

## CORPORATE AUTHORIZATION RESOLUTION

NATIVE AMERICAN BANK N.A.  
P.O. BOX 730, 125 NORTH PUBLIC SQUARE  
BROWNING, MT 59417-0730

By: Cangleska, Inc.  
P.O. Box 638  
Kyle, SD 57752

*orig w/dde  
acts.*

Referred to in this document as "Financial Institution"

Referred to in this document as "Corporation"

I, \_\_\_\_\_, certify that I am Secretary (clerk) of the above named corporation organized under the laws of \_\_\_\_\_, Federal Employer I.D. Number 46-0441476, engaged in business under the trade name of Cangleska, Inc., and that the resolutions on this document are a correct copy of the resolutions adopted at a meeting of the Board of Directors of the Corporation duly and properly called and held on \_\_\_\_\_ (date). These resolutions appear in the minutes of this meeting and have not been rescinded or modified.

AGENTS Any Agent listed below, subject to any written limitations, is authorized to exercise the powers granted as indicated below:

Name and Title or Position	Signature	Facsimile Signature (if used)
A. <u>Karen Artichoker</u>	<u>X</u> <i>Karen Artichoker</i>	<u>X</u> <i>Karen Artichoker</i>
B. <u>George Twiss</u>	<u>X</u> <i>George Twiss</i>	<u>X</u> <i>George Twiss</i>
C. _____	<u>X</u> _____	<u>X</u> _____
D. _____	<u>X</u> _____	<u>X</u> _____
E. _____	<u>X</u> _____	<u>X</u> _____
F. _____	<u>X</u> _____	<u>X</u> _____

**POWERS GRANTED** (Attach one or more Agents to each power by placing the letter corresponding to their name in the area before each power. Following each power indicate the number of Agent signatures required to exercise the power.)

Indicate A, B, C, D, E, and/or F	Description of Power	Indicate number of signatures required
_____	(1) Exercise all of the powers listed in this resolution.	_____
_____	(2) Open any deposit or share account(s) in the name of the Corporation.	_____
_____	(3) Endorse checks and orders for the payment of money or otherwise withdraw or transfer funds on deposit with this Financial Institution.	_____
_____	(4) Borrow money on behalf and in the name of the Corporation, sign, execute and deliver promissory notes or other evidences of indebtedness.	_____
_____	(5) Endorse, assign, transfer, mortgage or pledge bills receivable, warehouse receipts, bills of lading, stocks, bonds, real estate or other property now owned or hereafter owned or acquired by the Corporation as security for sums borrowed, and to discount the same, unconditionally guarantee payment of all bills received, negotiated or discounted and to waive demand, presentment, protest, notice of protest and notice of non-payment.	_____
_____	(6) Enter into a written lease for the purpose of renting, maintaining, accessing and terminating a Safe Deposit Box in this Financial Institution.	_____
_____	(7) Other _____	_____

**LIMITATIONS ON POWERS** The following are the Corporation's express limitations on the powers granted under this resolution.

**EFFECT ON PREVIOUS RESOLUTIONS** This resolution supersedes resolution dated \_\_\_\_\_. If not completed, all resolutions remain in effect.

**CERTIFICATION OF AUTHORITY**

I further certify that the Board of Directors of the Corporation has, and at the time of adoption of this resolution had, full power and lawful authority to adopt the resolutions on page 2 and to confer the powers granted above to the persons named who have full power and lawful authority to exercise the same. (Apply seal below where appropriate.)

☒ If checked, the Corporation is a non-profit corporation.

In Witness Whereof, I have subscribed my name to this document and affixed the seal of the Corporation on \_\_\_\_\_ (date).

Attest by One Other Officer \_\_\_\_\_

Secretary \_\_\_\_\_



## RESOLUTIONS

The Corporation named on this resolution resolves that,

- (1) The Financial Institution is designated as a depository for the funds of the Corporation and to provide other financial accommodations indicated in this resolution.
- (2) This resolution shall continue to have effect until express written notice of its rescission or modification has been received and recorded by the Financial Institution. Any and all prior resolutions adopted by the Board of Directors of the Corporation and certified to the Financial Institution as governing the operation of this corporation's account(s), are in full force and effect, until the Financial Institution receives and acknowledges an express written notice of its revocation, modification or replacement. Any revocation, modification or replacement of a resolution must be accompanied by documentation, satisfactory to the Financial Institution, establishing the authority for the changes.
- (3) The signature of an Agent on this resolution is conclusive evidence of their authority to act on behalf of the Corporation. Any Agent, so long as they act in a representative capacity as an Agent of the Corporation, is authorized to make any and all other contracts, agreements, stipulations and orders which they may deem advisable for the effective exercise of the powers indicated on page one, from time to time with the Financial Institution, subject to any restrictions on this resolution or otherwise agreed to in writing.
- (4) All transactions, if any, with respect to any deposits, withdrawals, rediscounts and borrowings by or on behalf of the Corporation with the Financial Institution prior to the adoption of this resolution are hereby ratified, approved and confirmed.
- (5) The Corporation agrees to the terms and conditions of any account agreement, properly opened by any Agent of the Corporation. The Corporation authorizes the Financial Institution, at any time, to charge the Corporation for all checks, drafts, or other orders, for the payment of money, that are drawn on the Financial Institution, so long as they contain the required number of signatures for this purpose.
- (6) The Corporation acknowledges and agrees that the Financial Institution may furnish at its discretion automated access devices to Agents of the Corporation to facilitate those powers authorized by this resolution or other resolutions in effect at the time of issuance. The term "automated access device" includes, but is not limited to, credit cards, automated teller machines (ATM), and debit cards.
- (7) The Corporation acknowledges and agrees that the Financial Institution may rely on alternative signature and verification codes issued to or obtained from the Agent named on this resolution. The term "alternative signature and verification codes" includes, but is not limited to, facsimile signatures on file with the Financial Institution, personal identification numbers (PIN), and digital signatures. If a facsimile signature specimen has been provided on this resolution, (or that are filed separately by the Corporation with the Financial Institution from time to time) the Financial Institution is authorized to treat the facsimile signature as the signature of the Agent(s) regardless of by whom or by what means the facsimile signature may have been affixed so long as it resembles the facsimile signature specimen on file. The Corporation authorizes each Agent to have custody of the Corporation's private key used to create a digital signature and to request issuance of a certificate listing the corresponding public key. The Financial Institution shall have no responsibility or liability for unauthorized use of alternative signature and verification codes unless otherwise agreed in writing.

