FEDERAL CHARTER OF INCORPORATION

ISSUED BY THE UNITED STATES OF AMERICA
DEPARTMENT OF THE INTERIOR
BUREAU OF INDIAN AFFAIRS

TO THE

PUEBLO OF SANTA ANA

FOR

SOUTHERN SANDOVAL INVESTMENTS LTD.

A Federally Chartered Tribal Business Corporation

KNOW ALL BY THESE PRESENT THAT:

RECITALS

WHEREAS, the Congress of the United States of America enacted the Act of June 18, 1934 (48 Stat. 984) as amended (the "Act"), which in part authorizes the Secretary of the Interior to issue a Charter of Incorporation to an Indian Tribe; and

WHEREAS, the Pueblo of Santa Ana is a federally recognized tribe of Indians; and

WHEREAS on December 8, 1994, the Tribal Council of the Pueblo of Santa Ana, as governing body of the Pueblo of Santa Ana, petitioned the Secretary of the Interior to issue a Federal Charter of Incorporation to the Pueblo of Santa Ana to establish a business corporation as authorized by Section 17 of the Indian Reorganization Act, as amended, 25 U.S.C. 477; and

WHEREAS all of the legal prerequisites to the issuance of this Charter of Incorporation have been fulfilled;

NOW, THEREFORE, I, Ada E. Deer, Assistant Secretary of the United States Department of the Interior for Indian Affairs, by virtue of the power conferred upon the Secretary of the Interior by the said Act and delegated to me, do hereby issue this Charter of Incorporation to the Pueblo of Santa Ana, State of New Mexico, for SOUTHERN SANDOVAL INVESTMENTS, LTD., to be operative when ratified by the governing body of the Pueblo of Santa Ana.
ARTICLE I - NAME

The name of the Corporation is Southern Sandoval Investments Ltd.

ARTICLE II - PRINCIPAL OFFICE AND REGISTERED OFFICE

A. Principal Office. The principal office of the Corporation shall be located within the Pueblo of Santa Ana, Sandoval County, State of New Mexico. The Corporation may have such other offices, either within or without the Pueblo of Santa Ana, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

B. Registered Office. The registered office of the Corporation required to be maintained by any state in which the Corporation shall transact business may be, but need not be, identical with the principal place of business of the Corporation within that state, and the registered office may be changed from time to time by the Board of Directors.

ARTICLE III - AUTHORITY FOR CHARTER

The Corporation is organized, incorporated and chartered under the laws of the United States as a Federally Chartered Corporation under 25 U.S.C. § 477, as amended, and shall have the powers, privileges and immunities granted by that statute embodied in this Charter.

ARTICLE IV - STATUS OF CORPORATION

A. The Corporation is a legal entity wholly owned by the Pueblo of Santa Ana, a federally recognized Indian tribe, but distinct and separate from the Pueblo. The activities, transactions, obligations, liabilities and property of the Corporation are not those of the Pueblo of Santa Ana.

B. The Corporation shall have the same tax status and immunities under federal law as the Pueblo of Santa Ana.

ARTICLE V - OWNERSHIP OF THE CORPORATION

A. The aggregate number of shares which the Corporation shall have authority to issue is 200,000 shares. The shares shall be of one class only and the par value of each share shall be One Dollar ($1.00).

B. All shares in the Corporation shall be owned by the Pueblo of Santa Ana for the benefit of the Pueblo and its recognized members. No individual or legal entity other than the Pueblo of Santa Ana shall acquire any shares in the Corporation.
C. The Pueblo’s shares in the Corporation shall not be sold, transferred, pledged or hypothecated, voluntarily or involuntarily, without the prior written consent of the Santa Ana Pueblo Council and the approval of the Secretary of the Interior.

D. All rights of the shareholder of the Corporation shall be exercised by the Santa Ana Pueblo Council, in accordance with this Charter and applicable tribal law.

ARTICLE VI - PERIOD OF DURATION

The period of the Corporation’s duration is perpetual, or until this Charter is revoked or surrendered by Act of Congress, pursuant to 25 U.S.C. § 477, as amended.

ARTICLE VII - CORPORATE PURPOSES

The purposes for which the Corporation is organized are:

A. To provide job opportunities for members of the Pueblo of Santa Ana on or near the Santa Ana Indian Reservation which would utilize the talents of the members and provide adequate incomes on a long-term basis.

