

Lac Vieux Desert Band Of Lake Superior Chippewa Tribal Government

P.O. Box 249, Pow Wow Trail • Watersmeet, Michigan 49969

Phone: 906-358-4577 • Fax: 906-358-4785

Executive Officers:

James Williams, Jr., Tribal Chairman
Joette Pete-Baldwin, Tribal Vice-Chairwoman
Susan M. McGeshick, Treasurer
Michelle Hazen, Tribal Secretary



Council Members:

Eli Edwards
Cheryl McGeshick
John McGeshick, Jr.
Tyrone McGeshick
Henry Smith

RESOLUTION # T2014 - 066

APPROVING THE CREATION OF THE WHOLLY OWNED AND OPERATED TRIBAL LENDING ENTITY – BIG PICTURE LOANS, LLC

WHEREAS, the Lac Vieux Desert Band of Lake Superior Chippewa Indians (“Tribe”) is a federally recognized Indian Tribe organized pursuant to Section 16 of the Indian Reorganization Act of June 18, 1934, 48 Stat. 984, 25 U.S.C. §476; and,

WHEREAS, the Tribal Council (“Council”) of the Tribe is empowered pursuant to Article IV, Section 1(f), of the Tribe’s Constitution to “manage the economic affairs, enterprises, property, both real and personal, and other interest of the [Tribe]”; and,

WHEREAS, The Council is authorized pursuant to Article IV, Section 1(b) of the Tribal Constitution to enact resolutions or ordinances; and

WHEREAS, The Council in its effort to diversify the economy of the Tribe’s Reservation in order to improve the Tribe’s economic self- sufficiency did create, pursuant to tribal law, an independent tribally chartered entity, to transact business in the form of tribally-owned lending enterprises known as Red Rock Tribal; Lending, LLC and Duck Creek Tribal Financial, LLC (“the Companies”), of which the Tribe is sole Member, pursuant to Resolution 2011-041 and Resolution 2011-050 and Resolution 2011-058, respectively; and,

WHEREAS, James Williams, Jr. and Michelle Hazen, aka giizhigookway and Michelle Allen, are appointed were appointed as Co-Managers of the Companies pursuant to the Companies’ Operating Agreement; and,

WHEREAS, the Council in accordance with its strategic economic development efforts wishes to create an additional independent tribally chartered entity, that may ultimately consolidate the business of the Companies, to transact business in the form of one (1) tribally-owned lending enterprise; and,

WHEREAS, on August 24th, 2014, pursuant to Council Resolution T2014-068, the Council enacted the Lac Vieux Desert Business Entities Ordinance; and,

WHEREAS, the Council has been presented with Articles of Organization and an Operating Agreement for the tribally chartered business entity to be known as Big Picture Loans, LLC (“Big Picture”), of which the Tribe is named as the sole member; and,

WHEREAS, the Council believes it to be in the best interest of the Tribe to create such an entity which, as a wholly owned and operated instrumentality of the Tribe, shall be possessed of all of the privileges of the Tribe, including but not limited to the sovereign immunity of the Tribe which shall not be waived unless authorized by the Council in accordance with the terms of the Operating Agreement; and,

WHEREAS, the Council, in furtherance of the business of Big Picture, and therefore in furtherance of the business enterprises of the tribe, consistent with the Companies, finds that all information and records of Big Picture are confidential and deemed Tribal Records as provided for in the Tribal Constitution and may not be disclosed except as provided for in accordance applicable Tribal or federal law or contract providing for access to such information and records; and,

WHEREAS, the Council, in furtherance of business of the Big Picture, and therefore in furtherance of the business enterprises of the Tribe, believes that it is in the best interest of the Tribe to appoint Michelle Hazen and Chairman James Williams, Jr. as Co-Managers of Big Picture who will be possessed of all power and authority, consistent with the attached Articles of Organization and Operating Agreement, to conduct the business of the Company; and,

WHEREAS, the Council, in furtherance of the business of Big Picture, specifically indemnify and defend the Co-Managers Williams and Hazen, and all of their successors, against all liabilities, losses, and costs (including attorneys’ fees) incurred or suffered by either Co-Manager in connection with the business of Big Picture subject to the limitations set forth in the Operating Agreement;

THEREFORE BE IT RESOLVED, that the Council hereby adopts the Articles of Organization and Operating Agreement of the wholly owned and operated tribally chartered business entity to be known as Big Picture Loans, LLC (“Big Picture”) of which the Lac Vieux Desert Band of Lake Superior Chippewa Indians shall be now and forever, the sole member; and

