

COQUILLE TRIBAL CODE
CHAPTER 212
CONTINUATION OF COQUILLE ECONOMIC DEVELOPMENT
CORPORATION AMENDMENT OF ARTICLE OF INCORPORATION
ORDINANCE

212.010. Purpose

1. To ratify and approve the chartering and establishment of the Coquille Economic Development Corporation (the "CEDCO") as a tribally-chartered corporation, the Second Amendment of its Articles of Incorporation, and approve restated Articles of Incorporation and to ratify and approve subsequent amendments to and restatements of the CEDCO Articles of Incorporation.

2. Background and Intent

(a) The Coquille Indian Tribe ("Tribe") is a federally recognized Indian tribe pursuant to the Coquille Indian Restoration Act of June 28, 1989, 25 U.S.C. 715, *et seq* (the Act). The Tribe is governed by the Coquille Tribal Council pursuant to the Tribal Constitution adopted by eligible voters of the Tribe on August 27, 1991, and approved by the Secretary of the Interior on September 9, 1991.

(b) Under the Tribal Constitution, Article VI § 1, and the Tribal Code §100.010, the Tribal Council is empowered to exercise all executive authority, and all legislative authority, except as limited by the powers of the General Council. Until such time as a Tribal Court is established, the Tribal Council is also empowered under the Constitution, Article VII § 4, and the Tribal Code §§100.010 and 120.100(3)(b) to exercise all judicial authority of the Tribe. The Tribal Council is the ultimate arbiter of the meaning of the Constitution and other Tribal Laws, and any meaning that the Tribal Council may assign to a constitutional provision or to a Tribal law by written opinion shall be final and binding on the Tribe. The Tribal Council also retains the ultimate authority to manage the affairs of the Tribe, protect its sovereign rights and promote Tribal goals under the Tribal Code §§100.010(2), 100.100, 120.010(2), 120.100(3)(a).

(c) The Act and the Constitution each require that the Tribal Council establish an economic development plan, promote the social and economic welfare of the Tribe, and enhance common tribal resources. To carry out these duties, the Tribal Council determined as of February 22, 1992, that it was necessary to charter and establish the Coquille Economic Development Corporation to pursue and implement economic development for the Tribe and its members. In accordance with that determination and pursuant to its authority under the Constitution, Article VI §1, and the Tribal Code §§120.010(2), 120.100(3)(e), the Tribal Council adopted Ordinance 210 establishing CEDCO and adopting its Articles of Incorporation.

Adopted: 9/21/96

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Amended: 12/20/97

Amended: 8/25/07

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(d) The Tribal Council determined on May 18, 1996, that it was and is in the best interest of the Tribe for the Tribal Council to maintain direct oversight of CEDCO, including the authority to amend the Articles of Incorporation of CEDCO and to clarify the authority of the Tribal Council to suspend or remove directors and officers. On May 18, 1996, the Tribal Council adopted Resolution CY9625, which amended CEDCO's Articles of Incorporation to expressly set forth the Tribal Council's authority to suspend or remove directors and officers.

(e) The Tribal Council determined on June 8, 1996, that (i) in order to clarify the inherent oversight authority of the Tribal Council, it was in the best interest of the Tribe to rescind Ordinance 210 to the extent that it purported to divest the Tribal Council or its express and inherent authority to act for the Tribe, including the exercise of all legislative and executive authority, (ii) CEDCO's continued existence since its establishment in February 1992 was and is in the best interest of the Tribe, and (iii) the Articles of Incorporation for CEDCO as amended on May 18, 1996, should remain in full force and effect. The same day, the Tribal Council adopted Resolution CY9627, which rescinded Ordinance 210, but left intact CEDCO's Articles of Incorporation (as amended by Resolution CY9625) to receive a new numerical designation.

