

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 of the Three Affiliated Tribes has granted high priority to the development of economic enterprises within the exterior boundaries of the Fort Berthold Reservation for the purpose and with the intent of enhancing the economic welfare of the resident enrolled members; and
- WHEREAS, Certain representatives of the Fort Berthold Purebred Livestock Breeders Association, Inc. have approached the Tribal Business Council with a proposal for the development, operation, and maintenance of an economic enterprise to be owned and managed by enrolled members of the Three Affiliated Tribes, the substance of which proposal would serve to further and promote the above-described policy of the Tribes in the area of economic and employment development; and
- WHEREAS, Said representatives of the Fort Berthold Purebred Livestock Breeders Association, Inc. have, in addition, requested that the Tribal Business Council grant a Charter to such economic enterprise, which proposed Charter has been reviewed and discussed by the Tribal Business Council;
- NOW, THEREFORE, BE IT RESOLVED, That the Tribal Business Council of the Three Affiliated Tribes, pursuant to its Constitutional power and authority, hereby formally approves and grants the proposed Charter to the Fort Berthold Purebred Livestock Breeders Association, Inc., a true and correct photostatic copy of which Charter is attached hereto.
- BE IT FURTHER RESOLVED, That the purposes identified in and the powers granted by Article III and Article IV respectively of the Charter granted to the Fort Berthold Purebred Livestock Breeders Association, Inc. shall not be construed so as to include economic enterprises in a general sense, but shall be strictly limited exclusively to the development, operation, and maintenance of the cattle repayment program for which specific purpose the Fort Berthold Purebred Livestock Breeders Association, Inc. has been organized.

CHARTER  
OF THE  
FORT BERTHOLD PUREBRED LIVESTOCK BREEDERS ASSOCIATION, INC.

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators of a Corporation chartered by the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Reservation, adopt the following Charter for such Corporation:

ARTICLE I

The name of the Corporation shall be the Fort Berthold Purebred Livestock Breeders Association, 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 recognize and pursue the Indian affairs policy espoused by the current federal administration of the United States to encourage the full utilization by Indian people themselves of their own natural resources.
- B. To foster economic development on the Fort Berthold Reservation and to maximize the efficient development of available natural resources.
- C. To alleviate the grave problem of the high rate of unemployment continuing to exist on the Fort Berthold Reservation by creating and maintaining employment opportunities for resident enrolled members of the Three Affiliated Tribes.
- D. To enhance the economic status of a number of resident enrolled members of the Three Affiliated Tribes by means of the generation of employment income therefor, and that of enrolled landowners and of the Three Affiliated Tribes generally by means of the generation of grazing fees, in addition to any supplementary fees and/or taxes which may be assessed by the government of the Three Affiliated Tribes.
- E. To make permanent range improvements on Tribal and individual allotted lands included within a number of range units situated within the exterior boundaries of the Fort Berthold Reservation to the benefit of the individual landowners and of the Three Affiliated Tribes generally.

F. To assist in the development, operation, and maintenance of private economic enterprises within the exterior boundaries of the Fort Berthold Reservation.

G. To provide for and assist in the development of expertise of members of the Three Affiliated Tribes in the management and administration of economic enterprises.

H. To assist members of the Three Affiliated Tribes in the development, operation, and maintenance of profitable private economic enterprises.

I. To specifically develop, operate, and maintain, as a private economic enterprise, a purebred livestock operation within the exterior boundaries of the Fort Berthold Reservation.

J. To have all and exercise any of the powers necessary and convenient to effect any or all of the purposes for which the Corporation is organized and chartered, as authorized by the Tribal Business Council of the Three Affiliated Tribes.

#### ARTICLE IV

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

A. To have perpetual succession by its corporate name.

B. To sue and be sued, complain, and defend in its corporate name, and to be, thereby, expressly lacking in the benefit and enjoyment of any and all immunity from suit which it might otherwise have maintained concomitant with its having been chartered by the Three Affiliated Tribes as a sovereign governmental entity enjoying immunity from suit.

C. To purchase, take, receive, lease, 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, and otherwise dispose of all or part of its property and assets.

E. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality, or of any instrumentality thereof.

F. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

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

H. To develop, maintain, monitor, and hold the profits of any and all companies or business enterprises established by the Corporation.

I. To enter into agreements, contracts, or relationships with any government agency, federal, state, local, or Tribal, or with any person, partnership, association, or corporation, in accordance with normal and prudent business practices, as it pertains to the Corporation, its assets only, and without any liability to the Three Affiliated Tribes.