BE IT FURTHER RESOLVED, that the Council hereby declares that Big Picture, as a wholly owned and operated instrumentality of the Tribe, shall be possessed of all of the privileges of the Tribe, including but not limited to the sovereign immunity of the Tribe which shall not be waived unless authorized by the Council in accordance with the terms of the Operating Agreement; and,

BE IT FURTHER RESOLVED, that the Council, hereby declares that all information and records of Big Picture are confidential and deemed Tribal Records as provided for in the Tribal Constitution and may not be disclosed except as provided for in accordance applicable Tribal or federal law or contract providing for access to such information and records; and,

BE IT FURTHER RESOLVED, that the Council, acting on behalf of the Tribe as sole member of Big Picture, hereby appoints Chairman James Williams, Jr. and Michelle Hazen who are possessed of all

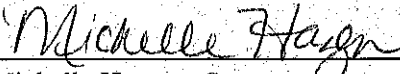
power and authority, consistent with the attached Articles of Organization and Operating Agreement, to conduct the business of Big Picture; and,

BE IT FURTHER RESOLVED, that the Council, hereby approves authorizes and directs Co-Managers to take the necessary steps to conduct the business of Big Picture including but not limited to the registration of the business necessary to receive a tax identification number and the opening of bank accounts at one or more financial institutions of their choosing, including Chippewa Valley Bank, as well as the execution and delivery of any and all documents, including but not limited to signature cards for each account, necessary to conduct the business of Big Picture; and

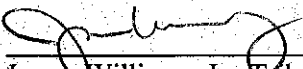
BE IT FURTHER RESOLVED, that the Council, acting on behalf of the Tribe as sole member of Big Picture, hereby indemnifies and shall defend Co-Managers Williams an Hazen, and all of their successors, against all liabilities, losses, and costs (including attorneys' fees) incurred or suffered by the Manager in connection with the business of Big Picture subject to the limitations set forth in the Operating Agreement.

CERTIFICATION

I, the undersigned, as Chairman of the Lac Vieux Desert Band of Lake Superior Chippewa Indians, a tribal government operating under a Constitution adopted pursuant to Section 16 of the Indian Reorganization Act 25 U.S.C. 476 and, more specifically, 25 U.S.C. 1300(h), do hereby certify that the Tribal Council of the Band is composed of nine (9) members, of whom eight (8), constituting a quorum, were present at a meeting duly called, noticed, convened and held on the 26th day of August 2014 and that the foregoing resolution was duly adopted at said meeting by an affirmative vote of seven (7) members, zero (0) against, and zero (0) abstaining, and that the said resolution has not been rescinded or amended in any way.



Michelle Hazen – Secretary



James Williams, Jr., Tribal Chairman

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Executive Officers:

James Williams, Jr., Tribal Chairman
Joette Pete-Baldwin, Tribal Vice-Chairwoman
Susan M. McGeshick, Treasurer
Vera Klingman, Tribal Secretary



Council Members:

Michael Hazen, Jr.
Cheryl McGeshick
Mitchell McGeshick
Tyrone McGeshick
Henry Smith

RESOLUTION #T2015-09

AUTHORIZING AND APPROVING FIRST AMENDED ARTICLES OF ORGANIZATION AND FIRST AMENDED OPERATING AGREEMENT OF BIG PICTURE LOANS, LLC TO REFLECT TRIBAL ECONOMIC DEVELOPMENT HOLDINGS, LLC AS MEMBER

WHEREAS, the Lac Vieux Desert Band of Lake Superior Chippewa Indians (the “Tribe”) is a federally recognized Indian Tribe organized pursuant to Section 16 of the Indian Reorganization Act of June 18, 1934, 48 Stat. 984, 25 U.S.C. § 476; and

WHEREAS, the Tribe through a duly elected Tribal Council (“Tribal Council”) is empowered pursuant to Article IV, Section 1(f) of the Tribe’s Constitution to “manage the economic affairs, enterprises, property, both real and personal, and other interests of the [Tribe]:” and

WHEREAS, the Tribal Council, pursuant to Resolution #T2014-066 approved the creation of Big Picture Loans, LLC (“Big Picture”), of which the Tribe is the sole member; and

WHEREAS, Big Picture has not yet conducted any business; and

WHEREAS, the Tribal Council, pursuant to Resolution #T2015-08 approved the creation of Tribal Economic Development Holdings, LLC (“TED Holdings”), of which the Tribe is the sole member; and

WHEREAS, TED Holdings was established for the purpose of promoting the economic development of the Tribe through the development of business opportunities; and


WHEREAS, the Tribal Council has determined that it is in the best interest of Big Picture, TED Holdings, and therefore the Tribe to make TED Holdings the member of Big Picture; and

WHEREAS, the Tribal Council has been presented with the attached First Amended Articles of Organization and First Amended Operating Agreement of Big Picture Loans, LLC.

