LITTLE TRAVERSE BAY BANDS OF ODAWA INDIANS
ODAWA ECONOMIC DEVELOPMENT MANAGEMENT, 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, (Tribe) 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 through enactment of Odawa Economic Development Management, WOS 2009-024and 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) as 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.

ARTICLE I: NAME and PRINCIPAL PLACE OF BUSINESS

By this Charter, the Tribe creates the Odawa Economic Development Management, Inc. (the Corporation). The Corporation shall have its principal place of business at the 7500 Odawa Circle, Harbor Springs, Michigan, or at such other location within the Tribe's territories that the Board of Directors of the Corporation shall determine.

ARTICLE II: OWNERSHIP

The Corporation shall be 100% owned and controlled by the Little Traverse Bay Bands of Odawa Indians, (Tribe).

ARTICLE III: PURPOSES

The Corporation is organized for the purpose of developing, constructing, owning, leasing, operating, managing, maintaining, promoting and financing the *non-gaming economic affairs of* Odawa Economic Development Management, Inc. and engaging in any other lawful activity, subject to any limitations imposed by the Odawa Economic Development Management Statute, any contract, indenture or other instrument by which the Corporation is bound.

ARTICLE IV: DEFINITIONS

For purposes of this Charter the following terms shall have the meanings respectively specified:

a. *"Board of Directors"* shall mean the Board of Directors of the Corporation created by this Charter.

b. *"Corporation"* shall mean the Odawa Economic Development Management, Inc., created by this Charter.

d. *"Felony"* shall mean only those offenses set forth under Tribal Statute or the United States Indian Major Crimes Act (18 U.S.C. § 1153).

e. *"Obligations"* shall mean any notes, bonds, interim certificates, debentures or other evidences of indebtedness issued by the Corporation under this Charter.

f. *"Obligee"* shall mean any holder of an Obligation, and any agent or trustee for any holder of any Obligation.

g. *"Non-gaming Economic Affairs"* means economic development enterprises and activities not related to the gaming commercial enterprises.

h. *"Territorial Jurisdiction of the Little Traverse Bay Bands of Odawa Indians"* means *"areas referenced in Public Law 103-324, 25 USC Section 1300k-2(b)(2)(A) as the boundaries of the reservations for the Little Traverse Bay Bands as set out in Article I, paragraphs 'third and fourth' of the Treaty of 1855, 11 Stat.621."* Little Traverse Bay Bands Constitution, Article V(A)(1)(a).

i. *"Tribe"* or *"LTBB"* means the Little Traverse Bay Bands of Odawa Indians.

j. *"Tribal Constitution"* means the Little Traverse Bay Bands of Odawa Indians Constitution as adopted by its membership on February 2, 2005.

k. *"Tribe Council"* means the elected body of nine Tribal members of Little Traverse Bay Bands of Odawa Indians with duties found in the Tribal Constitution Article VII. "Tribal Council".

ARTICLE V: RELATION TO TRIBE

The Corporation shall constitute a governmental instrumentality of the Tribe, having autonomous existence separate and distinct from the Tribe.

a. For purposes of civil jurisdiction, regulatory jurisdiction and taxation, the Corporation shall be deemed a subordinate arm of the Tribe and shall be entitled to all of the privileges and immunities of the Tribe.

b. The Corporation shall have no power to exercise any regulatory or legislative power; the Tribe reserves from the Corporation all regulatory, legislative and other governmental power.

ARTICLE VI: ASSETS

The Corporation shall have only those assets of the Tribe formally assigned or leased to it by the Tribal Council, together with whatever assets it acquires by other means as provided in this Charter. No activity of the Corporation, or any indebtedness incurred by it shall encumber, implicate or in any way involve assets of the Tribe or another Tribal Entity not assigned or leased in writing to the Corporation.

The Commercial Site located at 1020 S Nicolet Street, Mackinaw City, Michigan has been reassigned and is no longer an asset assigned to the Odawa Economic Development Management, Inc.

ARTICLE VII: BOARD OF DIRECTORS

The management of the affairs of the Corporation shall be vested in a Board of Directors, except as otherwise provided 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 assigned by a majority vote of the Tribal Council as follows with set terms:

Tanya Gibbs - President 5-year Term ending 10/08/20

tgibbs@rosettelaw.com

October 08, 2015 Tribal Council Minutes

Motion made by Councilor Keshick and supported by Councilor Denemy to assign Tanya Gibbs to a 5-year term beginning October 08, 2015 ending October 8, 2020 for the Odawa Economic Development Management, Inc. and to reflect the assignment within the OEDMI Corporate Charter documents.
Vote: 7-Yes, 0-No, 0-Abstained, 1–Absent (Councilor Wemigwase)
Motion carried.

