

Michigan Department of Consumer and Industry Services

Filing Endorsement

This is to Certify that the ARTICLES OF INCORPORATION - NONPROFIT

for

THE POKAGON FUND, INC.

ID NUMBER: 777691

received by facsimile transmission on April 30, 2002 is hereby endorsed

Filed on May 1, 2002 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 1st day of May, 2002.

Andrew L. Mitchell

, Director

Bureau of Commercial Services

NONPROFIT ARTICLES OF INCORPORATION

OF

The Pokagon Fund, Inc.

Pursuant to the provisions of Act No. 162, Public Acts of 1982 (Nonprofit Corporation Act, MCL 450.2101 et seq.), the undersigned incorporator executes the following Articles of Incorporation, as follows:

ARTICLE I

The name of the corporation is The Pokagon Fund, Inc.

ARTICLE II

The purposes for which the corporation is organized are exclusively to receive and administer Pokagon Fund Contributions, as defined in a certain Local Agreement among the Pokagon Band of Potawatomi Indians, the City of New Buffalo and the Township of New Buffalo dated as of February 15, 2000 (the "Local Agreement"), and other fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the income therefrom and the principal thereof in accordance with the Local Agreement, but in any event for charitable, scientific, literary, or educational purposes, or to foster amateur sports competition, either directly or by contributions (a) to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and its accompanying regulations, or (b) to organizations to which deductible contributions can be made under section 170 of the Code, and its accompanying regulations, or corresponding provisions of any subsequent federal tax laws, or (c) the making of distributions to organizations that benefit the New Buffalo region as defined in the Local Agreement and surrounding areas by promoting community education, lessening the burdens of government, promoting conservation and environmental protection, combating community deterioration, promoting community beautification and preservation, and the erection or maintenance of public buildings, monuments or works or other charitable activities as the Board deems appropriate.

ARTICLE III

3.1 No part of the net earnings of the corporation shall inure to the benefit of any director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation for one or more

of its purposes), and no director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including by publishing or distributing statements), any political campaign on behalf of or in opposition to any candidate for public office.

3.2 Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws.

3.3 In the event of dissolution, the residual assets of the corporation will be turned over to those entities then receiving funds pursuant to paragraph 24 B iii for those communities and entities that are then eligible recipients in whatever proportion that they were receiving funds at the time of dissolution, except no assets shall be turned over to the Pokagon Band.

ARTICLE IV

The provisions contained in paragraphs 4.1 through 4.5, inclusive, shall apply if, and only if, the corporation is determined to be a private foundation within the meaning of the federal tax laws.

4.1 The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

4.2 The corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by section 4942 of the Code, or corresponding provisions of any subsequent federal tax laws.

4.3 The corporation shall not make any investments in such manner as to subject it to tax under section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws.

4.4 The corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code or corresponding provisions of any subsequent federal tax laws.

4.5 The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE V

5.1 The corporation is organized upon a nonstock basis.

5.2 The amount of assets which the corporation possesses is:

Real Property: None

Personal Property: None

5.3 The corporation is to be financed by the Pokagon Fund Contributions, as defined in the Local Agreement, and by the contributions to it of funds and other properties for its purposes as herein stated and for no other purposes, and by earnings received on such funds.

5.4 The corporation is organized on a directorship basis.

ARTICLE VI

No person who is a director of the corporation shall be personally liable to the corporation for monetary damages for a breach of his or her fiduciary duty as a director. However, this Article shall not eliminate or limit the liability of a director for any breach of duty, act or omission for which the elimination or limitation of liability is not permitted by the Michigan Nonprofit Corporation Act, as amended from time to time. No amendment, alteration, repeal or modification of this Article or adoption of any other provisions in these Articles of Incorporation inconsistent with this Article shall have any effect to increase the liability of any director of the corporation with respect to any act or omission of such director occurring prior to such amendment, alteration, repeal, modification or adoption. As used in this article, the term "director" means "volunteer director" and/or "volunteer officer" as defined in Sections 110 and 209 of the Michigan Nonprofit Corporation Act.

ARTICLE VII

The corporation assumes all liability to any person other than the corporation for all acts or omissions of a director occurring on or after the date of filing the Articles of Incorporation of the corporation other than liability for excise taxes imposed under Chapter 42 of the Code and liability resulting from claims arising under the state law for mismanagement of the corporation's assets. No claim for monetary damages for a breach

of a director's duty to any such person shall be brought or maintained against a director. No amendment, alteration, repeal or modification of this Article or adoption of any other provisions in these Articles of Incorporation inconsistent with this Article shall have any effect to increase the liability of any director of the corporation with respect to any act or omission of such director occurring prior to such amendment, alteration, repeal, modification or adoption. As used in this Article, the term "director" means "volunteer director" as defined in Sections 110 and 209 of the Michigan Nonprofit Corporation Act.

ARTICLE VIII

Directors and officers of the corporation shall be indemnified as of right to the fullest extent now or hereafter permitted by law in connection with any actual or threatened civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the name of the corporation, a subsidiary or otherwise) in which a director or officer is a witness or employee, agent or fiduciary of the corporation or of any corporation, partnership, joint venture, trust, employee benefit plan or other enterprise which the director or officer was serving at the request of the corporation. Persons who are not directors or officers of the corporation may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of Directors of the corporation.

