

FEDERAL CHARTER OF INCORPORATION

ISSUED BY THE UNITED STATES OF AMERICA  
DEPARTMENT OF THE INTERIOR  
BUREAU OF INDIAN AFFAIRS

TO THE

HANNAHVILLE INDIAN COMMUNITY

FOR THE

HANNAHVILLE INDIAN COMMUNITY FINANCING AND BUILDING AUTHORITY  
A FEDERALLY CHARTERED CORPORATION

RECITALS

WHEREAS the Congress of the United States enacted the Act of June 18, 1934 (48 Stat. 984) as amended, which in part authorizes the Secretary of the Interior to issue a Federal Corporate Charter to an Indian Tribe; and

WHEREAS the Indian people of the Hannahville Indian Community are a federally recognized Indian tribe; and

WHEREAS on August 5, 1997 the governing body of the Hannahville Indian Community petitions the Secretary of the Interior to issue a Federal Charter of Incorporation to the Hannahville Indian Community to establish a federal corporation as authorized by Section 17 of the Indian Reorganization Act, as amended, 25 U.S.C. § 477; and

WHEREAS all of the legal prerequisites to the issuance of this charter have been fulfilled;

NOW THEREFORE, I, Ada E. Deer, Assistant Secretary of the Interior for Indian Affairs, by virtue of the power conferred upon the Secretary of the Interior by the said Act and delegated to me, do hereby issue this CHARTER OF INCORPORATION to the Hannahville Indian Community, for the HANNAHVILLE INDIAN COMMUNITY FINANCING AND BUILDING AUTHORITY, to be operative when ratified by the governing body of the Hannahville Indian Community.

## ARTICLE I - NAME.

The name of the Corporation is the Hannahville Indian Community Financing and Building Authority. (the Corporation).

## ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation shall be located within the exterior boundaries of the Hannahville Indian Community. The Corporation may have such other offices, either within or without the Hannahville Indian Community, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

## ARTICLE III - AUTHORITY FOR CHARTER

The Corporation is organized, incorporated and chartered under the laws of the United States as a Federally Chartered Corporation under 25 U.S.C. § 477, as amended, and shall have the powers, privileges and immunities granted by the statute and embodied in this Charter.

## ARTICLE IV - STATUS OF CORPORATION

A. The Corporation is a legal entity wholly owned by the Hannahville Indian Community, a federally recognized Indian tribe, but distinct and separate from the Hannahville Indian Community (the Tribe). The activities, transactions, obligation, liabilities and property of the Corporation are not those of the Hannahville Indian Community. Nothing in this charter shall be deemed to have waived or to permit the Corporation to waive, the sovereign immunity from suit of agencies or enterprises of the Hannahville Indian Community not specifically assigned to the Corporation.

B. The Corporation shall have the same tax status and immunities under federal law as the Hannahville Indian Community.

## ARTICLE V - PURPOSES

A. The purpose of the Corporation shall be to acquire real and personal property, lease tribal land, and finance the construction and development of buildings and facilities necessary, convenient or desirable for Hannahville Indian Community governmental, administrative, economic, community, health, recreational, cultural, ceremonial, and welfare purposes.

B. The Tribe benefits from the construction of buildings and facilities on its land for a variety of purposes.

C. The ability of the Tribe to finance the construction of buildings and facilities will be enhanced by the creation of a separate entity which can lease tribal trust land, encumber fee owned land, obligate leasehold interests, and enter into financial transactions connected with such financing and construction.

D. The Corporation created by this Charter will be able to perform these functions, and will be of benefit to the Tribe and its members.

#### ARTICLE VI - ASSETS

The Corporation shall have only those assets which the Hannahville Indian Community assigns or leases to it or which it receives from a tribal entity, together with whatever assets it acquires by other means as provided in this Charter. No activity of the Corporation nor any indebtedness incurred by it shall encumber, implicate or in any way involve assets of the Tribe or another tribal entity not assigned or leased in writing to the Corporation.

