

ARTICLES OF INCORPORATION OF THE PAWNEE TRIBAL DEVELOPMENT CORPORATION

**A TRIBAL CORPORATION ESTABLISHED
UNDER ARTICLE IV, SECTIONS 1 AND 2
OF THE CONSTITUTION AND BY-LAWS, AS AMENDED, OF THE
PAWNEE NATION OF OKLAHOMA**

A Governmental Sub-division of the Pawnee Nation of Oklahoma

**Approved by TDC on September 9, 2008
Approved by Pawnee Business Council on September 11, 2008**

Pawnee Tribal Development Corporation
P.O. Box 280
Pawnee, OK 74058-0280
918/762-4832

Section 1. Creation an Section 1. Creation and Identity of the Pawnee Tribal Development Corporation, a Tribal Corporation

- 1.1 Identity of the Tribe. The Pawnee Nation of Oklahoma is a federally recognized Indian Tribe, organized pursuant to The Constitution and By-laws of the Pawnee Nation, approved by the Secretary of the Interior on November 26, 1937, as amended thereafter.
- 1.2 Creation or Pawnee Tribal Development Corporation. The Pawnee Tribal Development Corporation is hereby chartered as a tribal corporation and governmental subdivision of the Pawnee Nation of Oklahoma pursuant to Article IV, Sections 1 and 2 of the Constitution and by-laws of the Pawnee Nation of Oklahoma and the Business Corporation Act of the Pawnee Nation. The Articles of Incorporation shall be effective upon the date of approval by the Pawnee Business Council.
- 1.3 Corporate Name. The name of the Corporation shall be the Pawnee Tribal Development Corporation.
- 1.4 Corporate Existence. The Corporation shall have perpetual existence and succession in its own name as provided in these Articles of Incorporation.
- 1.5 Corporate Membership and Ownership. The Corporation shall not be a membership corporation, but shall be owned in its entirety by the Pawnee Nation of Oklahoma; provided however, that the share of stock issued by the Corporation pursuant to Subsection 7.18 may be pledged by the Council as security for a loan to the Corporation.
- 1.6 Location and Place of Business. The principal place of business and the office of the Corporation shall be: Pawnee Tribal Development Corporation, P.O. Box 280 Pawnee. OK 74058-0280. The Corporation may have other places of business as the Board of Directors may determine from time to time.
- 1.7 Seal. The Seal of the Corporation shall consist of such design as the Board of Directors shall designate, including the words. "a tribal corporation of the Pawnee Nation of Oklahoma"
- 1.8 Registered office and Registered Agent. The Corporation shall have and continuously maintain within the Pawnee Indian Reservation a registered office, which shall be the same as its place of business, and a registered agent.

Section 2. Definitions

The following terms, whenever used or referred to in these Articles of Incorporation, shall have the following respective meanings, unless different meanings clearly appear from the context:

- 2.1 Applicable in the term "applicable law" means a law governing the Corporation, its assets or activities, or federal or tribal law.
- 2.2 Assets means the assets of the Corporation,

- 2.3 Articles of Incorporation means these Articles of Incorporation
- 2.4 Chairman means the Chairman of the Corporation.
- 2.5 Constitution means the Constitution and By-laws of the Pawnee Nation of Oklahoma, approved by the Secretary of the Interior, as amended thereafter.
- 2.6 Contract means any written agreement for the exchange of consideration.
- 2.7 Corporation means the Pawnee Tribal Development Corporation established by these Articles of Incorporation.
- 2.8 Council or Business Council means the Pawnee Tribal Business Council or the Pawnee Nation of Oklahoma.
- 2.9 Reserved. 2.10 He, Him, and His mean either gender, male or female
- 2.11 Law in the term "applicable law" means:
- 2.11.1 Any treaty, executive order, Act of Congress, final decision of the federal courts, any other laws applicable to the Tribe pursuant to an act of Congress or final decision of the federal courts, and federal administrative regulations and orders now or hereafter in force; and.
- 2.11.2 Any final decision of a tribal court, tribal constitutional provisions, ordinances, resolutions codes, and administrative regulations and orders,
- 2.12 Executive Committee and Committee mean the Executive Committee of the Corporation.
- 2.13 Obligation means any notes, bonds, interim certificates, debentures, guarantees, or other evidence of indebtedness issued or incurred by the Corporation.
- 2.14 Officer means an officer of the Corporation.
- 2.15 President means the President of the Pawnee Business Council
- 2.16 Purposes means the purposes for which the Corporation is organized and shall operate as described in Section 3 of these Articles of Incorporation.
- 2.17 Reservation means all lands within the exterior boundaries of the Pawnee Indian Reservation established pursuant to the Act of June 5, 1872, ch. 310. 17 Stat. 228 (1872).
- 2.18 Secretary means the Secretary of the Corporation
- 2.19 Section and Subsection mean, respectively, a Section or Subsection of these Articles of Incorporation.
- 2.20 Treasurer means the Treasurer of the Corporation
- 2.21 Tribal Court means the court which is established by the Article IX of the Constitution as amended in 2008.
- 2.22 Tribe means the Pawnee Nation of Oklahoma, organized pursuant to the Constitution.
- 2.23 Vice-Chairman means the Vice-Chairman of the Corporation.

