

PONCA TRIBE OF NEBRASKA
TRIBAL COUNCIL

RESOLUTION 22- 62

WHEREAS: The Ponca Tribe of Nebraska is a federally recognized Indian Tribe (P. L. 101-484) whose business affairs are conducted by the Ponca Tribal Council as defined in the Constitution approved July 22, 1994 by the Acting Deputy Commissioner of Indian Affairs; and

WHEREAS: Pursuant to the Constitution of the Ponca Tribe of Nebraska, the Ponca Tribal Council exercises legislative powers to enact and promulgate resolutions and ordinances subject to all express restrictions upon such powers contained in the constitution; and

WHEREAS: The Ponca Tribe of Nebraska established Ponca Economic Development Corporation ("PEDCO") in March 2001 as a nonprofit corporation which is a subordinate economic enterprise of the Ponca Tribe of Nebraska; and

WHEREAS: The Ponca Tribe of Nebraska Tribal Council has determined that the Articles of Incorporation of PEDCO require certain amendments to update the provisions of the Articles to better comply with the Tribe's current laws governing Tribal business entities and nonprofit entities; and

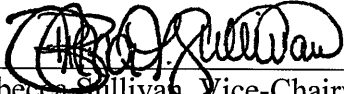
WHEREAS: The Ponca Tribe of Nebraska Tribal Council has reviewed the Amended and Restated Articles of Incorporation of PEDCO.

THEREFORE, BE IT RESOLVED that the Ponca Tribe of Nebraska Tribal Council hereby adopts the Amended and Restated Articles of Incorporation of PEDCO.

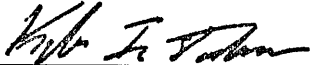
CERTIFICATION

THIS IS TO CERTIFY AND AFFIRM that the above and foregoing resolution was duly authorized and passed by the Tribal Council of the Ponca Tribe of Nebraska at a duly called meeting in Lincoln, Nebraska on the 20 day of September, 2022 by a vote of 5 Ayes; 0 Nays; 1 Abstained; 1 Absent. Chairperson _____ voting not voting. A Quorum of 7 was present.

ATTEST



Rebecca Sullivan, Vice-Chairwoman
Ponca Tribe of Nebraska



Kyle Taylor, Secretary
Ponca Tribe of Nebraska

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PONCA ECONOMIC DEVELOPMENT CORPORATION**

Pursuant to Section 20-2-2 of the Ponca Tribe of Nebraska Code, the undersigned, acting as incorporators, adopt the following Articles of Incorporation:

ARTICLE I – NAME & ORGANIZATION

1.1 The name of the corporation is Ponca Economic Development Corporation (the “Corporation”).

1.2 The Corporation is a nonprofit corporation organized under Chapter 2 of Title XX of the Ponca Tribe of Nebraska Code (“Nonprofit Entities Code”) and subject to Title XIV of the Ponca Tribe of Nebraska Code (“Business Entities Code”), including Chapter 4 thereof.

ARTICLE II – DURATION

2.1 The Corporation’s existence shall be perpetual, unless dissolved sooner in accordance with the terms of these Articles and the Ponca Tribe of Nebraska Code.

ARTICLE III – PURPOSE & POWERS

3.1 The Corporation is organized exclusively for educational, scientific, and public purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations and to eligible governments for public purposes. Without limiting the foregoing, the general mission of the Corporation is:

(a) To assist the members of the Ponca Tribe of Nebraska to become more employable, including through technical assistance, training, and development of skills;

(b) To increase members marketable employment and business skills and proficiency in order for them to achieve better employment and economic opportunities;

(c) To assist members with establishing, developing, and growing their own businesses and increasing their business opportunities, including through loan and other funding programs as well as the provision of technical assistance and training for business; and

(d) To otherwise improve and increase the economic well-being of the members and community of the Ponca Tribe of Nebraska as a whole.

3.2 Subject to Section 3.1, the Corporation shall have unlimited power to engage in and do any lawful activity for which nonprofit corporations may be organized under the Nonprofit Entities Code.

ARTICLE IV – LIMITATIONS

4.1 At all times the following shall operate as conditions restricting the operations and activities of the Corporation:

(a) The Corporation shall use its funds only to accomplish the purposes stated in these Articles of Incorporation.

(b) No part of the income of the Corporation is or will be distributable, directly or indirectly, to its members, managers, directors, officers, or other private persons, excepting solely such reasonable compensation that the Corporation may pay for services actually rendered to the Corporation, allowed by the Corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation, allowed by the Corporation in furtherance of its educational, scientific, and public purposes, or authorized to a member which is a nonprofit entity or to commissions, boards, agencies, departments, divisions, instrumentalities, subdivisions, or units of the Tribe or another government for public purposes.

(c) No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

(d) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a nonprofit corporation that is a Tribal business entity under the Nonprofit Entities Code and Business Entities Code, as now enacted or hereafter amended.

(e) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the United States Internal Revenue Code, as now enacted or hereafter amended.

ARTICLE V – PRINCIPAL ADDRESS AND REGISTERED AGENT

5.1 The initial principal address of the Corporation located on land held in trust by the United States for the benefit of the Ponca Tribe of Nebraska is 2523 Woodbine Street, P.O. Box 288, Niobrara, Nebraska 68760, and the name of its initial registered agent at that office is Rebecca Sullivan, Vice-Chairwoman of the Ponca Tribe of Nebraska. The registered agent of the Corporation shall thereafter be the duly selected Executive Director of the Corporation.

