

ARTICLES OF INCORPORATION
OF THE
WALKER RIVER PAIUTE ECONOMIC DEVELOPMENT CORPORATION

We, the undersigned five persons, members of the Walker River Paiute Tribe of the State of Nevada, have voluntarily associated ourselves for the sole purpose of forming a non-profit, non-stock corporation for Scientific, Educational, Charitable, and Community Economic Development Activities, and we do hereby certify the following:

ARTICLE 1

NAME: The name of the Corporation shall be The Walker River Paiute Economic Development Corporation, Inc., hereinafter referred to as the Corporation.

ARTICLE 2

PURPOSE: The purpose of this Corporation shall be to conduct activities related to Science, Education, Charity, and Economic Development.

The specific and primary purposes are:

1. To provide economic development for the Walker River Paiute Tribe.
2. To, in any legal manner, purchase, sell, lease and/or rent real property within the State of Nevada for the benefit of the Walker River Paiute Tribe.
3. To aid, support and assist by gifts, contributions or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, religious, scientific, literary or educational and community development purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
4. To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organization of any kind or nature, such as corporation, firms, associations, trusts, institutions, foundations, or governmental bureaus, department or agencies.

ARTICLE 3

TERM: The term for which this Corporation is to exist is perpetual.

ARTICLE 4

PLACE OF BUSINESS: The principal place of business shall be Schurz, Nevada.

ARTICLE 5

POWERS: The Corporation shall have the following powers, in furtherance, but not in limitation to, the foregoing charitable, scientific, educational, and economic development purposes:

- A. To undertake, conduct and provide programs, projects and activities, including, but not limited to, training, consultation, study and design, which programs, projects and activities are in furtherance of, and limited by, the educational, scientific, charitable, and economic development purposes of the Corporation above.
- B. To receive grants, contracts and gifts, from whatever sources, public or private, in keeping with, and limited by, the scientific, charitable, educational, and community development purposes of the Corporation.
- C. To sue and be sued, complain and defend, its corporate name. This in no way waives the the sovereign immunity of the Walker River Paiute Tribe.
- D. To have a corporate seal which may be altered at pleasure, and to sue the same by causing it, or a facsimile thereof, to be impressed or affixed or in any manner reproduced.
- E. To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire own, hold, improve, use and otherwise deal in and with real or personal property, including money, or any interest therein, wherever situated.
- F. To sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or part of its property and assets.
- G. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, note, use, employ, sell, mortgage, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interests or in obligations of other domestic or foreign corporations, whether for profit or not for profit, associations, partnership, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, or

municipality, or of any instrumentality thereof.

- H. To make contracts, and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- I. To conduct its affairs, carry on its operations and have offices and exercise the powers granted by this article in any state, territory, district, or possession of the United States, or in any foreign country.
- J. To elect or appoint officers and agents of the Corporation, who may be directors, or members, and define their duties and fix their compensations.
- K. To make and alter bylaws, consistent with its Articles of Incorporation or with the laws of this Tribe, for the administration and regulation of the affairs of the Corporation.
- L. Unless otherwise provided in the Articles of Incorporation, to make donations for the social welfare, science, education, or economic development.
- M. To indemnify a director or officer or former director or officer of the Corporation, or any person, who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligency or misconduct in the performance of duty to the Corporation; and to make any other indemnification that shall be authorized by the Articles of Incorporation or bylaws, or resolution adopted after notice by the members entitled to vote.
- N. To pay any pensions and establish pension plans or pension trusts for any or all its directors, officers, and employees.
- O. To cease its corporate activities and surrender its corporate franchise.
- P. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized, consistent with the laws of the Walker River Paiute Tribe and the United States of America as it exists now or may hereafter be amended; provided, however, that none of the above powers may be exercised in a manner inconsistent with

Section 501 (c) (3) and (4) of the Internal Revenue Code as it exists now or may in the future be amended.

ARTICLE 6

MEMBERSHIP: The membership of this Corporation shall be the Walker River Tribal Council and any tribal member appointed by them.

ARTICLE 7

MANAGEMENT: The Board of Directors shall number five, provided that the number of directors may from time to time be changed by amendment of the bylaws of this Corporation. Directors shall be selected every three years, by the Tribal Council, and will serve staggered terms of offices. The names and addresses of those chosen to serve as the first Board of Directors of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
1. _____	_____
2. _____	_____
3. _____	_____
4. _____	_____
5. _____	_____

ARTICLE 8

LIMITATIONS: No substantial part of the activities of the Corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation except from Federal and state income taxes under Section 501 (c) (3) and (4) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law.

Nor shall the Corporation be operated for the primary purpose of generating pecuniary gain or profit (or dividends to the members thereof) or to any individual except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its specific and primary purposes. The property, assets, profits, and net income and community development purpose, and no part of the profit or net income of the Corporation shall

inure to the benefit of any director, officer, or member thereof or to the benefit of any individual.

ARTICLE 9

RIGHT OF INDEMNIFICATION: Any person (and heirs, executors and administrators of such person) made or threatened to be made a party of any action, suit or proceedings by reason of the fact that he is or was a director or officer of the corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceedings that such director or officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer (or such heirs, executors or administrators) may be entitled apart from this article.

ARTICLE 10

DISSOLUTION: The Corporation may be dissolved by the affirmative vote of two-thirds of the Corporation's members. Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation shall be distributed to an organization and used exclusively to accomplish the general purposes of which this Corporation is organized. If the Corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by Decree of the Tribal Court established for the Walker River Paiute Tribe upon petition therefor by the Tribal Attorney or any person concerned in the liquidation.

ARTICLE 11

AMENDMENTS: Amendments to the Articles of Incorporation and bylaws may be made at any special meeting of the Corporation duly called for that purpose, provided that a quorum is present and two-thirds of the members present approve the amendment.

In witness whereof, we the undersigned, the incorporators of this Corporation, have executed these Articles of Incorporation on this _____ day of _____, 1982.

1. _____
2. _____

- 3. _____
- 4. _____
- 5. _____

Known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

In witness whereof, I have hereunto signed my name and affixed the official seal of my office the day and year first above written.

SUBSCRIBED and SWORN to before me, this
_____ day of _____, 1982.

NOTARY PUBLIC

APPROVED: Robert L. Hunter DATE: May 7, 1982
Robert L. Hunter, Superintendent