1	LITTLE TRAVERSE BAY BANDS OF ODAWA INDIANS		
2	ODAWA ECONOMIC AFFAIRS HOLDING CORPORATE CHARTER		
3			
4			
5	This Corporation is hereby organized, incorporated and granted its corporate powers,		
6	privileges and immunities under the laws of the Little Traverse Bay Bands of Odawa Indians as a		
7	Tribally chartered corporation for the purposes set forth in Article III of this charter. The Little		
8	Traverse Bay Bands of Odawa Tribal Council grants this corporate charter pursuant to its		
9	inherent sovereign authority and pursuant to Part Two of Comprehensive Business Codes of the		
10	Little Traverse Bay Bands of Odawa Indians, WOTC 12.114, et seq. This Charter creates a		
11	Tribal Corporation as defined at WOTC 12.115(B) as a corporation wholly owned by the Little		
12	Traverse Bay Bands of Odawa Indians for the benefit of the Tribe and its members, and its		
13	ownership is inalienable.		
14			
15	ARTICLE I: NAME		
16			
17	The name of this Tribal Corporation is Odawa Economic Affairs Holding, Inc. The		
18	Corporation shall have its principal place of business at the 7500 Odawa Circle, Harbor Springs,		
19	Michigan 49740 or at such other location within the Tribe's territories that the Board of		
20	Directors of the Corporation shall determine.		
21			
22	ARTICLE II: OWNERSHIP		
23			
24	The Corporation shall be 100% owned and controlled by the Little Traverse Bay Bands		
25	of Odawa Indians, (Tribe).		
26			
27	ARTICLE III: PURPOSE		
28			
29	The purpose of the corporation is to act as a general-purpose holding company that establishes		
30	uniformity and economic opportunities amongst the designated Tribally Chartered Corporations		
31	and LLCs by providing auditing services, reporting requirements, meeting policy and procedures		
32	negotiating fire and utility services, insurance coverages, and other administrative services, i		
33	accordance with WOS 2018-015.		
	ODAWA ECONOMIC AFFAIRS HOLDING Corporate Charter-re-posted 08/01/18 sponsored by Legislative Leader Fred		
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1			
2			
3		ARTICLE IV:	DEFINITIONS
4			
5	For pu	urposes of this Charter the following	ing terms shall have the meanings respectively
6	specified:		
7			
8	a.	"Board of Directors" shall mea	in the Board of Directors of the Corporation
9	create	d by this Charter.	
10			
11	b.	"Corporation" shall mean the	Odawa Economic Affairs Holding, Inc., created
12	by this	s Charter.	
13			
14	d.	"Felony" shall mean only those	e offenses set forth under Tribal Statute or the
15	United	d States Indian Major Crime <mark>s Act</mark>	(18 U.S.C. § 1153).
16			
17	e.	"Territorial Jurisdiction of the	e Little Traverse Bay Bands of Odawa Indians'
18			v 103-324, 25 USC Section 1300k-2(b)(2)(A) as the
19			Little Traverse Bay Bands as set out in Article I,
20			Treaty of 1855, 11 Stat.621." Little Traverse Bay
21 22 23	Danus	s Constitution, Article V(A)(1)(a).	
23	f.	"Tribe" or "LTBB" means the l	Little Traverse Bay Bands of Odawa Indians.
24 25			
25	g.	"Tribal Constitution" means t	he Little Traverse Bay Bands of Odawa Indians
26	Const	<mark>itutio</mark> n as adopt <mark>ed</mark> by its members	ship on February 1, 2005.
27	_		
28	h.		eted body of nine Tribal members of Little
29			with duties found in the Tribal Constitution
30	Articl	e VII. "Tribal Council".	
31			
32		ARTICLE V:	RELATION TO TRIBE
33			

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1	The Corporation shall constitute a governmental instrumentality of the Tribe, having		
2	autonomous existence separate and distinct from the Tribe.		
