



SQUAXIN ISLAND TRIBE

RESOLUTION NO. 21-05

of the

SQUAXIN ISLAND TRIBAL COUNCIL

WHEREAS, the Squaxin Island Tribal Council is the Governing Body of the Squaxin Island Tribe, its members, its lands, its enterprises and its agencies by the authority of the Constitution and Bylaws of the Squaxin Island Tribe, as approved and adopted by the General Body and the Secretary of the Interior on July 8, 1965; and

WHEREAS, under the Constitution, Bylaws and inherent sovereignty of the Tribe, the Squaxin Island Tribal Council is charged with the duty of protecting the health, security, education and general welfare of tribal members, and of protecting and managing the lands and treaty resources and rights of the Tribe; and

WHEREAS, the Tribe is a federally-recognized Indian Tribe possessing reserved powers, including the powers of self-government; and

WHEREAS, the Squaxin Island Tribal Council has been entrusted with the creation of ordinances and resolutions in order to fulfill their duty of protecting the health, security, education and general welfare of tribal members, and of protecting and managing the lands and treaty resources of the Tribe; and

WHEREAS, Island Enterprises Inc. is a wholly owned enterprise of the Squaxin Island Tribe, incorporated under Tribal law, and the principal economic development arm of the Tribe with respect to non-gaming activities; and

WHEREAS, by Resolution 15-07 the Tribal Council appointed each Council member as a Director on the Island Enterprises Inc. Board ; and

WHEREAS, the Tribal Council now wishes to appoint a new Board of Directors and adopt certain amendments to the Island Enterprises Inc. Articles of Incorporation; and

NOW THEREFORE BE IT RESOLVED, that the Tribal Council appoints the following persons to the Island Enterprises Inc. Board of Directors for such terms as are specified in the attached amended Articles of Incorporation: Marvin Campbell, Michael Peters, Julie Owens, Diane Deyette, Whitney Jones, Aleta Poste, and Tim Sheldon; and

BE IT FURTHER RESOLVED, that the Council names Andrew Whitener as Council Representative to the Board; and

BE IT FURTHER RESOLVED, that the Council hereby approves the attached amended Articles of Incorporation as to form; and

BE IT FINALLY RESOLVED, that the Tribal Council Chair is hereby authorized and directed to take such steps as are necessary to implement the amendments to the Articles of Incorporation.

CERTIFICATION

The Squaxin Island Tribal Council hereby certifies that the foregoing Resolution was adopted at the regular meeting of the Squaxin Island Tribal Council, held on this 28 day of January, 2021, at which time a quorum was present and was passed by a vote of 5 for and 0 against, with 0 abstentions.

Kristopher K. Peters
Kristopher K. Peters (Jan 28, 2021 15:32 PST)

Kristopher Peters, Chair

Attested by: *Jeremie Walls*
Jeremie Walls (Jan 28, 2021 19:13 PST)

Jeremie Walls, Secretary

Charlene Krise
Charlene Krise (Jan 28, 2021 18:48 PST)

Charlene Krise, Vice Chair

**Island Enterprises, Inc.
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ARTICLES OF INCORPORATION
Island Enterprises, Inc.

The Squaxin Island Tribe (the “Tribe”), a federally recognized Indian Tribe organized pursuant to the Indian Reorganization Act hereby authorizes these amended Articles of Incorporation to be filed under the Squaxin Island Tribal Business Corporation Code.

The corporation described herein is wholly owned by the Tribe and is therefore subject to §6.28.100 of the Squaxin Island Tribal Business Corporation Code.

ARTICLE I
NAME

The name of the corporation is Island Enterprises, Inc.

ARTICLE II DURATION

The period of existence of the corporation shall be perpetual, except that the corporation may have these Articles of Incorporation amended or restated or the corporation may be dissolved in accordance with the Squaxin Island Tribal Business Corporation Code.

ARTICLE III
PURPOSES AND POWERS

3.1. *Purposes and Powers.* The purposes for which the Corporation is organized are to engage in any lawful act or activity for which corporations may be organized under the Squaxin Island Tribal Business Corporation Code. The purposes specified herein shall be construed as both purposes and powers.

3.2. *Federal and State Taxation and Jurisdiction.* Pursuant to §6.28.100 of the Squaxin Island Tribal Business Corporation Code, the Squaxin Island Tribe hereby confers on the Corporation all of the Tribe's rights, privileges and immunities concerning federal, state, and local taxes, regulation, and jurisdiction, to the same extent that the Tribe would have such rights, privileges, and immunities, if it engaged in the activities undertaken by the Corporation.

