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Resolution about backup

Oneida Tribe of Indians of Wisconsin

Post Office Box 365



Phone: (414) 869-2214



Oneida, WI 54155



UGWA DEMOLUM YATEHE
Because of the help of
this Oneida Chief in
cementing a friendship
between the six nations
and the colony of
Pennsylvania, a new
nation, the United States
was made possible.

Oneidas bringing several hundred bags of corn to Washington's starving army at Valley Forge, after the colonists had consistently refused to aid them.

RESOLUTION 7-09-97-B

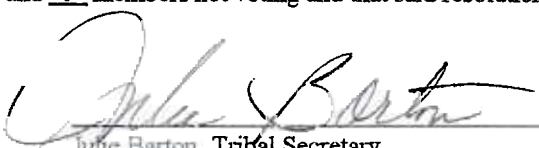
GRANT OF SECOND AMENDED CORPORATE CHARTER TO ONEIDA SEVEN GENERATIONS CORPORATION

- WHEREAS,** the Oneida Tribe of Indians of Wisconsin is a federally recognized Indian government and a treaty tribe recognized by the laws of the United States, and
- WHEREAS,** the Oneida General Tribal Council is the governing body of the Oneida Tribe of Indians of Wisconsin, and
- WHEREAS,** the Oneida Business Committee has been delegated the authority of Article IV, Section 1 of the Oneida Tribal Constitution by the Oneida General Tribal Council, and
- WHEREAS,** Article IV, Section 1(h) authorizes the Oneida Business Committee "to charter subordinate organizations for economic purposes"; and
- WHEREAS,** It is in the best interest of the Oneida Nation to amend the charter of the Oneida Seven Generations Corporation to promote and enhance the business and economic development of the Oneida Nation.

NOW THEREFORE BE IT RESOLVED that the Oneida Business Committee on behalf of the Oneida Tribe of Indians of Wisconsin hereby grants Second Amended Corporate Charter to Oneida Seven Generation Corporation with said duties, powers, and responsibilities as outlined in the Second Amended Corporate Charter.

CERTIFICATION

I, the undersigned, as Secretary of the Oneida Business Committee, hereby certify that the Oneida Business Committee is composed of 9 members of whom 5 members constitute a quorum. 8 member were present at a meeting duly called, noticed and held on the 9 day of July 1997; that the foregoing resolution was duly adopted at such meeting by a vote of 7 members for; 0 members against, and 0 members not voting and that said resolution has not been rescinded or amended in any way.


 Julie Barton, Tribal Secretary
 Oneida Business Committee

SECOND AMENDED CORPORATE CHARTER
OF
ONEIDA SEVEN GENERATIONS CORPORATION

ARTICLE I. NAME

The name of the tribal chartered corporation is the Oneida Seven Generations Corporation ("Corporation"). The Oneida Tribe of Indians of Wisconsin ("Oneida Nation") confers on the Corporation all rights, privileges and immunities existing under federal and Oneida tribal laws.

ARTICLE II. AUTHORITY

The Oneida Business Committee ("Business Committee") grants this Charter based upon authority vested in it by the Oneida General Tribal Council ("General Tribal Council"), pursuant to Article IV, Section 1(h) of the Constitution and By-laws of the Oneida Nation ("Oneida Constitution"), and pursuant to the exercise of the sovereign rights, future and reserved, of the Oneida Nation in Article IV, Section 2 and 3 of the Constitution and By-laws of the Oneida Nation, duly approved by the Secretary of the Interior of the United States of America on December 21, 1936.

ARTICLE III. DURATION

The period of existence of the Corporation will be perpetual until it is dissolved, pursuant to Article XV of this Charter.

ARTICLE IV. REGISTERED OFFICE/AGENT, PLACE OF BUSINESS

The principal place of business and the registered office of the Corporation must be on the Oneida Indian Reservation, Wisconsin. The initial registered agent is Keith Summers. The initial registered office and initial place of business is 2737 Packerland Drive, Green Bay, Wisconsin 54303. The initial mailing address will be P.O. Box 27, Oneida, WI 54155. The Corporation may have other places of business, on or off the Oneida Indian Reservation, as the Board of Directors of the Corporation may elect.

