

OCTOBER 2016 CROW TRIBAL LEGISLATURE

JOINT ACTION RESOLUTION NO. JAR16-09

INTRODUCED BY DARRIN OLD COYOTE, CHAIRMAN
CROW TRIBAL EXECUTIVE BRANCH

JOINT ACTION RESOLUTION OF THE CROW TRIBAL LEGISLATURE AND
THE CROW TRIBAL EXECUTIVE BRANCH ENTITLED:

**“FINAL APPROVAL OF THE ARTICLES OF INCORPORATION
OF
APSAALOOKE, INC.”**

WHEREAS, under Article V, Section 2(a) of the Constitution, the Legislative Branch has the power and the duty to promulgate and adopt laws, resolutions, ordinances, codes, regulations and guidelines in accordance with the Constitution and federal laws for the governance of the Crow Tribe, providing for the manner of sale disposition, lease or encumbrance of Tribal assets and providing for the licensing of members and non-members for various purposes; and

WHEREAS, under Article V, Section 2(c) of the Constitution, the Legislative Branch has the power and the duty to adopt legislation chartering instrumentalities of the Crow Tribe for the purposes of economic development, housing, education or other purposes not inconsistent with the Constitution; and

WHEREAS, under Article V, Section 2(f) of the Constitution, the Legislative Branch has the power and the duty to “grant final approval or disapproval of limited waivers of sovereign immunity by the Executive Branch when waivers are necessary for business purposes provided that a process for such approval or disapproval may be established by legislation;” and

WHEREAS, the Legislature has enacted and the Chairman of the Executive Branch has approved the Apsaalooke Corporation Code, including the Apsaalooke Tribally-Owned Corporations Act, in order to promote economic development for the Crow Tribe and its members, and to obtain the highest value possible for the Tribe’s land and natural resources, which authorizes the formation of Tribally-owned corporations, under Tribal law, for managing the Tribe’s business activities separate from the affairs of Tribal Government, with the ability to enter into legally-binding contracts and commercial relationships without the need for Tribal Government action; and

WHEREAS, opportunities exist for the Crow Tribe to operate for-profit business enterprises to bring economic development to the Crow Reservation, provide employment opportunities for Tribal members and to assist in the realization of the greatest economic returns to the Tribe for its lands and resources; and

WHEREAS, in order to obtain the highest value for the Tribe's land and natural resources, it is necessary and desirable that the Tribe form and operate a corporation for conducting economic development enterprises and related business activities in the best interests of the Crow Tribe;

NOW THEREFORE, BE IT RESOLVED BY THE LEGISLATURE AND THE EXECUTIVE BRANCH OF THE CROW TRIBE:

Section 1. That the Articles of Incorporation of Apsaalooke, Inc. (the "Company"), attached hereto and incorporated herein by reference, are hereby approved.

Section 2. That the Company is vested with all the powers, duties and privileges conferred on such a corporation by Title 18, Chapter 3 of the Crow Law and Order Code, and the Company is further authorized to grant limited waivers of its sovereign immunity in accordance with the Act and the Articles.

Section 3. That the Organizer is authorized to file the Company's Articles of Incorporation with the Office of the Secretary of the Executive Branch, and thereafter to organize and conduct such business as is authorized under the Act and the Articles.

Section 4. That this Resolution shall be effective immediately upon its enactment and approval by the Chairman of the Executive Branch.

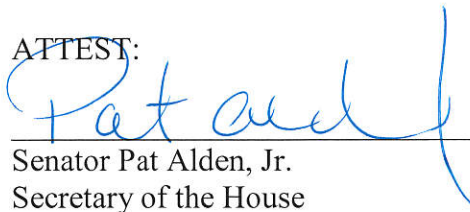
CERTIFICATION

I hereby certify that this Joint Action Resolution granting "**FINAL APPROVAL OF THE ARTICLES OF INCORPORATION OF APSAALOOKE, INC.**" was duly approved by the Crow Tribal Legislature with a vote of 13 in favor, 3 opposed, and 0 abstained and that a quorum was present on this 20th day of October, 2016.



