



Oneidas bringing several hundred bags of corn to Washington's starving army at Valley Forge, after the colonists had consistently refused to aid them.

Oneida Tribe of Indians of Wisconsin

BUSINESS COMMITTEE



UGWA DEMOLUM YATEHE
Because of the help of this Oneida Chief in cementing a friendship between the six nations and the colony of Pennsylvania, a new nation, the United States was made possible.

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Resolution # 9-27-06 H

Resolution to Amend the Corporate Charter of the Seven Generations Corporation

WHEREAS, the Oneida Tribe of Indians of Wisconsin is a federally recognized Indian government and a treaty tribe recognized by the laws of the United States, and

WHEREAS, the Oneida General Tribal Council is the governing body of the Oneida Tribe of Indians of Wisconsin, and

WHEREAS, the Oneida Business Committee has been delegated the authority of Article IV, Section I of the Oneida Tribal Constitution by the General Tribal Council, and

WHEREAS, Article IV, Section 1(h) authorizes the Oneida Business Committee to “charter subordinate organizations for economic purposes;” and

WHEREAS it is in the best interest of the Tribe to amend the charter of the Oneida Seven Generations Corporation to promote and enhance the business and economic development of the Tribe.

NOW THEREFORE BE IT RESOLVED, that the Second Amended Charter of the Oneida Seven Generations Corporation is hereby amended to read as follows:

ARTICLE IV. REGISTERED OFFICE/AGENT, PLACE OF BUSINESS

The principal place of business and the registered office of the Corporation must be on the Oneida Indian Reservation, Wisconsin. The registered agent is John Kroner. The registered office and place of business is 1239 Flight Way, DePere, Wisconsin, 54115. The mailing address will be P. O. Box 257, Oneida, Wisconsin, 54155. The Corporation may have other places of business, on or off the Oneida Indian Reservation, as the Board of Directors of the Corporation may elect.

ARTICLE VI. PURPOSES AND POWERS

- (A) To promote and enhance the business and economic diversification directly or as a holding company for real estate and other business ventures of the Nation.

- (G) To hire, discharge, train and supervise all labor and employees required for the purpose of the Corporation through consensus of the OSGC Board of Directors.
- (I) To amend and alter by-laws, consistent with the charter or the executing of the affairs of the Corporation.
- (O) To set up separate corporate business systems and processes; i.e. LLC's and LLP's, etc.

ARTICLE VII. BOARD OF DIRECTORS

- (D) The Board of Directors will consist of a number of board members specified in accordance with the Corporation's by-laws with the following limitations: the majority of the members must be voting members of the General Tribal Council, the number of non-Oneida members will not exceed two (2), and all board members must have experience in one (1) or more of the following areas: real estate, commercial development, business management, risk management, finance, tribal government or accounting.
- (E) The term of office for all members is five (5) years. Oneida members are limited to five (5) terms of office while non-Oneida members are limited to one (1) term.

ARTICLE IX. DISTRIBUTION OF PROFITS

This Charter is granted upon the condition that profits of the Corporation are allocated in the manner set forth as follows:

- (A) The Corporation shall, as soon as practical, make a determination of the net income of the Corporation for each fiscal year. Net income will be based upon Generally Accepted Accounting Principles.
- (B) The Corporation shall establish a cash reserve for debt service which will be set at an amount equal to six (6) monthly debt payments and one (1) year working capital. Debt payments are defined as payments on principal and interest for all current debts of the Corporation. Working capital is defined as current assets minus current liabilities.
- (C) Distribution of earnings or profits may be made at the discretion of the Shareholders, which will be mutually agreed upon at the Annual Shareholder's Meeting.

ARTICLE XI. ANNUAL MEETING

- (B) Written notice stating the place, day and hour of the meeting, the purpose or purposes of the meeting will delivered to the Secretary of the Business Committee. Such notice will be mailed, e-mailed or delivered in person not less than five (5) nor more than thirty (30) days before the date of the meeting.
- (C) The quorum at the annual business meeting will be equal to the sum of the quorum of the Business Committee plus the quorum of the OSGC Board of Directors.

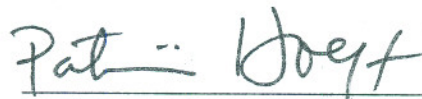
ARTICLE XIV. AUDITS

An annual audit must be submitted to the Business Committee by the Secretary of the Corporation for the annual business meeting. Said audit is to be performed by an Independent Certified Accounting Firm pursuant to generally accepted auditing procedures. Audits of the Corporation may be conducted by the Oneida Nation with reasonable notice to the Treasurer of the Corporation.

BE IT FURTHER RESOLVED, Article VII, Section F and Article XI, Section D of the Second Amended Corporate Charter are deleted in their entirety.

CERTIFICATION

I the undersigned, as Secretary of the Oneida Business Committee, hereby certify that the Oneida Business Committee is composed of (9) members of whom (5) members constitute a quorum. 9 members were present at a meeting duly called, noticed and held on the 27 day of September, 2006; that the foregoing resolution was duly adopted at such meeting by a vote of 8 members for; 0 members against; and 0 members not voting; and that said resolution has not been rescinded or amended in any way.



Patricia Hoefl, Tribal Secretary
Oneida Business Committee