



**RESOLUTION OF THE GOVERNING BODY OF THE  
THREE AFFILIATED TRIBES OF THE  
FORT BERTHOLD INDIAN RESERVATION**

**A Resolution Entitled, “*Organization and Formation of MAXLINE LLC, a Tribal Owned Limited Liability Company.*”**

**WHEREAS,** The Mandan Hidatsa and Arikara Nation (MHA Nation), also known as the Three Affiliated Tribes, having accepted the Indian Reorganization Act of June 18, 1934, the authority under said Act, and having adopted a Constitution and By-laws (the Constitution) under said Act, and

**WHEREAS,** Pursuant to Article III, Section 1 of the Constitution, the Tribal Business Council is the governing body of the MHA Nation; and

**WHEREAS,** The Constitution authorizes and empowers the Tribal Business Council to engage in activities on behalf of and in the interest of the welfare and benefit of the MHA Nation and of the enrolled members thereof; and

**WHEREAS,** Pursuant to Article VI, Section 5(1) of the Constitution, the Tribal Business Council has the power to adopt Resolutions regulating the procedures of the Tribal Business Council, its agencies and officials; and

**WHEREAS,** Article VI, Section 5(c) of the Constitution specifically authorizes and empowers the Tribal Business Council to administer funds within the exclusive control of the Nation and to make expenditures from available Tribal funds for public purposes for the Nation; and

**WHEREAS,** The Council desires to form and organize “MAXLINE LLC” (the “Company”) pursuant to the Tribes’ inherent sovereign powers and “Three Affiliated Tribes Limited Liability Code” (Resolution 19-069-FWF, April 12, 2019); and

**WHEREAS,** The Three Affiliated Tribes has determined that it is in the best economic interest, pursuant to its inherent sovereignty and the Constitution and By-Laws, and on behalf of and in the interests of the welfare and benefit of the Tribes and of the enrolled members thereof to pursue Tribal economic development opportunities through and with the formation of separate Tribal entities under Tribal authority and law; and

**WHEREAS,** The Council desires to form and organize the Company under Tribal authority and law to pursue such economic development opportunities as a wholly owned Tribal entity.



**NOW THEREFORE BE IT RESOLVED**, that the Tribal Business Council approves the Articles of Organization for and formation of “MAXLINE LLC”, a Tribal Limited Liability Company formed pursuant to the Three Affiliated Tribes Limited Liability Code .

**BE IT FURTHER RESOLVED**, “MAXLINE LLC”, a wholly owned Tribal Limited Liability Company shall be managed by its duly authorized Board of Directors, who are authorized to act in accordance with the Three Affiliated Tribes Limited Liability Code and its Articles of Organization.

**BE IT FURTHER RESOLVED**, The Tribal Business Council hereby expressly authorizes “MAXLINE LLC” and its Board of Directors to grant limited waivers of its corporate sovereign immunity only, which shall be expressly limited to the LLC, its officers, and its assets and said authorization shall not be interpreted, held or otherwise construed to be any waiver of the sovereign immunity of the Three Affiliated Tribes, its officers, officials, agents or assigns.

**BE IT FINALLY RESOLVED**, the Chairman and Tribal Secretary are hereby authorized to take such further actions as are deemed necessary or desirable to carry out the terms and intent of this Resolution.

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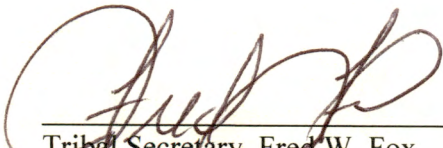
**CERTIFICATION**

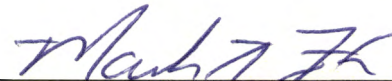
I, the undersigned, as Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Reservation, hereby certify that the Tribal Business Council is composed of 7 members of whom 5 constitute a quorum, 5 were present at a Regular Meeting thereof duly called, noticed, convened, and held on the 13<sup>th</sup> day of August, 2020; that the foregoing Resolution was duly adopted at such Meeting by the affirmative vote of 4 members, 1 members opposed, 0 members abstained, 2 members not voting, and that said Resolution has not been rescinded or amended in any way.

Chairman [ X ] voting. [ ] not voting.

Dated this 13<sup>th</sup> day of August, 2020.