Senator R. Knute Old Crow, Sr.
Speaker of the House
Crow Tribal Legislature

ATTEST:



Senator Pat Alden, Jr.
Secretary of the House
Crow Tribal Legislature



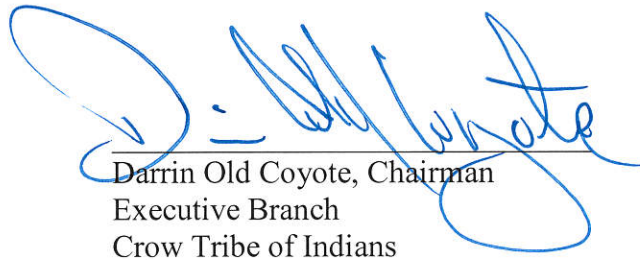
EXECUTIVE ACTION

I hereby

X approve,

_____ veto

this Joint Action Resolution granting “**FINAL APPROVAL OF THE ARTICLES OF INCORPORATION OF APSAALOOKE, INC.**” pursuant to the authority vested in the Chairman of the Crow Tribe by Article V, Section 8 and Article IV, Section 3(k) of the Constitution and Bylaws of the Crow Tribe of Indians on this 26 day of October, 2016.


Darrin Old Coyote, Chairman
Executive Branch
Crow Tribe of Indians

**JAR "A JOINT ACTION RESOLUTION ENTITLED:
FINAL APPROVAL OF THE ARTICLES OF INCORPORATION OF APSAALOOKE, INC.**

Bill or Resolution: JAR16-09 **Introduced by:** Chairman Darrin Old Coyote **Date of Vote:** 10/20/2016
Number

Representative:	Yes	No	Abstained
G. Three Irons	<u> X </u>	<u> </u>	<u> </u>
B. Rogers	<u> X </u>	<u> </u>	<u> </u>
F. White Clay	<u> X </u>	<u> </u>	<u> </u>
P. Hill	<u> </u>	<u> X </u>	<u> </u>
E. Birdinground	<u> X </u>	<u> </u>	<u> </u>
S. Real Bird	<u> </u>	<u> X </u>	<u> </u>
V. Nomee	<u> </u>	<u> </u>	<u> </u>
T. Gros Ventre	<u> X </u>	<u> </u>	<u> </u>
V. Crooked Arm	<u> X </u>	<u> </u>	<u> </u>
P. Spotted Horse, Sr.	<u> </u>	<u> </u>	<u> </u>
L. DeCrane	<u> X </u>	<u> </u>	<u> </u>
C. Goes Ahead	<u> X </u>	<u> </u>	<u> </u>
B. Hugs	<u> X </u>	<u> </u>	<u> </u>
G. Real Bird, Jr.	<u> X </u>	<u> </u>	<u> </u>
B. Good Luck	<u> </u>	<u> X </u>	<u> </u>
H. Male Bear, Jr.	<u> X </u>	<u> </u>	<u> </u>
P. Alden, Jr.	<u> X </u>	<u> </u>	<u> </u>
Secretary of the House	<u> </u>	<u> </u>	<u> </u>
R. Old Crow, Sr.	<u> X </u>	<u> </u>	<u> </u>
Speaker of the House	<u> </u>	<u> </u>	<u> </u>
Totals:	<u> 13 </u>	<u> 3 </u>	<u> 0 </u>


Result of Vote:

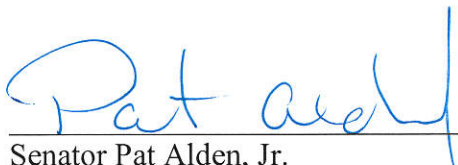
Passed

Not Passed

Tabled

Veto-Override

 10-20-16
 Senator R. Knute Old Crow, Sr. Date
 Speaker of the House

 10-26-16
 Senator Pat Alden, Jr. Date
 Secretary of the House

**ARTICLES OF INCORPORATION
OF
APSAALOOKE, INC.**

The Crow Tribe of Indians, a federally-recognized Indian Tribe, pursuant to its inherent sovereign powers, its Constitution and Bylaws, and the Apsaalooke Corporations Act (the “Act”) as codified in the Crow Law and Order Code, Title 18, Chapter 3, and pursuant to Joint Action Resolution No. JAR16-___, approved on October 20, 2016, hereby authorizes these Articles of Incorporation to be filed with the Tribal Secretary for the purpose of creating the corporation described herein.

