

**LITTLE TRAVERSE BAY BANDS OF ODAWA INDIANS
WAGANAKISING ODAWA DEVELOPMENT, INC. CORPORATE CHARTER**

This Corporation is hereby organized, incorporated and granted its corporate powers, privileges and immunities under the laws of the Little Traverse Bay Bands of Odawa Indians as a Tribally chartered corporation for the purposes set forth in Article II. The Little Traverse Bay Bands of Odawa Tribal Council grants this corporate charter pursuant to its inherent sovereign authority and pursuant to Part Two of Comprehensive Business Codes of the Little Traverse Bay Bands of Odawa Indians, WOTC 12.114, *et seq.* This Charter creates a Tribal Corporation as defined at WOTC 12.116(B) so is a corporation wholly owned by the Little Traverse Bay Bands of Odawa Indians for the benefit of the Tribe and its members, and its ownership is inalienable and replaces any previous Waganakising Odawa Development, Inc. Corporation Charters.

ARTICLE I: NAME

The name of this Tribal Corporation is Waganakising Odawa Development, Inc.

ARTICLE II: PURPOSES

The purpose of the corporation is to pursue business opportunities and economic development with an emphasis on manufacturing and/or development of solar, wind, and other renewable non-polluting energy sources for sale to governmental and other entities, and to contract for the provision of products or services to the US Federal Government, tribes or other entities. The corporation may form partnerships with primarily other tribes and any corporations or entities acting on behalf of other tribes.

ARTICLE III: BOARD OF DIRECTORS

The management of the affairs of the corporation shall be vested in a Board of Directors, except as otherwise provided by Statute, in this Charter or in the bylaws of the corporation. The Board of Directors shall be comprised of at least three (3) and no more than five (5) members appointed by the Tribal Council who shall serve a three (3) year term staggered as follows:

Name	Address	Term
Beatrice A. Law,	1526 Castle Drive, Petoskey, MI 49770,	term expiring April 1, 2011
Frank Ettawageshik,	5453 Hughston Road, Harbor Springs, MI 49740,	term expiring April 2, 2012
Alan Proctor,	824 Ottawa Street, Harbor Springs, MI 49740,	term expiring April 1, 2013
Gerald Chingwa,	6108 Washington Street, Pellston, MI 49769,	term expiring April 1, 2011

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ARTICLE IV: CORPORATE POWERS

The Corporation shall have the power to:

- (a) To purchase, receive, solicit, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, and otherwise deal in personal property of every description, or any interest therein, wherever situated.
- (b) To lease real property and improvements from the Little Traverse Bay Bands of Odawa Indians.
- (c) To make contracts or agreements, incur liabilities and borrow money from any source, upon such terms and rates and interests as the Board of Directors may determine; to issue notes, bonds and other obligations and secure any of its obligations by specifically mortgaging, pledging or assigning its corporate property or income as collateral for its corporate debts or liabilities.
- (d) To lend or invest money for its corporate purposes.
- (e) To conduct its affairs, carry on its operations, and exercise the powers granted under this Corporate Charter in any state, territory, district, or possession of the United States or in any foreign country.
- (f) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- (g) To participate in the formation and operation of Limited Liability Companies or other business structures with business entities created by primarily other tribes or business entities acting on behalf of other tribes.
- (h) To sue and be sued but only in accordance with Article V of this Charter.
- (i) To have and exercise all powers incidental, necessary or convenient to the conduct of corporate business, not inconsistent with applicable law, and to engage in any and all activities which will directly or indirectly carry out the purposes of ODAWA DEVELOPMENT as set forth in Article II.

ARTICLE V: SOVEREIGN IMMUNITY

- (a) The Corporation is a distinct legal entity from the Little Traverse Bay Bands of Odawa Indians with its own assets. While the Tribe is the sole owner, the Corporation's corporate activities, transactions, obligations, liabilities and property are not those of the Tribe. Nothing in this charter waives or permits the corporation to waive the Tribe's sovereign immunity from suit.

- (b) The Corporation may effectuate limited waivers of its sovereign immunity for conducting day-to-day business if the waivers are made in accordance with either of the following methods:
 - 1. Tribal Council may expressly authorize a limited waiver of sovereign immunity on a case-by-case basis through a specific resolution.

 - 2. The Corporation may waive its sovereign immunity pursuant to transactions or agreements that the Tribal corporation may execute in the course of its ordinary business affairs.