#### ARTICLE VII - PERPETUAL DURATION

The period of the Corporation's duration is perpetual, or until this Charter is revoked or surrendered by Act of Congress, pursuant to 25 U.S.C. § 477, as amended, or as provided in Article XV of this charter.

#### ARTICLE VIII - OWNERSHIP OF THE CORPORATION

A. The membership of the Corporation shall consist of one (1) class, and the only member of the Corporation shall be the Hannahville Indian Community (shareholder).

B. The Corporation shall be owned solely by the Hannahville Indian Community for the benefit of its members. No individual or legal entity other than the Hannahville Indian Community shall acquire any ownership interest in the Corporation.

C. The Community's interest in the Corporation shall not be sold, transferred, pledged or hypothecated, voluntarily or involuntarily, without the prior written consent of the Hannahville Indian Community Tribal Council and the approval of the Secretary of the Interior.

D. All rights of the shareholder of the Corporation shall be exercised by the Hannahville Indian Community Tribal Council, in accordance with this Charter and applicable tribal law.

#### ARTICLE IX - CORPORATION POWERS

The Corporation is authorized:

A. To engage in any lawful business permitted to a corporation organized under 25 U.S.C. § 477, as amended.

B. To have a business seal which may be altered at the discretion of the Board of Directors.

C. To buy, sell, lease and otherwise acquire and maintain buildings, offices, shops and other appurtenances proper and necessary for the carrying on of said business.

- D. To carry on its business either within or without the exterior boundaries of the Hannahville Indian Community.
- E. To guarantee, purchase, hold, assign, mortgage, pledge or otherwise dispose of capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation or organization that is in existence under the laws of the United States, any state, Indian tribe, nation, government or country, and to exercise all the rights, privileges and powers of ownership.
- F. To enter into and make contracts of every kind and nature with any person, firm, association, corporation, municipality, nation, Indian tribe, state or body politic, without the approval of the Secretary of the Interior, except when the use of trust or federally-restricted Indian property requires such approval or is otherwise required by federal law.
- G. To purchase, take by gift or bequest, acquire, own, lease, manage, operate, deal in and dispose of real and personal property of all kinds and descriptions, wherever situated. Provided, that any interest in real property acquired by the Corporation shall be put into federal trust status for the Hannahville Indian Community whenever possible under federal law.
- H. Subject to the limitations imposed by Article VIII, to incur debts and raise, borrow and secure the payment of any money in any lawful manner, including the issue and sale or other disposal of stocks, bonds, indentures, obligations, negotiable and transferrable instruments and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise, without the approval of the Secretary of the Interior, except when the use of trust or federally-restricted Indian property requires such approval.
- I. To apply for, obtain, register, purchase, lease or otherwise acquire, own, hold, use, operate and introduce, and to sell, assign or otherwise dispose of any trademark, trade name, patent, invention, improvements and processes used in connection with or secured under letters patent, and to use, exercise, develop, grant, and give licenses in respect thereto.
- J. To apply for, purchase or acquire by assignment, transfer or otherwise, and to exercise, carry out and enjoy any license, power authority, franchise, concession, right or privilege which any government or authority or any corporation or other public body may be empowered to enact, make, or grant, and subject to the limitations imposed by Article VIII of this Charter to pay for and to appropriate any of the Corporation's assets to defray the necessary costs, charges and expenses thereof.
- K. Notwithstanding any other provision in this charter, before the board of Directors is authorized to sell or otherwise dispose of all or substantially all of the Corporation's assets notice shall be given to the Tribal Council of the Hannahville Indian Community and its concurrence to such transaction shall be obtained.
- L. To lend money for its business 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.

