

**CORPORATE CHARTER  
OF  
ONEIDA AIRPORT HOTEL CORPORATION**

**ARTICLE I – NAME**

The name of this tribally chartered corporation is the Oneida Airport Hotel Corporation. The Oneida Tribe of Indians of Wisconsin confers on the Corporation all of the rights, privileges and immunities existing under federal and Oneida tribal laws.

**ARTICLE II – AUTHORITY**

The Oneida Business Committee grants this Charter based upon authority vested in it by the Oneida General Tribal Council, Oneida Tribe of Indians of Wisconsin pursuant to Article IV, Section 1 (g) of the Constitution and By-Laws of the Oneida Tribe of Indians of Wisconsin and pursuant to the exercise of the sovereign rights, future and reserved, of the Oneida Tribe of Indians of Wisconsin by Article IV, Section 2 and 3, of the Constitution and By-Laws of the Oneida Tribe of Indians of Wisconsin, duly approved by the Secretary of the Interior on December 21, 1936.

**ARTICLE III – DURATION**

The period of existence of the Corporation shall be perpetual until it is dissolved, pursuant to Article XII, hereof.

**ARTICLE IV – REGISTERED OFFICE AND PLACES OF BUSINESS**

The principal place of business and the registered office of the Corporation shall be on the Oneida Indian Reservation, Wisconsin. The registered office address of the Corporation and principal place of business is 2040 Airport Drive, Green Bay, Wisconsin, 54313. The Corporation may also have such other places of business as the Board of Directors of the Corporation may from time to time direct, as the operations of the Corporation shall require.

**ARTICLE V – JURISDICTION**

The Corporation is created under and is subjected to the jurisdiction, laws and ordinances of the Oneida Tribe of Indians of Wisconsin. The actions hereby taken by the Oneida Business Committee and the Oneida General Tribal Council expressly reserve to the Oneida Tribe of Indians of Wisconsin all its inherent sovereign rights as an Indian Tribe with regard to the activities of the Corporation.

**ARTICLE VI – PURPOSES AND POWERS**

The purposes for which the Corporation is organized are:

- A. The Corporation shall promote the establishment and development of a hotel on Tribal land in conformity to and in coordination with the economic development policies and plans of the Oneida Tribe of Indians of Wisconsin as adopted by the Oneida Business Committee.

## ARTICLE VI – PURPOSES AND POWERS continued

- B. To operate and assist in the development of the hotel and in any and all aspects of financing, construction and contracting.
- C. To do any and all activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the hotel development, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.
- D. To purchase, take, receive, lease, solicit, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with money, securities, real and personal property, rights and services of any kind and description, or any interest therein.
- E. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets, PROVIDED, that title to all trust or restricted real property of the Oneida Tribe of Indians of Wisconsin shall be and remain in its trust or restricted status.
- F. To borrow money and to make, accept, endorse, execute and issue bonds, debentures, promissory notes, guarantees, and other obligations of the Corporation for monies borrowed, or in payment for property acquired or for any such obligations be secured interest, mortgage, pledge deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of or agreement in regard to all or any part of the property, rights or privileges of the Corporation.
- G. To buy, own, sell, assign, mortgage or lease any interest in real or personal property for such periods as may be authorized by law and to hold, manage, mortgage and sublease the same.
- H. To enter into, make, perform and carry out contracts, including contracts of employment, and to receive financial assistance from any governmental or private source and to expend its funds in furtherance of its purposes.
- I. To borrow money and to issue evidence of indebtedness in furtherance of the purposes of the Corporation and to secure the same by mortgage, pledge or other lien upon the property of the Corporation.
- J. To furnish management, administrative, and other business advise, support, training and technical assistance, including specifically, but not by way of limitation, hospitality development, construction, marketing, accounting and operational management services for this industry, both within and without tribal boundaries, for itself, for other Oneida Tribal enterprises, for other Native American Tribal organizations, and for such other business organizations as may be approved by the Board of Directors. Provided, however, that no such services shall be rendered to or on behalf of any person or entity who is a

## ARTICLE VI – PURPOSES AND POWERS continued

director, shareholder, member, partner, officer, employee, agent, consultant, owner or operator of any hotel or hospitality project which competes or intends to compete with the business conducted by the Oneida Airport Hotel Corporation within a radius of forty miles from the Radisson Hotel & Conference Center Green Bay, and further provided, that any person or entity to whom such services are offered in relation to the purchase or development of a hotel or hospitality business shall first execute in favor of Oneida Airport Hotel Corporation, a non-competition agreement or such other assurances as may be satisfactory to the Board of Directors to require compliance with the restrictions contained herein.

- K. To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation, PROVIDED, that such elections or appointments comply with hiring policies established by the Oneida Airport Hotel Corporation.
- L. To amend and alter By-Laws, not inconsistent with this Charter, for the administration and regulation of the affairs of the Corporation, subject to being approved by the Oneida Business Committee.
- M. To sue and be sued in its Corporate name to the extent allowed by law, the Oneida Tribe of Indians of Wisconsin hereby giving its irrevocable consent to allowing the Corporation to sue and be sued upon any contract, claim or obligation of the Corporation arising out of the accomplishment of its purposes and hereby authorizing the Corporation to waive any immunity from suit which it might otherwise have and that any recovery against the Corporation shall be limited to the assets of the Corporation. PROVIDED, however, that neither the Oneida Tribe of Indians of Wisconsin, nor any of its property, shall be liable for the debts or obligations of the Corporation.
- N. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- O. The purposes specified herein shall be construed as both purposes and powers.