2.24 Vice-President means the Vice-President of the Business Council.

Section 3. Purposes The purposes for which the Corporation shall be operated are:

- 3.1 To remedy the disproportionate unemployment rate of tribal members and other persons residing on the Reservation;
- 3.2 To provide revenue to the Tribe to fund programs regarding public health, safety, welfare, and for other tribal purposes;
- 3.3 To provide revenues to the Tribe for all governmental functions of the Council;
- 3.4 To attract private industry to the Reservation
- 3.5 To expand economic development potential through purchase of land within and without tribal jurisdictional boundaries:
- 3.6 To develop tribal economic and industrial enterprises
- 3.7 To assist the Tribe in the implementation and development of tribal business enterprises:
- 3.8 To assist the Tribe in the development of private sector business enterprises on the Reservation;
- 3.9 To further Indian industry and labor, and economic development on the Reservation as provided for in the Act of June 25.1910.36 Stat. 361 (25 U.S.C. § 47). Section 1 of the Act of May 9, 1938, 52 Stat. 302 (25 U.S.C. § 306) and other federal laws supporting the economic development of Indian Country:
- 3.10 To further the investment of Indian tribal and individual funds as provided in the Act of June 24. 1938, 25 Stat. 1037 (25 U.S.C. §162a):
- 3.11 To provide revenue and an economic and industrial tax base to support a tribal judicial and law and order system to meet the requirements of Title II of the Act of April 1, 1968, 82 Stat. 77 (25 U.S.C. § 1301 et seq.);
- 3.12 To provide revenue and an economic and industrial tax base to enable the Tribe to carry out the purpose of Congress expressed in Section 1 of the Act of April 12. 1974. 88 Stat. 77 (25 U.S.C. § 1451) and the balance of the Act (Indian Financing Act);
- 3.13 To provide revenue and an economic and industrial tax base to enable the Tribe to carry out the purpose of Congress expressed in Section3 of the Act of September30. 1976.90 Stat. 401 (25 U.S.C. §1602) and the balance of the Act (Heath Care);
- 3.14 To provide revenue and an economic and industrial tax base to enable the Tribe to carry out the purpose of Congress expressed in Section101 of the Act of October 17, 1978, 92 stat. 1325 (25 U.S.C. §1802) and the balance of the Act (Higher Education);
- 3.15 To provide revenue and an economic and industrial tax base to enable the Tribe to carry out the purpose of Congress expressed in Section 30 of the Act of November 8, 1978, 92 Stat. 3069 (25 U.S.C. § 1902) and the balance of the Act

(Child and Family Service Programs);

- 3.16 To provide revenue and an economic and industrial tax base to enable the Tribe to carry out the purpose of Congress expressed in the Act of December 22, 1982, 96 Stat. 1938 (25 U.S.C. § 2101 et seq.) and the balance of the Act (Indian-owned Mineral Resources)
- 3.17 To provide revenue and an economic and industrial tax base to enable the Tribe to carry out the purpose of Congress expressed in the Act of January 12, 1983, 96 Stat. 2517 (25 U.S.C. § 2201 et seq.) and the balance of the Act (Indian Land Consolidation);
- 3.18 To provide revenue and an economic and industrial tax base to enable the Tribe to carry out the purpose of Congress expressed in the Act of January 4, 1975, 88 Stat. 2206 (25 U.S.C. § 450 et seq.), and particularly in Section 102 of Title I of that Act (25 U.S.C. § 4501) (Indian Self-Determination), and the Act of November 2, 1921, 42 Stat. 208 (25 U.S.C. § 13) (Snyder Act) and the exercise of each and every essential governmental function reasonably necessary or proper to further such purposes and policies;
- 3.19 To promote, develop and operate business enterprises relating to the utilization of land resources of the Tribe and the Corporation;
- 3.20 To develop utilization of tribal resources so that unique culture and heritage of the Tribe may be preserved and protected: and
- 3.21 To do any and all activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly, either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, including Corporations, firms, associations, trusts, institutions, foundations or governmental bureaus, departments or agencies, or tribes or tribally created entities.