ARTICLE V. JURISDICTION

The Corporation is created under, and is subject to the laws, ordinances and jurisdiction of the Oneida Nation and banking commitment letter. The General Tribal Council expressly reserves to the Oneida Nation all its inherent sovereign rights as an Indian nation with regard to the activities of the Corporation.

ARTICLE VI. PURPOSES AND POWERS

The purpose of this Corporation is to engage in any lawful activity within the purposes for which the corporation may be organized under the Oneida Constitution and Oneida tribal laws, ordinances and jurisdiction. The powers of the Corporation are:

- (A) To promote and enhance the business and economic diversification directly or as a holding company for real estate and other business ventures of the Nation on the sites commonly known as Babcock I and Babcock II located in the Village of Ashwaubenon at the intersection of Packerland Drive and Comanche Drive, the site commonly known as the Oneida Business Park located off State Highway 54 west of Seminary Road in the Town of Oneida and any other property located within the 1838 Oneida Reservation boundaries or within 25 miles thereof.
- (B) To purchase, take, receive, lease, solicit, take by gift, devise or bequest or to otherwise acquire, hold, improve, use and otherwise deal in and with money, real and personal property, rights and services of any kind and description, or any interest therein.
- (C) To buy, sell, mortgage, pledge, lease, hold, transfer and assign all or any part of the Corporation's property and assets, PROVIDED, that title to all trust or restricted real or personal property of the Oneida Nation must be and remain in its trust or restricted status for the Oneida Nation which includes the necessary approval of the Oneida Land Commission or its successor.
- (D) To enter into, make, perform and carry out contracts, and to receive financial assistance from any governmental or private source and to expend its funds in furtherance of its purpose.
- (E) To waive only the sovereign immunity the Corporation possesses for the purposes of dispute resolution or contract enforcement in contracts, agreements or other similar documents for the furtherance of the Corporation's business and/or purpose.
- (F) To develop business development opportunities, PROVIDED that such activities comply with the laws the Oneida Nation and policies of the Corporation.

- (G) To hire, discharge, train and supervise all labor and employees required for the purpose of the Corporation through a human resource department.
- (H) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation, PROVIDED that such elections or appointments comply with the laws of the Oneida Nation and the policies of the Corporation.
- (I) To amend and alter by-laws, consistent with this charter or the executing of the affairs of the Corporation.
- (J) To sue and be sued in its Corporate name as herein specifically provided to the extent allowed by Oneida tribal, state or federal law upon any contract, claim or obligation of the Corporation arising out of the accomplishment of its purposes. Recovery against the Corporation is limited to the assets of the Corporation. The Oneida Nation will not be liable and its property or assets will not be expended for the debts or obligations of the Corporation.

To purchase insurance for any property, real or personal, or person against any risks or hazards.
- (L) To establish and maintain bank accounts as may be necessary or convenient.

To borrow money and to issue temporary or long term evidence of indebtedness of the Corporation, and repay the same.

To pledge and otherwise encumber the assets of the Corporation as security for debts; and to acquire, sell, lease, exchange, transfer or assign personal property and interests therein.

To set up separate corporate business systems and processes.
- (P) To take further actions as are commonly engaged in by corporate bodies, as the Board of Directors may deem reasonably necessary to effectuate the purposes of the Corporation.

ARTICLE VII. BOARD OF DIRECTORS

The business and affairs of the Corporation will be managed by a Board of Directors which will exercise its authority and responsibility for the management of the Corporation as follows:

Determine the manner and the extent to which such powers will be delegated to committees of the Board of Directors or to officers, agents and employees of the Corporation.

- (B) Establish the overall policies and objectives for the management of the affairs and assets of the Corporation.
- (C) Periodically review and evaluate management results

The Board of Directors will consist of a number of board members specified in accordance with the Corporation's by-laws with the following limitations: the majority of the members must be voting members of the General Tribal Council, the amount of non-Oneida board members will not exceed two (2), and all board members must have at least five (5) years experience in one (1) or more of the following areas: real estate, commercial development, business management, risk management, finance, tribal government or accounting.