**ATTEST:**

  
\_\_\_\_\_  
Tribal Secretary, Fred W. Fox  
Tribal Business Council

  
\_\_\_\_\_  
Tribal Chairman, Mark N. Fox  
Tribal Business Council

**PURSUANT TO THE SOVEREIGN AUTHORITY OF THE  
MANDAN HIDATSA ARIKARA NATION**

**ARTICLES OF ORGANIZATION  
OF  
MAXLINE LLC**

The Mandan Hidatsa Arikara Nation (“Tribe”), a federally recognized Indian Tribe organized pursuant to Section 16 of the Act of June 18, 1934 (48 Stat. 987)(25 U.S.C. § 476), as amended, acting through the Tribal Business Council, hereby authorizes these Articles of Organization to be filed under the laws of the Tribe, for the purpose of creating a Tribal Limited Liability Company (“LLC”), and states as follows:

**ARTICLE I - NAME**

The Name of the Limited Liability Company is **MAXLINE LLC**.

**ARTICLE II – PURPOSES AND POWERS**

1. The purposes for which this LLC is formed are:
  - a. To serve the common welfare of the Tribe;
  - b. To serve the social, economic, educational and health needs of the Tribe;
  - c. To increase tribal revenues;
  - d. To enhance the Tribe’s economic self-sufficiency and self-determination; and
  - e. To provide positive, long-term social, environmental and economic benefits to tribal members by enhancing the Tribe’s business undertakings and prospects.

In furtherance of the foregoing purposes the LLC shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon LLCs organized under the laws of the Tribe. In addition, it may do everything necessary, suitable or proper for the accomplishment of any of its purposes.

2. Without in any way limiting the scope and generality of the foregoing, the LLC shall have and may exercise the following powers:
  - a. To carry on the business of a financial services company providing, among other things related to such a business, small-denomination, short-term lines of credit, and other related goods and services to consumers through its internet and call/customer service center operations;

- b. To form subsidiary LLCs and enter into business associations, and other business arrangements;
  - c. To conduct and carry out business either within or outside the exterior boundaries of the Fort Berthold Indian Reservation;
  - d. To exercise such powers as may be at any time permitted under the laws of the Tribe and deemed desirable to give effect to the LLC's purpose.
3. The enumeration herein of any specific purpose or power shall not be held to limit or restrict in any manner the exercise by the LLC of the general powers and privileges now or hereafter conferred by the laws of the Tribe upon LLCs formed under such laws, or the accomplishment of any purpose now or hereafter permitted to the LLC pursuant to these Articles of Organization.

#### ARTICLE III – REGISTERED AGENT

The Name and Address of the registered Agent is:

Richard Mayer  
PO Box 10  
Parshall, ND 58770

#### ARTICLE IV – PRINCIPLE OFFICE

The principal office of the LLC is 217 3<sup>rd</sup> Ave. NE, Parshall, ND 58770 and a mailing address of PO Box 10, Parshall, ND 58770

#### ARTICLE V - DURATION

The period of the LLC is perpetual.

#### ARTICLE VI – DIRECTORS

The number of directors constituting the initial Board of Directors under this Articles of Organization until permanent directors are named by Mandan Hidatsa Arikara Nation Tribal Business Council is three, the names and addresses of the persons serving as the initial board of directors, who shall serve until the first meeting when the permanent directors are so named, are as follows:

Karen Rabbithead (Chair), PO Box 361, Parshall, ND 58770  
David Blacksmith, (Secretary), PO Box 10, Parshall, ND 58770  
Wesley Scott Wilson, PO Box 10, Parshall, ND 58770

## ARTICLE VII – ORGANIZERS

The name and address of the organizer is:

Richard Mayer  
PO Box 10  
Parshall, ND 58770

## ARTICLE VIII – CAPITALIZATION

The LLC is formed pursuant to and shall be subject to the laws of the Tribe and shall be at all times wholly owned, directly or indirectly, by the Tribe. The Tribe shall have, directly or indirectly, the sole proprietary interest in, and shall have sole responsibility for, the conduct of the activities of the LLC.

## ARTICLE IX – IMMUNITY

The LLC, being wholly owned, directly or indirectly by the Tribe, is to enjoy the Tribe's sovereign immunity. In furtherance thereof, for so long as it is wholly owned, directly or indirectly, by the Tribe, the Tribe hereby confers on the LLC sovereign immunity from suit to the same extent that the Tribe would have such sovereign immunity if it engaged directly in the activities undertaken by the LLC. It is the intention of the Tribe that the extension to the LLC of such sovereign immunity from suit shall apply to the LLC's managers, officers, employees and agents to the same extent that the Tribe's managers, officers, employees and agents would have such sovereign immunity if the Tribe engaged directly in activities undertaken by the LLC. In furtherance of and in clarification of the LLC's power to "sue or be sued" as set forth in Article XI and as set forth and intended in the laws of the Tribe, the LLC shall have the power to sue and is authorized to consent to be sued in the Tribe's Tribal Courts or another court of competent jurisdiction, provided, however, that:

