



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

SHOSHONE-BANNOCK OPPORTUNITIES UNLIMITED, INC.

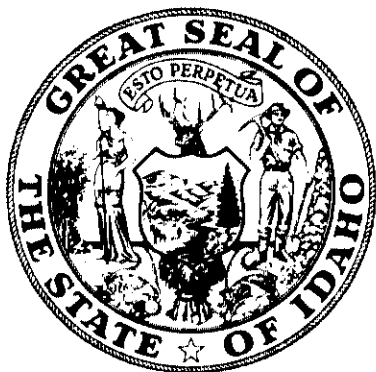
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

SHOSHONE-BANNOCK OPPORTUNITIES UNLIMITED, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received
in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated December 30, 19 88



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

SHOSHONE-BANNOCK OPPORTUNITIES UNLIMITED, INC.
A Non-Profit Corporation

98 DEC 30 11 9 23

KNOW ALL MEN BY THESE PRESENT:

That, the Shoshone-Bannock Tribes of the Fort Hall Indian Reservation in the State of Idaho constitute a duly recognized Indian Tribe organized under the Constitution and By-Laws ratified by the members of the Shoshone-Bannock Tribes on March, 1936, and approved by the Secretary of the Interior on April 30, 1936, pursuant to Section 16 of the Act of June 18, 1934 (48 Stat. 984); that pursuant to Section 17 of the Act of June 18, 1934 (48 Stat. 984), the Shoshone-Bannock Tribes were issued on March 24, 1937 by the Secretary of the Interior, a federal corporate charter which charter was ratified by the Shoshone-Bannock Tribes on April 17, 1937.

That we, the undersigned, all of whom are of full age and citizens of the United States, and members of the Shoshone-Bannock Tribes, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under and pursuant to said constitution and By-Laws Article VI Section 1(f)(m)(5) of said corporate charter, and we do hereby certify:

ARTICLE I

The name of the corporation shall be SHOSHONE-BANNOCK OPPORTUNITIES UNLIMITED, INC.

ARTICLE II

This corporation is a non-profit corporation.

ARTICLE III

Subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

ARTICLE IV

The purposes for which this corporation is formed are:

1. To provide rehabilitation services, training, employment and opportunities for personal growth for the disabled and disadvantaged and others suffering physical or mental

disabilities with a view to making them self-supporting by providing training and education and preparing them for employment in the general labor market and by providing sheltered employment to such persons as indicated on the basis of the needs of the individual.

2. To provide facilities for educational, health and welfare services.

3. To cooperate with the various and several organizations providing educational, health and welfare services such as, but not restricted to, mental health associations, mental retardation associations, day care centers, school districts, churches, city, county, state and federal education, health and welfare agencies, and any other agency dealing with the educational, health or welfare services.

4. To assist the disabled and the disadvantaged to attain the fullest development of which they are capable through the skillful use of recognized techniques of rehabilitation, social work, life guidance, evaluation, training and useful employment.

5. For the accomplishment of the aforementioned purposes, the corporation may:

a. Receive monies, equipment, property or labor from any source including but not limited to private resources, governmental sources, or whatever and purchase, convey, mortgage and lease all kinds of real and personal property or otherwise use the funds.

b. Borrow money and draw, make, accept, endorse, assign, guarantee, execute and issue notices, checks, drafts, bonds, debentures, negotiable instruments and other instruments for the payment of money and mortgage or pledge its property to secure such obligations.

c. Loan money and accept notes, checks, drafts, bonds, debentures, negotiable instruments and other instruments for the payment of money and receive mortgages or pledges of property to secure such obligations accepted.

6. The corporation, subject to any restrictions contained in the Constitution and laws of the United States or in the Constitution and By-Laws of the Shoshone-Bannock Tribes, shall have the following corporate powers, in addition to all powers already conferred or guaranteed by the tribal Constitution and By-Laws

a. To adopt, use and alter at its pleasure a corporate seal.

b. To purchase, take by gift, bequest, or otherwise, own, hold, manage, operate and dispose of property of every description, real and personal subject to the following limitations:

1. No sale or mortgage may be made by the corporation of any land, or interests in land, now or hereafter held by the Shoshone-Bannock Tribes, except as provided by law.

2. No leases, permits or contracts (which terms shall not include land assignments to members of the tribe) covering any land or interests in land within the boundaries of the Fort Hall Reservation shall be made by the corporation for a longer term than five years, and all such leases, permits or contracts must be approved by the Secretary of the Interior or by his duly authorized representative; but mineral leases or any leases requiring substantial improvements of the land may be made for longer periods when authorized by law.

3. No action shall be taken by or on behalf of the corporation which in any way operates to destroy or injure the tribal grazing lands, or other natural resources of the Fort Hall Reservation. All leases or permits relating to the use of tribal grazing lands shall conform to the regulations of the Secretary of the Interior authorized by Section 6 of the Act of June 18, 1934, with respect to range carrying capacity and other matters therein specified. Conformity to such regulations shall be made a condition of any such lease or permit, whether or not such agreement requires the approval of the Secretary of the Interior and violation of such condition shall render the agreement revocable, in the discretion of the Secretary of the Interior.

c. To issue interests in corporate property in exchange for restricted Indian lands, the forms for such interests to be approved by the Secretary of the Interior.

d. To borrow money from the Indian Credit Fund in accordance with the terms of Section 10 of the Act of June 18, 1934 (48 Stat. 984), or from any other governmental agency, or from any member or association of members of the tribe, and to use such funds directly for productive tribal enterprises, or to loan money thus borrowed to individual members or associations of members of the tribe: provided, that the amount of indebtedness to which the corporation may subject itself, aside from loans from the Indian Credit Fund, shall not exceed \$5,000, except with the express approval of the Secretary of Interior.

