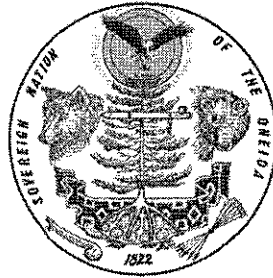


Oneida Tribe of Indians of Wisconsin



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



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.

BC Resolution 02-08-12-A Amendment to Corporate Charter of the Oneida Seven Generations Corporation Regarding Appointment of Members of the Board of Directors

- WHEREAS,** the Oneida General Tribal Council is the duly recognized governing body of the Oneida Tribe of Indians of Wisconsin, and
- WHEREAS,** the General Tribal Council has been delegated the authority of Article IV, Section I of the Oneida Tribal Constitution, and
- WHEREAS,** the Oneida Business Committee may be delegated duties and responsibilities by the Oneida General Tribal Council and is at all times subject to the review powers of the Oneida General Tribal Council, and
- WHEREAS,** the Oneida Business Committee created the Oneida Seven Generations Corporation by granting a corporate charter by adoption of resolution # BC-12-04-96-B, which has been amended from time to time, and
- WHEREAS,** the Oneida Business Committee is authorized to amend this corporate charter as identified in Article XVI of the charter, and
- WHEREAS,** the Oneida Business Committee desires to amend the corporate charter to clarify the process by which appointments are made to the Board of Directors.

NOW THEREFORE BE IT RESOLVED that the Oneida Business Committee does hereby amend the corporate charter of the Oneida Seven Generations Corporation in the following manner.

~~Article VII(D). 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 experience in one (1) or more of the following areas: real estate, commercial development, business management, risk management, finance, tribal government or accounting.~~

(D) Appointment, Number, Term of Office

- a. The Board of Directors will be made up of seven (7) members or such number as set by Oneida Business Committee resolution, who shall serve five (5) year terms.
- b. Board members shall be members of the Oneida Tribe of Indians of Wisconsin age 21 or older, provided that at least two Board members may be non-members of the Tribe.
- c. All members may serve unlimited terms of office, provided that if nonmembers are appointed in accordance with this Article they shall be limited to a single five (5) year term.
- d. All Board members must have experience in one or more of the following areas: real estate, commercial development, business management, risk management, finance, tribal government or accounting.

- e. The Chair of the Oneida Business Committee shall make recommendations to appoint Board members who shall be approved by vote of the Oneida Business Committee at an Oneida Business Committee meeting in accordance with rules or processes as may be set forth by the Oneida Business Committee.
- f. Board members shall take an oath of office given by an officer of the Oneida Business Committee member; such oath shall not be required to be given during an Oneida Business Committee meeting.
- g. Vacancies on the Board of Directors shall be filled by either appointment of the Oneida Business Committee in accordance with the processes set forth this section for either the remainder of the vacant term of office or for a full five (5) year term as may be necessary to stagger terms of office or qualifications of Board members.
- h. A Board member shall hold office until his or her replacement is appointed by the Oneida Business Committee, provided that such holdover period shall not last longer than three months.

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; 6 members were present at a meeting duly called, noticed and held on the 8th day of February, 2012; that the forgoing resolution was duly adopted at such meeting by a vote of 4 members for, 0 members against, 1 member not voting; and that said resolution has not been rescinded or amended in any way.



Patricia Hoeft, Tribal Secretary
Oneida Business Committee

*According to the By-Laws, Article I, Section 1, the Chair votes "only in the case of a tie."