ARTICLE I.

The name of the corporation is Apsaalooke, Inc.

ARTICLE II.

The period of existence of the corporation is perpetual.

ARTICLE III.

The purposes for which the corporation is organized are to engage in any lawful business or activity.

ARTICLE IV.

(a) Pursuant to Title 18 of the Crow Law and Order Code, the Crow Tribe of Indians hereby confers on the corporation all of the Tribe’s rights, privileges and immunities concerning federal, state, and local taxes, regulation and jurisdiction, and sovereign immunity from suit, to the same extent that the Tribe would have such rights, privileges and immunities if it engaged in the activities undertaken by the corporation.

(b) The corporation shall have the power to sue and is authorized to consent to be sued in the Crow Tribal Court or another court of competent jurisdiction, provided, however, that no such consent to suit shall be effective against the corporation unless such consent is:

- (1) explicit;
- (2) contained in a written contract or commercial document to which the corporation is a party; and
- (3) specifically approved by the board of directors of the corporation.

(c) Any consent to suit may limit the court or courts in which suit may be brought, the matters that may be made the subject of the suit, the party or parties entitled to bring suit, the type of relief or amount of recovery available, and the assets or revenues of the corporation against which any judgment may be executed.

(d) Consent to suit by the corporation shall in no way extend to an action against the Crow Tribe, nor be deemed a waiver of any rights, privileges and immunities of the Tribe. No recourse shall be had against any assets or revenues of the Crow Tribe in order to satisfy the obligation of or any judgment against the corporation.

ARTICLE V

The corporation shall be a resident of and maintain its headquarters on the Crow Indian Reservation.

The street address of the corporation's registered office is _____,
Crow Agency, Montana, and the name of its initial registered agent at that address is
_____.

ARTICLE VI.

The board of directors of the corporation shall consist of five (5) members, selected by the Crow Tribe as follows:

- (a) persons meeting the following qualifications shall be appointed by the Chairman of the Executive Branch;
 - i. Directors of all corporations organized pursuant to this Part must be at least twenty-five (25) years of age, possess a high school diploma or a General Equivalency Diploma, and have no felony convictions.
 - ii. At all times, the majority of the Directors shall be enrolled members of the Crow Tribe; provided, however, that this requirement shall not apply if a vacancy occurs and until such vacancy is filled by a Tribal member.
 - iii. Directors who are not enrolled members of the Crow Tribe shall have substantial business, financial or industry experience.
 - iv. Directors may not be employees or elected officials of the United States or any State or local government.

- v. Elected executive officials, Legislators or employees of the Crow Tribe shall not be disqualified from serving as Directors of any corporation established pursuant to this Part, and their terms as Directors shall not be dependent on their continuing to hold office or employment with the Crow Tribe.
- (b) such persons shall be confirmed by majority vote of the Crow Tribal Legislature, at a special meeting called for that purpose (which may but need not be during a regular session of the Legislature) within ten (10) days after the Chairman's appointment.

Upon selection of the initial directors, the directors shall choose by lot three directors who shall serve an initial term of two years, and three directors who shall serve an initial term of three years. Thereafter, the term of each director shall be for three years. 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 in the manner stated above for the remainder of their unexpired terms.

Any director may resign from office at any time by notifying the corporation in writing, and such resignation shall take effect immediately without acceptance. A director may be removed, for cause, by the Legislature, acting on behalf of the shareholder, following the procedure in effect at the time for the removal of Tribal Court judges.

ARTICLE VII.

The corporation shall be authorized to issue one thousand (1,000) shares of stock which shall be held by the Crow Tribe of Indians and voted by the Tribal Legislature with the approval of the Chairman.

ARTICLE VIII.

The name and address of the incorporator of the corporation, who shall have all of the powers and duties of the initial board of directors of a corporation organized under the Apsaalooke Tribally Owned Corporations Act until the board of directors is selected pursuant to Article VI is _____.

IN WITNESS WHEREOF, these articles of incorporation have been executed by the
Incorporator on _____, 2016.

Incorporator

Filed pursuant to the Apsaalooke Tribally Owned Corporation Act on this _____ day
of _____, 2016.

Tribal Secretary