

COQUILLE INDIAN TRIBAL CODE

CHAPTER 211

Coquille Economic Development Corporation
Articles of Incorporation

A Corporation Chartered by the Coquille Indian Tribe
Coquille Indian Reservation, Oregon

211.010 General

1. Purpose

The Coquille Tribal Council, governing body of the Coquille Indian Tribe under the Tribe's Constitution adopted September 9, 1991, pursuant to the Indian Reorganization Act of 1934 and the Coquille Restoration Act of 1989, hereby charters and establishes a corporation, the Coquille Economic Development Corporation ("CEDCO"), a distinct Tribal corporation, wholly-owned by the Tribe, and managed by its own Board of Directors, in order to pursue and implement economic development for the Tribe and its members.

2. Background and Intent

3. Definitions

When used in these Articles, the following terms shall have the following meanings:

"Applicable Law" means all federal, Tribal and (if lawfully applicable) state constitutional provisions, statutes, ordinances, codes, resolutions, executive orders, administrative regulations and orders, and judicial decisions, now or hereafter in force, applicable to CEDCO, its property or activities, or its officials, employees or agents. Until adoption by the Tribal Council of a general corporate code, the most current version of the Model Business Corporation Act shall, as a matter of Tribal law, be part of Applicable Law, to the extent not in conflict with the provisions of these Articles or other Applicable Law.

"Articles" means these Articles of Incorporation, including any amendments thereof.

"Board of Directors" or "Board" means the board of directors of CEDCO, constituted under Article 5. "Director" means a member of the Board.

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"By-Laws" means the by-laws of CEDCO which may be adopted under Article 15.

"CEDCO" or "Corporation" means the Coquille Economic Development Corporation, the corporation established by these Articles.

"Coquille Indian Reservation" or "Reservation" means all lands within the exterior boundaries of the reservation that may be established under the Coquille Restoration Act or any other provision of federal law, now or hereafter in force.

"Coquille Restoration Act" or "Restoration Act" means Public Law 101-42, the Act of June 28, 1989, 103 Stat. 91, 25 U.S.C. §§ 715 - 715g, which restored the rights and privileges of the Tribe as a federally-recognized Indian tribe.

"Goals" means the goals of CEDCO, as described in Section 211.020 - 2.

"Officer" means an officer of CEDCO appointed under Article 6, including the President, Vice-President, Secretary and Treasurer of CEDCO.

"Purpose" means the purpose for which CEDCO is organized and shall operate, as described in Section 211.120 - 1.

"Section" or "Subsection" means, respectively, a section or subsection of these Articles.

"Tribal Council" means the Coquille Tribal Council governing body of the Tribe under its Constitution.

"Tribe" means, and "Tribal" refers to, the Coquille Indian Tribe recognized and restored by the Restoration Act. All agreements, approvals, consents, authorizations, appointments or other similar actions to be taken, given or made by the Tribe under these Articles shall be manifested by or based on an authorizing resolution or ordinance of the Tribal Council.

211.020 Jurisdiction

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211.100 Name, Attributes, Duration and LocationError! Bookmark not defined.

1. Name. The official name of the Corporation shall be the Coquille Economic Development Corporation ("CEDCO").

2. Attributes. CEDCO is a distinct corporate enterprise of the Tribe. CEDCO shall possess all immunities from suit and from federal, state and local taxation and governmental authority possessed by the Tribe. However, immunity from suit may be explicitly waived under Subsection 211.120 - 3.1. As sole shareholder of CEDCO, the Tribe shall not be liable for any debts, liabilities or other obligations of CEDCO.

3. Duration. The duration of CEDCO shall be perpetual, unless dissolved by the Board under Article 12.

4. Residency, Headquarters, Other Places of Business. Initially CEDCO shall be resident and maintain its headquarters within the Tribe's service area under the Restoration Act. After establishment of the Coquille Indian Reservation, CEDCO's residency and headquarters shall at all times be maintained within the Reservation or the service area. However, CEDCO's business may be conducted, and CEDCO may establish offices and places of business, in any and all convenient locations.