B. To provide for the efficient and effective utilization of the resources of the Santa Ana Indian Reservation in a manner which protects the long-term interests of the Pueblo of Santa Ana and which provides an income to the Pueblo from the utilization of those resources.

C. To own, hold, rent, lease, manage, encumber, improve, exchange, buy and sell real property, collect rents, and conduct a general real estate business for the benefit of the Pueblo of Santa Ana.

ARTICLE VIII - CORPORATE POWERS

The Corporation is authorized:

A. To engage in any lawful business permitted to a corporation organized under 25 U.S.C. § 477, as amended.

B. To have a corporate seal which may be altered at the discretion of the Board of Directors.

C. To buy, sell, lease and otherwise acquire and maintain buildings, offices, shops and other appurtenances proper and necessary for the carrying on of said business.

D. To carry on its business either within or without the Santa Ana Indian Reservation.
E. To guarantee, purchase, hold, assign, mortgage, pledge or otherwise dispose of capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation or organization that is in existence under the laws of the United States, any state, Indian tribe, nation, government or country, and to exercise all the rights, privileges and powers of ownership.

F. To enter into and make contracts of every kind and nature with any person, firm, association, corporation, municipality, nation, Indian tribe, state or body politic, without the approval of the Pueblo of Santa Ana or the Secretary of the Interior, except when the use of trust of federally-restricted Indian property requires such approval.

G. To purchase, take by gift or bequest, acquire, own, lease, manage, operate, deal in and dispose of real and personal property of all kinds and descriptions, wherever situated.

H. Subject to the limitations imposed by Article V of this Charter, to incur debts and raise, borrow and secure the payment of any money in any lawful manner, including the issue and sale or other disposal of stocks, bonds, indentures, obligations, negotiable and transferrable instruments and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise, without the approval of the Pueblo of Santa Ana or the Secretary of the Interior, except when the use of trust of federally-restricted Indian property requires such approval.

I. To apply for, obtain, register, purchase, lease or otherwise acquire, own, hold, use, operate and introduce, and to sell, assign or otherwise dispose of any trademark, trade name, patent, invention, improvements and processes used in connection with or secured under letters patent, and to use, exercise, develop, grant and give licenses in respect thereto.

J. To apply for, purchase or acquire by assignment, transfer or otherwise, and to exercise, carry out and enjoy any license, power, authority, franchise, concession, right or privilege which any government or authority or any corporation or other public body may be empowered to enact, make, or grant, and, subject to the limitations imposed by Article V of this Charter, to pay for and to appropriate any of the company’s assets to defray the necessary costs, charges and expenses thereof.

K. To sue and be sued in its Corporate name to the extent provided in Article XVI of this Charter.

L. To employ or appoint employees, attorneys and agents of the Corporation and define their duties and fix their compensation.

M. To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned and invested.
N. To sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its corporate property or assets to the extent permitted by Article IX(F) of this Charter; Provided that, the Corporation has no authority to sell, mortgage, or lease for a period of time exceeding twenty-five (25) years, any trust or restricted lands included within the Pueblo of Santa Ana’s Indian country.

O. To adopt bylaws for the regulation of the internal affairs of the Corporation consistent with this Charter, without the approval of the Santa Ana Pueblo Council or the Secretary of the Interior.

P. To pay pensions and establish pension plans, pension trusts, profit-sharing plans, and other incentive plans for any or all of its directors, officers and employees.

Q. To acquire the rights and assume the obligations and liabilities of Southern Sandoval Investments Ltd., a New Mexico Corporation, through merger as provided in Article XVII of this Charter.

R. To obtain a certificate of authority to transact business in the State of New Mexico or any other state as a foreign corporation, and to comply with applicable state law governing foreign corporations.

