

ELTUEG CORPORATION

BYLAWS

ARTICLE I

Purposes

Acting within the scope of the purposes set forth in the Federal Charter of Incorporation (the “Charter”) of Eltueg Corporation (“Eltueg ” or the “Corporation”), and to achieve those objectives, the Board of Directors and officers of the Corporation shall seek to establish business structures, policies and operating practices that will

1. Manage the business and affairs of the Corporation;
2. Enable Eltueg and its business affiliates to consistently meet business standards of performance, efficiency and profitability, in a manner consistent with the cultural values of the Micmac People respecting natural resources and the natural environment;
3. Assure that the accounting records and business activities of Eltueg and its affiliates are conducted in accordance with Generally Accepted Accounting Principles and with professional and tribal ethical standards;
4. Maintain an effective separation between the business functions of the Corporation, including the management of the finances and personnel of the Corporation and its affiliates, and the governmental functions of the elected leadership of the Aroostook Band of Micmac’s;
5. Develop and maintain support for the Aroostook Band of Micmac’s, Eltueg and its affiliates through regular channels of communication with the tribal community and its leaders, with appropriate officials of local, state and federal governments, and with private organizations; and
6. Promote economic development of the Aroostook Band of Micmac’s and its citizens.
7. All and any governing documents must coincide with the Eltueg Corporation Federal Charter of Incorporation with Aroostook Band of Micmac’s.

ARTICLE II

References, Locations and Records

Section 1. References. References in these Bylaws to the Charter of Incorporation shall mean the Federal Charter of Incorporation of Eltueg Corporation (the “Charter”) as it may be amended from time to time, issued under the Indian Reorganization Act (the “IRA”) by, and on file with, the United States Department of the Interior. The headings of Articles and Sections in these Bylaws are for convenience only, and shall not be taken into account in construing these Bylaws.

Section 2. Offices and Location. The registered office of the Corporation shall be the office of the Secretary of the Corporation, which shall at all times be located within Aroostook Band of Micmac’s Tribal Lands, as defined in the Aroostook Band Settlement Act of 1991. The principle office of the Corporation shall be as stated in the Charter. The Corporation may have such other offices and places of business both within and outside of Aroostook Band of Micmac’s Tribal Lands and the State of Maine as the Board of Directors may from time to time establish, or as the business of the Corporation may from time to time require.

Section 3. Corporate Clerk. The Corporation shall have a Clerk, who may be, but need not be, a Director or Officer of the Corporation. The Clerk of the Corporation shall maintain an office within Aroostook Band of Micmac’s Tribal Lands. The initial Clerk shall be appointed by the Corporation’s Board of Directors and shall serve until his or her death or removal or resignation from office, or until a successor is appointed by the Board. The Clerk shall keep, in a book kept for such purpose, a record of all business of the Corporation at meetings of Chief and Council on behalf of the Aroostook Band of Micmac’s as sole shareholder, including records of all votes and minutes of the meetings of the Chief and Council in that capacity.

These records may be kept by the Clerk at the registered office or another office of the Corporation of which the Clerk has ready access. The Clerk may attest votes and actions of the Board of Directors and its committees, and shall perform such other duties and have such powers as are prescribed by the Board. The Clerk shall have custody of the corporate seal and may affix the same on documents requiring it, and attest to the same. The duties of the Clerk are ministerial only, and the Clerk is not liable in that capacity for any liabilities of the Corporation of any nature.

ARTICLE III

Shareholder Actions

Section 1. Shareholder Actions. All rights of the Aroostook Band of Micmac's in its capacity as sole shareholder of the Corporation are vested by the Corporation's Charter in the Tribe's Chief and Council. The rights and authority of the Tribe as sole shareholder of the Corporation shall be exercised as set forth in the Corporation's Charter.