211.120 Status, Purpose, Goals, Powers and LimitationsError! Bookmark not defined.

1. Status and Purpose. CEDCO shall have the status of and shall serve as the Tribe's exclusive representative and advisor with respect to, and as the Tribe's exclusive instrumentality for, the identification, evaluation, implementation and management of all Tribal economic development initiatives, projects and investments. In such capacities, CEDCO shall conduct its affairs for the exclusive overall purpose of improving the economic condition and circumstances of the Tribe and its members ("Purpose").

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2. Goals. To achieve its Purpose, CEDCO shall endeavor to accomplish the following goals ("Goals"):

- a. identify and carefully evaluate sound and profitable Tribal economic development opportunities;
- b. competently represent, advise and assist the Tribe in negotiating, structuring, closing and otherwise implementing sound and profitable Tribal economic development initiatives, projects and investments;
- c. competently advise and assist the Tribe with respect to the commitment of Tribal lands, natural resources, funds or other assets to sound and profitable economic development initiatives, projects or investments;
- d. competently advise and assist the Tribe with respect to the management and disposition of its interests and responsibilities in Tribal economic development initiatives, projects and investments;
- e. assume the position of equity owner, investor or manager in sound and profitable economic development initiatives, projects or investments;
- f. promote the provision of employment opportunities for qualified Tribal members and contracting opportunities for qualified firms owned and controlled by the Tribe or its members;
- g. develop a sense of entrepreneurship in the Tribe and its members;
- h. earn a reasonable profit;
- i. earn sufficient revenue to repay any funds advanced to it by the Tribe, pay its own operating expenses and capital obligations, accumulate reasonable reserves for economic development, and, as provided in Sections 211.140.2 and 3, allocate surplus funds for dividends and distributions to the Tribe; and

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j. engage in any other activities necessary or desirable for the accomplishment of the foregoing Goals.

3. Powers. Subject to the limitations set forth in Section 211.120.2 and the provisions of Applicable Law, in order to achieve its Purpose and Goals, CEDCO shall have power to take the following actions under such terms and conditions as the Board may establish:

a. create and issue shares of stock to the Tribe, all of which shall be non-transferable;

b. acquire, own, hold, use and manage personal property, including items provided to CEDCO by the Tribe;

c. sell, lease, pledge, and otherwise transfer or dispose of personal property;

d. acquire, own, hold, use, develop and manage property or interests therein, including property provided to CEDCO by the Tribe by lease or other means;

e. convey, lease, mortgage, and other-wise transfer or dispose of rights to the ownership, control or use of real property or interests therein;

f. enter into and perform contracts;

g. borrow money and make, accept, endorse, execute and issue bonds, debentures, promissory notes, guarantees, and other obligations for monies borrowed or for property acquired;

h. invest in bonds, notes, debentures, shares of stock, or other securities or investments;

i. employ staff and retain independent contractors;

j. compromise or otherwise settle disputes;

k. sue in courts and other forums of competent jurisdiction;

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l. consent to be sued in courts or to have claims against it resolved through arbitration, provided the exercise of this power shall not be considered a consent to the execution or levy of any judgment, lien, garnishment or attachment upon any rights or property of CEDCO other than those specifically pledged or mortgaged as security for the underlying obligation;

m. furnish management services, business advice, training or technical assistance, or other support to the Tribe or its instrumentalities or members;

n. engage in business ventures in its own name or through subsidiaries, provided that all such subsidiaries shall be Tribally-chartered as provided in paragraph "o" below;

o. propose that the Tribal Council establish Tribally-chartered corporations, general or limited partnerships, or other business entities, to serve as wholly or majority owned and controlled subsidiary enterprises of CEDCO;

p. engage in business ventures with others through partnership, joint venture, corporate stock ownership or other business arrangement;

q. exercise such other powers as may be authorized by these Articles or Applicable Law; and

r. take such other actions as may be necessary or appropriate to function as a corporation, to achieve its Purpose or Goals, or to exercise the foregoing powers, provided not conflict with the provisions of these Articles or Applicable Law

