

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

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

WHEREAS, The Constitution and By-Laws of the THREE AFFILIATED TRIBES authorize and empowers the Tribal Business Council to engage in activities for the welfare and benefit of the Tribe and Tribal Members, and

WHEREAS, Shawn D. Fredericks requests the Tribal Business Council of the THREE AFFILIATED TRIBES to charter a corporation within the Tribes jurisdiction for the purpose of doing business in Agriculture and it's related fields, and

WHEREAS, The charter of FREDERICKS LAND and LIVESTOCK CORPORATION is attached to this resolution for the members of the Tribal Councils perusal, and

NOW THEREFORE BE IT RESOLVED, that the Three Affiliated Tribes of the Fort Berthold Indian Reservation, acting through the Tribal Business Council, pursuant to the powers vested in the Tribal Government by article 6, section (3), of the Constitution and By-Laws of the THREE AFFILIATED TRIBES, hereby charter, FREDERICKS LAND and LIVESTOCK Corporation.

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 7 members of who 5 constituting a quorum, 5 were present at a Special meeting, thereof duly called, noticed, convened and held on the 1st day of March 1989; that the foregoing resolution was duly adopted at such meeting by the affirmative vote of 5 members, 0 members opposed, 0 members abstained, 0 members not voting, and that said resolution has not been rescinded or amended in any way.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 1st day of March, 1989.

[Signature]
SECRETARY, TRIBAL BUSINESS COUNCIL

[Signature]
CHAIRMAN, TRIBAL BUSINESS COUNCIL

CHARTER OF THE
FREDERICKS LAND AND LIVESTOCK CO.

The Three Affiliated Tribes of the Fort Berthold Reservation, acting through the Tribal Business Council, pursuant to the powers vested by Article VI, Section 5 () of the Constitution and By-Laws of the Tribes, hereby charter, Fredericks Land and Livestock Co.

1. Purpose and Powers. The purpose for which the Fredericks Land and Livestocks Co. is formed is to create and operate Indian agricultural and relating and supporting industries having as its objective the development of the natural and/or human resources of the Company for self-sustaining economy. In pursuit of this end, Fredericks Land and Livestock Co. shall have the power to assign, transfer, or otherwise dispose of, trade, deal in/with goods, wares, merchandise, real and/or personal property of every class and description.

The Corporation shall deal with the federal, state and private sector for financial assistance without obligating individual board member assets.

All properties owned and earned shall be under the protection and the trusteeship laws of the United states Government.

2. Principal Office. The address of the principal office of the Corporation shall be located at Twin Buttes on the Fort Berthold Indian Reservation or other location designated by the Board of Directors from time to time.

3. Board of Directors. The Board of Directors of Fredericks Land and Livestock Corporation are hereby vested all powers necessary to carry out the purpose of the Corporation as stated in paragraph 1 above. The Board of Directors shall consist of four (4) persons.

The persons to constitute the initial Board of Directors of the Fredericks Land and Livestock Corporation shall be formed at the first regular meeting of the Corporation.

4. Terms of Office. The terms of office for the Board of Directors shall be for the duration of their elected term, and they may hold office until his successor is duly appointed and qualified.

5. Budget. At least thirty (30) days prior to the commencement of the Corporation's fiscal year, the Board of Directors shall approve a budget for the ensuing fiscal year. A copy of the budget shall be submitted to the share holders for approval.

6. Reports. At least every six (6) months commencing with the date of this charter, the Board of Directors shall deliver to Fredericks Land and Livestock Corporation and to its share holders a written report of the business activities of the corporation for the preceding six months, including a complete financial statement.

7. Audit. The Board of Directors, prior to the close of business in each fiscal year, shall designate an independent certified public accountant who shall examine the book of accounts of the Corporation and shall certify to the Board of Directors and to its share holders the complete annual audit report including a report on management and internal controls.

8. Disposition of Net Earnings. The Board of Directors of Fredericks Land and Livestock Corporation shall make such disposition of the net earnings of Corporation as may be authorized from time to time by the Board of Directors. When through expansion, the Corporation has reached its fullest potential, after payment of all obligations and debts, after budgeting for the following fiscal year

and after properly establishing a reserve fund, then excess revenues shall be invested by the Board as the Board sees fit. Net earnings shall be defined as net profits after payment of all currently due obligations and allowances for depreciation of inventory owned by the Corporation.

9. Amendments. This Charter may be amended by a three-fourths (3/4) majority vote of the Board of Directors.

10. Dissolution. Tribal Enterprises, Inc. may not be dissolved except by a three-fourths (3/4) majority vote of the full Board of Directors. In the event of dissolution, the corporation shall sell all assets of Fredericks Land and Livestock Corporation pay off all obligations and divide the balance among the share holders.

11. Effective Date. This Charter shall become effective this 1st day of March, 1989.

12. Indemnification of Directors and Officers. Members of the Board of Directors of Fredericks Land and Livestock Corporation, shall be held harmless by the Corporation from personal liability for damages resulting from any actions taken by them in good faith and with due care, as Directors and Officers within the scope of their duties as enumerated in this Charter and corporate By-Laws.