Section 2. Business to be Conducted at Shareholder Meetings. At least once annually, a meeting of the Chief and Council shall be called and convened in which the Chief and Council will act in its capacity as representative of the sole shareholder of the Corporation to appoint members of the Corporation's Board of Directors to fill vacancies as they may arise, whether by expiration of a Director's term or by death, resignation or removal, and for the transaction of such other business as may properly come before the meeting. Special meetings of the Chief and Council or its designees as representatives of the sole shareholder of the Corporation may be called and held for any proper purpose or purposes as meetings of the Chief and Council and its designees are otherwise called and conducted under the Charter. The Board of Directors may request a meeting of the Chief and Council in its capacity as representative of the sole shareholder, but has no authority to call or convene such a meeting unless that authority is provided by tribal law.

Section 3. Notice and Conduct of Shareholder Meetings. Notice of any meeting of the Chief and Council in its capacity as representative of the sole shareholder of the Corporation shall be by any means authorized by the Charter for a meeting of the Chief and Council. Determination of a quorum and other procedures of the Chief and Council meeting on behalf of the sole shareholder shall be the same as for any other meeting of the Chief and Council under the Charter. Unless otherwise specified in the Charter, the decision of a majority of the voting members of the Chief and Council, voting at a duly called and noticed meeting thereof at which a quorum is present, shall be the decision of the Chief and Council in exercise of its authority as representative of the sole shareholder of the Corporation.

ARTICLE IV

Directors

Section 1. Number, Selection and Term. The number of Directors shall be fixed by the Chief and Council as provided in the Charter. The Directors shall be appointed, and vacancies in any Director's office shall be filled, by the Chief and Council as provided in the Charter. Each Director shall have a fixed term of office as set forth in the Charter, and unless otherwise provided in the Charter, shall continue in office until his or her successor shall have been appointed and qualified, or until his or her resignation, removal from office, or death.

Section 2. Resignation and Removal. Any Director may resign from that office by delivering a written notice to the Corporate Secretary. Unless another time is stated in the notice, a Director's resignation shall be effective upon delivery of the written notice as provided. Any Director may be removed from his or her office as Director by the Corporate Board and/or the Chief and Council during his or her term as Director on the grounds and by the means provided in the Charter.

ARTICLE V

Meetings of the Board of Directors

Section 1. Powers. The management and control of the business, property and affairs of the Corporation is hereby vested by the Charter in the Board of Directors, who have the power to authorize any and all corporate action, except as specifically limited by Article XI or any other provision of the Charter. Subject to the terms of the Charter, the Board may appoint and employ such officers, committees, employees and agents to assist it in carrying out its management responsibilities, and fix their duties.

Section 2. Annual Meeting. The Annual Meeting of the Board of Directors shall be held in June or such other date annually as shall be designated by Article XI of the Charter.

Section 3. Regular Meetings. Regular Meetings of the Board of Directors shall be scheduled on a regular periodic basis at such time and place as shall from time to time be fixed by the Board of Directors, and Article XI of the Charter.

Section 4. Special Meetings. Special Meetings of the Board of Directors shall be called by the Secretary or Clerk at the request of the Board Chairperson, or of any two Corporate Directors.

Section 5. Notice. Notice of each Regular or Special meeting of the Board of Directors shall be given to each Director who has not signed a waiver of notice before or after the meeting. Notices of meetings of the Board of Directors shall be given by the Clerk or Secretary in the manner provided in the Charter. The giving of notice of any meeting of the Board of Directors by or at the direction of the Secretary or Clerk shall constitute the call thereof.

Section 6. Quorum and Vote Required. At any meeting of the Board of Directors, a majority of the Directors then in office and entitled to vote shall constitute a quorum for the transaction of business. Each Director shall have one vote, provided that the Chairperson or other presiding officer shall vote only in the event of a tie vote among the other Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors.

Section 7. Conduct Without Meeting. Except as limited in this Section, any action required or permitted by the Charter to be taken by the Board of Directors may be taken without a meeting if each Director signs a written consent describing the action to be taken and delivers it to a Board Officer or the Clerk of the Corporation. A consent signed by all Directors under this Section has the effect of action taken at a meeting of the Corporation's Board of Directors and may be described as such in any document.