5. Limitations. CEDCO may not:

a. expressly, impliedly, or otherwise through its status or activities, subject the Tribe to debts, liabilities or other obligations arising from contract, tort, statute, regulation, licensing, taxation, or any other matter;

b. pledge the credit of the Tribe;

c. dispose of, mortgage, or otherwise encumber real or personal property of the Tribe;

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d. waive any right of the Tribe or release any obligation owed to the Tribe; or

e. waive any other rights, privileges or immunities of the Tribe.

211.140 ShareholderError! Bookmark not defined.

CEDCO shall be authorized to issue 1,000 shares of nontransferable stock in a single class with no par value. The Tribe shall be the sole shareholder of CEDCO, owning all 1,000 shares. All rights and privileges of the Tribe as shareholder shall be exercised on behalf of the Tribe by the Tribal Council.

211.160 Board of Directors

1. The business and affairs of CEDCO shall be managed by a board of directors ("Board of Directors" or "Board") , in accordance with the following provisions:

2. Number. The Board shall consist of five members ("Directors") , appointed by the Tribal Council as provided in Section 211.160.7.

3. Qualifications. At least three of the Directors shall be Tribal members, no more than two of whom shall be members of the Tribal Council. Each Director must be experienced in business matters.

4. Terms of Office. Each Director shall each serve a three-year term and shall hold office until his successor has assumed office, provided that the first Board shall have the terms of office set forth in Section 211.160.4.

5. First Board. The first Board shall consist of the following Directors whose terms shall commence on Tribal Council's approval of these Articles a shall run for the number of years shown below:

		Term (Years)
Position 1	Bruce Anderson	5
Position 2	(to be appointed by Tribal Council)	4

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Position 3	3
Position 4	2
Position 5	1

6. Resignation. Any Director may resign by delivering a written resignation to the President or Secretary. A resignation shall be effective upon receipt unless otherwise provided by the terms thereof.

7. Appointment. In any instance where no more than Directors must be appointed, whether due to expiration of the term of office, resignation, or any other reason, within 30 days the remaining Directors shall by vote nominate a slate of candidates for the open position(s). Any slate required under this Section 211.160.6 shall include at least one person more than the number of open positions, and shall be consistent with the qualification standards set forth in Section 211.160.2. From the slate, the Tribal Council shall appoint a Director to fill each open position. However, if the Tribal Council rejects all candidates for any open position, the other sitting Directors shall within 30 days nominate a slate of different candidates for the open position(s) for appointment by the Tribal Council. If the Tribal Council has rejected all candidates for an open position after two slates of candidates for this position have been presented to it by the sitting Directors, such Directors by majority vote may appoint to that position any person of their choosing, not among the candidates on the rejectee slates, who is qualified under Section 211.160.2. In the event there are fewer than three sitting Directors, or if the sitting Directors fail to nominate a slate of candidates in proper and timely fashion, the Tribal Council may appoint to each open position any person of its choosing qualified under Section 211.160.2.

