization shall not be interpreted, held or otherwise construed to be any waiver of the sovereign immunity of the Three Affiliated Tribes, its officers, officials, agents or assigns; and



BE IT FURTHER RESOLVED, "Uetsa Tsakits, Inc." shall require its CEO or his/her authorized representative to provide quarterly reports to the Tribal Business Council on any contracts, agreements and/or stipulations that require the Corporation to waive its corporate sovereign immunity in any manner; and

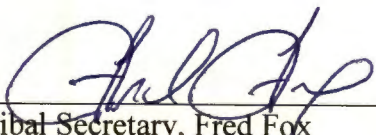
BE IT FINALLY RESOLVED, the Chairman and Tribal Secretary are hereby authorized to take such further actions as are deemed necessary or desirable to carry out the terms and intent of this resolution; and

CERTIFICATION

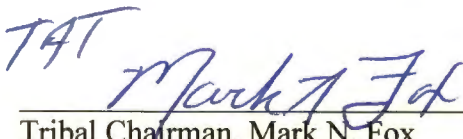
I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Indian Reservation hereby certify that the Tribal Business Council is composed of seven (7) members of whom five (5) constitute a quorum, 7 were present at a Regular Meeting thereof duly 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, 0 members abstained, 1 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

**PURSUANT TO THE SOVEREIGN AUTHORITY OF THE
MANDAN HIDATSA ARIKARA NATION**

**ARTICLES OF INCORPORATION
OF
UETSA TSAKITS, INC.**

The Mandan Hidatsa Arikara Nation (“Tribe”), a federally recognized Indian Tribe organized pursuant to Section 16 of the Act of June 18, 1934 (48 Stat. 987)(25 U.S.C. § 476), as amended, acting through the Tribal Business Council, hereby authorizes these Articles of Incorporation to be filed under the laws of the Tribe, for the purpose of creating the tribal corporation (“Corporation”), and states as follows:

ARTICLE I - NAME

The Name of the Corporation is **UETSA TSAKITS, INC.**

ARTICLE II – PURPOSES AND POWERS

1. The purposes for which this Corporation is formed are:
 - a. To serve the common welfare of the Tribe;
 - b. To serve the social, economic, educational and health needs of the Tribe;
 - c. To increase tribal revenues;
 - d. To enhance the Tribe’s economic self-sufficiency and self-determination; and
 - e. To provide positive, long-term social, environmental and economic benefits to tribal members by enhancing the Tribe’s business undertakings and prospects.

In furtherance of the foregoing purposes the Corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of the Tribe. In addition, it may do everything necessary, suitable or proper for the accomplishment of any of its purposes.

2. Without in any way limiting the scope and generality of the foregoing, the Corporation shall have and may exercise the following powers:
 - a. To carry on the business of a financial services company providing, among other things related to such a business, small-denomination, short-term consumer loans, installment consumer loans and other related goods and services to consumers through its internet and call/customer service center operations;

- b. To form subsidiary corporations and enter into business associations, and other business arrangements;
 - c. To conduct and carry out business either within or outside the exterior boundaries of the Fort Berthold Indian Reservation;
 - d. To exercise such powers as may be at any time permitted under the laws of the Tribe and deemed desirable to give effect to the Corporation's purpose.
3. The enumeration herein of any specific purpose or power shall not be held to limit or restrict in any manner the exercise by the Corporation of the general powers and privileges now or hereafter conferred by the laws of the Tribe upon corporations formed under such laws, or the accomplishment of any purpose now or hereafter permitted to the Corporation pursuant to these Articles of Incorporation.

ARTICLE III – REGISTERED AGENT

The Name and Address of the registered Agent is:

Richard Mayer
217 3rd Ave. NE
Parshall, ND 58770

ARTICLE IV – PRINCIPLE OFFICE

The principal office of the Corporation is 217 3rd Ave. NE, Parshall, North Dakota 58770.

ARTICLE V - DURATION

The period of the corporation is perpetual.

