

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

TO THE

CATAWBA INDIAN NATION

FOR

THE CORPORATE NATION

A FEDERALLY CHARTERED CORPORATION

The Secretary of the Interior, pursuant to the authority vested in him by Section 17 of the Indian Reorganization Act, 25 U.S.C. § 477 (the "Act"), hereby issues this Federal Charter of Incorporation to the Catawba Indian Nation (the Nation") for the purposes, with the powers, and subject to the terms and conditions herein set forth.

ARTICLE ONE: NAME AND STATUS

- 1.1 The name of the corporation is **The Corporate Nation**.
- 1.2 The Corporation is organized, incorporated and grants its powers, privileges and immunities under the laws of the United States as a federally chartered Indian business corporation.
- 1.3 The Corporation is a distinct legal entity wholly owned by the Catawba Indian Nation and its corporate activities, transactions, obligations, liabilities and property are not those of the said Nation.

ARTICLE TWO: PURPOSES

The purposes of this corporation are as follows:

- 2.1 To engage in any type of lawful business, enterprise or venture; and
- 2.2 To promote the economic development of the Catawba Indian Nation; and
- 2.3 To enable the Nation to be self-sufficient and to provide economic support for members of the Catawba Indian Nation.

ARTICLE THREE: POWERS

The Corporation has power to:

- 3.1 To adopt, use and alter, at its sole discretion, a corporate seal.
- 3.2 To engage in any lawful business permitted to a corporations organized under 25 U.S.C. § 477, as amended.
- 3.3 To purchase, take by gift, bequest, lease or otherwise, and to own, hold, manage, operate, use and otherwise deal in and with real or personal property of every description, or any interest therein, wherever situated, including the power to purchase restricted Indian lands and to issue in exchange therefore interests in corporate property.
- 3.4 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.
- 3.5 To carry on its business either within or without the exterior boundaries of the Catawba Indian Reservation.
- 3.6 To sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its corporate property or assets, PROVIDED, however, that this corporations has no authority to sell or mortgage for a period of time exceeding twenty-five (25) years, any trust or restricted land within the exterior boundaries of the Catawba Indian Nation.
- 3.7 To guarantee, purchase, hold, assign, mortgage, pledge or otherwise dispose of capital stock of, or any bonds, securities or other evidence 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.
- 3.8 To enter into and make contracts or agreements of every kind and nature with any person, firm association , corporation, municipality, country, nation, Indian Tribe, state or body politic, without the approval of the Catawba Indian Nation or the Secretary of Interior, except with the use of trust or federally restricted Indian property requires such approval.
- 3.9 Subject to the limitations imposed by Article Four of this Charter, to incur debts and raise, borrow and secure the payment of any money in any lawful manner, including the issue, sale or other disposal of stock, bonds, indenture, obligations, negotiable and transferable instruments and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, deed or trust or otherwise, without the approval of the Catawba Indian Nation or the Secretary of Interior, except when the use of trust or federally restricted Indian property requires such approval.

3.10 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.

3.11 To sue and be sued in its Corporate name in courts of competent jurisdiction within the United States, **PROVIDED**, however, that this power does not authorize the levy of any judgement, lien, garnishment or attachment upon any property or income of the Corporation other than corporate property or income specifically mortgaged, pledged or assigned as collateral for its corporate debts or liabilities.

3.12 To hire, employ or appoint employees, professional advisors, independent contractors and agents of the Corporation and define their duties and fix their compensation.

3.13 To lend or invest money for its corporate purposes and to take and hold real and personal property as security for the payment of funds so loaned or invested.

3.14 To adopt bylaws for the regulation of the internal affairs of the Corporation consistent with this Charter, without the approval of the Catawba Indian Nation or the Secretary of the Interior.

3.15 To pay pensions and establish pension and benefit plans, pension trusts, profit-sharing plans, and other incentive and benefit plans for any or all of its directors, officers and employees.

3.16 To obtain a certificate of authority to transact business in the State of South Carolina or any other state as a foreign corporation, and to comply with the applicable state law governing foreign corporations.

3.17 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.