- (E) The term of office for a board member will be five (5) years with the exception of the non-Oneida board members who are limited to one (1) five (5) year term.
- (F) The names and addresses of the initial three (3) Board of Directors, whose terms have been extended until permanent positions are elected are as follows:
 - 1 Keith Summers, 1717 N. Whitney Drive, Appleton, WI 54914
 - 2 Chris Latrell, 716 Rolling Green Drive, Green Bay, WI 54313
 - 3 Henrietta Oudenhoven, N5675 Cty. Road E, De Pere, WI 54115

ARTICLE VIII. INDEMNIFICATION

Each present, former and future board member, officer, agent or employee of the Corporation is entitled, without prejudice to any other rights the person may have, to be reimbursed and indemnified from assets of the Corporation for all legal and other expenses, including attorney's fees, fines, judgments, and amounts paid in settlement, actually and reasonably incurred by the director, officer, agent or employee in connection with any claim, action, suit or proceeding, civil, criminal, administrative or investigative in nature in which the director, officer, agent or employee may be involved as a party or other by reason of having served as a director, officer, agent or employee of the Corporation to the extent that such person is not otherwise indemnified.

ARTICLE IX. DISTRIBUTION OF PROFITS

This Charter is granted upon the condition that profits of the Corporation are allocated in the manner set forth as follows:

The Corporation will, as soon as practical, make a determination of the net profits income of the Corporation for each fiscal year. Net income will be based upon general accepted accounting principles.

The Corporation will remit to Oneida Nation seventy-five percent (75%) of net income after the establishment of a reserve for debt service and working capital needs. On an annual basis, the Corporation will submit to the Oneida Nation the projected need for working capital. The reserve for debt service will be set at an amount equal to six (6) monthly debt payments.

Excess profits will then be paid over to the government of the Oneida Nation. No distribution of earnings or profits may be made to any individual by the Corporation.

ARTICLE X. USE OF PROFITS

Profits must be used to carry out the purposes and powers of the Corporation as enumerated in Article VI and Article IX of this Charter. Profits not utilized in the furtherance and continuance of the Corporation will revert to and be designated for use by the Oneida Nation.

ARTICLE XI. ANNUAL MEETING

The Annual Meeting is subject to the following:

The annual business meeting of the Corporation with the Business Committee will be held on the second Tuesday of December for the purpose of receiving reports on the operations of the Corporation, election of board members, and transaction of any other business of the Corporation. In the event of failure, through oversight or otherwise, to hold the annual business meeting on the second Tuesday in December, a subsequent meeting, upon due notice, may be held in place of the regularly scheduled annual meeting. Any action taken at such subsequent meeting will be as valid as if the action was taken at the regular annual meeting.

Written notice stating the place, day and hour of the meeting, the purpose or purposes of the meeting will be delivered to the Secretary of the Business

Committee. Such notice will be mailed or delivered in person not less than five (5) nor more than thirty (30) days before the date of the meeting.

The President of the Corporation or the Board of Directors will designate the place of the meeting and hour.

- (D) The quorum at the annual business meeting will be the quorum of the Business Committee for reporting on structure and financial stability of the Corporation.

ARTICLE XII. SPECIAL MEETINGS

Special Business Meetings are those meetings other than the annual or regular meeting of the Corporation which are subject to the following:

- (A) May be called by the Corporation president, written request of two board members or by written request of a quorum of the Business Committee. A request for a special meeting by a quorum of the Business Committee is limited to the business of vacant position(s) on the Board or dissolution of the Corporation.
- (B) Once a request of any one or more of the above is made for a special business meeting with the Business Committee, the Corporation Secretary must give written notice stating the place, day, and hour of the meeting, the purpose or purposes of the meeting, to the Secretary of the Business Committee.