Pennsylvania. The designation of an Agent does not create a power of attorney; therefore, Agents are not subject to the provisions of 20 Pa.C.S.A. Section 5601 et seq. (Chapter 56; Decedents, Estates and Fiduciaries Code) unless the agency was created by a separate power of attorney. Any provision that assigns Financial Institution rights to act on behalf of any person or entity is not subject to the provisions of 20 Pa.C.S.A. Section 5601 et seq. (Chapter 56; Decedents, Estates and Fiduciaries Code).

## FOR FINANCIAL INSTITUTION USE ONLY

Acknowledged and received on \_\_\_\_\_ (date) by \_\_\_\_\_ (initials) ☐ This resolution is superseded by resolution dated \_\_\_\_\_.

Comments:

## CANGLESKA, INC. BOARD OF DIRECTORS MEETING

Date: October 6, 2005

Location: Pine Ridge Cangleska office

Present: Arvene Standing Elk, Sally O'Rourke, Mary Lacota, George Twiss, Ben Artichoker, Karen Artichoker

Time Started: 5:30 p.m.

Arvene Standing Elk said the prayer.

The Cangleska, Inc. Board of Directors uses the consensus making decision making process, in accordance with the organization's by-laws.

- Ben Artichoker provided a financial report.
- Directors reviewed the audit and Ben Artichoker, CFO, answered questions regarding the audit. Ben reports that he is pleased with the audit.

AFFIRM: The BOD congratulates the finance office on a good audit and affirms the audit.

### CONSENSUS

- A discussion was held about how Cangleska could encourage OLC to use Cangleska as an intern site to develop the accounting and administrative skills of students.
- A discussion was held on the stock donations that were made to Cangleska, Inc.
- Discussion about the new shelter, the donation from Shakopee and how the funding for the new shelter could/should be administered.

PROPOSAL: To authorize the construction of a Shelter/Administration Building in Kyle to be financed with a down payment from a contribution from the Shakopee Nation and a loan through assistance obtained through the Native American Bank.

A separate accounting fund will be set up, to be administered as an Internal Service Fund. The name of the fund will be Facilities Internal Fund.

A separate checking account will be set up called the Facilities Internal Service Account.

The internal service fund will bill each program, through an internal bill form, for space costs based on square footage. The cost per square foot will be calculated and revised at the end of each quarter and will include interest on the mortgage, depreciation on the building and fixtures, actual or estimated cost of repairs and maintenance, actual or estimated routine maintenance costs, the actual cost of utilities, and other actual or estimated incidental costs required to maintain the building operational and functional for the various programs using space from the new facility.



All related debt for the construction of the facility will be serviced and accounted for through the Facilities Internal Service Fund and the Facilities Internal Service Account.

The main objective of the Facilities Internal Service Fund shall be to provide a service to the various federally funded programs administered by Cangleska, Inc. at a break even plus a reasonable cushion for contingencies.

A second shall be set up with Native American Bank named Development Resources Account. This account will be used for maintaining balances raised in Development (fundraising) efforts.

CONSENSUS

PROPOSAL: The Management Team, George Twiss and Karen Artichoker, is authorized to sign any documents associated with the shelter/administration construction bank loan documents and other account documents with Native American Bank.

CONSENSUS

PROPOSAL: The Management Team is authorized to manage the new shelter/administration construction project in its entirety and shall make a full financial and construction/program progress report to the Board of Directors at each BOD meeting up to and upon completion of the project.

CONSENSUS

PROPOSAL: BOD recommends that we instruct the broker to place the stock donation in t-bills, lowest risk.

CONSENSUS

- Discussion on the tribal criminal justice and the current controversy surrounding the 99.2 OST Domestic Violence Code.
- Discussion about the ground-breaking for the new shelter.

Meeting adjourned at 8:00 p.m.

- The next meeting will be held in Rapid City on December 15, 2005. We will host a staff dinner.

Respectfully Submitted,

Karen Artichoker, Recorder

*needs  
signed*