5.2 The Corporation shall be a resident of and maintain its principal address on lands held in trust for the Tribe or lands owned by the Tribe in fee within the territory of the Tribe where the Tribe maintains jurisdiction to the same extent as its trust lands, but the Corporation may conduct its affairs in any jurisdiction or place.

ARTICLE VI – INCORPORATOR

6.1 Pursuant to Section 14-4-3(1) of the Ponca Tribe of Nebraska Code, which requires that the Chair of the Tribe be listed as the organizer, the name and address of the organizer of the Corporation is: Rebecca White, Acting Chairwoman of the Ponca Tribe of Nebraska, P.O. Box 288, Niobrara, Nebraska 68760.

ARTICLE VII – MEMBERSHIP

7.1 The Corporation shall have one member, which is the Ponca Tribe of Nebraska (the “Tribe”). The Corporation shall not allow any additional new members.

7.2 The Member shall hold nine (9) membership interests. The Tribe, as sole Member, may not transfer its membership or any membership interests, nor may its membership be terminated or suspended. Any transfer, resignation, or termination of the Tribe’s membership or any of its membership interests shall result in the dissolution of the Corporation.

7.3 The Corporation may not impose any dues, assessments, or fees on the Tribe as the sole Member.

ARTICLE VIII – TRIBAL ENTITY AND IMMUNITIES

8.1 The Corporation is a Tribal business entity with the sole Member of the Corporation being the Tribe.

8.2 Pursuant to Sections 14-4-6(1) and (4) of the Ponca Tribe of Nebraska Code, the Corporation shall be an instrumentality of the Tribe and possesses and is conferred all of the rights, privileges, and immunities enjoyed by the Tribe, including but not limited to, immunities from federal, state, and local taxes, regulation, and jurisdiction as well as 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.

8.3 The Corporation shall have the power to sue and may specifically grant limited waivers of its sovereign immunity from suit and consent to be sued in the Tribal Court or another court of competent jurisdiction pursuant to and in accordance with Section 14-4-7 of the Ponca Tribe of Nebraska Code and, to the extent not inconsistent with the laws of the Tribe applicable to the Corporation, the Corporation’s Bylaws.

8.4 The sovereign immunity of the Corporation shall not extend to actions against the Corporation by the Tribe, as Member or otherwise.

ARTICLE IX – MANAGEMENT

9.1 As required by Sections 14-4-8(1) and 20-2-17(1) of Ponca Tribe of Nebraska Code, the management and affairs of the Corporation shall be vested in a Board of Directors ("Board") appointed by the Member as provided in and for such terms as set forth in the Bylaws. Subject to any limitations in the laws of the Tribe, these Articles, or the Bylaws and the authority of the Member, the Board is vested with all the powers necessary to carry out the purposes of the Corporation. Unless expressly authorized to do so by action of the Board or the Member, no Director, agent, or employee of the Corporation shall have any power or authority to bind the Corporation in any way, to pledge its credit, to waive its sovereign or any other immunity, or to render it liable for any purpose.

ARTICLE X – BYLAWS

10.1 The Member shall have the sole power to adopt, alter, amend, or repeal bylaws of the Corporation, provided that any bylaws to be adopted, and any amendment or repeal thereof, may be proposed to the Member by a majority of the Board or any member of the Tribal Council.

ARTICLE XI – FINANCIAL OBLIGATIONS AND PERSONAL LIABILITY

11.1 In accordance with Section 20-4-3 of the Ponca Tribe of Nebraska, no member, officer, or Director of the Corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property of the members, officers, or Directors be subject to the payment of the debts or obligations of the Corporation.

11.2 The Corporation's fiscal year shall be from October 1 through September 30. The Corporation shall provide such plans, audits, and other reports to the Member as required by the Business Entities Code and the Nonprofit Entities Code.

ARTICLE XII – DISSOLUTION

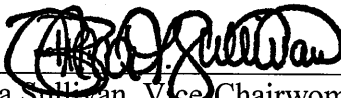
12.1 Upon the time of dissolution of the Corporation, assets shall be distributed by the Board, after paying or making provisions for the payment of all debts, obligations, liabilities, costs, and expenses of the Corporation, to such persons, societies, organizations, or business entities, whether for profit or not, engaged in activities which will, as nearly as possible, accomplish the general purpose of the Corporation or for one or more exempt purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the Tribal government for a public purpose.

ARTICLE XIII – AMENDMENT OF ARTICLES

13.1 Only the Member may amend or repeal any of the provisions contained in these Articles of Incorporation, provided that any amendment or repeal of these Articles of Incorporation may be proposed to the Member by a majority of the Board or any member of the Tribal Council, acting as a representative of the Member.

ARTICLE XIV – TRIBAL COUNCIL APPROVAL

14.1 Pursuant to Section 14-4-3(2) of the Ponca Tribe of Nebraska Code, the foregoing Articles of Incorporation have been approved by Resolution No. 22-62, adopted by the Tribal Council, on the 20 day of September, 2022. A copy of the resolution of the Tribal Council authorizing the formation of the Corporation is attached hereto.



Rebecca Sullivan, Vice Chairwoman
Ponca Tribe of Nebraska

Date Filed: 9-20-22

Identification Number: 22-01-NPE

Signed: 
Kyle Taylor, Tribal Council Secretary