3.3. *Sovereign Immunity.* Pursuant to §6.28.100 of the Squaxin Island Tribal Business Corporation Code, the Squaxin Island Tribe hereby confers on the Corporation all of the Tribe's rights to sovereign immunity to the same extent that the Tribe would have such rights to sovereign immunity if it engaged in the activities undertaken by the Corporation. The Corporation shall have the power to waive sovereign immunity to suit; provided, however, that:

- (a) no such consent to suit shall be effective against the Corporation or any of its subsidiaries unless it is:
 - (1) explicit,
 - (2) contained in a written contract or commercial document to which the Corporation or the affected subsidiary is a party, and
 - (3) specifically approved by the Tribal Council, and
- (b) any recovery against the Corporation shall be limited to the assets of the Corporation.

Any consent to suit may be limited to the court or courts in which suit may be brought, to the matters that may be made the subject of the suit and to the assets or revenues of the Corporation against which any judgment may be executed.

Consent to suit by the Corporation shall in no way extend to an action against the Tribe, nor shall a consent to suit by the Corporation in any way be deemed a waiver of any of the rights, privileges and immunities of the Tribe. The Tribe shall not be liable for the payment or performance of any of the obligations of the Corporation, and no recourse shall be had against any assets or revenues of the Tribe in order to satisfy the obligations of the Corporation.

The sovereign immunity of the Corporation shall not extend to actions against the Corporation by the Tribe.

The Corporation may waive exhaustion of remedies claims and may agree to arbitration.

3.4. Additional Powers. Additional powers of the Corporation shall be:

- A. To acquire, manage, own and hold funds from any source for the maintenance of the Corporation and its enterprises and Tribal enterprises;
- B. To enter into agreements, contracts, or relationships with any person, partnership, or corporation for the maintenance or operation of any enterprise on or off the Reservation;
- C. To adopt rules and procedures as the Corporation may deem necessary or convenient;
- D. To establish and maintain bank accounts as may be necessary or convenient to the business of the Corporation;
- E. To hire and fire employees and agents for the benefit of the Corporation;
- F. To appoint the officers of the Corporation;
- G. To make and change bylaws for the administration and regulation of the affairs of the Corporation;
- H. To retain legal counsel;
- I. To purchase and maintain liability insurance on behalf of officers and directors of the Corporation;
- J. To manage and operate the Corporation in accordance with a Plan of Operation which shall be submitted to and approved by the shareholders within 120 days after the end of the fiscal year of the Corporation. Quarterly financial reports shall be submitted to the Tribal Council by the Secretary;

- K. To have and exercise all powers necessary or convenient to effect its purpose.

3.5. *Subsidiaries.*

- A. The Board of Directors may create such subsidiaries as it deems appropriate to carry out the purposes of the Corporation. Such subsidiaries may be wholly or partly owned by the Corporation, and may be formed as corporations, partnerships, unincorporated divisions, or any other legal entity.
- B. The Board of Directors may appoint subsidiary boards including such officers and assistant officers and agents as may be deemed necessary by the Board.

3.6. *Limitation on Delegation by Tribal Council.* The authorities vested in the Corporation by the delegation by the Tribal Council as expressed in this Article III are limited as follows. The rights and responsibilities do not include the right to:

- A. Take any action not listed above that affects the substantive rights of the Corporation's shareholders in any way;
- B. Appoint the members of the Board of Directors;
- C. Encumber or pledge the assets of the general government, including its various enterprises, except Island Enterprises, Inc. and its subsidiaries;
- D. Restate the Articles of Incorporation;
- E. Take any act that would effect a merger of the Corporation;
- F. Take any act that would effect a share exchange;
- G. Take any act that would effect a dissolution of the Corporation; or
- H. Waive the sovereign immunity of the Squaxin Island Tribe or the Corporation, except as provided under Section 3.3.

ARTICLE IV SHARES

The Corporation shall be wholly owned by the Tribe and all shares shall be exercised on behalf of the Tribe by the Tribal Council.

ARTICLE V REGISTERED OFFICE AND REGISTERED AGENT

5.1. *Principal Place of Business.* The Corporation shall be a resident of and maintain its corporate headquarters on the Squaxin Island Reservation in Kamilche, Washington, but may conduct its business activities any place in or outside of the United States. The Corporation may have such other offices, either within or without the Squaxin Island Reservation as the business of the Corporation may require from time to time.

5.2. Mailing Address and Registered Agent. The mailing address of the Corporation's registered office is 3711 SE Old Olympic Hwy, Kamilche, WA 98584, and the name of the registered agent at this address is the Squaxin Island Legal Department.