S. To have and exercise all lawful powers incidental, necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

ARTICLE IX - LIMITATIONS ON CORPORATE POWERS

The Corporation shall have no power:

A. To expressly or by implication enter into any agreement of any kind on behalf of the Pueblo of Santa Ana.

B. To pledge the credit of the Pueblo of Santa Ana.

C. To dispose of, pledge, or otherwise encumber real or personal property of the Pueblo of Santa Ana.

D. To waive any right, privilege or immunity of, or release any obligation owed to, the Pueblo of Santa Ana.

E. To enter into any sublease or other encumbrance or instrument respecting lands leased to the Corporation by the Pueblo of Santa Ana without the express written approval of the Santa Ana Pueblo Council.
F. To sell, lease, exchange or otherwise dispose of all or substantially all of the Corporation’s assets, other than in the usual and regular course of its business, without the prior written consent of the Santa Ana Pueblo Council. Prior to any such proposed sale or disposition, the Corporation shall give reasonable notice to the Santa Ana Pueblo Council. The shareholder’s consent to any such proposed sale or disposition shall be in the form of a resolution of the Santa Ana Pueblo Council, duly adopted in accordance with applicable tribal law.

ARTICLE X - SHAREHOLDER ACTION

A. Annual Meeting. The annual meeting of the shareholder shall be held on the fourth Wednesday in the month of May, beginning with the year 1995, at the hour of 7:30 p.m., for the purpose of electing directors and the transaction of any business that may come before said meeting. The Chairman of the Board or the President of the Corporation, in his absence, shall preside over the shareholder’s meetings. If the day fixed for the annual meeting shall be a legal holiday within the Pueblo of Santa Ana, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the date designated herein for any annual meeting of the shareholder, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the shareholder as soon thereafter as is convenient.

B. Special Meetings. Special meetings of the shareholder, for any purpose or purposes, unless otherwise prescribed by applicable law, may be called by a majority of the Directors. Special meetings shall require written notice stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called. Such notice shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, to each of the directors of the Corporation and to the Governor of the Pueblo of Santa Ana. Any business in addition to that specified in the notice of the meeting may be transacted at any special meeting of the shareholder with the consent of the Santa Ana Pueblo Council.

C. Voting. At all meetings of the shareholder, whether an annual meeting or a special meeting, the Santa Ana Pueblo Council shall sit in its capacity as the sole shareholder of the Corporation and not in its governmental capacity as the governing body of the Pueblo of Santa Ana. Matters within the scope and legal authority of the shareholder under this Charter shall only be discussed and decided by the Santa Ana Pueblo Council when sitting as the shareholder’s representatives at a shareholder meeting duly called as provided in this Charter. On any issue or question presented to the shareholder, a vote shall be taken of those members of the Santa Ana Pueblo Council present. All of the stock owned by the Pueblo of Santa Ana shall be voted in the manner decided by a majority of those members of the Santa Ana Pueblo Council present.
ARTICLE XI - BOARD OF DIRECTORS

A. Management Authority. The business affairs of the Corporation shall be managed exclusively by its Board of Directors. The Pueblo of Santa Ana shall have no authority to direct the business affairs of the Corporation, except through its status as the sole shareholder of the Corporation and as provided in this Charter.

B. Number. The initial Board shall consist of five (5) Directors elected by the Santa Ana Pueblo Council, but the number of elected directors may thereafter be increased or decreased at any time by a duly adopted resolution of the shareholder. The Board may elect a Chairperson from its membership. The Chairperson shall preside at Board meetings. The President of the Corporation shall assume the duties of the Chairperson in the absence of the Chairperson. In addition to the five (5) elected Directors, the Tribal Administrator and a staff member appointed by the Tribal Administrator shall be ex-officio (non-voting) members of the Board for the term of their positions. The Secretary of the Corporation shall serve as Secretary for the Board.

C. How Elected. At the annual meeting of the shareholder, the persons receiving a plurality of the votes cast shall be elected Directors and shall constitute the elected members of the Board of Directors for the ensuing year. Nominations shall be made from the floor until nominations cease. If more nominations are made and seconded than the number of positions to be filled, the Directors shall be elected by written ballot. Each member of the Santa Ana Pueblo Council present shall vote for the number of nominees which is equal to the number of open positions. The person receiving the highest number of votes shall fill the first open position, the person receiving the second highest number of votes shall fill the second open position and so forth until all the positions are filled.