ARTICLE XIII. REPORTS

The Secretary of the Corporation, on behalf of the Corporation, will file semi-annual reports during the months of June and December of each year with the Secretary of the Business Committee and written annual and semi-annual reports with the General Tribal Council. The semi-annual reports must be submitted not less than thirty (30) days prior to each semi-annual meeting of the General Tribal Council. Reports will consist of the following:

the business done and intended to be done by the Corporation;

material changes and developments since the last report in the business described.

any material pending legal proceedings to which the Corporation is a party; and

financial statements of the Corporation, including a consolidated balance sheet and consolidated statement of income and source and application of funds.

ARTICLE XIV. AUDITS

An annual audit must be submitted to the Business Committee by the Secretary of the Corporation for the annual business meeting. Said audit is to be performed by an Independent Certified Auditing Firm pursuant to generally accepted auditing procedures. Audits of the Corporation may be conducted by the Oneida Nation with reasonable notice to the Treasurer of the Corporation.

ARTICLE XV. DISSOLUTION

The Corporation may be dissolved by

Recommended adoption of a resolution providing for dissolution of the Corporation by the affirmative vote of two-thirds (2/3) of the board members.

- (B) Adoption of a Business Committee resolution dissolving the Corporation. Upon dissolution of the Corporation, the assets of the Corporation remaining are for the payment of debts and liabilities of the Corporation to be distributed to creditors in the following order: (1) third parties perfected security interest; (2) security interests of the Oneida Nation; (3) third parties unperfected security interest.
- (C) The Corporation agrees that when all loans, liens and other monies guaranteed by the Oneida Nation are paid in full, the corporation will execute and deliver to the Oneida Nation all interest it may have in any property, real or personal, on demand, free of all encumbrances.

ARTICLE XVI. AMENDMENTS

This Charter may be amended by Business Committee resolution pursuant to Oneida tribal laws and ordinances.

ARTICLE XVII. LIMITATION OF POWERS

Unless expressly authorized under this Charter, the Corporation may not:

Expressly or impliedly enter into agreements on behalf of the Oneida Nation

Pledge the credit of the Oneida Nation

Dispose, pledge, or otherwise encumber real or personal property of the Oneida Nation.

Secure loans or incur indebtedness requiring obligation, contribution or guarantee on the part of the Oneida Nation.

- (E) Waive any right of, or release any obligation owed to the Oneida Nation.
- (F) Waive any other rights, privileges or immunities of the Oneida Nation.

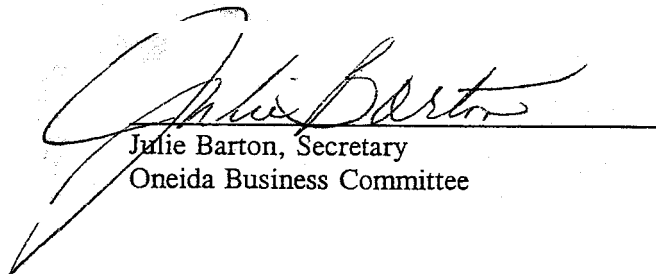
Exercise governmental functions, such as taxing, zoning, licensing or police powers, with respect to Oneida tribal lands. Such powers are exclusively reserved and may be exercised by the Business Committee through the enactment of codes, ordinances and regulations; however, the Corporation shall comply with and abide by such tribal enactments.

ARTICLE XVIII. BANKING COMMITMENT

The Business Committee grants this charter subject to the Commitment to the Board of Governors of the Federal Reserve System ("Board") and the Corporation is created subject to the Commitments by the Oneida Tribe of Indians of Wisconsin to the Board. The Corporation shall, within ten days of the granting of this charter, pass a resolution committing itself to abide by and comply with the Commitment Letters to the Board. Failure to execute and submit the Commitment Letters shall result in the immediate dissolution of the Corporation.

CERTIFICATION

I certify that the above foregoing Second Amended Corporate Charter of the Oneida Seven Generations Corporation consisting of eight (8) pages, this page included, was granted on the 9th day of July, 1997, by Resolution 7-9-97B of the Oneida Business Committee acting on behalf of the Oneida Tribe of Indians of Wisconsin.


Julie Barton, Secretary
Oneida Business Committee

SEAL OF THE SOVEREIGN
ONEIDA NATION