ARTICLE VI OPERATIONAL REQUIREMENTS

6.1. Fiscal Year. The Corporation shall have a fiscal year which shall run from October 1 until September 30, except as may otherwise be determined by the Board of Directors.

6.2. Business Plan. Not less than 30 days prior to the beginning of each fiscal year, the Corporation shall prepare a business plan and financial forecast for such fiscal year and present it to the Squaxin Island Tribal Council for review and approval. If the plan is not approved prior to the beginning of the fiscal year, the Corporation shall continue to operate under the plan for the previous fiscal year until a plan for the current fiscal year is approved.

6.3. Annual Report. Not less than 180 days following the end of each fiscal year, the Corporation shall prepare and deliver to the Squaxin Island Tribal Council an annual report and an audited financial statement, including a balance sheet and a statement of income and expenses, including comparative figures from the preceding fiscal year.

ARTICLE VII BOARD OF DIRECTORS

7.1. Duties and Powers; Bylaws. The business and activities of the Corporation shall be managed by the Board of Directors. The Board of Directors is hereby vested with all powers necessary to carry out the purposes of the Corporation and shall have control and management of the business and activities of the Corporation. The directors shall in all cases act as a Board. The directors may adopt such bylaws for the conduct of their meetings and the management of the Corporation as they may deem proper, not inconsistent with the Squaxin Island Tribe Corporation Code and other tribal laws, or these Articles of Incorporation.

7.2. Selection and Number. The Board of Directors shall consist of seven members, selected by the Squaxin Island Tribal Council, as follows:

- A. The Board shall have seven voting directors appointed by Tribal Council, each of whom shall have demonstrated business experience, financial expertise, and leadership experience. Board members will be selected through an application process in accordance with written standards adopted by Tribal Council.
- B. At least five of the seven voting directors must be enrolled members of the Squaxin Island

Tribe. At no time shall any voting Director be a member of Tribal Council. A current Director elected to Tribal Council shall be deemed to have resigned from his or her position as Director effective upon commencement of duties as a Council member.

The Tribal Council may, from time to time, in its discretion, appoint one member of Tribal Council to serve as a non-voting, ex officio member of the Board of Directors. An ex officio representative shall serve in such capacity until his or her term of office as a Tribal Council member ends, Tribal Council appoints another ex officio representative, or Tribal Council determines such position is unnecessary.

7.3. Board Members. The following persons are identified as the members of the Board of Directors, for the initial term shown, effective on the issuance of a certificate of amendment for these amended Articles of Incorporation:

Marvin Campbell	3/1/2022
Michael Peters	3/1/2022
Julie Owens	3/1/2023
Diane Deyette	3/1/2023
Whitney Jones	3/1/2023
Aleta Poste	3/1/2024
Tim Sheldon	3/1/2024
Andrew Whitener	(Ex-Officio Council Representative)

7.4. Terms of Office. Each Director appointed by Council after the adoption of these Articles shall serve for a term of three years, measured from the scheduled date of expiration of the prior Director's term. Each voting Director shall continue to serve until his or her successor is duly appointed by Tribal Council or until he or she resigns.

7.5. Resignation. Any director may resign from office at any time, such resignation to be made in writing and to take effect immediately without acceptance.

7.6 Removal. A Board of Directors member may be removed by a two-thirds vote of the Tribal Council at any time for cause, after a hearing and opportunity to be heard. "Cause" shall be limited to gross incompetence, persistent absenteeism, conflict of interest, serious impropriety of conduct in the performance of the Director's duties, ineligibility for Board of Directors membership, or any action that puts at risk the Corporation's permits or licenses. Any Board of Directors member removed for cause may appeal the removal to the Squaxin Island Tribal Employment Court.

7.7 Vacancies. Any vacancy occurring in the Board of Directors may be filled by the same means as the appointment of initial representatives. A Board member appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

7.8 Compensation. Directors shall be paid their actual and reasonable expenses, if any, of attendance at each meeting of the Board of Directors, and such reasonable compensation as may be approved by resolution of the Tribal Council. However no Director shall be employed by the Corporation except for those duties that may be assigned in accordance with these Articles, and no Director may accept any gift or additional consideration for or in connection with their duties as Director. The Board shall adopt a conflict of interest and ethics policy to be approved by Tribal Council.

**ARTICLE VIII
NAME AND ADDRESS OF INCORPORATOR**

The name and address of the incorporator of the Corporation is: David Lopeman, Squaxin Island Tribal Center, 10 SE Squaxin Lane, Shelton, WA 98584.

These amended Articles of Incorporation are adopted this 28th day of January, 2021.

Kristopher K. Peters
Kristopher K. Peters (Jan 28, 2021 15:32 PST)

Chairman Kristopher Peters