The corporation may purchase and maintain insurance to protect itself and any such director, officer, or other person against any liability asserted against him or her and incurred by him or her in respect of such service whether or not the corporation would have the power to indemnify him or her against such liability by law or under the provisions of this Article.

The provisions of this Article shall be applicable to actions, suits or proceedings, whether arising from acts or omissions, and to directors, officers and other persons who have ceased to render such service, and shall inure to the benefit of the heirs, personal representatives, executors and administrators of the directors, officers and other persons referred to in this Article.

The right of indemnity provided pursuant to this Article shall not be exclusive, and the corporation may provide indemnification to any person, by agreement or otherwise, on such terms and conditions as the Board of Directors may approve. Any agreement for indemnification of any director, officer or other person may provide indemnification rights which are broader or otherwise different from those set forth in, or provided pursuant to, or in accordance with, this Article not inconsistent with law. Any amendment, alteration, modification, repeal or adoption of any provision in these Articles of Incorporation inconsistent with this Article shall not adversely affect any indemnification right or protection of a director, officer or other person existing at the time of such amendment, alteration, modification, repeal or adoption.

ARTICLE IX

Any amendment of these Articles or of the Bylaws must be approved by a vote of 75% of the members of the board of directors.

ARTICLE X

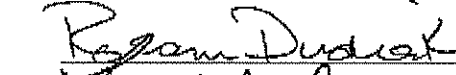
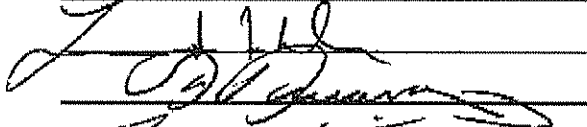
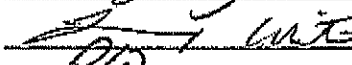
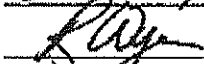
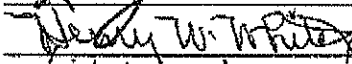


The address of the initial registered office is 121 W. Merchant St., New Buffalo, Michigan, 49117. The name of the initial resident agent is Lawrence I. Frankle.

ARTICLE XI

The name and address of the incorporators are:

<u>Name</u>	<u>Address</u>
Rose Dudiak	103 N. Barker St., New Buffalo, MI 49117
Lawrence I. Frankle	49013 McKean Dr., New Buffalo, MI 49117
Stan Showalter	8101 East Road, Three Oaks, MI 49128
Quincy White	10945 Marquette Rd., PO Box 178, New Buffalo, MI 49128
Rob Wyre	13964 Hearthiside Dr., Granger, IN 46530
Henry White	50500 Pleasant St., Dowagiac, MI 49047
Vicki Wagner	6707 West Martin Rd., Three Oaks, MI 49128-9559

The undersigned incorporators sign these Articles of Incorporation on April 30 2002.

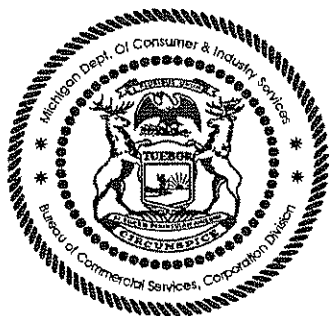
Michigan Department of Consumer and Industry Services

Filing Endorsement

***This is to Certify that the CERTIFICATE OF AMENDMENT - CORPORATION
for
THE POKAGON FUND, INC.***

ID NUMBER: 777691

***received by facsimile transmission on November 5, 2004 is hereby endorsed filed on
November 8, 2004 by the Administrator. The document is effective on the date filed,
unless a subsequent effective date within 90 days after received date is stated in the
document.***



***In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 8th day
of November, 2004.***

A handwritten signature in black ink, appearing to read "Andrew G. Mitchell".

, Director

Bureau of Commercial Services

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU

(FOR BUREAU USE ONLY)

Date Received

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name

Frankle & Associates, P.L.L.C.

Address

121 W. Merchant Street

City

New Buffalo, MI 49117

State

Zip Code

EFFECTIVE DATE:

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION
For use by Domestic Profit and Nonprofit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is: The Pokagon Fund, Inc.

2. The identification number assigned by the Bureau is:

777691

3. Article III (3.3) of the Articles of Incorporation is hereby amended to read as follows:

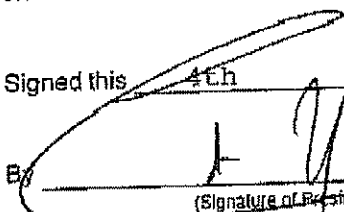
Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Code, or corresponding section of any future Federal tax code, of shall be distributed to the Federal government, or to a state or local government, for a public purpose.

6. (For a nonprofit corporation whose Articles state the corporation is organized on a directorship basis.)