ARTICLE VI – DIRECTORS

The number of directors constituting the initial Board of Directors under this Articles of Incorporation until permanent directors are named by Mandan Hidatsa Arikara Nation Tribal Business Council is three, the names and addresses of the persons serving as the initial board of directors, who shall serve until the first meeting when the permanent directors are so named, are as follows:

Karen Rabbithead, 217 3rd Ave. NE, Parshall, North Dakota 58770

David Blacksmith, 217 3rd Ave. NE, Parshall, North Dakota 58770

Wesley Scott Wilson, 217 3rd Ave. NE, Parshall, North Dakota 58770

ARTICLE VII – INCORPORATORS

The name and address of the incorporator is:

Richard Mayer
219 3rd Ave NE
Parshall, ND 58770

ARTICLE VIII – CAPITALIZATION

There shall only be one class of stock. The corporation shall have the authority to issue 1000 shares of common stock at \$1.00 par value each. The Corporation is formed pursuant to and shall be subject to the laws of the Tribe and shall be at all times wholly owned, directly or indirectly, by the Tribe. The Tribe shall have, directly or indirectly, the sole proprietary interest in, and shall have sole responsibility for, the conduct of the activities of the Corporation.

ARTICLE IX – IMMUNITY

The Corporation, being wholly owned, directly or indirectly by the Tribe, is to enjoy the Tribe's sovereign immunity. In furtherance thereof, for so long as it is wholly owned, directly or indirectly, by the Tribe, the Tribe hereby confers on the Corporation sovereign immunity from suit to the same extent that the Tribe would have such sovereign immunity if it engaged directly in the activities undertaken by the Corporation. It is the intention of the Tribe that the extension to the Corporation of such sovereign immunity from suit shall apply to the Corporation's managers, officers, employees and agents to the same extent that the Tribe's managers, officers, employees and agents would have such sovereign immunity if the Tribe engaged directly in activities undertaken by the Corporation. In furtherance of and in clarification of the Corporation's power to "sue or be sued" as set forth in Article XI and as set forth and intended in the laws of the Tribe, the Corporation shall have the power to sue and is authorized to consent to be sued in the Tribe's Tribal Courts or another court of competent jurisdiction, provided, however, that:

- a. Any such consent to suit shall not be effective against the Corporation in any manner and to any extent whatsoever unless such consent is:
 - (1) Explicit;
 - (2) Contained in a written contract or commercial document to which the Corporation is a party and under which the Corporation is involved in the suit; and
 - (3) Specifically approved by the Corporation's Board of Directors.
- b. Any recovery against the Corporation shall be expressly limited to the assets of the Corporation in the manner and to the extent as explicitly set forth in such written consent.

- c. The Corporation's Chief Executive Officer or his/her authorized representative shall be required to provide quarterly reports to the Tribe's Tribal Business Council on any contracts, agreements and/or stipulations that require the Corporation to waive its corporate sovereign immunity in any manner.
- d. Any written consent to be sued by the Corporation shall in no way extend to any action against the Tribe, nor shall consent to suit by the Corporation in any way be deemed a waiver of any of the rights, privileges and immunities of the Tribe. The Tribe shall not be held liable for the payment or performance of any of the obligations of the Corporation, and no recourse shall be had against any of the assets or revenues of the Tribe outside the assets or revenues of the Tribal Corporation to satisfy the Corporation's obligations.
- e. The sovereign immunity of the Corporation shall not extend to any actions against the Corporation by the Tribe.

ARTICLE X – ENCUMBRANCE

The Corporation, as duly authorized under the Three Affiliated Tribes Tribal Business Corporation Act (Resolution 11-132-VJB, November 28, 2011) and these Articles, shall have the authority to incur limited recourse liability through the encumbrance of its company assets.

ARTICLE XI - SUE AND BE SUED

The Corporation may sue and be sued in any court of competent jurisdiction, including but not limited to the U.S. District Court for the District of North Dakota and the Tribal courts of the Mandan Hidatsa Arikara Nation. Further, the Corporation may agree to any such other dispute resolutions as deemed necessary.

For the purposes of forming a corporation under the authority of the Mandan Hidatsa Arikara Nation, I, the undersigned, have personally executed these Articles of Incorporation on September __, 2019.

Richard Mayer

Filed: _____
Date

Tribal Business Council Secretary