

**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 3 of the Constitution of the Three Affiliated Tribes specifically grants to the Tribal Business Council all necessary sovereign authority for the purpose of exercising the jurisdiction granted by the people of the Three Affiliated Tribes in Article 1 of the Constitution; and
- WHEREAS,** The Tribal Business Council previously granted a nonprofit corporate charter to the Fort Berthold Communications Enterprise, under which charter both the Tribally-owned FM radio station and the Tribally-owned newspaper have continuously operated; and
- WHEREAS,** It is the intent of the Three Affiliated Tribes to commence the operation of the Tribally-owned newspaper as a business entity, while continuing the operation of the Tribally-owned FM radio station as a nonprofit entity; and
- WHEREAS,** Such intended change necessitates the grant of separate charters to these two Tribally-owned entities, to-wit: a nonprofit charter to a corporation under which the FM radio station will operate and a business charter to a corporation under which the newspaper will operate;
- NOW, THEREFORE, BE IT RESOLVED,** That, pursuant to its Constitutional power and authority, the Tribal Business Council of the Three Affiliated Tribes hereby grants a charter to a nonprofit corporation to be known as the Fort Berthold Communications Enterprise, under which charter the Tribally-owned FM radio station will be managed and operated (a true and correct photostatic copy of which charter is attached hereto).

**CHARTER
OF THE
FORT BERTHOLD COMMUNICATIONS ENTERPRISE**

Pursuant to the authority granted by the Constitution of the Three Affiliated Tribes, the Tribal Business Council of the Three Affiliated Tribes has granted this Charter to a nonprofit corporation known as the Fort Berthold Communications Enterprise.

ARTICLE I

The name of the Corporation shall be the Fort Berthold Communications Enterprise.

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 provide for the management and operation of the Tribally-owned nonprofit FM radio station located on the Fort Berthold Reservation.

B. To engage in any lawful activity which enhances the operation of the aforementioned radio station and the services provided thereby.

C. To generally engage in any lawful activity in furtherance of the aforementioned purposes and to have all the powers and rights conferred by the Three Affiliated Tribes pursuant to the grant of this Charter to the Corporation.

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, take by gift, devise, or bequest, 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 or otherwise dispose of all or any part of its property and assets.
- E. To make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, or other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income; provided, however, that any indebtedness incurred by the Corporation shall not exceed the amount of One Million and 00/100 Dollars (\$1,000,000) at any one time.
- F. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for payment of funds so loaned or invested.
- G. To elect and appoint officers and agents of the Corporation, and define their duties and fix their compensation.

H. To make and alter bylaws, not inconsistent with this Charter, for the administration and regulation of the affairs of the Corporation.

I. To make donations for the public welfare or for charitable, scientific, or educational purposes.

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

ARTICLE V

The Corporation is not organized for profit and shall have no capital stock.

ARTICLE VI

The provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation, are as follows:

A. The purpose of the Corporation shall be exclusively charitable within the meaning of Section 501(c) (3) of the Internal Revenue Code.

B. Notwithstanding any other provision of the Charter, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future

United States Internal Revenue law).

C. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as Board of Directors shall determine.

D. No part of any net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

E. No substantial part of the activities of the Corporation shall be constituted by the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE VII

The name of the initial registered agent and the address of the initial registered office of the Corporation are as follows:

Pete Coffey, Jr.
KMHA
HC3, Box 1
New Town, ND 58763

ARTICLE VIII

The number of Directors constituting the initial Board of Directors shall be seven (7).

The names and addresses of the persons who are to serve as the initial Directors are as follows:

Jerry Irwin
P.O. Box 429
Parshall, ND 58770

Abigail Bingen
HC02, Box 28
Mandaree, ND 58757

Leo Lockwood
P.O. Box 763
New Town, ND 58763

Whitney Bell
P.O. Box 1207
New Town, ND 58763

Izetta Lattergrass
P.O. Box 882
New Town, ND 58763

ARTICLE IX

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

Jerry Irwin
P.O. Box 429
Parshall, ND 58770

Izetta Lattergrass
P.O. Box 882
New Town, ND 58763

Leo Lockwood
P.O. Box 763
New Town, ND 58763

ARTICLE X

The initial bylaws of the Corporation shall be adopted by its Board of Directors and the power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of

Directors. The bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with this Charter.

ARTICLE XI

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


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 10th day of May, 1996; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 7 members, 0 members opposed, 0 members abstained, 0 not voting, and that said Resolution has not been rescinded or amended in any way.

Dated this 10th day of May, 1996.

Daylon Spotted Bear
Secretary, Tribal Business Council

ATTEST:



Chairman, Tribal Business Council