The foregoing amendment to the Articles of Incorporation was duly adopted on the 4th day of November, ~~19~~ 2004 by the directors of a nonprofit corporation whose articles of incorporation state it is organized on a directorship basis (check one of the following)

- at a meeting the necessary votes were cast in favor of the amendment.
- by written consent of all directors pursuant to Section 525 of the Act.

Signed this 4th day of November, ~~19~~ 2004

By  _____
(Signature of President, Vice-President, Chairperson or Vice-Chairperson)

Lawrence J. Frankle, Chairperson
(Type or Print Name) (Type or Print Title)

**MICHIGAN DEPARTMENT OF ENERGY, LABOR & ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES**

Date Received

(FOR BUREAU USE ONLY)

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Tran Info: 1 15192020-1 08/20/09

Chk#: 1356 Amt: \$10.00

ID: 777691

FILED

AUG 24 2009

Name

The Pokagon Fund, Inc.

Address

821 E. Buffalo Street

City

New Buffalo, MI 49117

State

ZIP Code

Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office.

EFFECTIVE DATE:

Administrator
BUREAU OF COMMERCIAL SERVICES

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Profit and Nonprofit Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is: **The Pokagon Fund, Inc.**

2. The identification number assigned by the Bureau is:

777691

3. Article _____ of the Articles of Incorporation is hereby amended to read as follows:

Articles II, III (subsection 3.3), V (subsection 5.3), and IX of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE II

The purposes for which the corporation is organized are exclusively to receive and administer Pokagon Fund Contributions, as defined in a certain Local Agreement among the Pokagon Band of Potawatomi Indians, the City of New Buffalo and the Township of New Buffalo dated as of February 15, 2000 (the "Local Agreement"), subject to the restrictions and limitations hereinafter set forth, to use and apply the income therefrom and the principal thereof in accordance with the Local Agreement, but in any event for charitable, scientific, literary, or educational purposes, or to foster amateur sports competition, either directly or by contributions or distributions (a) to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and its accompanying regulations, or (b) to organizations to which deductible contributions can be made under section 170 of the Code, and its accompanying regulations, or corresponding provisions of any subsequent federal tax laws, or (c) to projects within or benefiting the New Buffalo region as defined in the Local Agreement; provided that such contributions or distributions shall focus on promoting community education, lessening the burdens of government, promoting conservation and environmental protection, combating community deterioration, promoting community beautification and preservation, charitable or educational programs benefiting seniors, children and schools, student scholarships, compulsive treatment programs, charitable local economic development projects, and the erection or maintenance of public buildings, monuments or works or other charitable activities as the Board deems appropriate; or (d) in or benefiting the communities surrounding Dowagiac, Michigan, Hartford, Michigan, and South Bend, Indiana, as prescribed by the Local Agreement; provided that such contributions or distributions shall be made by the corporation at the discretion of the Band Representatives.

ARTICLE III

3.3 Upon dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

ARTICLE V

5.3 The corporation is to be financed solely by Pokagon Fund Contributions as defined in the Local Agreement, and by earnings received on such funds; the corporation shall not solicit and shall not accept charitable donations or contributions from any other source.

ARTICLE IX

Unless otherwise specified by law, these Articles may be amended by vote of 75% of the Board of Directors at any annual or special meeting if notice of the proposed amendment is contained in the notice of the meeting, provided, however, that no provisions of these Articles of Incorporation may be amended without the affirmative vote of at least as many directors as would be required in order to take action under the specific provision being amended. These Articles of Incorporation may not be repealed, and no new Articles of Incorporation may be adopted without the approval of the Band, Township and the City.

The foregoing amendment to the Articles of Incorporation was duly adopted on the 14th day of May, 2009, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors or Trustees.

6. Nonprofit corporation only: Member, shareholder, or board approval

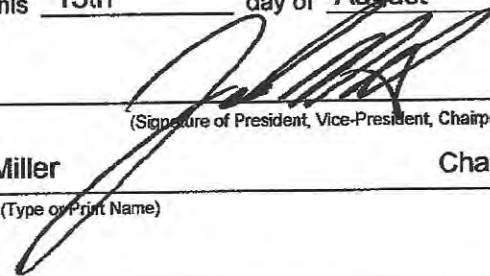
The foregoing amendment to the Articles of Incorporation was duly adopted on the 14th day of May, 2009 by the (check one of the following)

Member or shareholder approval for nonprofit corporations organized on a membership or share basis

- members or shareholders at a meeting in accordance with Section 611(2) of the Act.
- written consent of the members or shareholders having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act. Written notice to members or shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the members or shareholders is permitted only if such provision appears in the Articles of Incorporation.)
- written consent of all the members or shareholders entitled to vote in accordance with section 407(3) of the Act.

Directors (Only if the Articles state that the corporation is organized on a directorship basis)

- directors at a meeting in accordance with Section 611(2) of the Act.
- written consent of all directors pursuant to Section 525 of the Act.

Nonprofit Corporations	
Signed this <u>13th</u> day of <u>August</u> , 2009	
By 	
<small>(Signature of President, Vice-President, Chairperson or Vice-Chairperson)</small>	
<u>John Miller</u> <small>(Type or Print Name)</small>	<u>Chairperson</u> <small>(Type or Print Title)</small>