Lac Vieux Desert Band Of Lake Superior Chippewa Tribal Government

P.O. Box 249, Pow Wow Trail • Watersmeet, Michigan 49969
Phone: 906-358-4577 • Fax: 906-358-4785

Executive Officers:
James Williams, Jr., Tribal Chairman
Joette Pete-Baldwin, Tribal Vice-Chairwoman
Susan M. McGeshick, Treasurer
Vera Klingman, Tribal Secretary

Council Members:
Michael Hazen, Jr.
Cheryl McGeshick
Mitchell McGeshick
Tyrone McGeshick
Henry Smith

RESOLUTION # T2015-10

APPROVING THE CREATION OF THE WHOLLY OWNED AND OPERATED TRIBAL SERVICING ENTITY – ASCENSION TECHNOLOGIES, LLC

WHEREAS, the Lac Vieux Desert Band of Lake Superior Chippewa Indians ("Tribe") is a federally recognized Indian Tribe organized pursuant to Section 16 of the Indian Reorganization Act of June 18, 1934, 48 Stat. 984, 25 U.S.C. §476; and,

WHEREAS, the Tribal Council ("Council") of the Tribe is empowered pursuant to Article IV, Section 1(f), of the Tribe's Constitution to "manage the economic affairs, enterprises, property, both real and personal, and other interest of the [Tribe]"; and,

WHEREAS, The Council is authorized pursuant to Article IV, Section 1(b) of the Tribal Constitution to enact resolutions or ordinances; and

WHEREAS, The Council wishes to diversify the economy of the Tribe's Reservation in order to improve the Tribe's economic self-sufficiency; and

WHEREAS, The Council, pursuant to Tribal Council Resolution #T2015-08, did create Tribal Economic Development Holdings, LLC ("TED Holdings"), a wholly owned and operated economic arm and instrumentality of the Tribe, for the purpose of creating and operating one or more Tribal lending and ancillary businesses to further the economic development of the Tribe; and

WHEREAS, The Council in accordance with its strategic economic development efforts wishes to create an additional tribally owned business as a subsidiary of TED Holdings for the purpose of engaging in marketing, technological and vendor services; and

WHEREAS, The Council has adopted the Lac Vieux Desert Band of Lake Superior Chippewa Indians Business Entity Ordinance ("Business Ordinance") pursuant to Tribal Council Resolution #T2014-068; and

WHEREAS, The Council has determined that this entity shall be a limited liability company formed under the Chapter 5 of the Lac Vieux Desert Band of Lake Superior Chippewa Indians Business Entity Ordinance, and shall be named Ascension Technologies, LLC; and

WHEREAS, the Council has been presented with Articles of Organization and an Operating Agreement for the tribally owned business entity to be known as Ascension Technologies, LLC ("Ascension"), of which TED Holdings is named as the sole member; and,

WHEREAS, the Council believes it to be in the best interest of the Tribe to create such an entity which, as a wholly owned and operated instrumentality of the Tribe, shall be possessed of all of the privileges of the Tribe, including but not limited to the sovereign immunity of the Tribe which shall not be waived unless authorized by the Council in accordance with the terms of the Operating Agreement; and,

WHEREAS, the Council, in furtherance of the business of Ascension, and therefore in furtherance of the business enterprises of the tribe, finds that all information and records of Ascension are confidential and deemed Tribal Records as provided for in the Tribal Constitution and may not be disclosed except as provided for in accordance with applicable Tribal or federal law or contract providing for access to such information and records; and,

WHEREAS, the Council, in furtherance of the business of Ascension and TED Holdings, and therefore in furtherance of the business enterprises of the Tribe, believes that it is in the best interest of the Tribe to appoint James Williams, Jr. and Michelle Hazen as Co-Managers of Ascension who will be possessed of all power and authority, consistent with the attached Articles of Organization and Operating Agreement, to conduct the business of Ascension; and,

WHEREAS, the Co-Managers, in furtherance of the business of Ascension, and therefore in furtherance of the business enterprises of the Tribe, believes that it is in the best interest of Ascension to designate Brian McFadden as President of Ascension; and,

WHEREAS, the Council, in furtherance of the business of Ascension, specifically indemnifies and defends the Co-Managers Williams and Hazen and President McFadden, and all of their successors, against all liabilities, losses, and costs (including attorneys' fees) incurred or suffered by either Co-Manager or the President in connection with the business of Ascension subject to the limitations set forth in the Operating Agreement;

THEREFORE BE IT RESOLVED, that the Council hereby adopts the Articles of Organization and Operating Agreement of the wholly owned and operated tribally owned business entity to be known as Ascension Technologies, LLC ("Ascension") of which Tribal Economic Development Holdings, LLC ("TED Holdings") shall be now and forever, the sole member; and