ARTICLE VI

Committees

Section 1. Executive Committee. The Board of Directors shall have an Executive Committee consisting of the officers of the Board and one additional Director appointed by the Chairperson. The Chairperson of the Board shall also chair the Executive Committee. Subject to the limitations set forth in Section 3, the Executive Committee shall have the authority to act on behalf of the Board of Directors between meetings of the full Board, as may, in the judgment of the Executive Committee, be necessary or expedient to advance the interests of the Corporation. Actions of the Executive Committee shall be in writing, approved by majority vote of the Executive Committee, and reported to the next meeting of the Board of Directors.

Section 2. Additional Committees. Upon the recommendation of the Executive Committee, or upon the Board's own motion, the Board shall have the authority to establish additional committees of the Board to specialize its members' activities and to advance the work of the Board efficiently. Each committee shall include two or more Directors, one of whom shall be designated Committee Chair. Such committees may include as nonvoting members persons who are Advisory Members of the Board of Directors. The Board shall determine the duties and responsibilities of each such committee, and may authorize such committees to exercise all or any part of the authority of the Board to study, plan assess, develop, coordinate or otherwise implement policies and resolutions of the Board, except as otherwise provided in this Article. All committees are accountable to the Board, and shall report to the Board as the Board may specify.

Section 3. Limitations. The Board of Directors shall not delegate to a committee the final authority over any of the following:

- a) the acquisition or disposition of title to real property;
- b) the formation of, or investment in, any subsidiary, corporation, limited liability company, partnership, joint venture or any other business venture or entity by the Corporation;
- c) borrowing or otherwise raising funds and incurring indebtedness in the name of the Corporation or of the Aroostook Band of Micmac's, whether or not assets of the Corporation are pledged as security therefor;
- d) approval of an annual budget and business plan for the Corporation; and
- e) approval of any dividend or distribution of Corporate revenues.

Section 4. Procedures. Any person or persons authorized to call a meeting of the Board of Directors, as well as the chair of a committee or the committee itself, may call a meeting of a committee. Each member of a committee shall be given at least 24 hours written notice of any committee meeting, which notice may be given in person, via mail, telegraph or private delivery service, or via electronic or telefacsimile transmittal. Committees shall keep minutes of their proceedings and report the same to the Board of Directors. Except as varied in this Article, committee meetings shall be called, convened and conducted in the same manner as meetings of the Board. Members of a committee may be removed from office with or without cause, by resolution adopted by a majority of the Directors then in office. Vacancies in the membership of a committee shall be filled by resolution adopted by a majority of the Directors then in office.

Section 5. Conduct Without Meeting. Except as limited in this Article or by the Board of Directors, any action to be taken by the Executive Committee or any other Committee of the Board of Directors may be taken without a meeting if each Director serving as a member of the Committee signs a written consent describing the action to be taken and delivers it to the Committee Chair or the Clerk of the Corporation. A consent signed by all Directors on a Board Committee under this Section has the effect of action taken at a meeting of the Committee and may described as such in any document.

ARTICLE VII

Officers

Section 1. Board Officers. The Board of Directors shall have a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer, each selected by the Board from among its members at the Board's Annual Meeting, as provided in the Charter.

- a) Chairperson. The Chairperson of the Board shall be the executive officer of the Board of Directors, and shall preside at all meetings of the Board at which he or she is present, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The Chairperson shall be responsible for the delivery of all reports to the Chief and Council required by the Charter or the direction of the Board, or requested by the Chief and Council. Except as may be otherwise provided by the Board, the Chairperson shall be the primary day-to-day contact for officers of the Corporation with respect to matters involving the Board of Directors.
- b) Vice-Chairperson. The Vice-Chairperson of the Board shall, in case of the absence or disability of the Chairperson, have the authority and perform the duties of the Chairperson of the Board.
- c) Secretary. The Secretary shall attend all meetings of the Board of Directors and record the members present and the proceedings of the Board in a book kept for that purpose. In case of the absence or disability of the Secretary, the Board shall appoint an alternate Secretary. The Secretary or an Assistant Secretary shall record all votes, resolutions and actions of the shareholders and the Board of Directors and its committees.
- d) Treasurer. The Treasurer shall have custody of the corporate funds and securities, and shall deposit all such funds in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall keep or cause to be kept all accounting records, and shall prepare or cause to be prepared all financial statements required the Charter, these Bylaws, or by the

Board. The Treasurer shall support and assist the development of the annual budget and business plan, including by the provision of all relevant financial data and analysis. The Treasurer shall assure that any borrowing authorized by the Corporation is consistent with the requirements of the Charter, and shall render to the Board of Directors, whenever required, accounts of all corporate financial transactions and of the financial condition of the Corporation.