- M. To sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its business property or assets; provided that, the Corporation has no authority to sell, mortgage, or lease for a period of time exceeding twenty-five (25) years, any trust or restricted lands held by or for the benefit of the Hannahville Indian Community.
- N. To adopt policies for the regulation of the internal affairs of the Corporation consistent with this Charter with the approval of the Hannahville Indian Community Tribal Council.
- O. To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.
- P. To pay pensions and establish pension plans, pension trusts, profit-sharing plans, and other incentive plans for any or all of its Directors, officers and employees.
- Q. To adopt bylaws for the regulation of the internal affairs of the Corporation consistent with this Charter, with the approval of the Hannahville Indian Community Tribal Council acting as shareholder, but without the approval of the Secretary of the Interior.
- R. To have and exercise all lawful powers incidental, necessary or convenient to effect any or all of the purposes for which the Corporation is organized.
- S. To obtain a certificate of authority to transact business in the State of Michigan or any other state as a foreign corporation, and to comply with applicable state law governing foreign corporations.
- T. Subject to Article X, to sue and be sued in its corporate name upon any contract, claim or obligation arising out of its activities authorized under this charter, to waive any immunity from suit which it might otherwise have; provided however, that such waiver shall be express and shall not be implied by reason of the grant of these powers. Provided also, that any waiver authorized by this paragraph of this Article shall be in the form of a resolution duly adopted by the Board of Directors, which resolution shall not require the approval of the Secretary of the Interior unless otherwise required by federal law. The resolution shall identify the party or parties for whose benefit the waiver is granted, the transaction or transactions and the claims or classes of claim for which the waiver is granted, the property of the Corporation which may be subject to execution to satisfy any judgment which may be entered in the claim, and shall identify the court or courts in which suit against the Corporation may be brought. Any waiver shall be limited to claims arising from the acts, transactions or omissions of the Corporation, its Directors, officers, employees or agents, and shall be construed only to effect the property and income of the Corporation as specifically pledged, assigned, or otherwise encumbered.
- U. To terminate any lease or rental agreement or lease-purchase agreement when the tenant or buyer has violated the terms of such agreement, or failed to meet any of its obligations thereunder, or when such termination is otherwise authorized under the provisions of such agreement; and to bring action for eviction against such tenant or buyer.

- V. To purchase insurance from any stock or mutual company for any property or against any risk or hazards.
- W. To invest such funds as are not required for immediate disbursement.
- X. To establish and maintain such bank accounts as may be necessary or convenient.
- Y. To undertake and carry out studies and analyses of projects, to prepare project plans, to execute the same, to operate projects and to provide for the acquisition, construction, reconstruction, improvement, extension alteration or repair of any project or any part thereof.
- Z. To do any other act consistent with the purposes for which the Corporation is constituted.

#### ARTICLE X - LIMITATIONS ON CORPORATION POWERS

The Corporation shall have no power:

- A. To expressly or by implication enter into, compromise, or terminate any agreement of any kind on behalf of the Hannahville Indian Community.
- B. Nothing in this Charter, and no waiver of the Corporation's sovereign immunity pursuant to Article IX shall be construed as a waiver of the sovereign immunity of the Hannahville Indian Community or any other instrumentality of the Hannahville Indian Community, and no such waiver by the Corporation shall create any liability on the part of the Hannahville Indian Community or any other instrumentality of the Hannahville Indian Community for the debts and obligations of the Corporation, nor shall be construed as a consent to the encumbrance or attachment of any property of the Hannahville Indian Community or any instrumentality of the Hannahville Indian Community based on any action, adjudication or other determination of liability of any nature incurred by the Corporation.
- C. Nothing in this Charter, and no action taken by the Corporation pursuant to this Charter shall be construed as permitting, recognizing, or granting the State of Michigan any regulatory jurisdiction or taxing jurisdiction over the property or activities of the Corporation or its employees except as permitted by applicable law should the Corporation act outside the exterior boundaries of the Hannahville Indian Community.
- D. The Corporation may not act in the exercise of its corporate powers so as to jeopardize, compromise, or restrict tribal programs or to reduce previously approved funding which would otherwise be available to tribal programs without the approval of the Hannahville Indian Community Tribal Council.
- E. The notes, obligation, agreements, contracts and acts of the Corporation shall not be a debt or obligation of the Hannahville Indian Community and the obligations shall so state on their face.