8. Removal. A Director shall be removed in the following circumstances:

a. By Board. The Board on its own initiative, with or without cause, by affirmative vote of four other Directors may (i) remove any Director or (ii) suspend any Director for a single period during the Director's term of no more than 30 successive days.

b. By Tribal Council. The Tribal Council may initiate proceedings to remove one or more Directors ("Respondents") for cause in the following manner:

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- i. The Tribal council by affirmative vote of five members may issue a complaint ("Complaint") itemizing and supporting claims of specific and substantial failures in Respondent's performance as a Director. A true copy of the complaint shall be delivered promptly to the Respondent and all other Directors.
- ii. Within 30 days of receipt of the Complaint, Respondent shall deliver to the Tribal Chairperson and each Director a written response ("Response"), replying in detail to the claims of the Complaint and indicating in detail what action, if any, Respondent has taken or will take to resolve or other-wise address the claims.
- iii. After 90 days have elapsed since delivery of the Complaint to Respondent, if the Tribal Council's affirmative vote of five members determines that the Response is inadequate or that there is still good cause for concern about the claims in the Complaint, the Tribal Council promptly shall conduct a hearing at which Respondent shall be given full and fair opportunity to reply to the claims.
- iv. After the hearing, the Tribal Council promptly shall determine: (1) whether there have been specific and substantial failures in Respondent's performance as a Director, and, if so, (2) whether to remove Respondent as a Director. Respondent shall not be removed as a Director except upon affirmative vote of five Tribal council members on both questions (1) and (2).

c. Automatic Removal. A Director shall be removed upon conviction of any felony or any other offense involving fraud, breach of trust, dishonesty or a substantial violation of ethics in the conduct of a trade or business; or upon a finding by any civil court or regulatory or licensing body that the Director has engaged in any such activity; or

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d. By Court. A Director may be removed by order of a court of competent jurisdiction, for malfeasance in office, gross neglect of duty, or mental incompetence.

e. Suspension by Tribal Council. The Tribal Council may temporarily suspend a director or directors if the Council determines that such suspension would be in the best interest of the Tribe. Such suspension must take place by majority vote of the Tribal Council at a meeting with a quorum present. Notwithstanding any other provision of these articles such suspension shall be effective immediately unless otherwise specified. Notwithstanding the language in Article 5.8 or any other provision of these Articles, the Tribal Council shall appoint the director or directors who will fill the temporary vacancy created by the Council's suspension.

9. Vacancies. Whenever a Board seat becomes vacant in midterm for any reason, the vacancy promptly shall be filled in the manner described in Section 211.160.6, and the appointee shall hold office for the remainder of the term.

10. Voting; Presiding Officer. At all Board meetings with a quorum is present, all matters shall be decided by a vote of the majority of the Directors present, except where a greater vote is required by these Articles, any By-Laws or Applicable Law. The Directors shall elect from among themselves a chairperson and vice-chairperson, who shall both be Tribal members. The chairperson shall preside at each meeting; in his absence, the vice-chairperson shall preside. Each Director, including the chairperson and vice-chairperson, shall be entitled to cast one vote on each matter before the Board.

11. Quorum. The presence in person, including telephonic participation under Sections 211.160.14 and 211.160.17, of three Directors shall constitute a quorum for the transaction of any item of business at a Board meeting. A majority of those Directors present at a meeting at which there is no quorum may adjourn the meeting from time to time for a period not exceeding ten days in any one case.

12. Notice of Meetings. Reasonable advance notice of the time and place of every Board meeting shall be given to each Director, and to the Tribal Chairperson, by mail, telefax or similar means, accompanied by an effort to provide simultaneous telephone notice.

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To the extent known, the notice shall also briefly describe the matters to be discussed at the meeting. Notice need not be given to a Director who waives notice either before or after the meeting or who participates in the meeting without timely objection as to notice. Notice need not be given of a meeting or who participates in the meeting without timely objection as to notice. Notice need not be given of a meeting resumed after adjournment. The foregoing notwithstanding, the Board may establish a schedule for regular meetings, for which no further notice is required.

13. Bi-annual Meetings. The Board shall meet at least twice a year on the Reservation, in January and June of each year. The January meeting shall be considered the annual meeting of the Board for the appointment of Officers and the transaction of other business. Prior notice of and invitation to attend the annual meeting shall be mailed to all members of the Tribe.

14. Other Meetings. Other meetings of the Board shall be held at times determined by the Board or when called by either the President or two Directors.