D. Term of Office. The Directors shall be elected for terms of two (2) years.

E. Initial Board of Directors. The Initial Board of Directors of the Corporation shall consist of the following persons, who shall serve until the first annual meeting of the shareholder or until their successors are elected and shall qualify:

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Bruce Sanchez</td>
<td>Post Office Box 175</td>
</tr>
<tr>
<td>Chairman/Director</td>
<td>Isleta, NM 87022</td>
</tr>
<tr>
<td>Walter Cristobal</td>
<td>Post Office Box 372</td>
</tr>
<tr>
<td>Director</td>
<td>Bernalillo, NM 87004</td>
</tr>
<tr>
<td>Eugene Lujan</td>
<td>Post Office Box 1365</td>
</tr>
<tr>
<td>Director</td>
<td>Bernalillo, NM 87004</td>
</tr>
</tbody>
</table>
F. Qualifications of Directors.

1. Each Director shall possess the level of business experience and expertise determined by the Santa Ana Pueblo Council as representatives of the shareholder to be necessary to carry out the duties of a Director and to contribute to the ability of the Corporation to achieve the purposes for which this Charter is issued.

2. No employee of the Bureau of Indian Affairs shall be eligible to serve as a Director during the time of such employment.

3. No more than one-half (1/2) of the Directors may serve concurrently on the Board of Directors of the Corporation and on any other board of a corporation owned by the Pueblo of Santa Ana.

G. Duties of Directors. The Board of Directors shall manage the general affairs and business of the Corporation. The Directors shall in all cases act as a Board, regularly convened, by a majority vote, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper, not inconsistent with this Charter, the bylaws of the Corporation and applicable tribal or federal law. A director shall perform his duties as a director in good faith, in a manner the director believes to be in or not opposed to the best interests of the Corporation, and with such care as an ordinarily prudent person would use under similar circumstances in a like position. In performing such duties a director shall be entitled to rely on factual information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

1. one or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;

2. legal counsel, public accountants or other persons as to matters which the director reasonably believes to be within such person’s professional or expert competence; or
3. a committee of the board upon which the director does not serve, duly
designated in accordance with a provision of the bylaws, as to matters within its designated
authority, which committee the director reasonably believes to merit confidence, but the director
shall not be considered to be acting in good faith if the director has knowledge concerning the
matter in question that would cause such reliance to be unwarranted.

H. Directors’ Meetings. A regular meeting of the Board of Directors shall be held
following the annual meeting of the shareholder. Special meetings of the Board of Directors
may be called by the Chairperson of the Board, the President or any officer at any time, and
shall be called by the President or the Secretary upon the request of two (2) or more Directors
or the shareholder.

I. Notice of Meetings. Notice of meetings, other than the regular annual meeting
shall be given by service upon each Director in person, or by mailing to the last known post
office address of the Director, at least three (3) days before the date therein designated for such
meeting, including the day of mailing, of a written or printed notice thereof specifying the time
and place of such meeting, and the business to be brought before the meeting. No business
other than that specified in such notice shall be transacted at any special meeting. At any
meeting at which every elected member of the Board of Directors shall be present, although held
without notice, any business may be transacted which might have been transacted if the meeting
had been duly called.

J. Quorum. At a meeting of the Board of Directors, a majority of the elected Board
shall constitute a quorum for the transaction of business; but in the event of a quorum not being
present, a lesser number may adjourn the meeting from time to time without further notice.

K. Voting. At a meeting of the Board of Directors, each elected Director has one
vote. A majority of a quorum of the Board of Directors carries any issue.

L. Meeting Options. Except as otherwise restricted by the Bylaws of the
Corporation, members of the Board of Directors or any committee designated thereby may
participate in a meeting of the Board or committee by means of a conference telephone call or
similar communications equipment by which all persons participating in the meeting can hear
each other at the same time and participation by such means shall constitute presence in person
at a meeting. Except as otherwise restricted in the Bylaws of the Corporation, any action
required or permitted to be taken at a meeting of the Board of Directors may be taken without
a meeting by orally polling the Directors or by a consent in writing, setting forth the action so
taken, signed by all of the Directors, and the polling or consent shall have the same effect as a
regular vote.

M. Resignation and Removal of Directors. Any Director may resign at any time by
giving written notice to the Chairman of the Board, and such resignation shall be effective on
the date specified in the notice. Any one or more of the Directors may be removed for cause
at any time by the unanimous vote of the remaining directors or by a vote of the shareholder,
at a special meeting called for that purpose or at the annual meeting. Cause for removal shall consist of malfeasance, misfeasance or non-feasance of office, gross neglect of duty, or misconduct reflecting on the dignity and integrity of the Corporation. The director shall be informed in writing of the specific grounds for removal and shall be given a reasonable opportunity to respond in person or through counsel before a decision to remove is made. Any decision by the Board to remove a director may be appealed to the shareholder. The shareholder’s decision concerning removal shall be final, and shall not be subject to any further appeal or review.

