

**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 Three Affiliated Tribes are striving to enhance economic development and jobs for all members of the Three affiliated Tribes; and
- WHEREAS,** The Three Affiliated Tribes have been working for the past year with Northrop Dakota in New Town, a department of Northrop Corporation based in Hawthorn California. The Northrop Corporation is one of the largest defence contractors in the United States; and
- WHEREAS,** During this past year the work between the Three Affiliated Tribes and Northrop has resulted in the development of a proposal where by the formulation of Mandaree Electronics Corporation was realized; and
- WHEREAS,** Mandaree Electronics Corporation as a Tribal chartered Corporation will in the initial stages, be cooperating with Northrop for work to be performed in both soldering and wire harnessing and meeting specification standards equal to the Mil. Spec. 2000.
- THEREFORE BE IT RESOLVED,** That the Tribal Business Council of the Three Affiliated Tribes, pursuant to its Constitutional authority, hereby grants to Mandaree Electronics Corporation a business corporation charter, a true and correct photostatic copy of which is attached hereto.
- NOW BE IT FURTHER RESOLVED,** That the Tribal Business Council of the Three Affiliated Tribes hereby approve and execute the submission of a \$75,000.00 U.S. Direct Loan Application to the Bureau of Indian Affairs, which is to be used for the development and operation of Mandaree Electronics;

**CHARTER
OF
MANDAREE ELECTRONICS CORPORATION**

The Tribal Business Council of the Three Affiliated Tribes has granted this Charter to Mandaree Electronics Corporation, a business corporation wholly owned by the Three Affiliated Tribes.

ARTICLE I

The name of the Corporation shall be it Mandaree Electronics Corporation.

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 develop an electronics assembly plant which includes but not limited to: wire harnessing and electronics soldering. The manufacturing firm will be capable of producing electronics components.

B. To generate revenue, through the utilization of the bidding process for securing both local and government contracts for construction of electronics components, for the purpose of enhancing employment opportunities of the Three Affiliated Tribes thereby strengthening the self-governing capabilities, political integrity, self-sufficiency, self-

determination, and sovereignty of the Three Affiliated Tribes and of enhancing and maintaining the health and economic and social welfare of Tribal members.

C. To provide enhanced employment opportunities by granting Indian preference in both employment and subcontracting of the Mandaree Electronics Corporation.

D. To acquire and to develop, operate, and maintain business enterprises both within and without the exterior boundaries of the Fort Berthold Reservation.

E. 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 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.

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

D. 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.

E. 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.

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

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

H. 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 accruing to the Three Affiliated Tribes per se.

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

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

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

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

M. 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. All funds of the Corporation shall be deposited in such bank or banks as the Board of Directors shall select and shall be withdrawn by check signed by the Treasurer of the Corporation and countersigned by the President or Vice President.

N. 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 against liability asserted against him or her and incurred thereby in such

capacity arising out of his or her and incurred thereby in such capacity arising out of his or her status as such to the extent permitted by applicable law. The Corporation shall further indemnify and hold harmless the Three Affiliated Tribes against potential liability.

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

P. 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.

Q. To adopt and use a corporate seal.

R. To determine, through its Board of Directors, the amount of profits to be distributed periodically to the stockholder of the Corporation.

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

T. 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 not reasonable cause to believe that his or her conduct was unlawful.

U. 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 part to any threatened, pending, or completed actions, 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.

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

ARTICLE V

The aggregate number of shares of the one class of stock which the Corporation shall have authority to issue is One Million (1,000,000), each such share of stock to have no par value.

ARTICLE VI

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 VII

The address of the initial registered office of the Corporation is the Mandaree Electronics Corporation (MEC), Mandaree North Dakota 58757, and the name of its initial registered agent at such address is Shawn D. Fredericks.

ARTICLE VIII

The number of Directors constituting the initial Board of Directors of the Corporation is three (3) and the names and address of the persons who are to serve as Directors, until their successors are elected and qualified, are as follows:

Ted Lone Fight, III
Mandaree, North Dakota 58757

Terry L. Wilber
New Town, North Dakota 58763

Paige Baker
Mandaree, North Dakota 58757

David Charging (Alternate)
Mandaree, North Dakota 58757

C E R T I F I C A T I O N

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 whom 5 constitute a quorum, 5 were present at a Regular Meeting thereof duly called, noticed, convened, and held on the 11th day of June, 1990; 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.

Dated the 11th day of June, 1990.

Actin Jim M. Mosselt
Secretary, Tribal Business Council

ATTEST:

Edward Gene Fisher
Chairman, Tribal Business Council