3			
4	a. For purposes of civil jurisdiction, regulatory jurisdiction and taxation, the		
5	Corporation shall be deemed a subordinate arm of the Tribe and shall be entitled		
6	to all of the privileges and immunities of the Tribe.		
7			
8	b. The Corporation shall have no power to exercise any regulatory or legislative		
9	power; the Tribe reserves from the Corporation all regulatory, legislative and other		
10	governmental power.		
11	A DETVOLVE AND A CONTEST		
12	ARTICLE VI: ASSETS		
13			
14	The Corporation shall have only those assets of the Tribe formally assigned or leased to		
15	it by the Tribal Council, together with whatever assets it acquires by other means as provided in		
16	this Charter. No activity of the Corporation, or any indebtedness incurred by it shall encumber,		
17	implicate or in any way involve assets of the Tribe or another Tribal Entity not assigned or		
18	leased in writing to the Corporation.		
19 20			
21	ARTICLE VII: BOARD OF DIRECTORS		
22	ARTICLE VII. BOARD OF DIRECTORS		
23	The management of the affairs of the corporation shall be vested in a Board of Directors, except		
24	as otherwise provided in this Charter or in the bylaws of the corporation.		
25	as otherwise provided in this charter of in the oylaws of the corporation.		
26	ARTICLE VIII: BOARD OF DIRECTORS		
27	ANTICLE (III DOMESTORS		
	The management of the offices of the componetion shall be vested in a Doord of		
28	a. The management of the affairs of the corporation shall be vested in a Board of		
29	Directors, except as otherwise provided in this Charter or in the bylaws of the		
30	corporation. The Board shall consist of at least three (3) to five (5) members with at least		
31	three (3) members being LTBB Tribal Citizens, and who meet the eligibility requirements		
32	set out in subsection c. of this section and shall be approved by Tribal Council for a set		
33	term, with the intent to have staggered terms:		
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1			
2		(Name)	(Term)
3			
4		1. Greg Karlis	10/03/18 - 09/27/21
5			
6		2	(XX/XX/XX)
7			
8		3	(XX/XX/XX)
9			
10	_		
11	b.	Compensation	
12		4 701 1 1	
13			members may be compensated a reasonable amount as
14 15		approved by 11168	al Council, provided availability of funds.
15 16		2. Board mer	nbers shall adhere to the approved travel policies for
17		reimbursement of	
18		remioursement of	traver expenses.
		To some on the D	and a name of most most all of the following suitaria.
19	с.	To serve on the Bo	pard a person must meet all of the following criteria:
20		1	wether the state of the survey of a second
21		1. A person r	nust be at least eighteen years of age;
22 23		2. No person	con serve on the Board within seven (7) years of completion of
			can serve on the Board within seven (7) years of completion of
24 25			pation upon being convicted of a felony in tribal, state or federal
25 26		court, unless such	conviction has been vacated or overturned.
20 27		3. To be cons	sidered, a person shall meet the following criteria:
28		3. To be cons	sidered, a person shan meet the following criteria.
28 29		i Mi	ast have experience and knowledge in one of the following skills
30			
31		seis. busiii	ess, accounting or administration.
32		ii. Pre	ferably a bachelors degree.
) <i>L</i>		n. Fie	defaulty a vacificious degree.
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1	b	To lease real property and improvements from the Little Traverse Bay Bands of		
2		dawa Indians.		
3				
4	c	To make contracts or agreements, incur liabilities and borrow money from any		
5	S	ource, upon such terms and rates and interests as the Board of Directors may determine;		
6		o issue notes, bonds and other obligations and secure any of its obligations by		
7		pecifically mortgaging, pledging or assigning its corporate property or income as		
8	-	ollateral for its corporate debts or liabilities, as approved by Tribal Council.		
9				
10	d	To lend or invest money for its corporate purposes.		