Section 4. Attributes

- 4.1 Governmental Subdivision. The Pawnee Tribal Development Corporation is a tribal corporation and a governmental subdivision or subordinate board of the Tribe.
- 4.2 Sovereign Immunity and Waiver
 - 4.2.1 Sovereign Immunity of the Corporation. The Corporation is clothed by federal and tribal law with all the privileges and immunities of the Tribe, except as specifically limited by these Articles of Incorporation, including sovereign immunity from suit in any state, federal or tribal court. Except as provided in Subsection 4.2.2 below, nothing in these Articles of Incorporation shall be deemed or construed to be a consent of the Corporation to the jurisdiction of the United States or of any state or of any tribe other than the Pawnee Nation of Oklahoma with regard to the business or affairs of the Corporation.
 - 4.2.2 Waiver of Sovereign Immunity of the Corporation: Contracts. Sovereign immunity of the Corporation is hereby expressly waived with respect to any written Contract entered into by the Corporation to the extent set forth in the

written contract of a written resolution by the Board of Directors of the Corporation executed in conjunction with execution of the written contract. *[amended by Resolution No PTDC-2008-01, February 5, 2008, previously reading: Sovereign immunity of the Corporation is hereby expressly waived with respect to any written Contract entered into by the Corporation, and the Corporation hereby expressly consents to the jurisdiction of any court which would have jurisdiction but for the sovereign immunity of the Corporation. including courts of the United States or of any state or of any tribe, with regard to any written contract entered into by the Corporation.]*

4.2.3 Waiver of Sovereign Immunity of the Corporation: Other. Sovereign immunity of the Corporation with respect to any matter other than a written contract may be waived only by express resolution of the Council. All waivers of sovereign immunity must be preserved with the resolutions of the Council continuing force and effect. Waivers of sovereign immunity are disfavored and shall be granted only when necessary to secure a substantial advantage or benefit to the Corporation. Waivers of sovereign immunity shall not be general but shall be specific and limited as to duration, grantee, transaction, property or funds, if any, of the Corporation subject thereto, court having jurisdiction pursuant thereto and law applicable thereto. Neither the power to sue and be sued provided in Subsection 7.6. nor any express waiver of sovereign immunity by resolution of the Council shall be deemed a consent to the levy of any judgment, lien or attachment upon property of the Corporation other than property specifically pledged or assigned, or a consent to suit in respect of any land within the exterior boundaries of the Reservation or a consent to the alienation, attachment or encumbrance of any such land.

4.2.4 Sovereign Immunity of the Tribe. All inherent sovereign rights of the Tribe as a federally-recognized Indian tribe with respect to the existence and activities of the Corporation are hereby expressly reserved, including sovereign immunity from suit in any state, federal or tribal court. Nothing in these Articles of Incorporation or any action of the Corporation shall be deemed or construed to be a waiver of sovereign immunity from suit of the Tribe, or to be a consent of the Tribe to the jurisdiction of the United States or of any State or any tribe other than the Pawnee Nation of Oklahoma with regard to the business or affairs of the Corporation or the Tribe, or to be a consent of the Tribe to any cause of action, case or controversy, or to the levy of any judgment, lien or attachment upon any property of the Tribe, or a consent to suit in respect of any land within the exterior boundaries of the reservation, or a consent to the alienation, attachment or encumbrance of any such land.

4.2.5 Credit of the Tribe. Nothing in these Articles of Incorporation or any activity of the Corporation shall implicate or in any way involve the credit of the Tribe.

4.3 Assets of the Corporation. The Corporation shall have only those assets specifically assigned to it by the Council or acquired in its name by the Tribe or by it on its own behalf. No activity of the Corporation or any indebtedness incurred by it shall implicate or in any way involve any assets of tribal members or the Tribe not assigned in writing to the Corporation.

Section 5. Board of Directors.

- 5.1 Policies, Scope and Procedures. The general policies and procedures of the Corporation shall be recommended by the Board of Directors and approved by the Pawnee Business Council. The Board of Directors shall exercise all powers of the Corporation granted by these Articles of Incorporation.
- 5.2 Number and Selection of Directors. The Board shall comprise seven directors selected by the Pawnee Business Council, four of whom shall be members of the Tribe, and three of whom may be nonmembers carefully selected because of their skill in manufacturing, engineering, technology, education, business or finance. Members of the Business Council can be appointed to the Board but shall be limited to two members.
- 5.3 Appointment and Terms of Directors. Directors shall be appointed to seats numbered one to seven by resolution of the Council. All seats shall begin on August 1 and end three years later on July 30 or until a successor has been appointed and qualified. Seats one and two shall begin in 2008, seats three and four shall begin in 2009, and seats five, six, and seven shall begin in 2010. Directors holding seats at the time of this amendment shall continue under the term set forth herein.
- 5.4 Vacancies. If any director shall die, resign, be removed, or for any reason, be unable to serve as a director, the Council shall declare his position vacant and shall appoint another person to fill the position for the remainder of the vacated term, subject to the provisions of Subsection 5.3.
- 5.5 Qualifications of Directors. In selecting directors, the Council shall give due consideration to:
- 5.5.1 The qualities of experience, industry, responsibility, integrity, judgment and sensitivity to the unique Indian cultural and social conditions and rolls of the Tribe;
 - 5.5.2 The need for diversity of experience on the Board;
 - 5.5.3 The need for adequate expertise in and an understanding of manufacturing, engineering technology, vocational education and training, business, or finance.
- 5.6 Resignation. Any director may resign at any time by delivering a written resignation to the Chairman or to the Secretary. The resignation shall be effective upon receipt: unless otherwise provided by the terms there of.
- 5.7 Removal.
- 5.7.1 A member of the Board of Directors may be removed by the Pawnee Business Council for serious inefficiency or neglect of duty or for misconduct in office, pursuant to a duly enacted Pawnee Business Council resolution setting forth the basis for removal and providing that it be served upon the director within ten days thereafter.
 - 5.7.2 A seat is vacant and may be immediately filled by the Business Council when a director has an unexcused absence at two consecutive meetings or three meetings