e. To engage in any business that will further the economic well-being of the members of the tribe or to undertake any activity of any nature whatever, not inconsistent with law or with any provisions of these Articles.

f. To make and perform contracts and agreements of every description, not inconsistent with law or with any provision of these Articles with any person, association or corporation, with any municipality or any county or with the United States or the State of Idaho, including agreements with the State of Idaho for the rendition of public services: Provided, that any contract involving payment of money by the corporation in excess of \$500 in any one fiscal year shall be subject to the approval of the Secretary of the Interior or his duly authorized representative.

g. To pledge or assign chattels or future tribal income due or to become due to the corporation: Provided, that such assignments of tribal income shall not extend more than 20 years from the date of execution and shall not amount for any one year to more than one-half the net tribal income received in the preceding year: and provided further, that any such pledge or assignment shall be subject to the approval of the Secretary of the Interior or his duly authorized representative.

h. To deposit corporate funds, from whatever source derived, in any national or state bank to the extent that such funds are insured by the Federal Deposit Insurance Corporation, or secured by a surety bond or other security, approved by the Secretary of the Interior; or to deposit such funds in the Postal Savings Bank or with a bonded disbursing officer of the United States to the credit of the incorporation.

i. To sue and to be sued in courts of competent jurisdiction within the United States; by the grant or exercise of such power to sue and to be sued shall not be deemed a consent by the tribe or by the United States to the levy of any judgment, lien or attachment upon the property of the tribe other than income or chattels specially pledged or assigned.

j. To exercise such further incidental powers, not inconsistent with law, as may be necessary to the conduct of corporate business.

7. To exercise and perform all of the above-mentioned powers both within and without the State of Idaho, to do and perform any other acts and for any purposes allowed to a non-profit corporation in the State of Idaho.

ARTICLE V

This corporation is organized exclusively for charitable, educational and scientific purposes including for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE VI

The initial registered agent and the initial registered office of the corporation shall be:

Roderick Ariwite
Tribal Vocation Rehabilitation Office
Fort Hall Indian Reservation
P. O. Box 306
Fort Hall, Idaho 83203

ARTICLE VII

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, 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 the purposes set forth in Article IV & V hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation. For purposes of these Articles, the word substantial is defined to mean 20% or more, relating to the activities of the corporation.

ARTICLE VIII

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for the charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations, other than one created for religious purposes, under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding

provision of any future United States Internal Revenue law), as the Board of Directors may determine. Any of such assets not so disposed of shall be disposed of by the Shoshone-Bannock Tribal Court exclusively for the purposes or to such organization or organizations, as said court may determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

This corporation shall have members and the management of its affairs shall be vested in its members pursuant to Idaho Code § 30-314(c). The rights and interests of all members of this corporation shall be equal and no members shall have or acquire a greater interest than any other member. This corporation shall not issue any capital stock, but may issue membership certificates to each member thereof, which certificate cannot be assigned so that the transferee thereof cannot by such transfer become a member of the association except by a resolution of the Board of Directors and under such regulations as the By-Laws of this corporation may prescribe.

ARTICLE X

The initial Board of Directors of this corporation shall be eight.

ARTICLE XI

These articles may be amended at a meeting of the membership duly called upon notice of the specific purpose by the vote of the majority of the membership present at that meeting.

ARTICLE XII

The By-Laws of this corporation may be altered, amended or new By-Laws adopted at any regular meeting or any special meeting of the Board of Directors, called for that purpose, by the affirmative vote of the majority of the Board of Directors present at such meeting; provided, that a quorum as specified in the By-Laws is present.

ARTICLE XIII

The names and addresses of the initial Board of Directors are:

Mary Washakie P. O. Box 821, Blackfoot, Idaho 83221

Velda Auck P. O. Box 591, Fort Hall, Idaho 83203

Nathan Small P. O. Box 21, Fort Hall, Idaho 83203

Arnold Appenay P. O. Box 169, Fort Hall, Idaho 83203

William Edmo P. O. Box 137, Fort Hall, Idaho 83203

Viola Rodriguez Rt 6, P. O. Box 673, Pocatello, Idaho 83201

Linda Ellsworth P. O. Box 77-A, Fort Hall, Idaho 83203

Cleora Jackson Rt 2 North 45, Pocatello, Idaho 83201

ARTICLE XIV

The name and address of the incorporator of the corporation is:

Roderick Ariwite
Tribal Vocation Rehabilitation Office
Fort Hall Indian Reservation
P. O. Box 306
Fort Hall, Idaho 83203

ARTICLE XV

The directors of this corporation shall have no personal liability whatsoever to the corporation, its directors and/or members, or to any person or entity claiming through it or them, for monetary damages for breach of fiduciary duty as a director, except in the following cases:

1. For any breach of the director's duty of loyalty to the corporation or its directors and/or members;
2. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
3. For any transaction from which the director derived any improper personal benefit.


DATED: December 20, 1988


Roderick Ariwite, INCORPORATOR

STATE OF IDAHO)
 :SS
County of Bannock)

On this 20th day of December, 1988, before me, the undersigned Notary Public, in and for said State, personally appeared Roderick Ariwite, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first written above.



NOTARY PUBLIC - STATE OF IDAHO
My Commission Expires: 12/8/92

Residing at: Fort Hall, ID 83203

(SEAL)