

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 Northeast Segment Community, have recently requested that the Tribal Business Council grant a non-profit 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 Northeast Segment Community; and

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

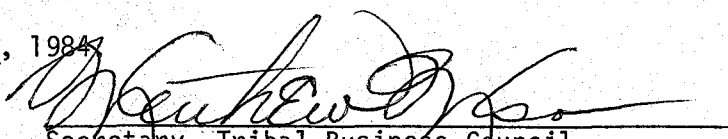
NOW, THEREFORE, BE IT RESOLVED, That, pursuant to its constitutional power and authority, the Tribal Business Council of the Three Affiliated Tribes hereby grants a non-profit corporate charter to the Northeast Segment Community Association, a true and correct photostatic copy of which charter is attached hereto.

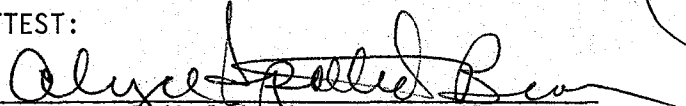
CERTIFICATION

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, 10 were present at a ~~REG.~~ Meeting thereof duly called, noticed, convened, and held on the 12 day of APRIL, 1984; that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 10 members, — members opposed, — members abstained, — members not voting, and that said Resolution has not been rescinded or amended in any way.

CHAIRMAN ^{VOTING}
~~(Not Voting)~~ (~~Not Voting~~)

Dated this 12 day of APRIL, 1984


Secretary, Tribal Business Council

ATTEST:

Chairman, Tribal Business Council

CHARTER
OF
NORTHEAST SEGMENT

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 the non-profit corporation known as Northeast Segment, Incorporated.

ARTICLE I

The name of the Corporation shall be Northeast Segment, Incorporated.

ARTICLE II
CHARTER DURATION

The term for which this Corporation is organized and chartered shall be perpetual.

ARTICLE III
NON-PROFIT STATUS

The Corporation is not organized for profit and shall have no capital stock. The Corporation shall be exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV
PURPOSES

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

- A. To conduct business and legislative affairs between the Three Affiliated Tribes and the Northeast Segment Community.
- B. To secure and manage funding from sources outside the Northeast Segment with which to continuously improve and strengthen the health and social and economic status of the members of the Northeast Segment Indian population.
- C. To acquire and manage a Community Center for the use and benefit of the Northeast Segment Indian Community.
- D. To engage in activities and manage business affairs between the Northeast Segment Community and any other organization, business, or association which can improve and strengthen the health and social and economic status of the members of the Northeast segment Indian Community.
- E. 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.

ARTICLE V
POWERS

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 receive and manage gifts, bequests, devises, grants, or, in any manner, financial assistance and any other form of contribution, whether real or personal property from any other person, partnership, association, corporation; or federal, state, local, or tribal government, agency, or bureau, upon such terms and conditions as the Northeast Segment Community Board shall consider reasonable and equitable.

B. 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.

C. To sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.

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

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

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

G. 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 VI
LIMITATIONS

A. Notwithstanding any other provision of the Charter, the Corporation shall not carry on any other activity or 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).

B. 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 manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at that 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.

C. 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.

D. The private property of the members of the Corporation shall be immune from liability for Corporation debts or other obligations.

ARTICLE VII MEMBERSHIP

The Corporation shall have membership, and any enrolled member of the Three Affiliated Tribes who has been a bona fide resident of the Northeast Segment of the Fort Berthold Reservation for a period of at least ninety (90) days shall be eligible for membership in the Corporation.

ARTICLE VIII REGISTERED AGENT

The name of the initial Registered Agent and the address of the initial Registered Office of the Corporation are as follows:

James Foote
Parshall, North Dakota 58770

ARTICLE IX BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors shall be five (5). Four positions shall be as follows: Chairman, Vice-Chairman, Secretary, and Treasurer. The fifth Director position shall be reserved for the community representative on the Tribal Business Council.

Each member shall be elected for a two-year term. In the event of a vacancy, the Board of Directors shall select a replacement to serve the remainder of the term until such time as the next general election is held.

In order to be eligible to serve on the Board of Directors, an individual

must have been a resident of the Northeast Segment for ninety (90) days prior to the election and be at least eighteen (19) years old.

ARTICLE X
BYLAWS

The initial bylaws of the Corporation shall be adopted by its Board of Directors, and the power to alter, amend, or repeal the bylaws and 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 XI
CHARTER AMENDMENTS

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.