within a 12 month period. A seat is vacant and may be immediately filled by the Business Council when a director has an excused absence at three consecutive regularly scheduled meetings or five regularly scheduled meetings within a 12 month period. An absence may only be excused by majority vote of the Board, either at, before or after the meeting that was missed.

5.8 Officers. Officers of the Corporation shall be a Chairman, Vice Chairman, Secretary and Treasurer, to be selected by the Board from among its members. All officers shall be appointed each year by the Board at its annual meeting. Every officer shall hold office for one year or until his successor has been chosen and qualified, unless prior thereto he dies, resigns, is removed, *is for any* reason unable to continue serving as an officer. Any officer may resign at any time by delivering a written resignation to the Chairman or Secretary. Any officer may be removed from that office at any time, with or without cause, by a majority vote of the Board at a duly held meeting of the Board with a quorum present. Proper notice specifying the proposed removal shall be given prior to any meeting of the Board at which the removal shall be considered. Vacancies in an officer's term of office may be filled for the unexpired portion of the term by the Board in accordance with the provisions of Subsection 5.4.

5.9 -5.14 Reserved.

5.15 Executive Committee

5.15.1 Composition. The Board may elect from its members two directors to act with the Chairman as the Executive Committee. Any or all of the directors who are not regular members of the Executive Committee may be designated by the Board as alternate members. When a regular Executive Committee member is unable to attend a meeting, an alternate may serve in his stead. When the Chairman is unable to attend a meeting, any director designated by the Board may serve as his alternative.

5.15.2 Quorum. Two regular Executive Committee members, or one regular member and an alternate member shall constitute a quorum.

5.15.3 Authority. The Executive Committee shall have the general supervision of the affairs of the Corporation between its regular Board meetings. It shall have, possess, and exercise such other powers and authority as may be specifically delegated to it by the Board. Reports of all action shall be submitted to the Board at its regular meeting or earlier, if required. The Executive Committee shall determine its own rules of procedure and shall meet as often as deemed necessary to perform its duties.

5.15.4 Removal. Any regular or alternate member of the Executive Committee may be removed at any time with or without cause by a majority vote of the entire membership of the Board.

5.16 Telephone Meetings. Any director may participate in a meeting of the Board by means of conference telephone or similar communication equipment which enables all directors participating in the meeting to hear one another.

- 5.17 Records of Meetings. The Secretary shall keep, or cause to be kept, a complete and accurate record of all meetings, copies of which shall be furnished to the Board and to the Pawnee Business Council.
- 5.18 Compensation or Directors. Compensation of directors shall be determined by the Council and shall be paid from funds of the Corporation.
- 5.19 Signatures. The Chairman and Vice Chairman may sign such papers as the Board may authorize for and on behalf of the Board.
- 5.20 Voting. Each director shall be entitled to vote on each matter coming properly before the Board, except that the Chairman shall only vote in case of a tie.
- 5.21 Responsibility. The Board shall be responsible to and accountable to the Council.
- 5.22 Committees. The Board may from time to time establish committees which shall have such duties and the members of which shall hold office for such periods as the Board may determine
- 5.23 Bonding. The Treasurer, all members of the Executive Committee and those Corporation employees specifically designated by the Board shall be bonded.
- 5.24 Duties of the Officers. The officers of the Corporation shall have the following duties and powers:
- 5.24.1 Chairman. The Chairman shall be the principal executive officer of the Corporation and, subject to the control of the Board, shall in general supervise and control all the business and affairs of the Corporation. He shall, when present, preside at all meetings of the Board. He may sign with the Secretary, or any other officer authorized by the Board, any deeds, mortgages, obligations, contracts or other instruments which the Board has authorized to be executed. In General, the Chairman shall perform all duties incident to the office of the Chairman and such other duties as may be prescribed by the Board from time to time.
- 5.24.2 Vice-Chairman. In the absence of the Chairman, or in the event of his death, inability or refusal to act, the Vice-Chairman shall perform the duties of the Chairman and when so acting shall have all the powers of and be subject to all the restrictions of the Chairman. In addition, he shall perform such other duties as shall, from time to time be assigned by the Chairman of the Board.
- 5.24.3 Secretary. The Secretary shall record and maintain a full report of all proceedings of each meeting of the Board and shall in general perform all duties as may, from time to time, be assigned to him by the Chairman or the Board.
- 5.24.4 Treasurer. The Treasurer shall give a corporate bond for the faithful discharge of his duties in such sum as the Board shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation and deposit all such monies in such banks or other depositories as may be designated by the Board, establish and maintain proper books and records accounting for all receipts and disbursements, and in general, perform all the duties incident to the office of Treasurer and such other duties as may, from time to time, be assigned to him by the Chairman of the Board.