Section 2. Corporate Officers. The officers of the Corporation shall be appointed by the Board of Directors and may include a Chief Executive Officer, a Chief Financial Officer, one or more Assistant Secretaries and Assistant Treasurers, and such other officers as may be determined by the Board of Directors.

- a) Chief Executive Officer. The Chief Executive Officer shall have primary authority and responsibility for the day-to-day management of the Corporation's business activities, including without operations, planning, and financial management. In conjunction with the Chairperson of the Board, he or she shall see that all orders and resolutions of the Board are carried into effect. The Chief Executive Officer shall personally or through others assist the Board of Directors, its officers and committees, and shall have primary responsibility for implementation of the budget and business plan. The Chief Executive Officer shall be retained by and accountable to the Board of Directors, and may be removed by vote of the Board. The Chief Executive Officer shall have primary responsibility for engaging and supervising such employees as the Corporation may need to effectively and efficiently achieve the objectives of the Corporation.
- b) Chief Financial Officer. Unless limited by the Board of Directors, the Chief Financial Officer shall keep all accounting records, and shall prepare or cause to be prepared all financial statements required by the Charter, these Bylaws, or by the Board. The Chief Financial Officer shall support and assist the work of the Treasurer, including by the provision of all relevant financial data and analysis. The Treasurer shall render to the Board of Directors, whenever required, accounts of all corporate financial transactions and of the financial condition of the Corporation.
- c) Assistant Secretaries. The Assistant Secretary, or if there be more than one, the Assistant Secretaries appointed as officers of the Corporation shall, in case of the absence or disability of the Secretary, have the authority to perform the duties of the Secretary.
- d) Assistant Treasurers. An Assistant Treasurer, or, if there shall be more than one, the Assistant Treasurers appointed as officers of the Corporation, shall, in case of absence or disability of the Treasurer, have the authority to perform the duties of the Treasurer.

Section 3. Term. Officers of the Board and of the Corporation shall hold office until their successors are chosen and have qualified, or until their earlier death, resignation or removal from office. An officer of the Corporation may, but need not, also be a Director, and may simultaneously hold more than one office in the Corporation.

Section 4. Authority and Duties. Each officer of the Board of the Corporation shall have such authority and perform such duties as are set forth in these Bylaws, and as shall be determined from time to time by the Board of Directors, and as may be fixed by another officer authorized by the Board to prescribe such duties.

Section 5. Standards of Conduct for Officers. When performing in the capacity of an officer, an officer of the Board or of the Corporation shall act in good faith, with the care that a person in a like position would reasonably exercise under similar circumstances, and in a manner reasonably believed to be in the best interests of the Corporation.

Section 6. Resignation and Removal. An officer of the Corporation may resign at any time by delivering written notice to that effect to the Chief Executive Officer or the Chairperson of the Board. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. An officer of the Corporation may be removed from office at any time with or without cause by the affirmative vote of at least a majority plus one of the number of Directors authorized by the Chief and Council under the Charter, or by an officer of the Board or of the Corporation granted such removal authority by the same supermajority vote of the Board.

Section 7. Contract Rights. The appointment of an officer of the Corporation does not itself create contract rights. An officer's removal does not affect the officer's contract rights, if any, with the Corporation, nor does an officer's resignation affect the Corporation's contract rights, if any, with the officer.

Section 8. Compensation of Officers. The compensation of officers of the Board shall be fixed by the affirmative vote of at least two-thirds of the number of Directors authorized by the Chief and Council under the Charter. The compensation of all officers of the Corporation shall be fixed by the Board of Directors.