ARTICLE FOUR: LIMITATIONS ON CORPORATE POWERS

The Corporation shall have no power to:

4.1 To expressly or by implication enter into any agreement of any kind on behalf of the Catawba Indian Nation.

4.2 To pledge the credit of the Catawba Indian Nation.

4.3 To dispose of, pledge, or otherwise encumber real or personal property of the Catawba Indian Nation.

4.4 To waive any right privilege or immunity of, or release any obligation owned to the Catawba Indian Nation.

4.5 To explicitly or implicitly waive any sovereign immunity or rights of the Catawba Indian Nation.

ARTICLE FIVE: BOARD OF DIRECTORS

5.1 The corporate powers and authorities of this corporation are vested in its Board of Directors who shall be appointed by the Executive Committee of the Catawba Indian Nation. The Board of Directors shall consist of a total of seven (7) persons and each Director shall be vested with full voting power. No less than four (4) board members must be enrolled members of the Catawba Indian Nation. A majority of the Board (but not less than three members of the Catawba Indian Nation) shall constitute a quorum for the transaction of business. A majority of a quorum of the Board carries any issue.

ARTICLE SIX: OWNERSHIP OF CORPORATION

6.1 This Corporation is wholly owned by the Catawba Indian Nation for the benefit of the Nation and its enrolled members and its ownership shall be inalienable.

6.2 The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares with One Dollar (\$1.00) par value.

6.3 All shares of the Corporation shall be owned by the Catawba Indian Nation for the benefit of the Catawba Indian Nation and its recognized members. No individual or legal entity other than the Catawba Indian Nation shall acquire any shares of the Corporation.

ARTICLE SEVEN: CORPORATE BYLAWS

7.1 This Corporation shall, within ninety (90) days of ratification of this Corporation, adopt bylaws which provide for the internal regulations and management of the affairs of the Corporation in a manner not inconsistent with Federal or Tribal law or the provisions of this Charter.

7.2 The power to propose alterations or amendments to bylaws is vested in the Board of Directors, but such alterations or amendments shall not become operative until approved by the Executive Committee of the Catawba Indian Nation.

ARTICLE EIGHT: PERPETUAL SUCCESSION

8.1 This Corporation shall have perpetual succession and this Federal Corporate Charter shall not be revoked or surrendered except by Act of Congress, pursuant to 25 U.S.C. § 477, as amended.

ARTICLE NINE: ACCOUNTABILITY

9.1 The Corporation shall maintain its financial records in conformity with generally accepted accounting principles.

9.2 The Board of Directors of the Corporation shall no less than quarterly, present acceptable accounting statements of all assets and liabilities of the Corporation, as well as a report of all actions taken by Corporate Officials.

9.3 The Corporation shall, within 120 days following the close of the Corporation's fiscal year, submit to the Executive Committee, as representative of the shareholder, an audited financial statement showing the status of the Corporation as of the last day of the Corporation's fiscal year.

ARTICLE TEN: PRINCIPAL OFFICE

10.1 The principal office of the Corporation shall be located at such locations as designated by the Board of Directors.

ARTICLE ELEVEN: AMENDMENTS

11.1 This Charter may be amended from time to time as necessary and appropriate by the Board of Directors which the concurrence of the Catawba Executive Committee. No amendments to this Charter shall become operative until approved by the Secretary of the Interior and ratified by a majority vote of the Executive Committee of the Catawba Indian Nation.

ARTICLE ELEVEN: RATIFICATION

12.1 This Charter, when approved by the Assistant Secretary of the Interior, shall be effective from and after the date of its ratification by the Executive Committee of the Catawba Indian Nation.

CERTIFICATE OF APPROVAL

I, Ada E. Deer, Assistant Secretary of the Interior for 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 Catawba Indian Nation and its enterprise, **THE CORPORATE NATION**. It shall become effective upon ratification by the Catawba Indian Nation Executive Committee, PROVIDED, that nothing in this approval shall be construed as authorizing any action under this document that would be contrary to Federal law.



Ada E. Deer
Assistant Secretary - Indian Affairs

Washington, D.C.