N. Vacancies. Whenever any vacancy shall occur in the Board of Directors by death, resignation, removal or otherwise, the same shall be filled without undue delay by the Board of Directors at a special meeting which shall be called for that purpose. Such election shall be held within sixty (60) days after the occurrence of such vacancy. The person so chosen shall hold office until the next annual meeting or until a successor shall have been chosen at a special meeting of the shareholder.

O. Presumption of Assent. A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless such dissent shall be entered in the minutes of the meeting or unless the Director shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

P. Liability of Directors. A Director shall not be personally liable to the Corporation or its shareholder for monetary damages for breach of fiduciary duty as a director unless

1. the Director has breached or failed to perform the duties of the director’s office as provided in paragraph G of this Article XI, and

2. the breach or failure to perform constitutes willful misconduct or recklessness.

ARTICLE XII - OFFICERS

A. Number and Positions. The officers of the Corporation shall be the Chairman, the President, the Vice-President, the Secretary, and the Treasurer. Any two or more offices may be held by the same person, except the offices of President and Secretary may not be held by the same person at the same time. The Board of Directors may by resolution add additional officer positions at any time and appoint persons to fill such positions until the annual election is held as provided in this Charter. A Director may concurrently serve as an officer of the Corporation.
B. **Election.** All officers of the Corporation shall be elected annually by the Board of Directors at its meeting held immediately after the annual meeting of the shareholder, and shall hold office for the term of one year or until their successors are duly elected.

C. **Initial Officers.** The initial officers of the Corporation shall consist of the following persons, who shall serve until the first annual meeting of the Board or until their successors are elected and shall qualify:

<table>
<thead>
<tr>
<th>Name and Office</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Alan Sebesta, President</td>
<td>2612 Wisconsin, NE</td>
</tr>
<tr>
<td></td>
<td>Albuquerque, NM 87110</td>
</tr>
<tr>
<td>Walter Cristobal, Vice President</td>
<td>Post Office Box 372</td>
</tr>
<tr>
<td></td>
<td>Bernalillo, NM 87004</td>
</tr>
<tr>
<td>Eugene Lujan, Secretary/Treasurer</td>
<td>Post Office Box 1365</td>
</tr>
<tr>
<td></td>
<td>Bernalillo, NM 87004</td>
</tr>
</tbody>
</table>

D. **Duties of Officers.** The duties and powers of the officers of the Corporation shall be provided in the Bylaws.

E. **Compensation.** The officers shall receive such expense reimbursement, salary or compensation as may be determined by the Board of Directors.

F. **Resignation and Removal of Officers.** Any officer may resign at any time by giving written notice to the President of the Corporation, and such resignation shall be effective on the date specified in the notice. Any one or more of the officers may be removed for cause, at any time by a vote of the Board of Directors, at any special meeting called for that purpose, or at the annual meeting. Cause for removal shall consist of malfeasance, misfeasance or nonfeasance of office, gross neglect of duty, or misconduct reflecting on the dignity and integrity of the Corporation. The officer shall be informed in writing of the specific grounds for removal and shall be given a reasonable opportunity to respond in person or through counsel before a decision to remove is made. Any decision by the Board to remove an officer may be appealed to the shareholder. The shareholder's decision concerning removal shall be final, and shall not be subject to any further appeal or review.

G. **Vacancies.** All vacancies in any office shall be filled by the Board of Directors without undue delay, at its regular meeting or at a meeting specially called for that purpose for the unexpired portion of the term.
ARTICLE XIII - INDEMNIFICATION

A. The Corporation may, in the discretion of the Board of Directors, indemnify any current or former director, officer, attorney, agent or employee against reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being, or having been, such director, officer, attorney, agent or employee of the Corporation, and the reasonable costs of settlement of any such action or proceeding, if a majority of Board members not seeking indemnification or otherwise involved in the controversy shall determine in good faith:

1. That such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent; and

2. That any legal fees paid or any settlements made are reasonable; and

3. That the person seeking indemnification did not act beyond the scope of his or her employment or office; and

4. That it is in the best interests of the Corporation that indemnification be made.

B. If the Board is unable to act on a request for indemnification due to lack of a disinterested quorum, the decision whether to indemnify shall be submitted to the shareholder.