## ARTICLE XI - ANNUAL REPORT

A. The Board of Directors shall prepare a written annual report of its corporate business affairs which shall contain statements of the corporate business affairs during the past 12 months and a projection of next year's business activities. This report shall be provided to the Tribal Council of the Hannahville Indian Community which may provide the report to the tribal members at a meeting called by the Tribal Council to review and discuss the report.

B. The Corporation shall keep and maintain accurate books, records and minutes of proceedings by its Board of Directors; accurate financial records and copies of its annual reports for the past seven years. All of such records and reports shall be available for inspection by members of the Tribal Council and their attorneys or accountants.

## ARTICLE XII - MEETINGS

A. Monthly meeting. Beginning in the month in which the Corporation shall have been formed and in each succeeding month thereafter the Corporation shall hold a monthly meeting during the third week of the month at a time calculated not to conflict with the regularly scheduled meetings of the Hannahville Indian Community Gaming Board of Directors or any successor organization charged with its functions.

B. Special Meeting. Special meetings may be called at any time by the chairperson or any two members of the Board of Directors of the Corporation pursuant to tribal law. Actual notice of such meetings shall be required. Special meetings with the shareholder for any purpose or purposes, unless otherwise prescribed by applicable law, may be called by the chairperson or any two members of the Board, upon five (5) days notice to the shareholder, such notice to contain a statement of the business to be transacted at such meeting and to be served personally or sent through the Post Office addressed to the Chairperson of the Hannahville Indian Community; but at any meeting of the Hannahville Indian Community Tribal Council at which a quorum of the council is present, the giving of notice as above described may be dispensed with. Any business in addition to that specified in the notice of the meeting may be transacted at any special meeting of the shareholder with the consent of the Hannahville Indian Community Tribal Council acting as shareholder.

C. Annual Meetings with Shareholder. The Corporation shall hold an annual meeting with the shareholder on the 3rd Thursday of the month of June every year for the presentation and discussion of its annual report. If the day fixed for the annual meeting shall be a holiday of the Hannahville Indian Community, such meeting shall be held on the next succeeding business day.

D. Notice of Meetings. Written notice stating the place, date, and hour of any meeting of members shall be delivered either personally or by mail, to each member entitled to vote at such meeting, not less than three (3) days before the date of such meeting, by or at the direction of the chairperson of the Board of Directors or any two members of the Board of Directors. In case of a special meeting or when required by Federal statutes or by the bylaws, the purpose or purposes for which it is called shall be

stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the Corporation, with postage thereon prepaid. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

E. Voting. At a meeting of the Board of Directors, each Director has one vote. A majority of a quorum of the Board of Directors carries any issue.

F. Presumption of Assent. A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless such dissent shall be entered in the minutes of the meeting or unless the Director shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

#### ARTICLE XIII - SHAREHOLDER MEETINGS

A. The shareholder may call a meeting during the month of May to appoint new directors whose terms of office are expiring, to ratify the continuing terms of office of directors previously appointed whose terms have not expired, or, at its pleasure, to remove from office previously appointed directors and appoint new directors in their stead.

B. The shareholder may, at its pleasure, call a meeting at any time, to withdraw appointments to the Board of Directors and to fill vacancies on the Board of Directors of the Corporation. At all meetings of the shareholder, whether an annual meeting or a special meeting, the Hannahville Indian Community Tribal Council shall sit in its capacity as the sole shareholder of the Corporation and not in its governmental capacity as the governing body of the Hannahville Indian Community. Within the scope and legal authority of the shareholder under this Charter shall only be discussed and decided by the Hannahville Indian Community Tribal Council when sitting as the shareholder's representatives at a shareholder meeting duly called as provided in this Charter.