- a. Any such consent to suit shall not be effective against the LLC in any manner and to any extent whatsoever unless such consent is:
  - (1) Explicit;
  - (2) Contained in a written contract or commercial document to which the LLC is a party and under which the LLC is involved in the suit; and
  - (3) Specifically approved by the LLC's Board of Directors.
- b. Any recovery against the LLC shall be expressly limited to the assets of the LLC in the manner and to the extent as explicitly set forth in such written consent.
- c. The LLC's Chief Executive Officer or his/her authorized representative shall be required to provide quarterly reports to the Tribe's Tribal Business Council

on any contracts, agreements and/or stipulations that require the LLC to waive its corporate sovereign immunity in any manner.

- d. Any written consent to be sued by the LLC shall in no way extend to any action against the Tribe, nor shall consent to suit by the LLC in any way be deemed a waiver of any of the rights, privileges and immunities of the Tribe. The Tribe shall not be held liable for the payment or performance of any of the obligations of the LLC, and no recourse shall be had against any of the assets or revenues of the Tribe outside the assets or revenues of the Tribal LLC to satisfy the LLC's obligations.
- e. The sovereign immunity of the LLC shall not extend to any actions against the LLC by the Tribe.

#### ARTICLE X – ENCUMBRANCE

The LLC, as duly authorized under the Three Affiliated Tribes Limited Liability Code (Resolution 19-069-FWF, April 12, 2019) and these Articles, shall have the authority to incur limited recourse liability through the encumbrance of its company assets.

#### ARTICLE XI - SUE AND BE SUED

The LLC may sue and be sued in any court of competent jurisdiction, including but not limited to the U.S. District Court for the District of North Dakota and the Tribal courts of the Mandan Hidatsa Arikara Nation. Further, the LLC may agree to any such other dispute resolutions as deemed necessary.

For the purposes of forming a LLC under the authority of the Mandan Hidatsa Arikara Nation, I, the undersigned, have personally executed these Articles of Organization on June \_\_, 2020.

\_\_\_\_\_  
Richard Mayer

Filed: \_\_\_\_\_

Date

\_\_\_\_\_  
Tribal Business Council Secretary

BYLAWS OF  
MAXLINE LLC

ARTICLE I – NAME AND PURPOSE

Section 1.1 – Name. The name of the Limited Liability Company shall be MAXLINE LLC. It shall be a for-profit entity and incorporated under the laws of the Mandan Hidatsa Arikara Nation a/k/a the Three Affiliated Tribes of the Fort Berthold Indian Reservation.

Section 1.2 – Purpose. The MAXLINE Board (“LLC”) is organized exclusively for the purposes of serving the common welfare of the Tribe; to serve the social, economic, educational and health needs of the Tribe; to increase tribal revenues; and to enhance the Tribes’ social, environmental and economic benefits to tribal members by enhancing the Tribes’ business undertakings and prospects. The specific purposes of the LLC are to carry on the business of a financial services company providing, among other things, short-term consumer loans; form subsidiary LLCs and enter into business associations, and other business arrangements; and to conduct and carry out business within and outside the exterior boundaries of the Fort Berthold Indian Reservation.

ARTICLE II – MEMBERSHIP

Section 2.1 – Membership. The LLC shall have no members. All powers, obligations and rights of members provided by law shall reside in the Board of Directors.

Section 2.2 – Ownership. The LLC shall be wholly owned by the Three Affiliated Tribes of the Fort Berthold Indian Reservation a/k/a Mandan Hidatsa Arikara Nation.

ARTICLE III – OFFICES

Section 3.1. – Principal Office. The principal office of the LLC shall be 217 3<sup>rd</sup> Ave. NE, Parshall, North Dakota 58770, North Dakota and is within the jurisdiction of the Three Affiliated Tribes. The mailing address is PO Box 10, Parshall, ND 58770.

ARTICLE IV – DIRECTORS

Section 4.1 – General Powers. All corporate powers shall be exercised by and under the authority of, and the business and affairs of the LLC shall be managed under the direction of the Board of Directors.

Section 4.2 – Number and Qualifications. The number of directors of the LLC shall be set by the Board of Directors as set forth in the LLC’s Articles of Organization, provided that any increase or decrease in the number of Directors shall not shorten the term of any director in office at the time of any change.

Section 4.3 – Terms of Directors. The terms of Directors of the LLC shall be set forth in the LLC’s Articles of Organization.



Section 4.4 – Nomination and Election of Directors. The nomination and election of Directors shall lie with the MHA Nation Tribal Business Council.