## ARTICLE VII – CONTROL OF OPERATIONS

- A. The business, affairs, and property of the Corporation shall be managed by a Board of Directors consisting of five (5) members, whom shall be selected and appointed by the Oneida Business Committee. The term of office of a director shall be four (4) years. The Oneida Business Committee, in selecting and appointing members of the Board of Directors, shall give due consideration to qualities of industry, responsibility, integrity and judgment, and shall have due regard for:

## **ARTICLE VII – CONTROL OF OPERATIONS continued**

1. The need for diversity of experience on the Board of Directors
  2. The need for adequate representation of the various areas of expertise served and required by the Corporation
  3. The guidelines of organizations providing financial assistance to the Corporation
- B. The Board of Directors shall be responsible for the development, custody, management and operation of the hotel; for the establishment and maintenance of effective operating policies; for the selection of the President of the Corporation and for the usual and ordinary duties of oversight of performance and advice to management traditionally performed by Boards of Directors.
- C. Directors appointed by the Oneida Business Committee may be removed, with or without cause, by the Oneida Business Committee by a vote of the majority of the members of the Oneida Business Committee present and voting at any duly called and held meeting of the Oneida Business Committee. The Board of Directors may adopt By-laws governing the removal of Corporate Officers by the Board of Directors for cause. Prior to removal, any Corporate Officer, must be given the opportunity to request a hearing in order to object to the proposed removal.

## **ARTICLE VIII – ASSETS**

Subject to such contractual rights of others, including the Oneida Tribe, the Corporation shall have as its corporate assets and the authority to acquire, manage, own, use, pledge, encumber, assign the following:

- A. Tribal properties of a real or personal nature subject to any conditions set out in the Tribal Council's Resolution authorizing the transfer of such properties to the Corporation.
- B. All funds which the Corporation may acquire by grant, gift, loan or other means.
- C. All interests in real and personal property whether of a tangible or intangible nature, the Corporation may acquire by grant, gift, loan, purchase, lease or other means.
- D. All earnings, interest, dividends, accumulations, contract rights, claims and other proceeds arising from the above listed assets.

## **ARTICLE IX – INDEMNIFICATION OF DIRECTORS & OFFICERS**

The Corporation shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding either civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, officer, agent or employee acting on behalf of the Corporation against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding to the extent that such person is not otherwise indemnified.

## ARTICLE X – PAYMENTS TO TRIBE

This Charter is granted upon the condition that the Corporation shall make prorated payments to the government of the Oneida Tribe of Indians of Wisconsin. Payments shall be made on a monthly basis, and is due and payable immediately upon the receipt by the Corporation of its annual audited financial statement.

Cash flow shall be paid to the Oneida Tribe of Indians of Wisconsin annually at 80 percent of gross operating profit (as such terms are defined in the current Uniform System of Accounts for Hotels) derived from the hotel for each fiscal year. The following definitions shall be used in determining payment to the Oneida Tribe:

- A. The term "Gross Revenues" shall consist of all revenues or income or sale of any kind, whether derived directly or indirectly from any source over which Corporation has any direct or indirect responsibility.
- B. The term "Gross Operating Revenues" shall mean that amount remaining after deducting all "expenses of operation" from all "gross revenues" as those terms are herein defined.
- C. The term "Expenses of Operation" shall include any cost of sales or direct costs and expenses or general expenses as those terms are used within the current Uniform System of Accounts for Hotels as adopted by the American Hotel & Motel Association, and as may, from time to time be supplemented or amended. The term "Expense of Operation" shall include payments (whether principal or interest) relating to financing of capital improvements or encumbering the Hotel or premises, land or building rental payments, insurance premiums, reserve for replacement fund, expense amortization, real estate, income or other taxes of any nature.
- D. The term "prorated" shall mean that the payments due to the Oneida Tribe of Indians of Wisconsin under this article shall be adjusted to reflect the number of months left in the current fiscal year. For example, if the Corporation receives its annual audited financial statement for the Fiscal year 2003-2004 in January, 2005, its payment to the Oneida Tribe of Indians of Wisconsin for 2003-2004 is due in January, 2005. This payment will be prorated to reflect the number of months left in the current fiscal year (January through September).

## ARTICLE XI – REPORTS

The Corporation shall file quarterly reports with the Oneida Business Committee which shall describe:

- A. Material changes and developments since the last report in the business described, including a description of competitive conditions, research and development activities;
- B. Any material pending legal proceeding to which the Corporation is a party.

## ARTICLE XI – REPORTS – continued

- C. Unaudited financial statements which clearly represent the operational performance of the Corporation.

The Corporation shall prepare not less than forty five (45) days prior to the semi-annual meeting of the Oneida General Tribal Council, a summary of the information contained in the report prepared pursuant to the preceding paragraph, showing its assets and liabilities and the results of its operations.

## ARTICLE XII – DISSOLUTION

The Corporation may be dissolved upon:

- A. Adoption of a resolution providing for dissolution of the Corporation by the affirmative vote of two-thirds of the Directors, or
- B. Adoption by the Oneida Business Committee of a resolution proposing dissolution of the Corporation.

Upon dissolution of the Corporation, the assets of the Corporation remaining for payment of all debts and liabilities of the Corporation, shall be distributed to creditors in the following order:

1. Third parties perfected security interests.
2. Security interests of Oneida Tribe of Indians of Wisconsin.
3. Third parties unperfected security interests.