

ORDINANCE #06/07
CHARTER AND BYLAWS OF
FOND DU LAC LOGGING & TIMBER

Pursuant to the inherent authority of the Fond du Lac Band of Lake Superior Chippewa, as recognized by Article VI, Section 1(d) of the Constitution of the Minnesota Chippewa Tribe, and by Section 16 of the Indian Reorganization Act, 25 U.S.C. § 476, the Fond du Lac Reservation Business Committee does hereby charter the Fond du Lac Timber & Logging to engage in any lawful activity pursuant to the purposes herein prescribed.

101. NAME. The name of this Corporation shall be Fond du Lac Logging & Timber.

102. PURPOSES. The purposes of this Corporation shall be to promote the welfare and economic security of the members of the Fond du Lac Band through the harvesting and sale of timber on or near the Fond du Lac Reservation.

103. PLACE OF BUSINESS. The principal office of this Corporation shall be located within the Fond du Lac Reservation at 1720 Big Lake Road, Cloquet, Minnesota 55720.

104. DURATION. The Corporation shall be perpetual and shall continue until it is dissolved.

105. ATTRIBUTES. The Corporation is an entity separate and distinct from the Fond du Lac Reservation Business Committee and is wholly owned by the Fond du Lac Band of Lake Superior Chippewa. The Corporation is created by and is subject to the jurisdiction, laws and ordinances of the Fond du Lac Reservation. The actions hereby taken by the Fond du Lac Reservation Business Committee expressly reserve to the Fond du Lac Reservation Business Committee all of its inherent sovereign rights as an Indian tribal government with regard to the activities of the Corporation, and confer the privileges and immunities of such rights, as limited herein, to the Corporation. Nothing in this Charter shall be deemed or construed to be a waiver of sovereign immunity from suit, or to be a consent by the Fond du Lac Reservation Business Committee, the Corporation, or the United States, to the jurisdiction of the United States of any state thereof with regard to the business or affairs of the Corporation or to any cause of action, case or controversy to which the Corporation is a party, except as specifically set forth herein.

106. POWERS. The Corporation is established and authorized to harvest and to sell timber and wood products on or near the Fond du Lac Reservation, and to engage in such ancillary activities as reasonable and necessary in the course of such activities. Towards these purposes, the Corporation shall exercise the following powers:

- a. To plan, develop and administer the operations of the Corporation;
- b. To maximize services and generate revenues for the Corporation and the Fond du Lac Band, subject to the limitations prescribed by Section 107 of this Charter;
- d. To engage in those activities which may be necessary, useful or desirable, for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, bureaus, departments or agencies, subject to the limitations prescribed by Section 107 of this Charter.

107. LIMITATIONS OF POWERS. Unless expressly authorized under this Charter or by resolution of the Fond du Lac Reservation Business Committee, the Corporation may not:

- a. Expressly or implicitly enter into agreements of any kind on behalf of the Fond du Lac Reservation Business Committee.
- b. Pledge the credit of the Fond du Lac Reservation Business Committee.
- c. Dispose of, pledge, or otherwise encumber real or personal property of the Fond du Lac Band or the Reservation Business Committee, unless specifically authorized by the Fond du Lac Reservation Business Committee as provided herein.
- d. Secure loans or incur indebtedness requiring any obligation, contribution or guarantee on the part of the Fond du Lac Reservation Business Committee.
- e. Waive any right of, or release any obligation owed to the Fond du Lac Reservation Business Committee.
- f. Waive any other rights, privileges, or immunities of the Fond du Lac Reservation Business Committee.

- g. Exercise governmental functions, such as zoning, licensing or police powers, with respect to Fond du Lac tribal lands. Such powers are reserved and shall be exclusively held by the Fond du Lac Reservation Business Committee.

108. AMENDMENT. This Charter may be amended by Resolution of the Fond du Lac Reservation Business Committee.

109. FORUM. Actions against the Corporation shall be brought in Fond du Lac Tribal Court, which shall exercise exclusive jurisdiction over such actions as a matter of territorial sovereignty.

STRUCTURE AND MANAGEMENT

110. BOARD OF DIRECTORS. The affairs of the Corporation shall be managed by a Board of Directors composed of the five members of the Fond du Lac Reservation Business Committee.

111. SELECTION OF EXPERTS AND ADVISORS. The Board of Directors shall rely upon the expertise, as needed, of persons with recognized background, experience, expertise, and demonstrated success in the fields of forestry, insurance, finance, program administration, and other fields related to the ongoing operations of the Corporation.

112. TERMS OF DIRECTORS. The terms of the Board of Directors shall coincide with their individual terms as members of the Reservation Business Committee.

