

**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 business corporation to be known as the Fort Berthold Publishing and Printing Enterprise, under which charter the Tribally-owned newspaper will be managed and operated (a true and correct photostatic copy of which charter is attached hereto).

**CHARTER  
OF THE  
FORT BERTHOLD PUBLISHING AND PRINTING ENTERPRISE**

The Tribal Business Council of the Three Affiliated Tribes has granted this Charter to the Fort Berthold Publishing and Printing Enterprise, a business corporation wholly-owned by the Three Affiliated Tribes.

**ARTICLE I**

The name of the Corporation shall be the Fort Berthold Publishing and Printing 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 newspaper and printing business located on the Fort Berthold Reservation.

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

C. To engage in other businesses approved by the owner of the Corporation.

D. 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 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 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 its 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 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.

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 of another company, corporation, partnership, joint venture, trust, association, or other enterprise against any liability asserted against him 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.

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 owner of the Corporation.

S. To make regulations prohibiting the transfer and assignment of any 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 no reasonable cause to believe that his or her conduct was unlawful.

U. 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 provisions for the administration and regulation of the internal affairs of the Corporation shall be set forth in the bylaws of the Corporation. 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 VI

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

Eleanor Good Bird  
MHA Times  
HC3, Box 1  
New Town, ND 58763

#### ARTICLE VII

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 VIII

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 IX

Amendments to this Charter may be made, from time to time, in any and in as many respects as may be desired, at any regular or special meeting of the Board of Directors of the Corporation, duly called for said purpose, provided that a quorum thereof is present and that two-thirds (2/3) of the Directors present at said meeting 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 10<sup>th</sup> 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 10<sup>th</sup> day of May, 1996.

Daylon Spotted Bear  
Secretary, Tribal Business Council

ATTEST:



Chairman, Tribal Business Council