

**LITTLE TRAVERSE BAY BANDS OF ODAWA INDIANS
ODAWA ECONOMIC AFFAIRS HOLDING, INC. CORPORATE CHARTER
AMENDMENT**

Odawa Economic Affairs Holding, Inc. (“Corporation”) is hereby organized, incorporated and granted its corporate powers, privileges and immunities as a Tribal corporation under the laws of the Little Traverse Bay Bands of Odawa Indians (“LTBB” or “Tribe”).

ARTICLE I: NAME, PRINCIPAL OFFICE & REGISTERED AGENT

Name: Odawa Economic Affairs Holding, Inc.

Principal Office: 406 East Lake Street, Unit 5
Petoskey, MI 49770

Registered Agent: Su Lantz
7500 Odawa Circle
Harbor Springs, Michigan 49740

ARTICLE II: OWNERSHIP & SHARES

The Corporation is one hundred percent (100%) owned and controlled by LTBB. No corporate shares will be issued; thus, no shareholder notice is given under WOTCL 12.128(A)(11).

ARTICLE III: PURPOSE

The purpose of the Corporation is the transaction of any and all lawful business under the LTBB Corporations Code, WOTCL 12.1, in furtherance of any and all activities authorized by the Odawa Economic Affairs Holding Corporation Statute, WOTCL 7.15.

ARTICLE IV: RELATION TO TRIBE

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

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

The Corporation has no power to exercise any regulatory or legislative power; the Tribe
ODAWA ECONOMIC AFFAIRS HOLDING Corporate Charter-approved by Tribal Council on July 17, 2023

Secretary Marcella Reyes _____

reserves from the Corporation all regulatory, legislative and other governmental power.

ARTICLE V: ASSETS

WOTCL 12.119 governs the Corporation's ownership and management of assets.

ARTICLE VI: CORPORATE MANAGEMENT

As permitted by WOTCL 12.145, the Corporation has no board of directors. Tribal Council manages the affairs of the Corporation on behalf of the Tribe and its members, and may adopt bylaws, designate a director or hire staff in order to assist with management.

ARTICLE VII: CORPORATE POWERS

The Corporation has all powers recognized by WOTCL 12.126.

ARTICLE VIII: SOVEREIGN IMMUNITY

The sovereign immunity and waiver provisions in WOTCL 12.118 apply to the Corporation subject to the following exception: The Corporation may only provide a limited waiver of its own sovereign immunity if Tribal Council issues a specific resolution providing such authorization.

ARTICLE IX: ATTORNEYS

The Corporation may utilize the services of Tribal attorneys and, if necessary, retain the services of outside counsel.

ARTICLE X: DURATION AND DISSOLUTION

The Corporation will continue in perpetuity unless and until dissolved by a majority vote of Tribal Council members eligible to vote or dissolved by court order. Elective dissolution shall not take effect before the expiration of thirty (30) days from the date of Tribal Council's approval to dissolve.

Corporate dissolution will be governed by WOTCL 12.178 through 12.183.

The disposition of assets upon dissolution will be governed by WOTCL 12.121.

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ARTICLE XI: DISTRIBUTIONS

The Corporation will make annual distributions to the Tribe when funds are available beyond the amount required to maintain adequate funds in the Corporation for debt service and maintenance and growth of business operations.

ARTICLE XII: REPORTING & AUDIT REQUIREMENTS

The Corporation will comply with the reporting and audit requirements set forth in WOTCL 7.1506, WOTCL 7.18 and all other applicable laws.

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 adoption of Statute #2018-015 on August 15, 2018 and last updated by a Tribal Council phone poll on July 18, 2023.

Date: _____

Emily Proctor, Legislative Leader

Date: _____

Marcella Reyes, Secretary