ARTICLE VIII

Execution of Documents

Section 1. Execution of Documents. Unless the Board of Directors shall otherwise provide, generally or in a specific instance:

- a) Any bill, note or negotiable instrument may be signed or endorsed in the name and on behalf of this Corporation in the ordinary course of business by the Chairperson or Treasurer, acting singly;
- b) The Chairperson or Treasurer, acting singly, shall in the ordinary course of business have authority to sign or endorse in the name and on behalf of this Corporation all checks and other orders for the payment of money drawn on any bank or trust company;
- c) The Chairperson or Treasurer, acting singly, shall have authority to make, in the name and on behalf of this Corporation, all contracts in the ordinary course of business; and
- d) Any other instrument, document, deed bill of sale or other writing of whatever nature to be executed in the ordinary course of business may be executed in the name and on behalf of this Corporation by the Chairperson or Treasurer, acting singly, and either officer may seal, acknowledge and deliver the same.

Section 2. Assistants. The Vice-Chairperson of the Board and Assistant Treasurers shall not have the authority provided in Section 1 of this Article unless granted by the Board of Directors generally or in any specific instance.

ARTICLE IX

Confidentiality

Section 1. General Policy. The commercial, financial, investment and other business activities of the Eltueg Corporation and its subsidiaries and affiliates is inherently private, and the interests of the Corporation and of the Aroostook Band of Micmac's as its owner may be compromised by unauthorized disclosure of corporate information. Subject to the reporting requirements of Article XIV of the Charter, corporate confidentiality shall be maintained as set forth in this Article.

Section 2. Meetings. Meetings of the Board of Directors and of its Committees shall be private, and attendance shall be limited to those persons authorized by the Board or Committee. Notice of meetings of the Board and its Committees shall be given as provided in the Charter and

Article VI of these Bylaws, and unless otherwise directed by the Board or Committee Chairperson, need not be posted or published.

Section 3. Reports to Owner. All reports made by the Corporation to the Chief and Council shall be clearly marked “Confidential” prior to their submission.

Section 4. Inspection of Records. Financial and operating records maintained by the Corporation are subject to inspection by the Chief and Council and its authorized agents. As a condition to allowing inspection of any such records of the Corporation that are not available to the general public, the person seeking the inspection, including any Council member, shall enter into a written confidentiality agreement with the Corporation, pursuant to which person agrees:

- a) to keep in confidence and not to disclose to any person or entity other than the Chief and Council, subject to such confidentiality terms as the Chief and Council may impose, any of the information contained in any accounting records or other records of the Corporation, or any financial information, including financial statements, unless pursuant to written consent to such disclosure from the Corporation;
- b) that all documents and other physical property, including contracts entered into by the Corporation, financial information and other materials, furnished by or on behalf of the Corporation shall be treated as “Confidential Information”, and that such information will be and remain the sole property of the Corporation, unless the information is or comes to be in the public domain without any breach by the person of his or her obligations under the agreement, and will be returned promptly to the Corporation or destroyed as and when requested by the Corporation;
- c) not to use, directly or indirectly, any such information provided in order to compete with the Corporation or for any other purpose not in the best interests of the Corporation; and
- d) with respect to materials provided in response to a request by the Chief and Council to inspect any records of the Corporation, to use said materials solely and exclusively for the purposes for which they are sought by the Chief and Council, and that any agreement entered into under this Section does not constitute a license or other authorization to use the Confidential Information or any other purpose.

The Corporation may withhold disclosure of any such information to any person until such an agreement generally has been executed and delivered.

ARTICLE X

Voting Shares or Interests of Other Business Entities

Section 1. Voting Shares of Other Corporations. Unless otherwise determined by resolution of the Board of Directors, the Chairperson of the Board, the Treasurer of the Board and the Chief Executive Officer of the Corporation, in that order, shall have authority to vote shares or voting interests of other business entities held by the Corporation, and the Chairperson, Vice-Chairperson and Secretary of the Board, and the Clerk of the Corporation are each authorized to execute and deliver in the name and on behalf of this Corporation proxies appointing any one or more of the foregoing officers as the proxy agents of this Corporation.