15. Meetings By Conference Call. In instances where it is impracticable to hold a Board meeting in person, the meeting may be conducted by telephonic conference call participated in, in person, by at least three Directors.

16. Tribal Council Attendance. Members and duly authorized representatives of the Tribal Council shall be entitled to attend any Board meeting.

17. Action Without a Meeting. In instances where exigent circumstances prevent or render impracticable the holding of a Board meeting in person or by conference call, the Board may take action

without a meeting if all Directors sign and file with the Secretary a memorandum showing the nature of the action taken, that at least four Directors approve the action, and the position of the remaining Director with respect to the action.

18. Telephonic Participation. A Director may participate in any Board meeting by means of conference telephone or similar communications equipment which enables all Directors participating in the meetings to hear one another.

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19. Record of Meetings. The Secretary shall keep, or cause to be kept, complete and accurate minutes and records of all meetings and records of all actions taken without a meeting under Section 211.160.15, copies of which promptly shall be furnished to any Director or the Tribal Council on request.

20. Committees. The Board may from time to time establish committees of Directors having such responsibilities as the Board may determine, provided that the Board shall not delegate its powers or duties to any committee, Director or officer.

21. Directors Fee and Expenses. At rates set by the Board, a reasonable fee may be paid, and reasonable out-of-pocket expenses may be reimbursed, to the Directors for in-person attendance at Board or committee meetings, provided that to the fullest extent possible, the Board shall endeavor to minimize the costs thereof. Such fees shall not be paid, however, to any Director who is other-wise receiving compensation for services from CEDCO.

211.180. OfficersError! Bookmark not defined.

1. Positions and Selection. The Board shall appoint the following officers of CEDCO ("Officers"): a President, Vice-President, Secretary and Treasurer. The President and Vice-President shall be Tribal members. The Board may appoint such other Officers as it deems necessary to achieve the CEDCO's Purpose and Goals.

2. Terms of Office. The Board shall appoint the Officers at each annual meeting of the Board. Unless the Board specifies a lesser term, each officer shall serve until the next annual meeting and until his successor assumes office.

3. Resignation, Removal and Vacancies. Any officer may resign by delivering a written resignation to the President. A resignation shall be effective upon receipt, unless otherwise provided by the terms thereof. Any Officer may be removed by the Board, with or without cause. The Tribal Council may also remove or suspend an Officer, with or without cause, if the Council determines that such removal or suspension is in the best interest of the Tribe. Such removal or suspension must take place by a majority vote of the Tribal Council at a meeting with a quorum present. Notwithstanding

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any other provision of these articles such suspension or removal shall be effective immediately unless otherwise specified. Whenever a position of officer becomes vacant for any reason, it shall be filled by the Board for the remainder of the term of the vacant office, provided, however, that if the Tribal Council suspends an Officer, the Tribal Council shall fill the vacancy for the period of suspension. If the term of office for the suspended Officer expires prior to the expiration of the term of suspension, the Tribal Council shall appoint the successor to that office.

4. Powers and Duties. Subject to the supervisory authority of the Board, the officers shall have the following powers and duties, in addition to such other powers and duties as may be set forth in these Articles, any By-Laws or Applicable Law, or assigned by the Board:

a. President. The President shall:

- serve as the chief executive officer of CEDCO;
- sign on behalf of CEDCO all documents, contracts or other instruments approved for execution by the Board;
- be responsible, jointly with the Treasurer, for the authorized and secure receipt, maintenance, execution, endorsement, disbursement and other disposition of all funds, checks, drafts, other orders or demands for money, notes, other evidences of indebtedness, securities other valuable instruments;
- be responsible, jointly with the Treasurer, for the maintenance at CEDCO's headquarters of comprehensive financial books and records of transactions, prepared in accordance with sound accounting principles; and
- serve as liaison, jointly with the Treasurer, to CEDCO's audit firm.

b. Vice-President. The Vice-President shall exercise the powers and perform the duties of President when the President is unavailable or disabled.