ARTICLE XIV - DIVIDENDS

A. The Board of Directors may declare dividends from the surplus profits of the Corporation whenever, in its opinion, the condition of the Corporation’s affairs will render it expedient for such dividends to be declared; Provided that no distribution may be made if either:

1. The Corporation would not be able to pay its debts as they become due in the usual course of its business, or

2. The Corporation’s total assets would be less than the sum of its total liabilities.

B. All dividends declared by the Board of Directors shall be paid to the Pueblo of Santa Ana as the sole shareholder.

ARTICLE XV - REPORTS TO SHAREHOLDER

A. The Corporation shall maintain its financial records in conformity with generally accepted accounting principles.
B. The Board of Directors of the Corporation shall, no less frequently than on a semi-annual basis, report in writing to the Santa Ana Pueblo Council, as the representatives of the shareholder, on the financial and operating condition of the Corporation, including the assets and liabilities of the Corporation and the official actions of the Corporation’s officers. The content of the report shall be determined jointly by the Chairman of the Board of Directors and the Tribal Administrator of the Santa Ana Pueblo.

C. The financial and operating records of the Corporation shall at all reasonable times be open to inspection by the representative(s) of the shareholder designated by resolution of the Santa Ana Pueblo Council.

D. The Corporation shall, within 120 days following the close of the Corporation’s fiscal year, submit to the Santa Ana Pueblo Council, as representative of the shareholder, an audited financial statement showing the status of the Corporation as of the last day of the Corporation’s fiscal year.

ARTICLE XVI - CLAIMS AGAINST THE CORPORATION

A. The Corporation is an instrumentality of the Pueblo of Santa Ana and is entitled to all of the privileges and immunities of the Pueblo, except as provided in this Article XVI.

B. The Corporation is hereby authorized to waive, as provided in this Article XVI, any defense of sovereign immunity from suit the Corporation, its Directors, officers, employees, attorneys or agents may otherwise enjoy under applicable federal, state or tribal law, arising from any particular agreement, matter or transaction as may be entered into to further the purposes of the Corporation, and to consent to alternative dispute resolution mechanisms such as arbitration or medication or to suit in tribal, state and/or federal court. The Corporation is authorized to designate United States federal courts to be among the courts of competent jurisdiction for all matters related to the Small Business Administration’s programs including but not limited to 8(a) Program Participation, loans, advance payments and contract performance.

C. The Corporation is hereby authorized to waive, as provided in this Article XVI, any defense the Corporation, its Directors, officers, employees, attorneys or agents may otherwise assert that federal, state or tribal law requires exhaustion of tribal court remedies prior to suit against the Corporation in a state or federal court otherwise having jurisdiction over the subject matter and the parties.

D. Any waiver by the Corporation authorized by paragraph B or C of this Article XVI shall be in the form of a resolution duly adopted by the Board of Directors, which resolution shall not require the approval of the Pueblo of Santa Ana or the Secretary of the Interior. The resolution shall identify the party or parties for whose benefit the waiver is granted, the transaction or transactions and the claims or classes of claim for which the waiver is granted, the property of the Corporation which may be subject to execution to satisfy any judgment which may entered in the claim, and shall identify the court or courts in which suit
against the Corporation may be brought. Any waiver shall be limited to claims arising from the acts or omissions of the Corporation, its Directors, officers, employees or agents, and shall be construed only to effect the property and income of the Corporation.

E. Nothing in this Charter, and no waiver of the Corporation’s sovereign immunity pursuant to this Article shall be construed as a waiver of the sovereign immunity of the Pueblo of Santa Ana or any other instrumentality of the Pueblo of Santa Ana, and no such waiver by the Corporation shall create any liability on the part of the Pueblo of Santa Ana or any other instrumentality of the Pueblo of Santa Ana for the debts and obligations of the Corporation, or shall be construed as a consent to the encumbrance or attachment of any property of the Pueblo of Santa Ana or any other instrumentality of the Pueblo of Santa Ana based on any action, adjudication or other determination of liability of any nature incurred by the Corporation.