5.24.5 Delegation. In the case of the absence or inability to act of any officer and of any person herein authorized to act in his place, the Board may from time to time delegate the powers or duties of such officer to any other officer or any director.

5.25 Abstention from deliberation. No director, officer, attorney, agent or employee of the Corporation shall in any manner, directly or indirectly, participate in the deliberation upon or the determination of any Corporation matter affecting his pecuniary interest or the pecuniary interest of any corporation partnership or individuals in which or with whom he is directly or indirectly interested.

Section 6. Meetings.

6.1 Annual Meeting. The annual meeting of the Board for the election of officers and for the transaction of such other business as may properly come before it shall be held at the first meeting following the regular appointment by the Business Council of directors to begin new terms on August 1 of each year, at the principal office of the Corporation.

6.2 Other Meetings. Other meetings of the Board shall be held at any time as determined by the Board or when called by either the Chairman or three directors. Except as required for the annual meeting, each meeting of the Board shall be held at such place and at such time as shall be specified by notice thereof.

6.3 Quorum. Four directors shall constitute a quorum.

6.4 Notice of Meetings. Notice of each meeting of the Board shall be sent to each director and the Business Council, not less than five nor more than 20 days before the day on which the meeting is to be held, by the method or methods designated by each. Directors shall designate, at the first meeting they attend and thereafter when any change is desired, one or more methods by which they can be contacted within three days. A director may not be excused from an absence by reason of a lack of notice if notice is sent by the designated methods. Notice may be delivered to each director personally, by telephone or other electronic means or in writing, not less than three days before the day on which the meeting is to be held. Notice of any meeting of the Board need not be given to any director who shall waive such notice whether before or after the meeting or if the director is present at the meeting. No notice need be given to those in attendance of the reconvening of any adjourned meeting of the Board.

6.5 Conduct of Meetings. At all meetings of the Board where a quorum is present all matters shall be decided by a vote of the majority of the directors present at the meeting and eligible to vote. The Chairman shall preside at each meeting, and in his, absence, the Vice Chairman shall preside. In the event that neither the Chairman nor Vice Chairman shall be present at a duly called meeting, and a quorum otherwise exists, the remaining Board members shall elect a person from among those Board members present to preside over the meeting and act as Chairman for that meeting only. The Chairman votes only when there is a tie vote.

Section 7. Powers of the Corporation.

In furtherance, but not in limitation, of the Corporation's purposes, and subject to any

restrictions contained in applicable law or these Articles of Incorporation, the Corporation shall have the following corporate powers in addition to all powers already conferred by the Constitution and Articles of Incorporation:

- 7.1 To adopt, use and alter at its pleasure a corporate seal.
- 7.2 To enter into, perform and carry out, or cancel and rescind agreements, contracts, and undertakings for any lawful purpose pertaining to its business as necessary or incidental to the accomplishment of its purposes, with any federal, state or local governmental agency, tribe, person, partnership, or corporation, and to agree to any conditions attached to federal financial assistance.
- 7.3 To purchase, take by gift, devise or bequest or otherwise acquire, own, hold, manage, operate, sell, convey, mortgage, pledge, encumber, lease, exchange, transfer and otherwise dispose of property and assets of every description, real and personal, tangible or intangible, including money, securities, or any interest therein, but not to sell or mortgage reservation lands, or to lease them for periods in excess of periods authorized by applicable law. However, any real property acquired within the exterior boundaries of the Pawnee Indian reservation shall be acquired in accordance with Section 302(d) of the Business Corporation Act of the Pawnee Nation
- 7.4 To borrow money and to make, accept, endorse, execute and issue bonds, debentures, promissory notes, guarantees and other obligations of the Corporation for monies borrowed, or in payment for property acquired or for any purposes of the Corporation, and to secure payment of any obligations by secured interest, mortgage, pledge, deed, indenture, agreement or other instrument of trust or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the Corporation.
- 7.5 To engage in any business or activity of any nature whatever to carry out the purposes of these Articles of Incorporation and not inconsistent with applicable law or any provision of these Articles of Incorporation and to do so as sole proprietor, in partnership or joint venture.
- 7.6 To sue and be sued in courts of competent jurisdiction, subject to the provisions of Section 4.2.
- 7.7 To arbitrate, compromise, negotiate or settle any dispute relating to the Corporation's authorized activities to which it is a party.
- 7.8 To invest and reinvest its funds in such mortgages, bonds, notes, debentures, shares of preferred and common stock, and any other securities of any kind whatsoever and property, real, personal or mixed, tangible or intangible as the Council shall deem advisable and as may be permitted under applicable law.
- 7.9 To furnish management, administrative and other business advice, support, training and technical assistance to tribal members involved in business ventures and programs owned operated or assisted by the Corporation.
- 7.10 To conduct educational activities designed to provide instruction or training of tribal members in technical, language and job skills.