#### ARTICLE XIV - BOARD OF DIRECTORS, MEMBERSHIP, QUALIFICATIONS, TERMS, REMOVAL, AND VACANCIES

The business affairs of the Corporation shall be managed exclusively by its Board of Directors. The Hannahville Indian Community shall have no authority to direct business affairs of the Corporation, except through its status as the sole shareholder of the Corporation and as provided in this Charter.

A. Number to be Appointed and Terms. The Board of Directors shall consist of seven (7) members appointed by the Hannahville Indian Community Tribal Council. Two Board positions shall be for 1 year terms, three Board positions shall be for 2 year terms, and two Board positions shall be for 3 year



terms. The number of Directors may thereafter be increased or decreased at any time by a duly adopted resolution of the shareholder.

B. Composition. Of the seven (7) Directors appointed a majority must be members of the Hannahville Indian Community Tribal Council and shall be residents of the Hannahville Indian Community tribal lands. No Director shall be an employee of the Corporation or of an enterprise managed by the Corporation.

C. Initial Board of Directors. The seven initial board appointments shall be filled by:

<u>Name</u>	<u>Term Ends</u>	<u>Address</u>
Kenneth Meshigaud	2000	N14911 Hannahville B1 Road Wilson, MI 49896
Mary Lou Meshigaud	1998	N14911 Hannahville B1 Road Wilson, MI 49896
Leroy Wandahsega	1999	N14911 Hannahville B1 Road Wilson, MI 49896
Darrell Wandahsega	1999	N14911 Hannahville B1 Road Wilson, MI 49896
Anna Uskilith Larson	2000	N14911 Hannahville B1 Road Wilson, MI 49896
Lori Meshigaud	1998	N14911 Hannahville B1 Road Wilson, MI 49896
Harry Williams	1999	N14911 Hannahville B1 Road Wilson, MI 49896

D. Resignations. Directors may resign, by submitting written notice of their resignation, and such resignation shall be accepted by the Board at the next Board meeting.

E. Removal. Any Director of the Board may be removed for cause by a majority vote of the Directors of the Board or by the Hannahville Indian Community Tribal Council as shareholder at a duly called meeting of said Board or Tribal Council after the Board or Tribal Council has had the opportunity to fully review the matter constituting cause for removal and after allowing any Board Director so affected to appear before the Board or Tribal Council and respond to allegations which constitute cause for removal. The Hannahville Indian Community Tribal Council as shareholder, may, at its pleasure, remove a Director from office and appoint a new Director. However, cause for removal shall be limited to the following:

1. Such a Director has failed to attend any four (4) meetings of the Board out of any eight (8) consecutive meetings, unless any of such absences are excused by the Board; or,

2. Such a Director has been convicted of any crime reflecting upon such member's honesty or ability to fulfill the fiduciary obligations imposed by law upon such member; or
3. The Board has found, in a meeting wherein such a topic is scheduled for discussion, that such member has committed malfeasance and breached his fiduciary duties to the Corporation or has been adjudged in any action, suit or other lawful proceeding to be liable for negligence or misconduct, in the performance of management duties.
4. Such a Director shall have an interest in, and have failed to disclose interest in a matter which is the subject of Board decision.

A vacancy shall exist from the date of any Board meeting at which a Director is removed or whose resignation is accepted as provided hereinabove.

F. Appointments to Vacancies. The Hannahville Indian Community Tribal Council shall name new appointments to fill any vacancies in the Board of Directors within thirty (30) days of the Directors' meeting where such vacancy occurs.

G. Voting. At all meetings of the shareholder, all questions shall be determined by the laws and in the manner of the Hannahville Indian Community for actions of the Tribal Council.