F. Nothing in this Charter, and no action taken by the Corporation pursuant to this Charter, shall be construed as permitting, recognizing, or granting the State of New Mexico any regulatory jurisdiction or taxing jurisdiction over the property or activities of the Corporation or its employees located within the boundaries of the Pueblo of Santa Ana Reservation or in Santa Ana’s Indian country.

ARTICLE XVII - MERGER

A. The Corporation is authorized to merge with Southern Sandoval Investments Ltd., a New Mexico Corporation, which is wholly-owned by the Pueblo of Santa Ana, on the terms provided in this Article. The New Mexico Corporation shall comply with all applicable provisions of the New Mexico Business Corporations Act governing merger with a foreign corporation. This Corporation shall follow the procedures established by this Article or as may otherwise be established by federal law. A merger conducted in conformity with this Article shall not require the approval of the Secretary of the Interior.

B. The board of directors of this Corporation shall by resolution approve a plan of merger which includes the information described in § 53-14-1 of the New Mexico Business Corporations Act, setting forth the details of the proposed merger. The Board shall by resolution direct that the plan of merger be submitted to a vote at a meeting of the shareholder. The plan of merger shall provide that this Corporation is to be the surviving corporation following the proposed merger, and shall not include or be deemed to require any amendment of this Charter.

C. Upon approval of the plan of merger by the shareholder of this Corporation as provided in this Article and by the New Mexico Corporation as provided in the New Mexico Business Corporations Act, articles of merger shall be executed by each corporation by its Chairman of the Board, President or Vice-President and by its Secretary. The executed articles of merger shall be filed with the Secretary of the Interior and as required by the New Mexico Business Corporations Act. The merger shall become effective as to this Corporation upon delivery of the articles of merger to the Secretary of the Interior and shall be effective as to the New Mexico Corporation as provided in the New Mexico Business Corporations Act.
D. When the merger has become effective as to both corporations, this Corporation and the New Mexico Corporation shall become a single corporation, which shall be this Corporation and which shall be governed by this Charter. This Corporation shall comply with any applicable requirements of the New Mexico Business Corporations Act with respect to foreign corporations which transact business in New Mexico, and shall file with the New Mexico Corporation Commission the instruments required by § 53-14-7 of the New Mexico Business Corporations Act.

E. The effect of such merger shall be the same as in the case of the merger of two New Mexico corporations, as described in § 53-14-6 of the New Mexico Business Corporations Act, except that the surviving corporation shall have all the rights, privileges, immunities and powers of a corporation organized under 25 U.S.C. § 477 as specified in this Charter, and shall be subject to all the duties and liabilities of a foreign corporation lawfully transacting business in the State of New Mexico. This Corporation shall acquire all the rights and be subject to all the liabilities and obligations of this Corporation and of the New Mexico Corporation, as described in § 53-14-6 of the New Mexico Business Corporations Act.

ARTICLE XVIII - SEAL

The seal of the Corporation shall be as follows:

Southern Sandoval Investments Ltd.
Pueblo of Santa Ana

ARTICLE XIX - DISSOLUTION

A. After issuance of this Charter by the Secretary of the Interior and ratification by the Santa Ana Pueblo Council, the Corporation may be dissolved only as provided in this Article.

B. The Corporation may be dissolved by the act of the Corporation as follows:

1. The Board of Directors shall adopt a resolution recommending that the Corporation be dissolved and directing that the question of dissolution be submitted to a vote at a meeting of the shareholder, which may be either an annual or special meeting.

2. Written notice shall be given to the shareholder in the manner provided in this Charter for giving notice of meetings of the shareholder, and shall state that the purpose, or one of the purposes, of the meeting is to consider the advisability of dissolving the Corporation.

3. At the shareholder meeting, a vote shall be taken on a resolution to dissolve the Corporation.
4. Upon adoption of the resolution, a statement of intent to dissolve shall be executed by the Corporation by its President or Vice-President and by its Secretary and verified by one of the officers signing the statement, and shall be delivered to the Secretary of the Interior.

5. Upon filing with the Secretary of the Interior of the statement of intent to dissolve, the Corporation shall cease to carry on its business, except insofar as necessary for the winding up thereof, but its corporate existence shall continue until this Charter is revoked by act of Congress.