- 7.11 To undertake and conduct analysis of employment and job training needs within the Reservation.
- 7.12 To aid and assist private sector businesses in locating on the Reservation, including assistance with achieving compliance with appropriate tribal laws and regulations.
- 7.13 To conduct its affairs, carry on its operations and exercise the powers granted under these Articles of Incorporation in any reservation, state, commonwealth, territory, district or possession of the United States, or in any foreign country.
- 7.14 To make such rules and regulations regarding its activities and governing its internal affairs pursuant these Articles of Incorporation as the Board may deem necessary and desirable to effectuate the powers granted by these Articles of Incorporation.
- 7.15 To purchase insurance from any stock or mutual company for any property or against any risk or hazard.
- 7.16 To establish and maintain such bank accounts as may be necessary and convenient.
- 7.17 To exercise any governmental function specifically delegated by the Council to the Corporation by Council resolution, subject to review by the Council as provided in Article IV, Section 3 of the Constitution.
- 7.18 To issue one non-transferable share of stock in the Corporation to the Tribe; provided, that in connection with a plan of reorganization of another tribally owned corporation the Corporation may issue such share of stock to such other corporation solely for the purpose of its transferring such share or stock to the Tribe.
- 7.19 To exercise such further incidental powers, not inconsistent with law, as may be necessary to the conduct of corporate business.
- 7.20 To take all action which shall be necessary and proper for carrying into execution the foregoing powers and all of the powers vested by these Articles of Incorporation as permitted by the purposes and powers stated herein, which shall be in compliance with all applicable law, and with these Articles of Incorporation.
- 7.21 Professional Services. The Corporation shall be entitled to retain the services of any business consultants, but shall retain the services of only those attorneys and accountants specifically designated by the Board in writing.

Section 8. Obligations

- 8.1 Authority to Issue Obligations. Consistent with the provisions of Section 7 of these Articles of Incorporation, the Corporation may issue obligations from time to time in its discretion for any of its purposes and also for the purposes of refunding or advance refunding of obligations previously issued by the Corporation. Consistent with the provisions of Section 7 of these Articles of Incorporation, the Corporation may issue such types of obligations as it may determine, including obligations on which the principal and interest are payable

exclusively from the income and revenues for the project financed with the proceeds of such obligations, or with such income and revenues together with a grant from the federal government in aid of the project:

- 8.1.1 Exclusively from the income and revenues of certain designated projects whether or not they are financed in whole or in part with the proceeds of such obligations; or
- 8.1.2 From income and revenues of the Corporation generally and any such obligations may be additionally secured by a pledge of any revenues of any project or other assets of the Corporation.
- 8.2 No Personal Liability on Obligations. Neither the directors nor any person executing the obligations of the Corporation shall be personally liable on any obligations by reason of issuance thereof
- 8.3 No Tribal Liability on Obligations. The notes and other obligations of the Corporation shall not be obligations of the Tribe, either general, special or moral, nor shall such obligations constitute a pledge of the faith, credit or revenues of the Tribe, and the obligations shall so State on their faces.
- 8.4 Obligations are Tax Exempt. All obligations of the Corporation issued or incurred as provided in these Articles of Incorporation are declared to be issued for essential public and governmental purposes and, together with interest thereon and income there from, shall be exempt from taxes imposed by the Tribe. The tax exemption provisions of these Articles of Incorporation shall be considered part of the security for repayment of obligations, and shall constitute by virtue of these Articles of Incorporation and without necessity of being restated in the obligations, a contract between the Corporation and the holders of obligations and each of them, including all transferees of the obligation, from time to time.
- 8.5 Manner of Issuance and Sales. Obligations shall be issued and sold in the following manner:
 - 8.5.1 Obligations of the Corporation shall be authorized by a resolution adopted by the vote of a majority of the full Board and may be issued in one or more series.
 - 8.5.2 Obligations shall bear such dates, mature at such times, bear interest at such rates, be in such denominations, be in Such form, either coupon or registered, carry such conversion or registration privileges, have such rank or priority, be executed in such manner, be payable in such medium of payment, and at such places, and be subject to such terms of redemption, with or without premium, as the resolution may provide.
 - 8.5.3 The obligations may be sold at public or private sale and at such price as the Board deems appropriate.
 - 8.5.4 In case any of the officers of the Corporation whose signatures appear on any obligations cease to be Directors before the delivery of such obligations, the signatures shall, nevertheless, be valid and sufficient for all purposes, the same as if the Directors had remained in office until delivery.
 - 8.5.5 Whenever necessary, the Corporation shall comply in the issuance of its

obligations with all applicable federal and state securities laws.