J. To enter into and participate in any partnership, joint venture, joint venture trust, or other sound business enterprise.

K. To purchase or otherwise acquire and lease all equipment and property improvements for the purposes of the Corporation to any companies established thereunder.

L. To acquire, solicit, manage, own, and hold funds and/or property from any source.

M. To transact any and all lawful kinds of businesses for which an entity may be incorporated pursuant to all applicable business corporation laws.

N. To establish and maintain such bank accounts as may be deemed necessary for the proper operation and maintenance of the business conducted by the Corporation and by any and all companies established thereunder.

O. To purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another company, corporation, partnership, joint venture, trust, association, or other enterprise against any liability asserted against him or her and incurred thereby in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

P. To adopt rules and procedures relative to the conduct of the enterprises of the Corporation as it should deem necessary and proper.

Q. To make and alter bylaws, not inconsistent with the provisions of this Charter or with the laws of the Three Affiliated Tribes, for the administration and regulation of the internal affairs of the Corporation.

R. To adopt and use a corporate seal.

S. To indemnify any director, officer, or employee of the Corporation who was or is a party defendant or who is threatened to be made a party defendant to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, or administrative, against expenses actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit, or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

T. To indemnify any trustee, director, officer, or employee of the Corporation who was or is a party or who is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding instituted by the Corporation to secure a judgment in its favor against expenses actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit, or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation; provided, however, that no indemnification shall be made with respect to any claim, issue, or matter as to which such person has been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation.

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

#### ARTICLE V

The provisions for the administration and regulation of the internal affairs of the Corporation shall be set forth in the Bylaws of the Corporation to be adopted by its Board of Directors.

#### ARTICLE VI

The address of the initial registered office of the Corporation is Fort Berthold Purebred Livestock Breeders Association, Inc., Post Office Box 123, Halliday, North Dakota 58636, and the name of the initial registered agent at such address is Dennis Huber.

ARTICLE VII

The number of Directors constituting the initial Board of Directors of the Corporation is five (5) and the names and addresses of the persons who are to serve as Directors, until the first annual meeting of the shareholders or until their successors are elected and qualified, are as follows:

Dennis Huber  
Halliday, North Dakota

Dale McGrady  
Mandaree, North Dakota

Robert Bell  
New Town, North Dakota

James Foote  
Parshall, North Dakota

William Burgess  
Kansas City, Missouri

ARTICLE VIII

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

Dennis Huber  
Halliday, North Dakota

Dale McGrady  
Mandaree, North Dakota

Robert Bell  
New Town, North Dakota

James Foote  
Parshall, North Dakota

William Burgess  
Kansas City, Missouri

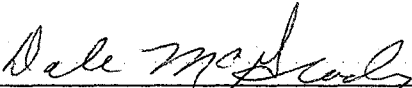
ARTICLE IX

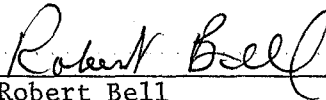
Amendments to this Charter may be made, from time to time, in any and in as many respects as may be desired, at any regular or special meeting of the Board of Directors of the Corporation, duly called for said purpose, provided that a quorum thereof is present and that two-thirds (2/3) of the Directors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

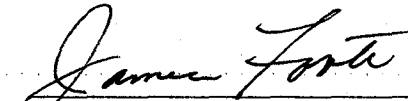
VERIFICATION


We, the above-named incorporators, having been first duly sworn upon oath, state that we each have read the foregoing Charter and know the contents thereof, and verily believe the statements made therein to be true.

  
Dennis Huber

  
Dale McGrady

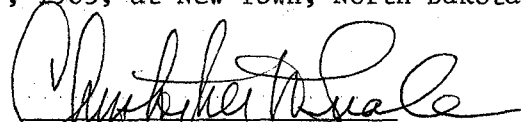
  
Robert Bell

  
James Foote

  
William Burgess

Dated this 20<sup>th</sup> day of February, 1985, at New Town, North Dakota.

(SEAL)

  
Notary Public

CHRISTOPHER D. QUALE, Notary Public  
Mountrail County, North Dakota  
My Commission Expires: March 18, 1986

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, 7 were present at a Special Meeting thereof duly called, noticed, convened, and held on the 20 day of February, 1985; that the foregoing Resolution was duly adopted at such meeting by the affirmative vote of 5 members, 2 members opposed, 0 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 20 day of February, 1985.

John Chazy  
Secretary, Tribal Business Council

ATTEST:

Alice [Signature]  
Chairman, Tribal Business Council