SAC AND FOX NATION
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IN THE DISTRICT COURT
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SAC AND FOX NATION
CHARLOTTE CARTWRIGHT, COURT CLERK
BY: _____ DEPUTY

RESOLUTION SF-08-185

FILED
DATE 5-13-08
SECRETARY
SAC & FOX NATION
Joyce McCormick Williams

SAC AND FOX NATION
RECONVENED SPECIAL BUSINESS COMMITTEE MEETING
SAC AND FOX RESERVATION
STROUD, OKLAHOMA

MAY 13, 2008

A RESOLUTION AND PUBLIC LAW PETITIONING THE SECRETARY OF THE INTERIOR TO ISSUE A FEDERAL CORPORATE CHARTER TO THE SAC AND FOX NATION PURSUANT TO SECTION 17 OF THE INDIAN REORGANIZATION ACT OF JUNE 18, 1934, c.576, 48 STAT. 985.

WHEREAS, the Business Committee of the Sac and Fox Nation met in a reconvened special called meeting the 13th day of May, 2008, there being a quorum present; and

WHEREAS, the Business Committee is authorized to transact business and act on behalf of the Sac and Fox Nation pursuant to the Constitution and Laws of the Sac and Fox Nation; and

WHEREAS, there exists a need to improve and expand the economic development capacity, land acquisition authority, and rights of self-government and self-determination of the Sac and Fox Nation; and

WHEREAS, the Sac and Fox Nation is entitled to a charter of incorporation pursuant to Section 17 of the Indian Reorganization Act of June 18, 1934, c. 576, 48 Stat. 985; and

WHEREAS, such action is in the best interests of the Sac and Fox Nation.

NOW THEREFORE BE IT RESOLVED, ENACTED, AND ORDAINED THAT the Business Committee hereby petitions the Secretary of the Interior, or his authorized representative, to issue a Charter to the Sac and Fox Nation pursuant to Section 17 of the Indian Reorganization Act of June 18, 1934, c. 576, 48 Stat. 985, in the following form and words, to-wit:

FEDERAL CORPORATE CHARTER OF THE SAC AND FOX NATION

WHEREAS, the Sac and Fox Nation is a federally recognized tribe of Indians organized under a Constitution and Charter approved by the Secretary of the Interior on the 19th day of June, 1987, and ratified by the People of the Sac and Fox Nation on the 24th day of July, 1987, pursuant to the Oklahoma Indian Welfare Act of June 26, 1936, c. 831, 49 Stat. 1967, as amended, and the Indian Re-organization Act of June 18, 1934, c. 576, 48 Stat. 985, as amended; and

WHEREAS, the Sac and Fox Nation has requested that a Charter of Incorporation be issued pursuant to Section 17 of the Act of June 18, 1934, (48 Stat. 984) (as amended) subject to ratification by the Business Committee of the Sac and Fox Nation,

NOW, THEREFORE, I, Carl J. Artman, Assistant Secretary of the Interior - Indian Affairs, by virtue of the authority conferred upon me by Section 17 of the Act of June 18, 1934, 48 Stat. 984, as amended, do hereby issue this Charter of Incorporation of Sac and Fox Nation, Inc., to the Sac and Fox Nation, to be effective from and after such time as it may be ratified by the Business Committee of the Sac and Fox Nation:

ARTICLE I
CORPORATE PURPOSES

The corporate purposes of Sac and Fox Nation, Inc., shall be:

A. To advance the standard of living of the Nation, its citizens, other Indians, and other persons associated with the Nation, through the acquisition of new Indian land, the preservation and expansion of Indian land holdings, the development of natural resources, the better utilization of land, the development of credit programs for the acquisition, development, and improvement of lands, the reduction of fractionated heirships, and the furtherance of economic and industrial development on Indian lands.

B. To promote private investment in the economies of Indian tribes and to encourage the sustainable development of resources of Indian tribes and Indian-owned businesses.

C. To encourage intertribal, regional, and international trade and business development in order to assist in increasing productivity, improving the standard of living of members of Indian tribes, and improving the economic self-sufficiency of the governing bodies of Indian tribes.

D. To promote economic self-sufficiency and political self-determination for Indian tribes and members of Indian tribes.

E. To promote in any other way the general welfare of the citizens of the Sac and Fox Nation, other Indians, and other persons associated with the Nation through the promotion of family and community economies, and the private sector.

