

**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, Article VI, Section 5(a) of the Constitution of the Three Affiliated Tribes specifically authorizes and empowers the Tribal Business Council to manage all economic affairs and enterprises of the Tribes; and

WHEREAS, Article VI, Section 5(c) of the Constitution of the Three Affiliated Tribes specifically authorizes and empowers the Tribal Business Council to administer any funds within the exclusive control of the Tribes and to manage expenditures from available Tribal funds for the public purposes of the Tribes; and

WHEREAS, The "MHA Times," a tribally owned and operated newspaper has incurred certain bills under its previous name of "Ahead of the Herd"; and

WHEREAS, It is the considered judgment of the Tribal Business Council that to assure the continued credibility of a tribally-owned newspaper, and to halt any further interest charges from accruing, that any and all remaining bills of the "Ahead of the Herd" be paid in full immediately; and

NOW, THEREFORE, BE IT RESOLVED, That Doreen Yellow Bird as Manager of the Fort Berthold Communications Enterprise shall forthwith attach said bills of the "Ahead of the Herd" which shall be made a part of this Resolution and incorporated herewith; and

BE IT FURTHER RESOLVED, That the Finance Department of the Three Affiliated Tribes, upon copies of said bills provided by the Manager of the Fort Berthold Communications Enterprise, shall promptly pay said bills out of the Docket 350-G, "Communications" line item; and

BE IT FURTHER RESOLVED, That the amount awarded to the Fort Berthold Communications Enterprise in January of fiscal year, 1991, shall be deducted by the total amount of the bills herewith paid for the tribal newspaper then known as the, "Ahead of the Herd."

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, 7 were present at a Regular Meeting thereof duly called, noticed, convened, and held on the 9th day of August, 1990; 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 the 13 day of September 1990.

[Signature]
Secretary, Tribal Business Council

ATTEST:

[Signature]
Chairman, Tribal Business Council

**CHARTER
OF
TATCO, INC.**

The Tribal Business Council of the Three Affiliated Tribes has granted this Charter to TATCO, Inc., a Tribal business corporation separate and distinct from the Three Affiliated Tribes per se.

ARTICLE I

The name of the Corporation shall be TATCO, 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 acquire and to develop, operate, and maintain business enterprises both within and without the exterior boundaries of the Fort Berthold Reservation.

B. 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 to be sued in courts of competent jurisdiction within the United States, including, but not limited to, the Fort Berthold Tribal Court and United States federal courts; provided, however, that the grant or exercise of such power to sue and be sued shall not be deemed a consent by the Three Affiliated Tribes or by the United States to the levy of any judgment, lien or attachment upon the property of the Three Affiliated Tribes other than Tribal income or property specifically pledged or assigned.

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 personal 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 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 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 stockholders 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 administra-

tive, 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.

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 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.

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 common 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. The aggregate number

of shares of six percent (6%) preferred cumulative stock which the Corporation shall have authority to issue is Twenty Thousand (20,000), each such share of stock to have a value of Fifteen Dollars (\$15.00).

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 TATCO, Inc., New Town, North Dakota 58763, and the name of its initial registered agent at such address is Edward Lone Fight.

ARTICLE VIII

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 their successors are elected and qualified, are as follows:

Titus Hall
New Town, North Dakota 58763

Edward Lone Fight
Mandaree, North Dakota 58757

Clare Aubol
New Town, North Dakota 58763