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c. Secretary. The Secretary shall:

- issue notices for all Board meetings;
- keep minutes and records of all meetings; and
- serve as custodian of and maintain at CEDCO's headquarters all minutes of meetings and associated records and correspondence.

d. Treasurer. The Treasurer shall:

be responsible; jointly with the President, for the authorized and secure receipt, maintenance, execution, endorsement, disbursement and other disposition of all funds, checks, drafts, other orders or demands for money, notes, other evidences of indebtedness, securities and other valuable instruments;

- be responsible, jointly with the President, for the maintenance at CEDCO's headquarters of comprehensive financial books and records of transactions, prepared in accordance with sound accounting principles; and
- serve as liaison, with the President, to CEDCO's audit firm.

e. Delegation. In the case of the unavailability or disability of any officer, the Board may from time to time delegate his powers or duties to another Officer or Director.

5. Officer Compensation. Reasonable compensation and out of-pocket expense reimbursement may be provided to Officers. All compensation arrangements shall be fully set forth in written contracts approved by the Board in accordance with Section 211.280.1.

211.200. Management

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1. Managers. The Board shall have the authority to hire managerial personnel under written employment contracts. Subject to the supervisory authority of the Board, managers may be assigned powers and duties with respect to:

a. daily operations, in accordance with established policies, plans, procedures and directives;

b. employing, directing, training and discharging employees, at approved pay scales and other forms of compensation or benefits; provided preference shall be accorded Tribal members in accordance with Article 10;

c. purchasing and sales within specified limits;

d. planning and development;

e. income, expenditures, budgeting and accounting;

f. the making of periodic reports; and

g. such other matters as the Board may determine.

211.220. Operational RequirementsError! Bookmark not defined.

1. Deposit of Funds. All funds of CEDCO not otherwise invested or employed shall be deposited in banks or other reliable depositories or investment accounts. Each such deposit and account shall be in the name of CEDCO.

2. Checks, Etc. All checks, drafts, other orders for payment of money, notes or other evidences or indebtedness, and securities or other valuable instruments, issued in the name of or payable to CEDCO, shall be signed or endorsed on behalf of CEDCO by the President or Treasurer, provided the Board may adopt more stringent signing or endorsement procedures.

3. Petty cash Fund. A petty cash fund may be established. This fund may be used to pay expenses when necessity demands, and to pay obligations when it is not feasible to pay by check.

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4. Solicitation of Funding. CEDCO shall be entitled to apply for grants or loans from the Tribe, the Bureau of Indian Affairs, any other governmental or Tribal agency, or any non-governmental foundation, institution, business, or private individual. In any such application, CEDCO may identify itself as a distinct corporate enterprise of the Tribe.

5. Contracts. When authorized by the Board, the President or other Officers or agents of CEDCO may, in the name and on behalf of CEDCO, enter into contracts or execute and deliver other legal instruments.

Such authorization may be general or confined to specific transactions.

6. Shares Held. The President is authorized to vote, represent and exercise on behalf of CEDCO, in person or by proxy, all rights incident to any and all shares held by CEDCO in any corporation or other entity.

7. Insurance. Fire and casualty insurance on property owned by CEDCO and on property in which CEDCO has an insurable interest, general liability insurance, Directors and Officers liability insurance, and other appropriate insurance, shall be maintained in such amounts and with such deductibles as the Board may determine. 1

8. Fiscal Year. The fiscal year of CEDCO shall be the calendar year.

9. Books and Records. There shall be maintained at the headquarters of CEDCO all financial books and records, all minutes of Board meetings, and all other material books, records, documents, correspondence and contracts. All such materials shall be made available at any reasonable time for inspection and copying by the Tribal Council, its duly authorized representatives, and any Director. Upon terminating office each Director, officer, employee and agent of CEDCO shall turn over to his successor or the President, in good order, all monies, books, records, minutes, documents, contracts or other property of CEDCO in his custody or control.