ARTICLE II
NAME AND ORGANIZATION

A. The name of this corporation shall be "Sac and Fox Nation, Inc." The corporation shall be an instrumentality of the Sac and Fox Nation which may provide by law, from time to time, for the officers, government, and management of the corporation.

B. The corporation is endowed with all immunities from suit, and from federal, state, and local taxation, licensing, regulation, and other governmental authority which may be granted pursuant to Section 17 of the Act of June 18, 1934, (48 Stat. 984), as amended, and other federal law, as well as those that are possessed by the Sac and Fox Nation.

C. The corporation shall not possess the governmental authority of the Sac and Fox Nation, *provided*, that the government of the Sac and Fox Nation, in its sole discretion, may enact laws authorizing the corporation to exercise certain of its governmental authorities from time to time.

D. The corporation shall be a resident and citizen of the Sac and Fox Nation, and shall maintain its principal place of business within the Sac and Fox Reservation. The corporation may, in its discretion, establish offices and do business at any location.

ARTICLE III
POWERS

The incorporated Nation shall have the following powers as provided by Section 17 of the Act of June 18, 1934, (48 Stat. 984), as amended, and other applicable federal law:

A. To have perpetual succession in its own name.

B. To make and use a common seal and alter the same at pleasure.

C. To sue at law or equity in any court of the United States, to complain or defend in any forum at its discretion.

D. 1. To grant in writing and at its discretion an express and unequivocal waiver of its sovereign immunity; *Provided, however*, that the grant or exercise of such power shall not be deemed a consent by the Sac and Fox Nation or by the United States to the levy of any judgment, lien, or attachment upon the property of the corporation other than property specially pledged or assigned in writing.

2. The corporation's immunity from suit is hereby waived as to suit in federal courts of competent jurisdiction in the event of a dispute arising from the corporation's relationship with the United States Small Business Administration ("SBA,") including its participation in the SBA's Section 8(a) Program, and any SBA contracts to which the corporation is a party; but only to the extent required by federal law for participation in such program, and no further.

E. To appoint subordinate officers and agents, and to create such divisions, operations, enterprises, instrumentalities, or other subordinate bodies as may be useful or necessary for its operations from time to time, and to allow them suitable compensation, benefits, and authority. All such divisions, operations, enterprises, instrumentalities, and subordinate bodies shall retain the status of the corporation, and may exercise all the powers, authorities, and immunities of the corporation unless otherwise expressly provided by tribal law.

F. To deposit corporate funds, and to invest and reinvest such funds as are not needed for current expenses.

G. To borrow money from the Indian Credit Fund in accordance with the terms of Section 10 of the Act of June 18, 1934 (48 Stat. 984), and Section 6 of the Act of June 26, 1936, (49 Stat. 1967), and its successor, or supplemental funds or authorities, or from any other governmental agency, or other lending institution or agency, including private persons, and to issue bonds, scrip, notes, or evidence of indebtedness as a political subdivision of the Sac and Fox Nation and instrumentality of the United States.

H. To purchase, take by gift, bequest, eminent domain, or otherwise, own, hold, manage, operate, and dispose of property of every description, real, personal, or mixed, including the power to purchase trust or restricted Indian lands, and to issue in exchange therefor bonds, scrip, notes, tribal instruments of title, or interests in corporate property pursuant to the laws of the Sac and Fox Nation; *provided*, that title to any lands or rights so acquired shall be taken by the incorporated Nation in the name of the United States in trust for the Sac and Fox Nation or individual for which the land is acquired, and such lands or rights shall be exempt from federal, State, and local taxation, *and provided further*, that this charter shall not be construed as granting authority to sell, mortgage, or lease for a period exceeding twenty-five years any trust or restricted lands included in the limits of the reservation.

I. To engage in any lawful business, to enter into contracts and agreements, to freely pursue the social, cultural, and economic development of the Sac and Fox Nation, its members, and other Indians and persons associated with the Nation, to trade freely, and to seek enforcement of treaty and trade rights.

J. To exercise all powers of business corporations organized under the laws of the Sac and Fox Nation, and all of the powers of municipal corporations organized under the laws of the State of Oklahoma.

K. To exercise such further powers as may be delegated to the corporation by the government of the United States or the government of the Sac and Fox Nation.

L. To exercise such further incidental powers, not inconsistent with the tribal constitution and laws, as may be reasonable and proper to the conduct of corporate business.