Section 4.5 – Removal. Removal of any Director shall lie with MHA Nation Tribal Business Council.

Section 4.6 – Vacancies. Any Director vacancy shall be filled by the MHA Nation Tribal Business Council.

## ARTICLE V – MEETINGS OF DIRECTORS

Section 5.1 – Regular Meetings. The Board of Directors shall meet, at a time and place to be decided, once per fiscal quarter (three months) for its regular meeting.

Section 5.2 – Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. Such meetings may be held within or without the Fort Berthold Indian Reservation as fixed by the person or persons calling any such meetings.

Section 5.3 – Notice of Meetings. A Regular Board meeting requires each Board Member receive written notice (ie. letter or email) at least three (3) days in advance, but such notice may be waived by an affirmative voted of two-thirds of the Board.

Section 5.4 – Quorum. A quorum constitutes two-thirds of all presently seated Board members for business transactions to take place and motions to pass.

Section 5.5 – Manner of Acting. Except as otherwise provided in these By-laws or law, the act of the majority of the directors attending or participating in a meeting at which a quorum is present shall be the act of the Board of Directors. The affirmative vote of two-thirds (2/3) of the number of directors prescribed in Section 4.2 and in office immediately prior to a meeting shall be required to remove the President as an officer, a modification of the duties and authority of the President as set forth in these By-laws, the creation or termination of a committee of the Board, the appointment of a director to a committee, the removal of a director from a committee, or a modification of the authority delegated to a committee by these By-laws or a resolution of the Board of Directors.

Section 5.6 – Presumption of Assent. A director of the LLC who is present at a meeting of the Board of Directors at which an action on any corporate matter is taken shall be presumed to have assented to the action taken unless (a) the director objects at the beginning of the meeting (or promptly upon the director's arrival) to holding such a meeting or transacting business at it, (b) the director shall file a written dissent or abstention to such action with the presiding officer of the meeting before the adjournment thereof or with the LLC immediately after the adjournment of the meeting, or (c) the director's contrary vote or abstention is entered in the minutes of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such an action.

Section 5.7 – Informal Action by Directors. Action taken by the directors without a meeting is nevertheless an official Board action, and may be described as such, if one or more written consents to the action in question, describing the action taken, are signed by all the directors and filed in the next regular or special meeting minutes, whether done before or after the action is taken. Action taken pursuant to this section shall be effective when the last director signs the written consent to such action, unless the consent specifies a different effective date.

Section 5.8 – Participation by Audio or other medium. Unless notice specifically requires presence at a regular or special meeting, any one or more directors may participate in any meeting of the Board of Directors by means of conference telephone or other similar communications medium allowing all directors participating in a meeting to hear one another simultaneously throughout the meeting. Participation by such means shall constitute presence in person at a meeting.

## ARTICLE VI – BOARD OF DIRECTORS

### Section 6.1 – Number of Directors

- a. Initially, the number of directors on the Board shall not exceed five (5).
- b. The Board, at any time after these bylaws are adopted, upon a two-thirds vote, may expand the Board to include up to seven (7) members.
- c. The Board, shall receive no compensation other than reasonable expenses and a stipend for each regular and special Board meeting attended at a rate to be decided by the Board.

Section 6.2 – Terms. All Board members shall serve a term of four (4) years.

Section 6.3 – Meeting and Notice. The Board shall meet at least quarterly, at an agreed upon time and place. An official Board meeting requires each Board Member receive written notice (ie. Letter or email) at least three (3) days in advance, but such notice may be waived by an affirmative voted of two-thirds of the Board.

Section 6.4 – Special Meetings. Special Meetings of the Board shall be called upon request of the President, or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member at least two (2) days in advance. Such notice may be waived by an affirmative vote of two-thirds of the Board.

Section 6.5 – Board Appointments. The elected board members whose terms are expiring shall serve until the end of the fiscal year. The swearing in of new Directors shall take place during the first regular meeting of the fiscal year of the Board of Directors, called in accordance with the provisions of these bylaws.

Section 6.6 – Appointment Procedures. In the event a board member resigns or otherwise does not complete his/her term, vacant elected board positions shall be appointed by the Tribal Business Council to serve the unexpired term. New Board Members shall be officially sworn in at the next meeting where a quorum is present.

Section 6.7 – Quorum. A quorum constitutes two-thirds of all presently seated Board members for business transactions to take place and motions to pass.