(f) The Tribal Council has determined that (i) the actions taken on May 18, 1996, and June 8, 1996, as effected in Resolution CY9625 and CY9627, were within the Tribal Council's express and inherent authority under the Constitution, Article VI, and the Tribal Code, Chapters 100 and 120, (ii) these actions were necessary, proper, and in the best interest of the Tribe, and (iii) Resolutions CY9625 and CY9627 were and are legal and valid resolutions of the Tribal Council, duly adopted and with effect from the date of original adoption.

(g) The Tribal Council has determined that the Articles of CEDCO should be further amended to clarify the duties and obligations of the Tribal Council and of the CEDCO Board of Directors and Officers with respect to CEDCO, and to make changes recommended by counsel to the Tribe and CEDCO. The Tribal Council also determined that it was in the best interest of the Tribe and CEDCO to appoint a new Board of Directors to manage CEDCO, with new terms beginning as of September 21, 1996, and that there was just cause to remove certain prior directors and officers of CEDCO, as indicated by separate resolution.

(h) The Tribal Council and the CEDCO Board after detailed consultation, determined that it would be in the best interest of the Tribe and CEDCO to further amend CEDCO Articles in a second amendment and restatement. This second amendment and

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restatement of the CEDCO Articles incorporates changes to CEDCO's internal management structure, further changes to the relationship between the Tribal Council and the CEDCO Board and other technical changes deemed to be in the best interest of the Tribe and CEDCO.

3. Establishment of Corporation.

Based on the above findings, the Coquille Tribal Council as the ultimate arbiter of the Constitution and Tribal Law, hereby (i) ratifies and approves the chartering and establishment of CEDCO as a tribally-chartered corporation on February 22, 1992, and (ii) ratifies and approves the continued existence of CEDCO as a duly authorized and existing corporation from the date of its establishment.

4. Second Amended Articles of Incorporation.

The adoption of the Articles attached to Ordinance 210, as amended by Resolution CY9625, as further amended by adoption of this Ordinance, and as further amended by the amendments of this Ordinance are hereby ratified, and said Articles are hereby adopted as the organic document of said corporation effective February 22, 1992. The title of this document shall be The Second Amended and Restated Articles of Incorporation.

5. Third and Fourth Amended and Restated Articles of Incorporation

a. The adoption of the Third Amended and Restated CEDCO Articles of Incorporation by Tribal Council resolution 0204, dated February 23, 2002, is ratified;

b. The adoption of the Fourth Amended and Restated CEDCO Articles of Incorporation by Tribal Council resolution 0594, dated November 19, 2005, is ratified.

6. Fifth Amended and Restated Articles of Incorporation.

The adoption of the Fifth Amended and Restated Articles of Incorporation is hereby ratified. All other versions of the CEDCO Articles of Incorporation are hereby superseded and replaced by the Fifth Amended and Restated Articles of Incorporation.

7. Amendment and Restatement of Articles.

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The Articles of Incorporation of CEDCO are hereby amended and restated in their entirety as set forth in Attachment A and incorporated as an integral part of this Ordinance. Any amendments to or restatements of the Articles of Incorporation of CEDCO that are adopted by a Tribal Council Resolution shall be deemed valid, even if those amendments or restatements are not made in conjunction with an amendment to this Ordinance.

8. Ordinance Supersedes Conflicting Provisions.

In the event of a conflict between this Ordinance, as amended, and any prior Ordinance or Resolution of the Tribal Council, the provisions of this Ordinance as amended shall control.

9. Severability.

If a court of competent jurisdiction finds any provision of this ordinance to be invalid or illegal under applicable tribal and/or federal law, such provision shall be severed from this ordinance and the remainder of this ordinance shall remain in full force and effect.

C E R T I F I C A T I O N

The foregoing ordinance was duly adopted at the Tribal Council Meeting held at Eugene, Oregon, on December 20, 1997, with the required quorum present by a vote of _____ For; _____ Against; _____ Absent; _____ Abstaining.

Edward L. Metcalf,
Chairperson

Thomas H. Younker,
Secretary-treasurer

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