ARTICLE IV
LIMITATIONS OF CORPORATE POWERS

A. Notwithstanding any provision of this Charter, the corporation shall not have power to:

1. Expressly, impliedly, or otherwise, through its status or activities, subject the Sac and Fox Nation, including without limitation its officers, agents and employees, and its other instrumentalities to debts, liabilities, or other obligations arising from contract, tort, statute, regulation, licensing, taxation, or any other source absent their separate written consent.

2. Pledge the credit of the Sac and Fox Nation or its other instrumentalities absent their separate written consent.

3. Dispose of, mortgage, pledge, or otherwise encumber any real or personal property of the Sac and Fox Nation or its other instrumentalities, absent their separate written consent.

4. Waive any right, privilege, or immunity of, or release any obligation owed to, the Sac and Fox Nation or its other instrumentalities, absent their separate written consent.

5. Make any per capita distribution of corporate property to Sac and Fox Nation members in excess of five (5%) percent of the annual audited net profits of corporate enterprises or operations after all corporate debts then due have been paid, and due consideration given to future expenses.

B. The governmental authority of the Sac and Fox Nation over the lands, properties, and activities of Sac and Fox Nation, Inc., is hereby confirmed and acknowledged, and the authority of the Sac and Fox Nation in that regard shall be subject only to the limitations of its Constitution and the authority of Congress.

ARTICLE V
CERTAIN LANDS ADDED TO THE RESERVATION

Pursuant to the authority of Section 7 of the Act of June 18, 1934, c. 576, §7, 48 Stat. 986 (25 U.S.C. §467) and 18 U.S.C. §1151(a), all lands or interest in lands now held or hereafter acquired pursuant to any authority conferred by said Act or this Charter within the reservation described in the Act of February 13, 1891, Ch. 165, 26 Stat. 749, and including acquisitions adjacent to such territory and not within the jurisdiction of any other tribe, are hereby recognized as reservation lands of the Sac and Fox Nation.

With the consent of the Business Committee lands acquired pursuant to the Act of June 18, 1934 lying outside the above described area may be added to the reservation by proclamation of the Principal Chief of the Sac and Fox Nation, who shall notify the Assistant Secretary – Indian Affairs of each such proclamation.

ARTICLE VI
TRIBAL RIGHTS AND PROPERTY

Any rights and powers heretofore or hereafter vested in the Sac and Fox Nation or the Sac and Fox Tribe, Inc. not referred to generally, expressly, or by implication in this Charter shall not be abridged. No property rights or claims, nor the governmental authority of the Sac and Fox Nation, existing prior to the ratification of this Charter shall be in any way impaired by anything contained in this Charter. The tribal ownership and jurisdiction over all unallotted lands now or hereafter owned by the Sac and Fox Nation or the Sac and Fox Tribe, Inc., whether or not occupied by any particular individual or agency, is hereby expressly recognized.

ARTICLE VII
AMENDMENTS

This Charter shall not be revoked or surrendered except by an Act of Congress, but amendments may be proposed by resolution of the Business Committee. Such amendments shall be effective upon approval by the Secretary of the Interior or his authorized representative. If the Secretary does not approve or disapprove a proposed amendment within forty-five days after it is submitted for approval, the Secretary's approval shall be considered as given.

ARTICLE VIII
CERTIFICATE OF APPROVAL AND DEPARTMENTAL ORDER

I, Carl J. Artman, Assistant Secretary of the Interior - Indian Affairs, by virtue of the authority granted to the Secretary of the Interior by Section 17 of the Indian Reorganization Act of June 18, 1934, (48 Stat. 984) , and redelegated to me by 209 DM 8.3, do hereby approve this Federal Corporate Charter. It shall become effective upon ratification by resolution of the Business Committee of the Sac and Fox Nation.

Upon ratification of this Charter all rules and regulations promulgated by the Interior Department, so far as they may be incompatible with any of the provisions of this Charter, will be inapplicable to the Sac and Fox Nation and it's chartered entities, and future rules and regulations shall likewise be inapplicable absent the consent of the Sac and Fox Nation unless otherwise expressly provided by statute.

All officers and employees of the Interior Department are ordered to abide by the provisions of the Constitution and Charters of the Sac and Fox Nation.

Assistant Secretary - Indian Affairs
Washington, D.C.