BE IT FURTHER RESOLVED, that the Council hereby declares that Ascension, as a wholly owned and operated instrumentality of TED Holdings, shall be possessed of all of the privileges of the Tribe, including but not limited to the sovereign immunity of the Tribe which shall not be waived unless authorized by the Council in accordance with the terms of the Operating Agreement; and,

BE IT FURTHER RESOLVED, that the Council, hereby declares that all information and records of Ascension are confidential and deemed Tribal Records as provided for in the Tribal Constitution and may not be disclosed except as provided for in accordance with applicable Tribal or federal law or contract providing for access to such information and records; and,

BE IT FURTHER RESOLVED, that the Council, acting on behalf of the Tribe as sole member of TED Holdings hereby appoints Michelle Hazen and James Williams, Jr. as Co-Managers of Ascension, who are possessed of all power and authority, consistent with the attached Articles of Organization and Operating Agreement, to conduct the business of TED Holdings; and,

BE IT FURTHER RESOLVED, that the Co-Managers, acting on behalf of Ascension recognizes the designation of Brian McFadden as President of Ascension; and,

BE IT FURTHER RESOLVED, that the Council, hereby approves authorizes and directs the Co-Managers to take the necessary steps to conduct the business of Ascension including but not limited to the registration of the business necessary to receive a tax identification number and the opening of bank accounts at one or more financial institutions of their choosing, including Chippewa Valley Bank, as well as the execution and delivery of any and all documents, including but not limited to signature cards for each account, necessary to conduct the business of Ascension; and

BE IT FURTHER RESOLVED, that the Council, acting on behalf of the Tribe as sole member of TED Holdings, hereby indemnifies and will defend Co-Managers Williams and Hazen, President McFadden, and all of their successors, against all liabilities, losses, and costs (including attorneys' fees) incurred or suffered by the Co-Manager or President in connection with the business of Ascension subject to the limitations set forth in the Operating Agreement.

CERTIFICATION

I, the undersigned, as Chairman of the Lac Vieux Desert Band of Lake Superior Chippewa Indians, a tribal government operating under a Constitution adopted pursuant to Section 16 of the Indian Reorganization Act 25 U.S.C. 476 and, more specifically, 25 U.S.C. 1300(h), do hereby certify that the Tribal Council of the Band is composed of nine (9) members, of whom ~~eight~~ (7), constituting a quorum, were present at a meeting duly called, noticed, convened and held on the 5th day of February 2015 and that the foregoing resolution was duly adopted at said meeting by an affirmative vote of Six (6) members, Zero (0) against, and Zero (0) abstaining, and that the said resolution has not been rescinded or amended in any way.

Vera Klingman

Vera Klingman – Secretary

James Williams, Jr., Tribal Chairman

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Council Members:
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Cheryl McGeshick
Mitchell McGeshick
Tyrone McGeshick
Henry Smith

RESOLUTION # T2016-048

AUTHORIZING AND APPROVING FIRST AMENDED AND RESTATED ARTICLES OF ORGANIZATION AND FIRST AMENDED AND RESTATED OPERATING AGREEMENT OF ASCENSION TECHNOLOGIES, LLC

WHEREAS, the Lac Vieux Desert Band of Lake Superior Chippewa Indians ("Tribe") is a federally recognized Indian Tribe organized pursuant to Section 16 of the Indian Reorganization Act of June 18, 1934, 48 Stat. 984, 25 U.S.C. §476; and,

WHEREAS, the Tribe through a duly elected Tribal Council ("Tribal Council") is empowered pursuant to Article IV, Section 1(f), of the Tribe's Constitution to "manage the economic affairs, enterprises, property, both real and personal, and other interest of the [Tribe]"; and,

WHEREAS, the Tribal Council, pursuant to Resolution #T2015-08 approved the creation of Tribal Economic Development Holdings, LLC ("TED Holdings"), of which the Tribe is the sole member, and

WHEREAS, the Tribal Council, pursuant to Resolution #T2015-10 approved the creation of Ascension Technologies, LLC ("Ascension"), of which Tribal Economic Development Holdings, LLC ("TED Holdings") is the sole member; and

WHEREAS, Ascension is engaged in the business of providing marketing, technology, and vendor services as authorized by Tribal and applicable federal law; and

WHEREAS, the Tribal Council appointed Michelle Hazen and James Williams, Jr. as the Co-Managers of Ascension Technologies, LLC; and

WHEREAS, the Co-Managers believe that it is in the best interests of Ascension to establish a separate Post-Office Box ("PO Box") for its mailing address from its Member TED Holdings and affiliate Big Picture Loans, LLC; and

WHEREAS, TED Holdings, Member of Ascension, has a new mailing address; and

WHEREAS, changing the mailing address of Ascension and the mailing address of the Member requires amending the Articles of Organization and Operating Agreement (the "Creation Documents"); and

WHEREAS, the Creation Documents require that the Tribal Council approve any amendments to the Creation Documents to be by resolution; and

WHEREAS, the Co-Managers have presented the Tribal Council with the attached First Amended and Restated Articles of Organization and First Amended and Restated Operating Agreement, which include the changes of address described above and corrections of scriveners' errors; and

WHEREAS, the Tribal Council believes it to be in the best interest of Ascension and the Tribe to adopt the First Amended and Restated Articles of Organization and First Amended and Restated Operating Agreement.