8.5.6 Obligations are Negotiable Obligations of the Corporation shall be fully negotiable unless otherwise stated on their faces.

8.6 Security for Obligations. Consistent with the provisions of Section 7 of these Articles of Incorporation, the Corporation, in connection with the issuance or incurrence of obligations and to secure the payment of such obligations, may make any covenants and do any acts or things necessary or convenient or desirable in order to secure its obligations, or, in the absolute discretion of the Corporation, tending to make the obligations more marketable.

Section 9. Ownership of Assets and Profits

9.1 Ownership. All assets acquired by the Corporation and any of its business ventures shall be taken in the name of the Corporation in accordance with the provisions of Subsection 7.3.

9.2 Reserve Fund. The board shall establish a reserve fund and shall set aside such portion of annual net earnings of the Corporation as the Pawnee Business Council deems necessary to the reserve fund. The reserve fund shall be used to meet contingencies, for maintaining any property of the Corporation or as capital for expansion of existing enterprises or additional enterprises under the terms of these Articles of Incorporation and for all other purposes as provided in these Articles of Incorporation. The balance of annual net earnings shall be "surplus funds" and credited to a "surplus account."

9.3 Surplus Funds. Funds from the surplus account shall be transferred from the accounts of the Corporation to the general fund of the Tribe from time to time as determined by the Pawnee Business Council after consultation with the TDC Board of Directors.

9.4 Limitation on earnings. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered as provided in these Articles of Incorporation and to make payments and distributions in furtherance of the purposes set forth in Section 3 thereof No substantial part of the activities of the Corporation shall be used for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in, any political campaigning on behalf of any candidate for public office.

9.5 Distribution of assets. Upon the dissolution of the Corporation, the Board shall, subject to the tribal law dissolving the Corporation, pay or make provision for the payment of all of the liabilities of the Corporation and then transfer all of the assets of the Corporation to the Council, provided that the Council determines such assets are not unduly financially burdensome to the Council.

9.6 Funds Dedicated to Essential Governmental Function. Notwithstanding, any other provision of these Articles of Incorporation, all funds derived from the proceeds

of obligations, the interest on which is tax exempt pursuant to the Indian Tribal Governmental Tax Status Act of 1982, Public Law 97-473, 96 Stat. 2607, as amended thereafter, all funds derived from any project financed with the proceeds of such tax exempt obligations, and all funds derived from sale of assets financed with the proceeds of such tax exempt obligation, shall be used by the Council solely for essential governmental functions of the Corporation and the Tribe.

Section 10. Operation of Corporation

- 10.1 Deposit of Funds. All funds of Corporation not otherwise employed shall be deposited in such banks, trust companies or other reliable depositories as the board may determine. Each account in any depository selected by the Board shall be in the name of the Corporation singly or jointly with the name of the operating division, if any, for whose use the funds are being held.
- 10.2 Check, Etc. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of or payable to the Corporation shall be signed or endorsed by such officers or agents of the Corporation and in such manner as the Council may determine.
- 10.3 Loans. No loan or advance shall be contracted on behalf of the Corporation and no obligation shall be issued in its name unless and except as authorized by the Board. Each such authorization of the Board shall relate to specific transactions and may include authorization to pledge, as security for loans and advances so authorized any or all securities or other properties at any time owned by the Corporation, subject to the restrictions set out in these Articles of Incorporation.
- 10.4 Contracts. When authorized by the Board, the Chairman or other officers or agents of the Corporation may, in the name and on behalf of the Corporation, enter into such contracts or execute and deliver such instruments as are authorized by the Board. Authorization by the Board may be general or confined to specific transactions.
- 10.5 Representation of Shares of Other Enterprises or Corporation. The Chairman and the Secretary are authorized to vote, represent and exercise on behalf of the Corporation in person or by proxy, all rights incident to any and all shares of any other enterprise or corporation held in the name of the corporation.
- 10.6 Insurance. Fire and other insurance on property owned by the Corporation or on property in which the Corporation has an insurable interest, shall be in amounts and type of coverage specified by the Board.
- 10.7 Fiscal Year. The fiscal year of the Corporation shall be established by the Board.
- 10.8 Annual Budget. The Board shall adopt, for each fiscal year, an annual budget with justifications, which shall be submitted to the Council for approval no later than the end of the third quarter of the preceding fiscal year.
- 10.9 Petty Cash Fund. A petty cash fund is authorized to be established for the Corporation in an amount to be set by the Board. These funds may be used to pay expenses not exceeding \$100 each when necessity demands and to pay such

obligations when it is not feasible to pay by check on the official depository.

