

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 P-K Feed Lots, 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, which enterprise would involve the raising of cattle and feed stocks; and
- WHEREAS, Said representatives of P-K Feed Lots, 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; and
- WHEREAS, It is the considered judgment of the Tribal Business Council that the grant of the requested Charter would serve to further and promote the above-described policy of the Tribes in the area of economic and employment development;
- 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 P-K Feed Lots, 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, 7 were present at a SPECIAL Meeting thereof duly called, noticed, convened, and held on the 29 day of APRIL, 1985; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 7 members, 0 members opposed, 0 members abstained, 0 members not voting, and that said Resolution has not been rescinded or amended in any way.

Dated this 30th day of APRIL, 1985.

Jah Chayon
Secretary, Tribal Business Council

ATTEST:

Alvyn Spotted Bear
Chairman, Tribal Business Council

CHARTER
OF
P-K FEED LOTS, 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, adopt the following Charter for such Corporation:

ARTICLE I

The name of the Corporation shall be P-K Feed Lots, 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 engage in the business of raising cattle and feed stocks.
- B. To engage in any other lawful activity for which business corporations may be organized and chartered under the laws of the Three Affiliated Tribes of the Fort Berthold Reservation.
- C. 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 has been 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.
- 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 determine, through its Board of Directors, the amount of profits to be distributed annually to the stockholders of the Corporation.

T. To make regulations prohibiting the transfer and assignment of the stock of the Corporation and prohibiting the use thereof as a form of collateral

U. 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.

V. 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.

W. 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 aggregate number of shares of the one class which the Corporation shall have authority to issue is One Hundred Thousand (100,000), each such share to be without par value.

ARTICLE VI

The Corporation shall not commence its conduct of business until consideration of the value of at least One Thousand and 00/100 Dollars (\$1,000.00) has been received for the issuance of shares.

ARTICLE VII

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 VIII

The address of the initial registered office of the Corporation is Route 1, Box 80, Halliday, North Dakota 58636 and the name of its initial registered agent at such address is Paul Fredericks.

ARTICLE IX

The number of Directors constituting the initial Board of Directors of the Corporation is three (3) 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:

Paul Fredericks
Route 1, Box 80
Halliday, North Dakota 58636

Kenneth Fredericks, Jr.
Route 1, Box 85
Halliday, North Dakota 58636

Kenneth Fredericks, Sr.
General Delivery
Pine Ridge, South Dakota 57770

ARTICLE X

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

Paul Fredericks
Route 1, Box 80
Halliday, North Dakota 58636

Kenneth Fredericks, Jr.
Route 1, Box 85
Halliday, North Dakota 58636

Kenneth Fredericks, Sr.
General Delivery
Pine Ridge, South Dakota 57770

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.

Dated this ____ day of _____, 1985.

Subscribed to and sworn before me on this ____ day of _____, 1985,
at New Town, North Dakota.

(SEAL)

Notary Public