Date: 9-8-97

CATAWBA INDIAN NATION

EXECUTIVE COMMITTEE RESOLUTION NO. 10/10/1997(A)

REQUEST FOR ISSUANCE OF CORPORATE CHARTER

WHEREAS, by a series of actions, the Executive Committee of the Catawba Indian Nation has requested the Assistant Secretary of the Interior - Indian Affairs to issue a federal charter to the Catawba Indian Nation's THE CORPORATE NATION under section 17 of the Indian reorganization Act 25 U. S. C. section 177 which was made applicable to all tribes by section 3(a) of P.L. 101-301, 25 U. S. C. section 478-1; and

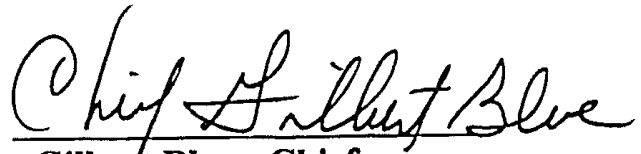
WHEREAS, on September 15, 1997 the Assistant Secretary — Indian Affairs approved and issued the proposed charter for TILE CORPORATE NATION, subject to final ratification of the charter by the Executive Committee; and

WHEREAS, on October 4 , 1996 the members of the Executive Committee of the Catawba Indian Nation provided final ratification of the said charter by adding their signatures to the Certificate of Ratification;

NOW, THEREFORE, BE IT RESOLVED by the Executive Committee of the Catawba Indian Nation that:

1. The action on October 4 , 1996 of the members of the Executive Committee in adding their signatures to the charter of THE CATAWBA NATION is hereby confirmed as the formal action of the Executive Committee, acting as the elected governing body of the Catawba Indian Nation, thus finally ratifying the said charter as issued according to its terms and effective as stated therein; and

Dated: October, 10 1997


Gilbert Blue, Chief

**CATAWBA INDIAN NATION
EXECUTIVE RESOLUTION
October 4, 1996**

Request For Issuance Of Corporate Charterc

WHEREAS the Congress of the United States enacted the Act of June 18, 1934 (48 Stat. 984), as amended, commonly known as the "Indian Reorganization Act," 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 Catawba Indian Reservation are duly organized as a federally recognized Indian tribe pursuant to PL. 103-i 16, and known as the Catawba Indian Nation; and

WHEREAS the Catawba Indian Nation desires to create a Federally Chartered Corporation known as THE CORPORATE NATION to engage in commerce and business activities and ventures in order to create jobs and wealth for the members of the Tribe and in general to improve the living conditions of all members of the Tribe; and

NOW, THEREFORE, BE IT RESOLVED by the Executive Committee of the Catawba Indian Nation that:

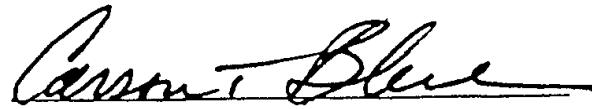
The Executive Committee of the Catawba Indian Nation requests that the Assistant Secretary of the Interior - Indian Affairs issue a Federal Charter of Incorporation to the Catawba Indian Nation to create THE CORPORATE NATION under Section 17 of the Indian Re-Organization Act, 25 U.S. C. 461 et seq. which was made applicable to, all tribes by 3 (a) of P.L. 101-301, 25 U.S.C. 478-1.

<u>Chief Gilbert Blue</u>	<u>Devery L. Adams</u>
<u>Terry E. Ayers</u>	<u>Claude K. Ayers</u>
<u>Wesley Davis</u>	<u>Evans M. George Jr.</u>
<u>Carroll Blue</u>	

CERTIFICATION

I, the undersigned, Secretary/Treasurer of the Executive Committee of the Catawba Indian Nation, hereby certify that the Executive Committee is composed of seven members of whom five, constituting a quorum, were present at a meeting thereof, duly called, noticed, convened and held this 4th day of Oct. , 1996 that the foregoing

resolution was duly adopted at such meeting by the affirmative vote of 7-0 members and that said resolution has not been rescinded or amended in any way.


Carson Blue, Secretary/Treasurer