10. Audit. Unless the Tribal Council authorizes a less rigorous financial review, within 60 days after the close of the CEDCO fiscal year an independent certified public accountant shall: (a) for the first and second fiscal years, review the books of CEDCO; and (b) for

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all subsequent fiscal years, audit the books of CEDCO. All review and audit reports and related management letters (or other less rigorous financial reports authorized by the Tribal Council) shall be submitted promptly to the Board and the Tribal Council. All audit

adjustments shall be settled by the Board in full consultation with the Tribal Council.

11. Reports to Tribal Council. CEDCO shall provide quarterly written financial reports to the Tribal Council, and shall provide a detailed, written annual financial report to the Tribal Council by May 31 of each year. In addition, on request of the Tribal Council, the Board shall report to the Tribal Council regarding the financial status and business and affairs of CEDCO.

211.240. Ownership, Reserves and Profits

1. Ownership. All assets acquired by CEDCO shall belong to CEDCO as a distinct corporate enterprise of the Tribe.

2. Reserve Fund. The Board shall establish a reserve fund and shall deposit therein or otherwise allocate thereto that portion of the net earnings of CEDCO it deems necessary or appropriate to perpetuate operations, meet obligations, maintain property, provide for expansion or diversification of operations, and meet contingencies. The remaining balance of net earnings ("Surplus Funds") shall be distributed as provided in Section 211.240.3.

3. Dividends from Surplus Funds. All Surplus Funds shall be paid as a dividend or otherwise distributed to the Tribe within a reasonable time after the close of CEDCO's fiscal year, or more frequently if feasible in the judgment of the Board. Such dividends and distributions shall be used to fund Tribal governmental services or other Tribal initiatives, and shall not be used to fund per capita payments to Tribal members.

211.260. Employment and Contracting Preference; At Will Employment

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1. CEDCO shall accord preference to qualified and available Tribal members over other equally qualified applicants, in training and employment. This shall extend to all categories of employment at CEDCO and shall include training for skilled employment and promotion to supervisory and managerial positions. In addition, preference shall be provided to qualified and available firms controlled by the Tribe or Tribal members, over other equally qualified applicants, in CEDCO contracting and subcontracting. The foregoing notwithstanding, unless otherwise provided in a written employment contract, each employee shall be an at will employee.

211.280. Indemnification of Directors and Officers; Contracts with Directors; Service of Directors in Other Capacities

1. Indemnification. CEDCO shall defend, indemnify and hold harmless the Directors and Officers of CEDCO ("Indemnitees") from any demand, claim, action or other proceeding, for injury, loss, damage, obligation, assessment or penalty, and from any liabilities arising therefrom, and from all reasonable expenses, costs and fees (including reasonable attorney's fees) incurred in connection therewith, claimed or determined to result from the conduct by the Indemnitee of the business and affairs of CEDCO, provided, such conduct was performed by the Indemnitee in good faith and without recklessness, malice or fraudulent intent.

2. Contracts in Which Directors Have Interest. Any contract or other transaction between CEDCO and a Director, or between CEDCO and any member of a Director's immediate family, or between CEDCO and any entity in which a Director is a stockholder, member, director, officer, agent or employee, or in which he is otherwise interested, shall be valid for all purposes, provided that (a) such relationship or interest is previously fully disclosed to all other Directors, (b) the Board approves the contract or transaction, and (c) the interested Director refrains from participating in all Board action with respect to the contract or transaction.

3. Service of Directors in Other Capacities. Service as Director shall not, in and of itself, disqualify the Director from serving the

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Corporation, the Tribe, or any instrumentality of the Tribe in other capacities.

