

SQUAXIN ISLAND TRIBE

RESOLUTION NO. 03- 26 OF THE SQUAXIN ISLAND TRIBAL COUNCIL

WHEREAS, the Squaxin Island Tribal Council is the Governing Body of the Squaxin Island Indian Tribe, its members, its lands, its enterprises and its agencies by authority of the Constitution and By-Laws 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, the Tribe is a federally recognized Indian Tribe possessing reserved powers, including the powers of self-government; and

WHEREAS, under the Constitution, By-Laws 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 with protecting and managing the lands and treaty resources and rights of the Tribe; and

WHEREAS, the Squaxin Island Tribe 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

NOW THEREFORE BE IT RESOLVED, that the Squaxin Island Tribal Council authorizes the incorporation of Island Enterprises, Inc. under the laws of the Squaxin Island Tribe; and

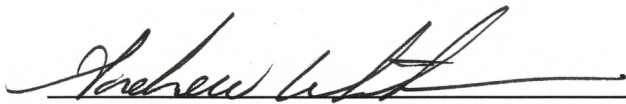
NOW THEREFORE BE IT FINALLY RESOLVED, that the Squaxin Island Tribal Council adopts the Articles of Incorporation of Island Enterprises, Inc. as attached hereto.

CERTIFICATION

The Squaxin Island Tribal Council does hereby certify that the foregoing Resolution was adopted at a meeting of the Squaxin Island Tribal council, held on this 30th day of March, 2003, at which a quorum was present and was passed by a vote of 6 for, 0 against, with 0 abstentions.

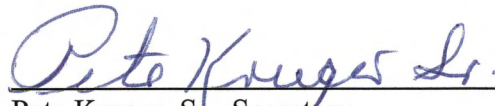


David Lopeman, Chairman



Andrew Whitener, Vice Chairman

Attested by:



Pete Kruger, Sr., Secretary

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**Island Enterprises, Inc.
Articles of Incorporation**

March 16, 2003

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

March 17, 2003

The Squaxin Island Tribe of Kamilche Washington ("the Tribe"), a federally recognized Indian Tribe organized pursuant to the Medicine Creek Treaty hereby authorizes these Articles of Incorporation to be filed under the Squaxin Island Tribal Business Corporation Code, for the purpose of creating the tribal corporation described herein.

The corporation described herein is to be 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**

Section 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.

Section 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.

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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 board of directors of the Corporation, and

(b) any recovery against the Corporation shall be limited to the assets of the Corporation or one or more of its subsidiaries.

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 under the Squaxin Island Tribe Arbitration Code.

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;

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- 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 regarding its enterprises and Tribal enterprises 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, its enterprises and the Tribal enterprises;
- 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, its enterprises, and the Tribal enterprises 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 initial members of the Board of Directors;

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- C. Incumber 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. Take any act that would affect the accounting standards made applicable to the Corporation by its Articles.

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 INITIAL REGISTERED OFFICE AND INITIAL 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 initial registered office is 70 SE Squaxin Lane, and the name of the initial registered agent at this address is David Lopeman, Tribal Chairman.

ARTICLE VI OPERATIONAL REQUIREMENTS

6.1. Fiscal Year. The Corporation shall have a fiscal year, which shall be determined by the board of directors during the first twelve months of operation of the Corporation. Such fiscal year shall end on the last day of any one calendar month, and shall begin the first day of the next succeeding calendar month.

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6.2. Business Plan. Not less than 30 days prior to the beginning of each fiscal year, the Corporation shall prepare a business plan 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 60 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, Number and Tenure. The board of directors shall consist of five members, selected by the Squaxin Island Tribal Council, as follows:

- a. two members shall be current members of the Squaxin Island Tribal Council;
- b. one member shall be a member of the Tribe, not a member of the Squaxin Island Tribal Council; and
- c. two members shall be persons experienced in business and need not be members of the Tribe.
- d. The Board shall select from its number one member to serve as President of the Board of Directors.
- e. The Tribal Council Chairman, acting as the shareholder's representative, shall serve as a non-voting member of the Board.

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The President of the Board shall serve an initial term of three years. Upon the selection of the initial directors, the Squaxin Island Tribal Council shall choose, by lot, from all directors other than the President, one director who will serve an initial term of one year, two directors who will serve an initial term of two years and one director who will serve an initial term of three years. Thereafter, the term of each director shall be for three years; provided, that a vacancy shall immediately be created when the term of any director who is selected under clause (a) as a member of the Squaxin Island Tribal Council expires. Subject to the proviso of the preceding sentence, each director shall hold office until the expiration of the term to which he was elected and until his successor has been selected and qualified. Vacancies on the board of directors shall be filled by the Squaxin Island Tribal Council.

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

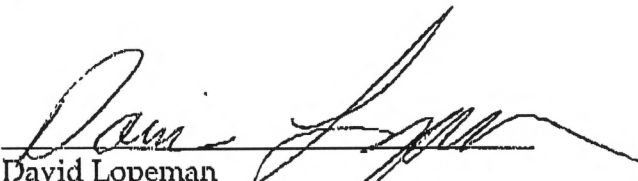
7.4 *Initial Board Members.* The following individuals will serve as the original Board Members:

President, 3 year term:	Bob Whitener, Jr.
Tribal Council representative, 2 year term:	Andy Whitener
Person Experienced in Business, 1 year term:	Jay Johnson, Bank of America

ARTICLE VIII NAME AND ADDRESS OF INCORPORATOR

The name and address of the Incorporator of this corporation is: David Lopeman, Squaxin Island Tribal Office, 70 SE Squaxin Lane, Shelton WA 98584.

DATED this 16th day of March, 2003.



David Lopeman
Signature authority granted under
Resolution No. 03- 26 of the Squaxin Island
Tribal Council