ARTICLE XI

Indemnification

Section 1. Definitions. Unless the context otherwise requires, the term “officer” includes the Clerk, solely for purposes of this Article XI, even though such person is not an officer under the Charter or these Bylaws. The terms “employee” and “agent” of the Corporation in this Article XI include any person who is or was serving at the request of the Corporation as a director, officer, trustee, partner, manager, member, fiduciary, employee or agent of another corporation, partnership, limited liability company, limited liability partnership, joint venture, trust, pension, or other employee benefit plan, or other enterprise.

Section 2. Indemnification and Advances for Directors, Officers Employees and Agents.

a) Indemnification.

- i. Whenever any current or former director, officer of the Board, or officer, employee or agent of the Corporation is made a party to any action, suit or other legal proceeding because that individual is or was a director, officer of the Board, or an officer, employee or agent of the Corporation, those members of the Board not seeking indemnification or otherwise involved in the controversy shall determine in good faith whether:
 - A. the said party acted, failed to act, or refused to act willfully or with gross negligence, or with fraudulent or criminal intent; and
 - B. the said party acted beyond the scope of his or her office or employment.

- ii. if each of the foregoing determinations is made in the negative, it is in the best interests of the Corporation that the current or former director, officer, employee or agent be indemnified by the Corporation against liability:

- A. to any other party to the proceeding

- 1) adjudged and awarded by the court or other judicial or quasi-judicial tribunal, or
- 2) by stipulation, consent, accord or other means of settlement, only to the extent and in such amounts as a majority of the Board members not seeking indemnification or otherwise involved in the controversy shall determine in good faith to be reasonable in the circumstances, and

- B. for expenses actually incurred by such person in connection with defense of the proceeding, only to the extent and in such amounts as a majority of the Board members not seeking indemnification or otherwise involved in the controversy shall determine in good faith to be reasonable in the circumstances.

- b) Advances.

With respect to any current or former director, officer, employee or agent determined to be entitled to indemnification under Section 2(a) of this Article who delivers to the Corporation a written undertaking to repay any funds advanced if it is ultimately determined in the course of the legal proceeding that the indemnified party either (i) acted, failed to act, or refused to act willfully or with gross negligence, or with fraudulent or criminal intent, or (ii) acted beyond the scope of this or her office or employment, the Corporation shall, before final disposition of the proceeding, advance funds to pay for or reimburse the expenses actually incurred by such person in connection with defense of the proceeding, only to the extent and in such amounts as a majority of the Board members not seeking indemnification or otherwise involved in the controversy shall determine in good faith to be reasonable in the circumstances.

The undertaking required by this Section 2(b) shall be an unlimited general obligation of the director, officer, employee or agent seeking the advance, but need not be secured and may be accepted without reference to the financial ability of the said party to make repayment.

- c) Indemnification and Advances Regardless of Capacity.

Indemnification and advances under this Section 2 shall be without regard to the capacity in which the current or former director, officer, employee or agent is or was made a party to the proceeding, provided that individual was made a party because he or she is or was a director, officer of the Board, or an officer, employee or agent of the Corporation.

Section 3. Limits on Indemnification: Derivative Actions, Etc.

