

**Articles of Incorporation
of
Red Lake Nation College**

Article I. Name

The name of the organization shall be the *Red Lake Nation College, Inc.*

Article II. Authority

This corporation is organized pursuant to the inherent sovereign authority of the Red Lake Band of Chippewa Indians, as granted by the Constitution of the Tribe and as recognized by the United States as organized on April 18, 1918, and the Revised Constitution & By-laws, January 6, 1959.

Article III. Location

The principal office of the College shall be the Red Lake Nation College, 23750 Highway 1 East, PO Box 576, Red Lake, MN 56671.

Article IV. Duration

The duration of the College's existence shall be perpetual.

Article V. Purpose

The College is organized exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code:

- 5.1 To provide post-secondary educational opportunities for members and residents of the Red Lake Band of Chippewa Indian Reservation and surrounding areas.
- 5.2 To plan, develop, and implement educational curricula incorporating traditional Anishinaabe culture, language, heritage, and values.
- 5.3 To promote and conduct such research and development activities as deemed necessary for the provision of post-secondary educational opportunities on the Red Lake Indian Reservation.
- 5.4 To serve as the Land Grant Tribal College for the Red Lake Band of Chippewa Indians.
- 5.5 To ensure that no part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, regents, officers, or other private person, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause itself.
- 5.6 To ensure that the organization shall not carry on any other activity not permitted by (a) an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) an organization, contributions to which are deductible

under Section 170(c)(2) of the Internal Revenue Code.

Article VI. Membership

This corporation shall have no membership. The Board of Regents of this corporation shall be selected according to provisions in its By-laws and approved by the Red Lake Tribal Council. The authorized number of Regents of this corporation shall be eight (8). The names and addresses of the individuals who are currently appointed to act in the capacity of Board of Regents are:

Lorena Cook, Chair
346 Elm Street
Bemidji, MN 56601

Charlys May, Vice Chair
32005 Hwy 1 B-511
Redby, MN 56670

Rachele Donnell, Secretary
P.O. Box 105
Redby, MN 56670

Dell Marie Johnson, Treasurer
14792 N. Ponemah Rd
Blackduck, MN 56630

Rob Blue
15525 Blues Rd.
Red Lake, MN 56671

Donovan English
P.O. Box 147
Redby, MN 56670

Delwyn Holthusen, Jr.
P.O. Box 66
22920 GiChimadaabii Kuna Rd.
Ponemah, MN 56666

William May, Sr.
P.O. Box 473
Highway 1 E #832-5
Red Lake, MN 56671

Article VII. Sovereign Immunity

7.1 This corporation is clothed by both federal and tribal law with all the privileges and immunities of the Red Lake Band of Chippewa Indians, except as limited by these Articles, including sovereign immunity from suit in any state, federal, or tribal court. Nothing contained in these Articles shall be deemed or construed to be consent of the corporation to the jurisdiction of the United States or of any State or of any tribe or band other than the Red Lake Band of Chippewa Indians with regard to the business or affairs of the corporation.

7.2 Sovereign immunity of the corporation may be waived only by formal resolution of the corporation's Board of Regents. Waivers of sovereign immunity are disfavored by the Band and shall be granted only when necessary to secure a substantial advantage or benefit to the corporation. Any waiver of sovereign immunity shall be specific and limited as to (a) duration, (b) the grantee, (c) the particular transaction, (d) definite property of funds, if any, of the corporation, (e) a particular court having jurisdiction pursuant thereto, and (f) the law that shall be applicable thereto.

The inherent sovereign rights of the Band as a federally recognized Indian tribe with respect to the existence and activities of the corporation are hereby expressly reserved, including sovereign immunity from suit in any state, federal, or tribal court. Nothing herein nor any action of the corporation shall be deemed or construed to be a waiver of sovereign immunity by the Band, or to be a consent of the States or of any state or of any state or any tribe other than the Band with regard to the business or affairs of the corporation, or to be a consent of the Band to any cause of action, case, or controversy, or to the levy of any judgment, lien or attachment upon any property of the Band or the Corporate Commission; or a consent to suit in respect of any land within the boundaries of the Reservation, or a consent to the alienation, attachment, or encumbrance of any such land.

Article VIII. Dissolution

Upon the dissolution of the College, its assets remaining after payment or provision for payment, of all debts and liabilities of this College shall be distributed to the Red Lake Band of Chippewa Indians if it is then in existence, but if not then in existence or exempt, to another non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes, and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, we, the undersigned, being the persons named above as the Board of Regents, have executed these Articles of Incorporation the 20th day of November, 2014.


Name

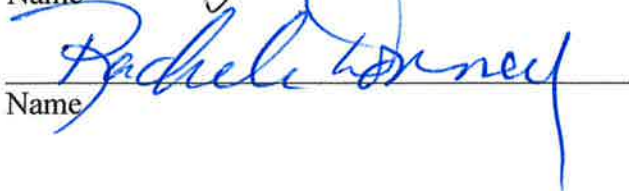

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Resolution of Non-Discriminatory Policy

It is the policy of Red Lake Nation College that all individuals shall have equal access to the College's programs, facilities, and employment opportunities without regard to race, religion, color, gender, sexual orientation, national origin, age, or disability.

Members of the Governing Board:

AB Ble
Name

11/20/14
Date

Wendy CR
Name

11/20/14
Date

Devin Johnson
Name

11/20/2014
Date

Rachel Donnell
Name

11-20-14
Date

Anna G. May
Name

11/20/14
Date

Lorena Cook
Name

11/20/14
Date

Darwin English
Name

11-20-14
Date

[Signature]
Name

11/20/14
Date