

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

WHEREAS, This Nation having accepted the Indian Reorganization Act of June 18, 1934, and the authority under said Act; and

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; and

WHEREAS, The Tribal Business Council is authorized and empowered to grant corporate charters to enrolled members of the Three Affiliated Tribes organized for public-spirited purposes; and

WHEREAS, Certain enrolled members, resident within the Mandaree Community, have recently requested that the Tribal Business Council grant a nonprofit corporate charter to a group organized within the Community for the general purpose of promoting and improving the health and social and economic well-being of the members of the Mandaree Community; and

WHEREAS, It is the considered position of the Tribal Business Council that it would be in the best interests of the members of the Mandaree Community to grant the requested charter;


NOW, THEREFORE, BE IT RESOLVED That, pursuant to its constitutional power and authority, the Tribal Business Council of the Three Affiliated Tribes hereby grants a nonprofit corporate charter to Mandaree, Inc., a true and correct photostatic copy of which charter is attached hereto.

CERTIFICATION

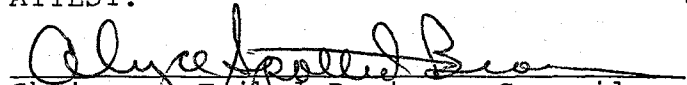
I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Reservation, hereby certify that the Tribal Business Council is composed of 11 members of whom 7 constitutes a quorum, 11 were present at a ~~REG~~ meeting thereof duly called, noticed, convened, and held on the 12 day of JANUARY, 1983; that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 9 members, — members opposed, — members abstained, 2 members not voting and that said Resolution has not been rescinded or amended in any way.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 JANUARY, 1984.


Secretary, Tribal Business Council

ATTEST:


Chairman, Tribal Business Council

CHARTER
OF
MANDAREE, INC.

Pursuant to the authority granted by the Constitution of the Three Affiliated Tribes, the Tribal Business Council of the Three Affiliated Tribes has granted this Charter to a nonprofit corporation known as Mandaree, Inc.

ARTICLE I

The name of the Corporation shall be Mandaree, Inc.

ARTICLE II

The period of duration of the Corporation shall be perpetual.

ARTICLE III

The purposes for which the Corporation is organized and chartered are as follows:

- A. To provide for the management and operation of the Mandaree Community facilities.
- B. To engage in any lawful activity which enhances the operation of the Community facilities and the services provided thereby.
- C. To secure funding from without the Community of Mandaree for the purpose of promoting and improving the health and social and economic well-being of the members of the Mandaree Community.
- D. To generally engage in any lawful activity in furtherance of the aforementioned purposes and to have all the powers and rights conferred by the Three Affiliated Tribes pursuant to the grant of this Charter to the Corporation.

ARTICLE IV

The Corporation shall have the following powers which it may exercise consistent with the purposes for which it has been organized and chartered:

- A. to levy and collect lease or rental payments for tenant use of the Mandaree Community facilities.
- B. To sue and be sued, complain, and defend in its corporate name.
- C. To purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property, or any interest therein, wherever situated.
- D. To sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.
- E. To make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, or other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property,

franchises, and income; provided, however, that any indebtedness incurred by the Corporation shall not exceed the amount of Five Hundred Thousand and 00/100 Dollars (\$500,000.00) at any one time.

F. To lend money for its corporate purposes, invest and re-invest its funds, and take and hold real and personal property as security for payment of funds so loaned or invested.

G. To elect and appoint officers and agents of the Corporation, and define their duties and fix their compensation.

H. To make and alter bylaws, not inconsistent with this Charter, for the administration and regulation of the affairs of the Corporation.

I. To make donations for the public welfare or for charitable, scientific, or educational purposes.

J. To generally have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation has been organized and chartered.

ARTICLE V

The Corporation is not organized for profit and shall have no capital stock.

ARTICLE VI

The provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation, are as follows:

A. The purpose of the Corporation shall be exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code.

B. Notwithstanding any other provision of the Charter, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

C. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

D. No part of any net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers, or other private persons, except that the

Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

E. No substantial part of the activities of the Corporation shall be constituted by the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE VII

The name of the initial registered agent and the address of the initial registered office of the Corporation are as follows:

Eva Beaks
Mandaree Community Center
Mandaree, North Dakota 58757

ARTICLE VIII

The Corporation shall have membership and any enrolled member of the Three Affiliated Tribes who has been a bona fide resident of the Western Segment of the Fort Berthold Reservation for a period of at least six (6) months shall be eligible for membership in the Corporation.

ARTICLE IX

The number of Directors constituting the initial Board of Directors shall be five (5).

The names and addresses of the persons who are to serve as the initial Directors are as follows:

Eva Beaks
Mandaree, North Dakota 58757

Leroy Young Bird
Mandaree, North Dakota 58757

Arnie Guimont
Mandaree, North Dakota 58757

Edward Danks
Mandaree, North Dakota 58757

Joletta Bird Bear
Mandaree, North Dakota 58757

ARTICLE X

The names and addresses of the incorporators of the Corporation are as follows:

Leroy Young Bird
Mandaree, North Dakota 58757

Arnie Guimont
Mandaree, North Dakota 58757

Eva Beaks
Mandaree, North Dakota 58757

ARTICLE XI

The initial bylaws of the Corporation shall be adopted by its Board of Directors, and the power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with this Charter.

ARTICLE XII

Amendments to this Charter may be made from time to time, in any and as many respects as may be desired, at any regular or special meeting of the Board of Directors called for said purpose, provided that a quorum thereof is present at said meeting and that two-thirds (2/3s) of the members present approve the adoption of the respective proposed amendment; provided further that the respective duly adopted amendment be approved by the Tribal Business Council of the Three Affiliated Tribes.