- a) Notwithstanding any other provision of these Bylaws, no indemnification may be provided under this Article XI for liability for:
 - i. receipt of a financial benefit to which an individual is not entitled;
 - ii. an intentional infliction of harm on the Corporation or its shareholders;
 - iii. unauthorized disclosure of intellectual property or trade secrets of the Corporation, or of any subsidiary or affiliate business;
 - iv. a Director's affirmative participation in making a distribution in violation of Charter restrictions; or
 - v. an intentional violation of criminal law.
- b) Notwithstanding any other provision of this Article XI, unless ordered by a court, the Corporation
 - i. shall not indemnify on of its directors, officers, employees or agents:
 - A. in connection with a proceeding by or in the right of the Corporation, or be obligated to pay for or reimburse the reasonable expenses incurred in connection with the proceeding, if it is determined that the director, officer, employee or agent has met the standard of misconduct under Section 2(a)(1)(A) or (B) of this Article; or
 - B. in connection with any proceeding with respect to conduct for which the director, officer, employee or agent was adjudged liable on the basis that the individual received a financial benefit to which the individual was not entitled, whether or not involving action in the individual's official capacity; and
 - ii. shall not be required to advance funds before final disposition of a proceeding to pay for or reimburse reasonable expenses incurred by a director, officer, employee or agent who is a party to a proceeding brought directly, and not derivatively, by the Corporation against such person.
- c) Liability to the Corporation. A Director or officer of the Board of Directors may only be liable to the Corporation or its owners for monetary damages for breach of his or her fiduciary duty as a Director if the Director has, by willful misconduct

or recklessness, breached or failed to perform the duties of a Director set forth in Article X, Section F of the Charter.

Section 4. Mandatory Indemnification on Successful Defense. Any provisions of this Article to the contrary notwithstanding, the Corporation shall indemnify a director, officer, employee or agent of the Corporation, to the extent that individual has been wholly successful, on the merits or otherwise, in the defense of any proceeding to which the individual was a party because the individual was a director, officer, employee or agent of the Corporation, against reasonable expenses incurred by the individual in connection with the proceeding.

Section 5. Enforceable by Separate Action. A right to indemnification or to advances of expenses required by, or established pursuant to the provisions of, this Article may be enforced by a separate action against the Corporation in Tribal Court.

Section 6. Indemnification Not Exclusive; Limits. The indemnification and entitlement to advances of expenses provided by this Article

- a) shall not be deemed exclusive of any other rights to which an individual may be entitled under any agreement, vote of shareholders or disinterested directors or otherwise, both as to action in the individual's official capacity and as to action in another capacity while a director, officer, employee or agent of this Corporation; and
- b) shall continue as to an individual who has ceased to be a director, officer, employee, agent trustee, partner, or fiduciary; and
- c) shall inure to the benefit of the heirs, personal representatives, executors and administrators of such a person; provided, however, that no indemnification or advances of expenses under this Article XI shall exceed the maximum indemnification or advances of expenses permitted under these Bylaws.

Section 7. Insurance. The Corporation may purchase and maintain insurance on behalf of an individual who is a director or officer of the Corporation or who, while a director or officer of the Corporation, serves at the Corporation's request as a director, officer, partner, joint venture, trustee, employee or agent of another domestic or foreign corporation, partnership, joint venture, trust employee benefit plan or other entity against liability asserted against or incurred by that individual in that capacity or arising from the individual's status as a director or officer, whether or not the Corporation would have power to indemnify or advance expenses to the individual against the same liability under these Bylaws.

Section 8. Amendment. No amendment, modification or repeal of this Article, in whole or in part, shall deny, diminish or otherwise limit the rights of any individual to indemnification or advances hereunder with respect to any action, suit or proceeding arising out of any conduct, act or omission occurring or allegedly occurring at any time prior to the date of such amendment, modification or repeal.

ARTICLE XII

Fiscal Year

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

ARTICLE XIII

Restrictions on Transfers of Shares

Notwithstanding any other provisions of these Bylaws, no shares of this Corporation shall be sold, transferred or otherwise disposed of, nor transferred upon the original stock transfer books of this Corporation, nor shall any purported purchaser, transferee or assignee thereof have any right to demand and require transfer of any shares of this Corporation attempted to be sold or transferred to him, nor have or exercise any of the rights of a shareholder of this Corporation.

ARTICLE XIV

Amendments to Bylaws

The Board of Directors shall have the power to alter, amend or repeal these Bylaws, and to adopt new Bylaws, provided that, unless notice shall be duly waived, the notice of any regular or special meeting at which such action is to be taken shall either set out the text of the proposed new Bylaw or amendment or Bylaw to be repealed, or shall summarize the changes to be effected by such adoption, amendment or repeal.

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