211.300. Dissolution

1. Methods of Dissolution.

a. By Board. With the approval of the Tribal Council, CEDCO may be dissolved by the Board on the ground of business failure or failure to meet its Purpose or Goals.

b. By Tribal Council. The Tribal Council may initiate proceedings to dissolve CEDCO for cause in the following manner:

i. The Tribal Council by affirmative vote **of** five members may issue a complaint ("Complaint") specifying and supporting one or more of the following grounds for dissolution:

- serious and repeated violation by CEDCO of the Articles, By-Laws or Applicable Law; or

- extended and substantial failure to make reasonable progress toward achievement of CEDCO's Purpose and Goals.

A true copy of the Complaint shall be delivered promptly to each Director.

ii. Within 30 days of receipt of the Complaint, the Board shall deliver to the Tribal Chairperson a written response ("Response"), replying in

detail to the claims of the Complaint and indicating in detail what action, if any, the Board has taken or will take to resolve or otherwise address the claims.

iii. After 120 days have elapsed since delivery of the Complaint to the Board, if the Tribal Council by affirmative vote of five members determines that the Response is inadequate or that there is still good

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cause for concern about the claims in the Complaint, the Tribal Council promptly shall conduct a hearing at which the Board shall be given full and fair opportunity to reply to the claims.

iv. After the hearing, the Tribal Council promptly shall determine: (1) whether there has been serious and repeated violation by CEDCO of the Articles, By-Laws or Applicable Law, or extended and substantial failure to make reasonable progress toward achievement of CEDCO's Purpose and Goals, and, if so, (2) whether to direct the dissolution of CEDCO. CEDCO shall not be dissolved except upon affirmative vote of five Tribal Council members on both questions (1) and (2).

2. Winding Up of Affairs. upon adoption of a resolution of dissolution under Subsections 211.300.1.a or 211.300.1.b, CEDCO shall cease to conduct its affairs except as necessary for the winding up thereof, and the Board shall immediately cause a notice of the dissolution to be mailed to each known creditor of CEDCO and proceed to collect the assets of CEDCO and dispose of them in the manner provided in Section 211.300.

3. Disposition of Assets. Upon the dissolution of CEDCO, its assets shall be disposed of in the following manner: first, the Board shall pay, or provide for payment of, all debts and liabilities of CEDCO; thereafter, the Board shall pay, convey, assign and otherwise distribute all remaining assets of CEDCO the Tribe or its designees, as directed by the Tribal Council.

211.320. Compliance with Applicable Law

1. CEDCO, and its Directors, officers, employees and agents while engaged in the business and affairs of CEDCO, shall comply with all provisions of Applicable Law.

211.340. Invalidity of Provision

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1. If any provision of these Articles is found to be violative of Applicable Law, then that provision shall be considered null and void and these Articles shall otherwise remain in full force and effect.

211.360. By-Laws

1. The Board may adopt, amend or repeal by-laws of CEDCO (By-Laws"), provided that the By-Laws shall not contain provisions inconsistent with the provisions of these Articles or Applicable Law.

211.380. Approval and Amendment

1. Approval of Articles. These Articles shall be issued and become effective upon their adoption by the Tribal Council by ordinance.

2. Amendment of Articles. These Articles may be amended by affirmative vote of four members of the Board, provided such amendment is ratified by the Tribal Council by ordinance.

Dated: February 22, 1992.

James I. Metcalf
Chairperson,
Coquille Indian Tribe

CERTIFICATION

I hereby certify that the above Articles of Incorporation of the Coquille Economic Development Corporation were duly adopted by the Coquille Tribal Council by Ordinance Number 210 the 22nd day of February, 1992.

Thomas H. Younker
Secretary
Coquille Tribal Council

Approved: June 8, 1996 Page 21
Original Articles approve February 22, 1992 under Ordinance 210
Revised: May 18, 1996

Note: Ordinance 211 replaces Ordinance 210 (210 rescinded June 8, 1996, by Resolution 9627)