6. After filing the statement of intent to dissolve, the Corporation shall immediately cause notice thereof to be mailed to each known creditor of the Corporation; shall proceed to collect its assets, convey and dispose of such of its properties as are not to be distributed in kind to its shareholder, pay, satisfy and discharge its liabilities and obligations and do all other acts required to liquidate its business and affairs, and, after paying or adequately providing for the payment of all its obligations, distribute the remainder of its assets, either in cash or in kind, to its shareholder.

7. By resolution of the Board of Directors or by resolution adopted by the Santa Ana Pueblo Council at any time prior to revocation of this Charter by act of Congress, the Corporation may revoke voluntary dissolution proceedings. Written notice of the revocation shall be filed with the Secretary of the Interior. Upon filing the notice of revocation of voluntary dissolution proceedings, the revocation shall be effective and the Corporation may again carry on its business.

8. If voluntary dissolution proceedings have not been revoked, when all debts, liabilities and obligations of the Corporation have been paid and discharged, or adequate provision has been made therefor, and all of the remaining property and assets of the Corporation have been distributed to the shareholder, the Pueblo of Santa Ana and the Secretary of the Interior shall take all actions necessary to obtain an act of Congress revoking this Charter and dissolving the Corporation.

ARTICLE XX - AMENDMENTS

A. The authority to petition for amendments to this Charter is vested in the Santa Ana Pueblo Council, but such amendments shall have no legal effect until approved by the Secretary of the Interior and ratified by the Santa Ana Pueblo Council in accordance with 25 U.S.C. § 477, as amended, and in accordance with applicable tribal law.

B. The Board of Directors may request the Santa Ana Pueblo Council to petition the Secretary of the Interior for amendments to this Charter, but the final decision on submitting any such petition shall be made by the Santa Ana Pueblo Council.
ARTICLE XXI - CERTIFICATE OF APPROVAL

I, Ada E. Deer, Assistant Secretary - Indian Affairs, by virtue of the authority granted to the Secretary of the Interior by the Act of June 18, 1934 (48 Stat. 984), as amended, and delegated to me by 230 D.M. 2.4, do hereby approve this Federal Charter of Incorporation for use by the Pueblo of Santa Ana and its enterprise, the Southern Sandoval Investments, Ltd. It shall become effective upon ratification by the Tribal Council, PROVIDED, that nothing in this approval shall be construed as authorizing any action under this document that would be contrary to Federal law.

(Signature of Ada E. Deer)

Ada E. Deer
Assistant Secretary - Indian Affairs

Washington, D. C.

Date:
ARTICLE XXI - CERTIFICATE OF APPROVAL

I, Ada E. Deer, Assistant Secretary - Indian Affairs, by virtue of the authority granted to the Secretary of the Interior by the Act of June 18, 1934 (48 Stat. 984), as amended, and delegated to me by 230 D.M. 2.4, do hereby approve this Federal Charter of Incorporation for use by the Pueblo of Santa Ana and its enterprise, the Southern Sandoval Investments, Ltd. It shall become effective upon ratification by the Tribal Council, PROVIDED that nothing in this approval shall be construed as authorizing any action under this document that would be contrary to Federal law.

Ada E. Deer
Assistant Secretary - Indian Affairs

Washington, D.C.

Date:
TRIBAL RESOLUTION NO. 95-R-23

Resolution Ratifying the Federal Charter

WHEREAS, the Tribal Council of the Pueblo of Santa Ana is the duly authorized decision making body for Santa Ana Pueblo; and

WHEREAS, the Tribal Council petitioned the Secretary of the Interior to issue a federal charter to the Pueblo in order to reorganize Southern Sandoval Investments, Ltd., as a federally chartered corporation under 25 U.S.C. § 477.

NOW THEREFORE BE IT RESOLVED that the Tribal Council of the Pueblo of Santa Ana hereby ratifies the attached federal charter of incorporation issued pursuant to 25 U.S.C. § 477, and

BE IT FURTHER RESOLVED that the federal charter shall be effective as of the date of adoption of this resolution.

CERTIFICATION

The foregoing resolution was duly considered at a regularly scheduled meeting of the Pueblo of Santa Ana Tribal Council held on September 13, 1995, and was passed by a vote of 43 in favor and 0 against.

GOVERNOR

Ernest J. Lujan

SECRETARY

Mae O. Tenorio