11				
12	e	To conduct its affairs, carry on its operations, and exercise the powers granted		
13	u	nder this Corporate Charter in any state, territory, district, or possession of the United		
14	S	tates or in any foreign country.		
15				
16	f.	To elect or appoint officers and agents of the corporation and define their duties		
17	a	nd fix their compensation		
18				
19	g	To sue and be sued but only in accordance with Article X of this Charter.		
20				
21	h	To have and exercise all powers incidental, necessary or convenient to the		
22	C	onduct of corporate business, not inconsistent with applicable law, and to engage in any		
23	aı	nd all activities which will directly or indirectly carry out the purposes as set forth in		
24	A	rticle III.		
25				
26		ARTICLE X: SOVEREIGN IMMUNITY		
27				
28	a	The Corporation is a distinct legal entity from the Little Traverse Bay Bands of		
29	C	Odawa Indians with its own assets. While the Tribe is the sole owner, the Corporation's		
30	C	corporate activities, transactions, obligations, liabilities and property are not those of the		
31	T	Tribe. Nothing in this charter waives or permits the corporation to waive the Tribe's		
32	S	overeign immunity from suit.		
33				
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1 b. The Corporation may effectuate limited waivers of its sovereign immunity for 2 conducting day-to-day business if the waivers are made in accordance with either of the 3 following methods: 4 5 1. Tribal Council may expressly authorize a limited waiver of sovereign 6 immunity on a case-by-case basis through a specific resolution. 7 8 2. The Corporation may waive its sovereign immunity pursuant to 9 transactions or agreements that the Tribal Corporation may execute in the course 10 of its ordinary business affairs. 11 Any waivers of sovereign immunity made pursuant to (1) or (2) above 12 3. 13 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 14 15 disfavored and shall be granted only when necessary to secure a substantial 16 advantage or benefit to the Tribal Corporation. Waivers of sovereign immunity 17 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. 18 19 Neither the power to sue and be sued provided in this Charter, nor any express 20 waiver of sovereign immunity by resolution of the Corporation's Board of 21 Directors or the Tribal Council shall be deemed a consent to the levy of any 22 judgment, lien or attachment upon any property of the Tribal corporation other 23 than property specifically pledged or assigned, or any property of the Tribe, or a 24 consent to suit with respect to any land within the exterior boundaries of the 25 Reservation or consent to the alienation, attachment or encumbrance of any such 26 land. 27 28 c. Sovereign Immunity of the Tribe. All inherent sovereign rights of the Tribe as a 29 federally recognized Indian tribe with respect to the existence of the Tribal Corporation 30 are hereby expressly reserved, including sovereign immunity from suit in any state, 31 federal or tribal court. Nothing in this Charter shall be deemed or construed to be a 32 waiver of sovereign immunity from suit of the Tribe or to be a consent of the Tribe to the 33 jurisdiction of the United States or of any state with regard to the business affairs of the ODAWA ECONOMIC AFFAIRS HOLDING Corporate Charter-re-posted 08/01/18 sponsored by Legislative Leader Fred

1	Tribal corporation or the Tribe or any cause of action, case or controversy.
2	
3	ARTICLE XI: MANAGEMENT OF CORPORATION
4	
5	The Board of Directors is empowered and directed to adopt bylaws consistent with this
6	Charter and all applicable law to set out management of the Corporation and regulation of its
7	affairs.
8	
9	ARTICLE XII: INSULATION FROM SHIFTS IN TRIBAL POLITICS
10	
11	a. Board members can only be involuntarily removed during their term for one or
12	more of the following reasons:
13	
14	1. The Board member(s) intentionally or negligently took action or inaction
15	to harm the interests of the Corporation or Tribe;
16	
17	2. The Board member(s) is convicted on any crime that could harm the
18	credibility or function of the Corporation;
19	
20	3. The Board member(s) is convicted of a felony;
21	
22	4. The Board member(s) failed to act in good faith, or with the care that an
23	ordinarily prudent person in a like position would exercise under similar
24	circumstances, or in a manner he or she reasonably believes to be in the best
25	interests of the Corporation.