Date: 5.22.8

ARTICLE IX
CERTIFICATE OF RATIFICATION

Pursuant to an order approved by Carl J. Artman, Assistant Secretary of the Interior - Indian Affairs, on May 22, 2008, this Federal Corporate Charter of Sac and Fox Nation, Inc., was submitted for ratification to the Business Committee of the Sac and Fox Nation and was, on May 23, 2008, duly ratified/rejected by Business Committee Resolution No. SF-08-196, a copy of which is attached hereto and made a part hereof.

Principal Chief of the Sac and Fox Nation

Attest:

[SEAL]

SAC AND FOX OFFICE OF THE OFFICIAL SEAL SECRETARY

Secretary of the Sac and Fox Nation
Sac and Fox Capital Complex
Sac and Fox Reservation

Date: 6-5-08

NOW, THEREFORE BE IT FURTHER RESOLVED, ENACTED, AND ORDAINED THAT the Business Committee hereby requests the Secretary of the Interior to expedite the approval and issuance of this Federal Corporate Charter as a matter of urgent priority.

CERTIFICATION

WE, George Thurman, Principal Chief and Gwen McCormick Wilburn, Secretary of the Sac and Fox Nation do hereby certify Resolution SF-08-185 to be a true and exact resolution as approved by the Business Committee in a reconvened special meeting held at the Sac and Fox Reservation, Stroud, Oklahoma on the 13th day of May, 2008 by a vote of: George Thurman - Yes; Cheryl McClellan Tofpi - Yes; Gwen McCormick Wilburn - No; Michael W. Hackbarth - Yes; and Stella Nullake Nanaeto - Yes.

George Thurman, Principal Chief
Sac and Fox Nation

Gwen McCormick Wilburn, Secretary
Sac and Fox Nation

SAC AND FOX NATION

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P 1:59

SAC AND FOX NATION
CHARLOTTE CARTWRIGHT, COURT CLERK

BY:_____DEPUTY

FILED

DATE 6-5-08

SECRETARY
SAC & FOX NATION
Gwen McCormick Wilburn

RESOLUTION SF-08-196

SAC AND FOX NATION
REGULAR BUSINESS COMMITTEE MEETING
SAC AND FOX RESERVATION
STROUD, OKLAHOMA

MAY 23, 2008

A RESOLUTION RATIFYING THE FEDERAL CORPORATE CHARTER ISSUED BY CARL J. ARTMAN, ASSISTANT SECRETARY OF THE INTERIOR – INDIAN AFFAIRS, ON MAY 22, 2008.

WHEREAS, the Business Committee of the Sac and Fox Nation met in a regular called Business Committee meeting held the 23rd day of May, 2008; there being a quorum present; and

WHEREAS, the Business Committee is authorized to transact business and act on behalf of the Sac and Fox Nation pursuant to the Constitution and Laws of the Sac and Fox Nation; and

WHEREAS, Resolution SF-08-185 petitioning the Secretary of the Interior to issue a federal corporate charter to the Sac and Fox Nation pursuant to Section 17 of the Indian Reorganization Act of June 18, 1934, c.576, 48 Stat. 985 was passed by the Business Committee on May 13, 2008; and

WHEREAS, On May 22, 2008 Carl J. Artman, Assistant Secretary of the Interior – Indian Affairs, approved and issued the federal corporate charter of Sac and Fox Nation, Inc.

NOW, THEREFORE BE IT RESOLVED THAT the Business Committee of the Sac and Fox Nation does hereby ratify the federal corporate charter of Sac and Fox Nation, Inc. issued by Carl J. Artman, Assistant Secretary of the Interior – Indian Affairs, on May 22, 2008.

CERTIFICATION

WE, George Thurman, Principal Chief and Gwen McCormick Wilburn, Secretary of the Sac and Fox Nation do hereby certify **Resolution SF-08-196** to be true and exact as approved by the Business Committee in a regular called meeting held at the Sac and Fox Reservation, Stroud, Oklahoma on the 23rd day of May, 2008, by a vote of: George Thurman - Yes; Cheryl McClellan Tofpi - Yes; Gwen McCormick Wilburn - No; Michael W. Hackbarth - Yes; and Stella Nullake Nanaeto - Yes.

George Thurman, Principal Chief
Sac and Fox Nation

Gwen McCormick Wilburn, Secretary
Sac and Fox Nation

SAC AND FOX NATION OFFICE OF THE SECRETARY SEAL