

Lower Brule Corporation

RESOLUTION No. _____

RESOLUTION DULY ADOPTED BY THE LOWER BRULE CORPORATION

APPROVING THE FORMATION AND CHARTERING OF LOWER BRULE COMMUNITY DEVELOPMENT ENTERPRISE, LLC, A DELAWARE FOR- PROFIT LIMITED LIABILITY COMPANY

WHEREAS, the Lower Brule Sioux Tribe ("the Tribe") is a federally-recognized Indian Tribe organized pursuant to Section 16 of the Indian Reorganization Act of 1934, ("the Act") who is also the sole shareholder of Lower Brule Corporation ("LBC"); and

WHEREAS, LBC is a federally-chartered corporation organized pursuant to Section 17 of the Act, as amended, to facilitate the financial self-sufficiency and self-determination of the Tribe and its members; and

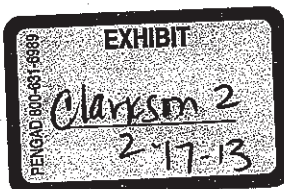
WHEREAS, The Board of Directors of LBC is its governing body and has the powers necessary to act for the company and to represent it in all matters under powers vested in it by Article _____ of its corporate charter; and

WHEREAS, The Board of Directors of LBC finds that the creation and recognition of The Company, a Delaware for-profit limited liability company is a proper and appropriate course of action to carry out the community financing, business development financing, and general credit enhancement objectives on behalf of and for the benefit of all of the members of the Lower Brule Sioux Tribe.

NOW THEREFORE, BE IT RESOLVED, that Lower Brule Corporation hereby authorizes the formation and chartering under the laws of the State of Delaware as a For-Profit limited liability company, "The Company", and

BE IT FURTHER RESOLVED, as follows:

- 1) That the attached Articles of Organization dated September 15, 2009 are approved by this Resolution and incorporated by reference as if fully set forth herein;
- 2) That all lawful amendments to said Articles of Organization, if any, are hereby authorized and approved by this Resolution and incorporated by reference as if fully set forth herein;
- 3) That The Company is hereby authorized to seek Certificates of Authority or other organizational recognitions by any and all jurisdictions of the United States and such foreign jurisdictions as said For-Profit company may deem advisable, subject to the terms of this Charter, its Articles of Organizations and the corporate charter of LBC;



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- 4) That The Company is hereby authorized to undertake all activities within the meaning of and consistent with the programs of the Community Development Financial Institutions Fund of the United States Department of the Treasury and to seek and secure financial and program support from the aforesaid Federal agency and any other resource of the United States or any other jurisdictions as it deems appropriate, subject to the terms of this Charter, its Articles of Organizations and the corporate charter of LBC;
- 5) That this Charter shall not be revoked or rescinded by LBC except for the violation of the express terms of this Charter (including the Articles of Organization referenced herein) or of the laws of the United States.

BE IT FINALLY RESOLVED, that the Chairman or the Chief Executive Officer of LBC is authorized and directed to execute this Limited Liability Company Charter with the Secretary of State of Delaware and any documents necessary to implement the same.

CERTIFICATION

I, Michael B. Jau-Dreng, the Secretary of the Lower Brule Corporation, or designated agent, hereby certify that a duly called meeting was held and that Resolution _____ was approved and enacted on September 9, 2009. The Board of Directors voted as follows:

- in favor
- opposed
- abstain
- absent

By: Michael B. Jau-Dreng Secretary
 Signature: Michael B. Jau-Dreng
 Printed Name: Michael B. Jau-Dreng
 Title: Chairman
 Date: 9-9-09

ATTESTATION

We, the undersigned members of the Board of Directors of the Lower Brule Corporation acting in our official capacities certify that the above resolution is true and accurate resolution adopted at a meeting called and conducted on September 9, 2009 at the Lower Brule Sioux Tribal Governmental offices located at New York with a quorum being present. Each signatory below indicates the vote by circling the choice on Resolution _____ as follows:

John McCauley Jr. ~~FOR~~ AGAINST
Samuel Anderson ~~FOR~~ AGAINST
[Signature] ~~FOR~~ AGAINST
[Signature] ~~FOR~~ AGAINST
Michael B. Jensen ~~FOR~~ AGAINST

_____, LBC Secretary

_____, Date