- 10.10 Records. The Corporation shall maintain at the principal office of the Corporation all financial books and records of account, all minutes of the Board meetings and copies of all material, books, records, documents and contracts. All such books, records, minutes, documents and contracts shall be made available for inspection at any reasonable time during usual business hours by any director, subject to the requirements of national security laws and corporate security regulations. Upon leaving office, each officer or agent of the Corporation shall turn over to his successor or the Chairman in good order such monies, books, records, minutes, writs, documents, contracts or any other property of the Corporation as have been in the custody of such officer or agent during his term of office.
- 10.11 Audit. Within 90 days after the close of the fiscal year, there shall be an audit by independent certified public accountants of the books of the corporation. A report by such accountants of the audit shall be submitted to the Council when it is issued.
- 10.12 Reports. The Corporation shall file annual reports with the Council within 90 days after the end of the fiscal year of the Corporation which shall describe the business done and intended to be done by the Corporation, material changes and developments since its last report, including a description of competitive conditions, research and development activities, new lines of business conducted by the Corporation, the approximate amount of total sales, revenue, and income or loss attributable to each line of business which accounted for more than 10% of total sales and revenues, any material pending legal proceedings to which the Corporation or a business venture is a party, audited financial statements of the Corporation, including a consolidated balance sheet and consolidated statements of income and source and application of funds for each such fiscal year, and an operations plan for the coming year, including the short-range and long-range goals and objectives of the Corporation and the strategies that will be employed by the Corporation to accomplish these goals and objectives. The Corporation shall file with the Council all such additional reports as are required from time to time by the Council.
- 10.13 Acquisition of Interests Prohibited. During his tenure and for three years thereafter, no director or officer of the Corporation or any other public official who exercises any responsibilities or functions with regard to a project of the Corporation, shall voluntarily acquire any interest, direct or indirect, in any matter or in any property included or planned to be included in any project, or in any contract or proposed contract relating to the project unless, prior to such acquisition, he discloses his interest in writing to the Corporation and such disclosure is entered upon the minutes of the Corporation; and the director, officer or public official shall not participate in any action by the Corporation relating to the property or contract in which he has an interest. If a director, officer, or public official involuntarily acquires any such interest, or voluntarily acquired any such interest prior to appointment or employment, in any such event, the person shall immediately disclose his interest in writing to the Corporation, and such disclosure shall be entered upon the minutes of the

Corporation, and that person shall not participate in any action by the Corporation relating to the property or contract in which he has any such interest. Any violation of the foregoing provisions of this Section shall constitute misconduct in office and a violation of the public trust and shall subject the party to removal from the Board or other office held, and make such party liable to the Corporation of any and all profits of any kind or character which he may have obtained by virtue of the violation of his trust. This Section shall not be applicable to the acquisition of any interest in obligations of the Corporation issued in connection with any project.

- 10.14 Compliance with Federal Requirements. Each project developed or operated under a contract providing for federal financial assistance shall be developed and operated in compliance with all requirements of such contract, and applicable law and with all requirements prescribed from time to time by the federal government in connection with such assistance.
- 10.15 Fidelity Bonds. The Corporation shall obtain or provide for the obtaining of adequate fidelity bonds for all officers and employees handling cash, or authorized to sign Checks or obligations or to certify Vouchers.
- 10.16 Personnel Policies. The Board shall adopt a comprehensive personnel policy manual for the Corporation with consent of the Pawnee Business Council.
- 10.17 Judicial Notice. The Tribal Court shall take judicial notice of these Articles of Incorporation, and of all rules and regulations of the Corporation.
- 10.18 Severability of Provisions. If any provision of these Articles of Incorporation or the application thereof to any persons or circumstances shall be adjudged by any court of competent jurisdiction to be invalid, such judgment shall not affect, impair or invalidate the remainder of these Articles of Incorporation or their application to other persons and circumstances, but shall be confined in its operation to the provisions of these Articles of Incorporation or the application thereof to the persons and circumstances directly involved in the controversy in which such judgment shall have been rendered.
- 10.19 Indemnifications of Directors, Officers and Employees. The Corporation shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding either civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, agent or employee acting on behalf of the Corporation or is or was serving at the request of the Corporation as a director or officer of another enterprise or corporation, against expenses, including attorneys' fees and costs, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, to the extent that such person is not otherwise indemnified. The Corporation shall not be required to indemnify such director, officer, agent or employee if independent counsel shall determine pursuant to a judicial decision in any such action, suit or proceeding or independently, in case of settlement that the director, officer, agent or employee has failed to act in good faith and with that degree of diligence, care and skill which ordinary prudent men would exercise under similar circumstances in like

positions. The right of indemnification provided for herein shall not be deemed exclusive of any other rights to which such director, officer, agent or employee may be entitled and shall inure to the benefit of the heirs, executors and administrators of any such person.

Section 11: Revocation or Amendment. These Articles of Incorporation will not be revoked or amended except in accord with a resolution of the Council.