 - 3. Any waivers of sovereign immunity made pursuant to (1) or (2) above shall only expose the assets owned or held by the Corporation and shall not subject other Tribal assets to liability. Waivers of sovereign immunity are disfavored and shall be granted only when necessary to secure a substantial advantage or benefit to the Tribal corporation. Waivers of sovereign immunity shall not be general but shall be specific and limited as to duration, grantee, transaction, property or funds, if any, of the Tribal corporation subject thereto. Neither the power to sue and be sued provided in this Charter, nor any express waiver of sovereign immunity by resolution of the Corporation's Board of Directors or the Tribal Council shall be deemed a consent to the levy of any judgment, lien or attachment upon any property of the Tribal corporation other than property specifically pledged or assigned, or any property of the Tribe, or a consent to suit with respect to any land within the exterior boundaries of the Reservation or consent to the alienation, attachment or encumbrance of any such land.

- (c) Sovereign Immunity of the Tribe. All inherent sovereign rights of the Tribe as a federally recognized Indian tribe with respect to the existence of the Tribal corporation are hereby expressly reserved, including sovereign immunity from suit in any state, federal or tribal court. Nothing in this Charter shall be deemed or construed to be a waiver of sovereign immunity from suit of the Tribe or to be a consent of the Tribe to the jurisdiction of the United States or of any state with regard to the business affairs of the Tribal corporation or the Tribe or any cause of

action, case or controversy.

ARTICLE VI: MANAGEMENT OF CORPORATION

The Board of Directors is empowered and directed to adopt bylaws consistent with this Charter and all applicable law to set out management of the Corporation and regulation of its affairs.

ARTICLE VII: INSULATION FROM SHIFTS IN TRIBAL POLITICS

(a) Member(s) of the Board of Directors appointed under Article III serve 3 year terms and there shall be no limitation on the amount of terms that may be served. Any changes to this charter by Tribal Council shall only be adopted upon the affirmative vote of three fourths ($\frac{3}{4}$) or more of those council members eligible to vote.

ARTICLE VIII: ATTORNEYS

The Corporation may utilize the services of attorney(s) with prior approval by Tribal Council.

ARTICLE IX: DURATION and DISSOLUTION

The Corporation shall continue in perpetuity unless and until dissolved upon adoption of a resolution requiring dissolution by an affirmative vote of three-fourths ($\frac{3}{4}$) or more of the Tribal Council members eligible to vote. No such resolution shall take effect before the expiration of 90 days from the date of adoption. Upon dissolution of this Tribal corporation, its assets shall be distributed at the direction of the Tribal Council, or its designee, as follows:

- (a) Any property held upon an express condition requiring its return, transfer or other disposition shall be distributed accordingly;
- (b) Any property or assets required to be distributed or transferred in any manner according to federal law shall be distributed or transferred accordingly;
- (c) Claims of creditors of the Tribal corporation approved by the Tribal Council shall be paid accordingly from the assets or funds of the corporation; and
- (d) Remaining assets shall be transferred to another Tribal corporation, to the Tribe, or distributed or transferred as the Tribal Council directs.

ARTICLE X: REGISTERED AGENT

The Registered Agent of the Corporation is:

Name: Legislative Office Manager
Address: Little Traverse Bay Bands of Odawa Indians
7500 Odawa Circle
Harbor Springs, MI 49740

Provided, the Board of Directors may change the Registered Agent by taking official action and notifying Tribal Council and the Department of Commerce of the change.

ARTICLE XI: DISTRIBUTIONS TO TRIBAL GOVERNMENT

The Board of Directors shall distribute annually fair and reasonable profits to the Tribal government beyond the amount required to maintain adequate funds in the Corporation for debt service, and maintenance and growth of business operations. The Corporation shall have no power to issue any shares of stocks to declare and pay any dividends.

ARTICLE XII: REPORTING AND AUDIT REQUIREMENTS

The Corporation shall provide quarterly reports to Tribal Council setting out the Corporation's assets, liabilities, equity, revenue and expenses in reasonable detail, and general Corporate activities.

The Corporation shall obtain an annual financial audit by an independent public accountant, the results of which will be provided to Tribal council within 120 days of the end of its fiscal year.

The Corporation shall keep correct and complete books and records of account and shall keep minutes of it meetings. All books and records of the corporation, except for sensitive proprietary information, may be inspected by any LTBB citizen at the location where the records are normally kept at any reasonable time.

Certificate of Adoption

As Tribal Secretary and Legislative Leader, we certify that this Charter was formally adopted by the Tribal Council of the Little Traverse Bay Bands of Odawa Indians by motion on June 06, 2010.

Date: 6-6-10

Date: 6-6-10

Regina Gasco Bentley
Secretary Regina Gasco Bentley
Julie Shananaquet
Legislative Leader Julie Shananaquet

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