26	
27	5. The Board member(s) fail to meet the financial performance measures of
28	show any substantial action toward achieving such measures.
29	
30	b. Removal of a Board member(s) for one or more of the reasons set out in
31	subsection (a) above can only be accomplished by either an affirmative vote of three-
32	fourths (¾) or more of the Board or by majority vote of Tribal Council.
33	
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1	c. Member(s) of the Board of Directors appointed under Article III serve 3-year		
2	terms and there shall be no limitation on the amount of terms that may be served.		
3	· · · · · · · · · · · · · · · · · · ·		
4	ARTICLE XIII: ATTORNEYS		
5			
6	The Corporation may utilize the services of Tribal attorney(s) with prior approval by		
7	Tribal Council. The Corporation with Board approval may hire the services of outside attorneys		
8	as necessary, with Tribal Council approval.		
9			
10	ARTICLE XIV: DURATION and DISSOLUTION		
11			
12	The Corporation shall continue in perpetuity unless and until dissolved by a majority vote		
13	of Tribal Council members eligible to vote. No such action shall take effect before the expiration		
14	of 30 days from the date of Tribal Council approval to dissolve. Upon dissolution of this Tribal		
15	corporation, its assets shall be distributed at the direction of the Tribal Council, or its designee,		
16	as follows:		
17			
18	a. Any property held upon an express condition requiring its return, transfer or other		
19	disposition shall be distributed accordingly;		
20			
21	b. Any property or assets required to be distributed or transferred in any manner		
22	according to federal law shall be distributed or transferred accordingly;		
23			
24	c. Claims of creditors of the Tribal corporation approved by the Tribal Council shall		
25	be paid accordingly from the assets or funds of the corporation; and		
26			
27	d. Remaining assets shall be transferred to another Tribal corporation, to the Tribe,		
28	or distributed or transferred as the Tribal Council directs.		
29			
30	ARTICLE XV: REGISTERED AGENT		
31			
32	The Registered Agent of the Corporation is:		
33			
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1	Name: Executive Director		
2	Address: Odawa Economic Affairs Holding, Inc.		
3	Address. Odawa Leonomic Arians Holding, me.		
4	Provided, the Board of Directors may change the Registered Agent by taking official		
5	action and notifying Tribal Council and the Department of Commerce of the change.		
6	action and notifying Triour equation and the Department of commission of the change.		
7	ARTICLE XVI: DISTRIBUTIONS TO TRIBAL GOVERNMENT		
8			
9	The Board of Directors shall distribute annually fair and reasonable profits to the Tribal		
10	government beyond the amount required to maintain adequate funds in the Corporation for debt		
11	service, and maintenance and growth of business operations. The Corporation shall have no		
12	power to issue any shares of stocks to declare and pay any dividends.		
13			
14	ARTICLE XVII: REPORTING AND AUDIT REQUIREMENTS		
15			
16	The Corporation shall provide quarterly reports to Tribal Council setting out the		
17	Corporation's assets, liabilities, equity, revenue and expenses in reasonable detail, and general		
18	Corporate activities along with Profit and loss statement of all designated tribally chartered		
19	corporations, non-gaming enterprises, joint ventures and investments.		
20	corporations, non gaming enterprises, joint ventures and investments.		
21	The Corporation shall obtain an annual financial audit by an independent public		
22	accountant, the results of which will be provided to Tribal council within 120 days of the end of		
23	its fiscal year.		
24			
25	The Corporation shall keep correct and complete books and records of account and shall		
26	keep minutes of it meetings. All books and records of the corporation, except for sensitive		
27	proprietary information, may be inspected by any LTBB citizen at the location where the records		
28	are normally kept at any reasonable time.		
29			
30			
31			
32			
33			
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1 2			Certificate of Adoption
3	As Trib	al Secretary and Le	egislative Leader, we certify that this Charter was formally
4			the Little Traverse Bay Bands of Odawa Indians by adoption of
5		on	
6			
7	Date:		
8			
9	Date:		
10			

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