#### ARTICLE XV - DISSOLUTION AND REVOCATION

A. After issuance of this Charter by the Secretary of the Interior and ratification by the Hannahville Indian Community Tribal Council, the Corporation may be dissolved and this Charter revoked only as provided in this Article or by Act of Congress.

B. The Corporation may be dissolved by the action of the Corporation as follows:

1. The Board of Directors shall adopt a resolution recommending that the Corporation be dissolved and directing that the question of dissolution be submitted to a vote at a meeting of the shareholder, which may be either an annual or special meeting.
2. Written notice shall be given to the shareholder in the manner provided in this Charter for giving notice of meetings to the shareholder, and shall state that the purpose, or one of the purposes, of the meeting is to consider the advisability of dissolving the Corporation.
3. At a shareholder meeting, a vote shall be taken on a resolution to dissolve the Corporation.
4. Upon adoption of the resolution, a statement of intent to dissolve shall be executed by the Corporation by its President or Vice-President and by its Secretary and verified by

one of the officers signing the statement, and shall be delivered to the Secretary of the Interior.

5. Upon filing with the Secretary of the Interior of the statement of intent to dissolve, the Corporation shall cease to carry on its business, except insofar as necessary for the winding up thereof, but its corporate existence shall continue until this Charter is revoked by Act of Congress.
6. After filing the statement of intent to dissolve, the Corporation shall immediately cause notice thereof to be mailed to each known creditor of the Corporation; shall proceed to collect its assets, convey and dispose of such of its properties as are not to be distributed in kind to its shareholder, pay, satisfy and discharge its liabilities and obligations and do all other acts required to liquidate its business and affairs, and, after paying or adequately providing for the payment of all its obligations, distribute the remainder of its assets, either in cash or in kind, to its shareholder.
7. By resolution of the Board of Directors or by resolution adopted by the Hannahville Indian Community Tribal Council at any time prior to revocation of this Charter by Act of Congress, the Corporation may revoke voluntary dissolution proceedings upon receipt of written notice of revocation of voluntary dissolution proceedings, the dissolution shall be ineffective and the Corporation may again carry on its business.
8. If voluntary dissolution proceedings have not been revoked, when all debts, responsibilities and obligations of the Corporation have been paid and discharged, or adequate provisions have been made therefor, and all of the remaining property and assets of the Corporation have been distributed to the shareholder, the Hannahville Indian Community shall take all actions necessary to dissolve the Corporation and obtain an Act of Congress revoking this Charter.

#### ARTICLE XVI - AMENDMENTS

A. The Corporation to petition for amendments to this Charter is vested in the Hannahville Indian Community Tribal Council, but such amendments shall have no legal effect until approved by the Secretary of the Interior and ratified by the Hannahville Indian Community Tribal Council in accordance with 25 U.S.C. § 477, as amended, and in accordance with applicable tribal law.

B. The Board of Directors may request the Hannahville Indian Community Tribal Council to petition the Secretary of the Interior for amendments to this Charter, but the final decision on submitting any such petition shall be made by the Hannahville Indian Community Tribal Council.

ARTICLE XVII - CERTIFICATE OF APPROVAL

I, Ada E. Deer, Assistant Secretary - Indian Affairs, by virtue of the authority granted to the Secretary of the Interior by the Act of June 18, 1934 (48 Stat. 984, 25 U.S.C. 477), as amended, and delegated to me by 209 D.M. 8.1, do hereby approve this Federal Charter of Incorporation for use by the Hannahville Indian Community and its enterprise, the HANNAHVILLE INDIAN COMMUNITY FINANCING AND BUILDING AUTHORITY. It shall become effective upon ratification by the Hannahville Indian Community Tribal Council, PROVIDED, that nothing in this approval shall be construed as authorizing any action under this document that would be contrary to Federal law.

/S/ Ada E. Deer

Assistant Secretary - Indian Affairs

Washington, D.C.

Date: OCT 2 6 1997