Shane Roberston 5-year Term ending 08/20/20

May 18, 2017 Tribal Council Minutes:
Motion made by Councilor Law and supported by Treasurer Reyes to assign Shane Robertson to the Odawa Economic Development Management, Inc. to fill the remainder of a 5-year term ending August 20, 2020.
Vote: 7- Yes, 0 - No, 0-Abstained, 2-Absent (Councilor Naganashe, Councilor Proctor)
Motion carried.

Shiloh Slomsky 3-year Term ending 01/19/20

January 19, 2017:

Motion made by Councilor Law and supported by Councilor Naganashe to assign Shiloh Slomsky to the Odawa Economic Development Management, Inc. for a 3-year term, ending January 19, 2020.
Vote: 5 - Yes, 3 – No (Legislative Leader Otto, Councilor Harrington, Councilor McNamara) 0 - Abstained, 1 – Absent (Councilor Bernard)
Motion carried.

Belinda Bardwell Remainder of 5-year Term ending 05/21/21

January 25, 2018
Motion made by Treasurer Reyes and supported by Secretary Kiogima to assign Belinda Bardwell to the Odawa Economic Development Management, Inc. for the remainder of a 5-year term ending May 21, 2021 pending a clean background report in accordance with the Corporate Charter Assignment Policy.
Vote: 5 -Yes, 4 -No (Councilor David Harrington, Councilor Wemigwase, Legislative Leader Fred Harrington, Jr., Councilor Bernard) 0 -Abstained, 0 - Absent
Motion carried.

Alan Proctor 3-year Term ending 01/25/21
Motion made by Secretary Kiogima and supported by Councilor Wemigwase to re-assign Alan Proctor to the Odawa Economic Development Management, Inc. for a 3-year term ending January 25, 2021 in accordance with the Corporate Charter Assignment Policy
Vote: 8 -Yes, 0 -No, 1 -Abstained (Councilor Proctor), 0 -Absent
Motion carried.

ARTICLE VIII: 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, with prior approval of the Tribal Council.

c. To make contracts or agreements, incur liabilities and borrow money from any source, upon such terms and rates and interests as the Corporation 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, with prior approval of the Tribal Council.

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 sue and be sued but only in accordance with Article IX of this Charter.

h. 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 the Corporation as set forth in Article III.

ARTICLE IX: 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 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 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 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 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 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 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 consent of the Tribe to the jurisdiction of the United States or of any state with regard to the business affairs of the Corporation or the Tribe or any cause of action, case or controversy.

ARTICLE X: 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 its activities.

ARTICLE XI: INSULATION FROM SHIFTS IN TRIBAL POLITICS

a. Member(s) of the Board of Directors assigned under Article VII shall serve a three (3) to five (5) year term. However, a Board member can only be involuntarily removed during their term for one or more of the following reasons:

1. The Board member(s) intentionally or negligently took action to harm the interests of the Corporation or Tribe;

2. The Board member(s) is convicted on any crime that could harm the credibility or function of the Corporation;

3. The Board member(s) is convicted of a felony;

4. The Board member(s) failed to act in good faith, or with the care that an ordinarily prudent person in a like position would exercise under similar circumstances, or in a manner he or she reasonably believes to be in the best interests of the Corporation.

5. The Board member(s) fail to meet the financial performance measures or show any substantial action toward achieving such measures.

b. Removal of a Board member(s) for one or more of the reasons set out in subsection (a) above can only be accomplished by an affirmative vote of three-fourths (¾) or more of the Tribal Council members eligible to vote.

c. Any changes to this charter by Tribal Council shall only be adopted upon the affirmative vote of three-fourths (¾) or more of those Tribal Council members eligible to vote.

ARTICLE XII: ATTORNEYS

The Corporation may utilize services of an attorney or attorney(s) as provided for by the Odawa Economic Development Management Statute, or such other attorneys as approved by Tribal Council.

ARTICLE XIII: 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 (¾) 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 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 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 Corporation, to the Tribe, or

distributed or transferred as the Tribal Council directs.

ARTICLE XIV: REGISTERED AGENT

The Registered Agent of the Corporation is:

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

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

ARTICLE XV: DISTRIBUTIONS TO TRIBAL GOVERNMENT

The Board of Directors shall distribute funds annually with 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 XVI: REPORTING AND AUDIT REQUIREMENTS

The Corporation shall provide reports to Tribal Council as required by Odawa Economic Development Management Statute.

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 its 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.

ARTICLE XVII. POLITICAL ACTIVITY

The Corporation, and its officer, agents and employees when acting on behalf of the Corporation, shall not contribute to or otherwise support or assist any political party or candidate for Tribal or any other public office.

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 on January 23, 2011 and last updated by Tribal Council motion on July 27, 2019.

Date: 7.27.19

Fred Harrington Legislative Leader

Date: 7-27-19

Tamara Kiogima, Secretary