113. DUTIES OF OFFICERS. The Officers of the Board of Directors shall have the following duties:

- a. The Chairman shall perform the functions and duties customary for such office on the Board of Directors and shall perform such other duties as from time to time may be prescribed by the Board of Directors.
- b. The Secretary/Treasurer shall, except to the extent that such functions are delegated to management, keep or cause to be kept the minutes of all meetings of the Board of Directors, see that all notices are duly given, exercise responsibility over, and custody of, the Corporation's records, all funds and securities of the Corporation, receive and give receipt for monies due and payable from any source whatsoever, deposit all such monies in the name of the Corporation in proper depositories and in

general perform such other duties as may be prescribed by the Board.


114. MEETINGS. The Board shall meet from time to time as necessary to achieve the purposes set forth under this Charter and Bylaws.

115. AUDITS AND REPORTS. Within 180 days of the expiration of the preceding calendar year, an annual financial audit shall be conducted of the Corporation by an independent certified public accountant. Each individual participant of the programs administered by this Corporation shall annually receive an individual statement of account. The Board of Directors shall hold an annual meeting, to present its audits and reports to participants, within 30 days of the release of the annual audit.

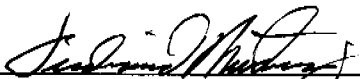
116. PROCEDURES. Proceedings of the Board of Directors of Fond du Lac Timber & Logging shall be governed by Roberts Rules of Order.

CERTIFICATION

We do hereby certify that the foregoing Ordinance #06/07 was duly adopted by Resolution #1524/07 by a vote of 3 for, 0 against, 0 silent, with a quorum of 4 being present at a Special Meeting of the Fond du Lac Reservation Business Committee held on December 11, 2007, on the Fond du Lac Reservation.



Karen R. Diver,
Chairwoman



Ferdinand Martineau, Jr.,
Secretary/Treasurer

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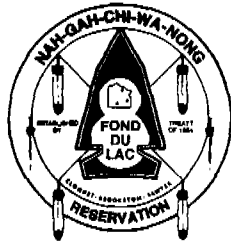
Fond du Lac Reservation

Business Committee

1720 Big Lake Rd.
Cloquet, MN 55720
Phone (218) 879-4593
Fax (218) 879-4146

RESOLUTION #1524/07

ADOPTING THE CHARTER & BYLAWS OF FOND DU LAC LOGGING & TIMBER



Chairwoman
Karen R. Diver

Secretary/Treasurer
Ferdinand Martineau, Jr.

Dist. I Councilman
Eugene Reynolds

Dist. II Councilperson
Sandra M. Shabiash

Dist. III Councilman
Roger "Bouda" Smith, Sr.

The Fond du Lac Reservation Business Committee, on behalf of the Fond du Lac Band of Lake Superior Chippewa, hereby enacts the following Resolution:

WHEREAS, the Fond du Lac Reservation is a sovereignty, created by the Treaty of September 30, 1854, 10 Stat. 1109, as the permanent home of the Fond du Lac Band of Lake Superior Chippewa, which possesses the inherent jurisdiction and authority to exercise regulatory control within the boundaries of the Fond du Lac Reservation; and

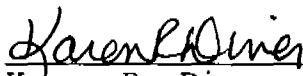
WHEREAS, it is the sovereign obligation of the Fond du Lac Reservation Business Committee, as the Governing Body of the Fond du Lac Band, under the Indian Reorganization Act, 25 U.S.C. § 461 et seq., and in accordance with the Indian Self-Determination Act, 25 U.S.C. § 450 et seq., to assume the responsibilities of self government; and

WHEREAS, the Reservation Business Committee has determined it to be in the best interests of the Fond du Lac Band to organize a business entity for the purposes of harvesting and selling timber and wood products on or near the Reservation;

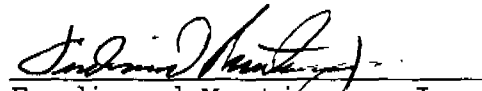
NOW THEREFORE BE IT RESOLVED, that the Fond du Lac Reservation Business Committee hereby adopts Fond du Lac Ordinance #06/07, entitled "Charter & Bylaws of Fond du Lac Logging & Timber".

CERTIFICATION

We do hereby certify that the foregoing Resolution was duly presented and acted upon by a vote of 3 for, 0 against, 0 silent, with a quorum of 4 being present at a Special Meeting of the Fond du Lac Reservation Business Committee held on December 11, 2007 on the Fond du Lac Reservation.



Karen R. Diver,
Chairwoman



Ferdinand Martineau, Jr.,
Secretary/Treasurer