Section 6.8 – Officers and Duties. There shall be three (3) officers appointed to their positions by the Tribal Business Council, consisting of a President, Vice-President and a Secretary / Treasurer. Their duties are as follows:

- a. President: The President shall convene regular and special Board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice President; Secretary / Treasurer.
- b. Vice President: The Vice President shall act in place of Chairman when the Chairman is necessarily absent, and chair committees on special projects as designated by the Board.
- c. Secretary / Treasurer: The Secretary / Treasurer shall be responsible for keeping the records of Board actions, including overseeing the taking of minutes at all Board Meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained. The Secretary / Treasurer shall make a financial report at each meeting. The Secretary / Treasurer shall chair the financial committee, establish all bank accounts, engage a qualified accounting firm to assist the LLC, and make financial information available to the Board, its members and the public.

Section 6.9 - Vacancies. When a Board member position becomes vacant, whether by expiration of the Board Member's term or otherwise, nominations for a replacement elected Board Member may be submitted to the Tribal Business Council.

Section 6.10 – Resignation, Termination and Absence. Resignation from the Board shall be made in writing and received by the Secretary / Treasurer. Board members shall be terminated by the Board due to excess absences, which is defined as three or more unexcused absences from Board Meetings in any calendar year. A Board member may be removed for good cause, other than absences, upon a two-thirds vote of the remaining Board Members. Good cause shall be defined as any action as determined by the Board to be detrimental to the purposes and intent of the LLC.

## ARTICLE VII – COMMITTEES

Section 7.1 – Special Committees. The Board may form special committees as needed, such as fundraising, housing, public relations, data collection or other special committees. The Board President appoints all special committee chairs, who in turn may select members of the committees. Members of special committees need not be a Board member, but must be an enrolled member of the Three Affiliated Tribes, unless the full Board approves a non-enrolled member to sit on a special committee.

Section 7.2 – Executive Committee. The three officers shall serve as the LLC's Executive Committee. Except for the power to amend the Articles of Organization and bylaws, the Executive Committee shall have all the power and authority of the Board of Directors in the intervals between meeting of the Board of Directors, and is subject to the direction and control of the full board.

Section 7.3 – Finance Committee. The Secretary / Treasurer is the chair of the Finance Committee, which includes two other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans and appropriation requests; and an annual budget with staff and other Board members. The Board must approve the budget and all expenditures must be within the Budget. Any major change in the budget must be approved by the Board or Executive Committee. The fiscal year shall be January 1st to December 31st of each year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income.

## ARTICLE VIII – OTHER PROVISIONS

Section 8.1 – Dissolution. No part of the Net Earnings of the LLC shall inure to benefit of, or be distributable to its members, members of the Board of Directors, Officers, or other private persons, except the LLC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article VI, hereof. No substantial part of the activities of the LLC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the LLC shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public / elected office.

## ARTICLE IX – CONFLICT OF INTEREST

Section 9.1 – Whenever a director, officer or employee of the LLC has a financial or personal interest in any matter before the Board of Directors, the affected person shall (a) fully disclose the nature of the interest and (b) withdraw from discussion and voting on the matter at the meeting when the disclosure takes place at any other time. When a potential conflict of interest is present regarding any transaction that needs approval, a vote shall be taken only when a majority of disinterested directors determine that it is in the best interest of the LLC to do so. The minutes of meetings at which such votes are

taken shall record such disclosure, abstention and the rationale for approval. Failure to disclose a conflict of interest constitutes grounds for removal from the Board of Directors.

#### ARTICLE X – DIRECTOR AND STAFF

Section 10.1 – Executive Director. The Board, under its own authority, may elect to engage an Executive Director to carry out the day-to-day activities of the LLC including carrying out the goals of and policies as set by the Board of Directors. The Executive Director will attend all Board meetings, report on the progress of the organization, answer questions of the Board and carry out the duties described in the job description. The Board can designate other duties as necessary.

Section 10.2 – Attorney Advisor. The Board, under its own authority, may engage independent legal counsel to assist the Board in decisions regarding its activities pursuant herein.

#### ARTICLE XI – ORDER OF BUSINESS

1. Roll Call
2. Reading and Approval of the Minutes of the preceding meeting.
3. Reports of the Committees
4. Reports of Officers
5. Old and unfinished business
6. New Business
7. Adjournment

#### ARTICLE XII – AMENDMENTS

Section 12.1 – Amendments. These bylaws may be amended when necessary by two-thirds majority of the Board of Directors. Proposed Amendments must be submitted to the Secretary to be sent out with the regular Board announcements.

#### CERTIFICATION

As Secretary / Treasurer of the MAXLINE LLC, I hereby certify that these bylaws were approved at a duly called meeting of the initial Board of Directors held in \_\_\_\_\_ by a two-thirds majority vote on \_\_\_\_\_.

\_\_\_\_\_  
Secretary / Treasurer

Concurrence:

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President