THEREFORE BE IT RESOLVED, that the Tribal Council hereby adopts the attached First Amended and Restated Articles of Organization and First Amended and Restated Operating Agreement, which include changes to Ascension's mailing address, the Member's mailing address, and the correction of scriveners' errors.

CERTIFICATION

I, the undersigned, as Chairman of the Lac Vieux Desert Band of Lake Superior Chippewa Indians, a tribal government operating under a Constitution adopted pursuant to Section 16 of the Indian Reorganization Act 25 U.S.C. 476 and, more specifically, 25 U.S.C. 1300(h), do hereby certify that the Tribal Council of the Band is composed of nine (9) members, of whom (8), constituting a quorum, were present at a meeting duly called, noticed, convened and held on the 7th day of July 2016 and that the foregoing resolution was duly adopted at said meeting by an affirmative vote of (6) members,(0) against, and (1) abstaining, and that the said resolution has not been rescinded or amended in any way.

Vera Klingman

Vera Klingman – Secretary

James Williams, Jr., Tribal Chairman

FIRST AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
Ascension Technologies, LLC

The undersigned, acting as the organizer of a limited liability company pursuant to Chapter 5 of the Lac Vieux Desert Band of Lake Superior Chippewa Indians Business Entity Ordinance, Resolution No. T2014-068, and the authority to create this tribal company pursuant to Resolution No. T2015-10, as amended by Resolution No. T2016-042 of the Lac Vieux Desert Band of Lake Superior Chippewa Indians, hereby adopts the following First Amended Articles of Organization on this 7th day of July, 2016.

ARTICLE 1 – NAME

The Company's name shall be Ascension Technologies, LLC (the "Company").

ARTICLE 2 – NAME AND ADDRESS OF ORGANIZER

The name and mailing address of the Company's organizer shall be:

Michelle Hazen, Co-Manager
Ascension Technologies, LLC
PO Box 703
Watersmeet, MI 49969

ARTICLE 3 – NAME AND ADDRESS OF REGISTERED AGENT

The name and mailing address of the Company's registered agent shall be:

The Office of the Tribal Chairman
Lac Vieux Desert Band of Lake Superior Chippewa Indians
N4698 US 45
PO Box 249
Watersmeet, MI 49969

ARTICLE 4 – PRINCIPAL PLACE OF BUSINESS

The Company's principal place of business shall be:

N5384 U.S. Hwy. 45, Suite 400
PO Box 703
Watersmeet, MI 49969

The Company is authorized to open and operate satellite offices in locations deemed appropriate by management and necessary to carry out its purpose.

ARTICLE 5 – PURPOSE

The Company's purpose shall be:

To engage in the business of operating one or more Tribal marketing, technology and vendor services business(es), and in any activities that are directly related to the accomplishment of such purpose which are lawful and consistent with these Articles.

ARTICLE 6 – TYPE OF MANAGEMENT

Management of the Company shall be vested in Co-Managers as appointed or hired by the Member. This role may also be filled by a management contractor should the Company so desire. Duties and responsibilities of the Co-Managers shall be defined by the Company's Operating Agreement.

ARTICLE 7 – SOVEREIGN IMMUNITY

The sovereign immunity of the Company shall remain intact unless waived by the Member pursuant to a duly authorized resolution of the Tribal Council of the Lac Vieux Desert Band of Lake Superior Chippewa Indians.

ARTICLE 8 – TRIBAL OWNERSHIP

The Company is and shall remain 100% owned and operated by its Member, Tribal Economic Development Holdings, LLC, a wholly owned and operated economic arm and instrumentality of the Lac Vieux Desert Band of Lake Superior Chippewa Indians.

ARTICLE 9 – NAME AND ADDRESS OF EACH MEMBER

The name and address of the sole Member of the Company shall be:

Tribal Economic Development Holdings, LLC
N5384 U.S. Hwy. 45, Suite 400
PO Box 692
Watersmeet, MI 49969

ARTICLE 10 – DURATION OF COMPANY

The existence of the Company shall be perpetual and dissolved in accordance with the dissolution provisions contained within the Company's Operating Agreement.

ARTICLE 11 – AMENDMENTS

These Articles may only be amended by resolution of the Tribal Council of the Lac Vieux Desert Band of Lake Superior Chippewa Indians.

Date: 7/7/16

By: Michelle Hazen
Michelle Hazen, Organizer and Co-Manager
Ascension Technologies, LLC