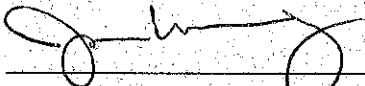
NOW THEREFORE BE IT RESOLVED, THAT, the Tribal Council of the Lac Vieux Desert Band of Lake Superior Chippewa Indians approves the attached First Amended Articles of Organization and First Amended Operating Agreement of Big Picture Loans, LLC.

CERTIFICATION

I, the undersigned, as Chairman of the Lac Vieux Desert Band of Lake Superior Chippewa Indians, a tribal government operating under a Constitution adopted pursuant to Section 16 of the Indian Reorganization Act 25 U.S.C. 476 and, more specifically, 25 U.S.C. 1300(h), do hereby certify that the Tribal Council of the Band is composed of 9 members, of whom 7, constituting a quorum, were present at a meeting duly called, noticed, convened and held on the 4th day of February 2015 and that the foregoing resolution was duly adopted at said meeting by an affirmative vote of 6 members, 0 against, and 0 abstaining, and that the said resolution has not been rescinded or amended in any way.



Vera Klingman – Secretary



James, Williams, Jr. – Tribal Chairman

**FIRST AMENDED
ARTICLES OF ORGANIZATION
OF
Big Picture Loans, LLC**

The undersigned, acting as the organizer of a limited liability company pursuant to Chapter 5 of the Lac Vieux Desert Band of Lake Superior Chippewa Indians Business Entity Ordinance, Resolution No. T2014-068, and the authority to create this tribal company pursuant to Resolution No. T2014-066, as amended by Resolution No. T2015-09, of the Lac Vieux Desert Band of Lake Superior Chippewa Indians, hereby adopts the following First Amended Articles of Organization on this 5th day of February, 2015.

ARTICLE 1 – NAME

The Company's name shall be Big Picture Loans, LLC (the "Company").

ARTICLE 2 – NAME AND ADDRESS OF ORGANIZER

The name and mailing address of the Company's organizer shall be:

Michelle Hazen, CEO
Big Picture Loans, LLC
PO Box 704
Watersmeet, MI 49969

ARTICLE 3 – NAME AND ADDRESS OF REGISTERED AGENT

The name and mailing address of the Company's registered agent shall be:

The Office of the Tribal Chairman
Lac Vieux Desert Band of Lake Superior Chippewa Indians
PO Box 249
Pow Wow Trail
Watersmeet, MI 49969

ARTICLE 4 – PRINCIPAL PLACE OF BUSINESS

The Company's principal place of business shall be:

N5384 U.S. Hwy. 45, Suite 400
PO Box 704
Watersmeet, MI 49969

ARTICLE 5 – PURPOSE

The Company's purpose shall be:

To engage in the business of operating one or more Tribal lending business(es), and in any activities that are directly related to the accomplishment of such purpose which are lawful and consistent with these Articles.

ARTICLE 6 – TYPE OF MANAGEMENT

Management of the Company shall be vested in Co-Managers as appointed or hired by the Member. This role may also be filled by a management contractor should the Company so desire. Duties and responsibilities of the Co-Managers shall be defined by the Company's Operating Agreement.

ARTICLE 7 – SOVEREIGN IMMUNITY

The sovereign immunity of the Company shall remain intact unless waived by the Member pursuant to a duly authorized resolution of the Tribal Council of the Lac Vieux Desert Band of Lake Superior Chippewa Indians.

ARTICLE 8 – TRIBAL OWNERSHIP

The Company is and shall remain 100% owned and operated by its Member, Tribal Economic Development Holdings, LLC, a wholly owned and operated economic arm and instrumentality of the Lac Vieux Desert Band of Lake Superior Chippewa Indians.

ARTICLE 9 – NAME AND ADDRESS OF EACH MEMBER

The name and address of the sole Member of the Company shall be:

Tribal Economic Development Holdings, LLC
N5384 U.S. Hwy. 45, Suite 400
PO Box 704

Watersmeet, Michigan 49969

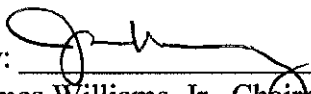
ARTICLE 10 – DURATION OF COMPANY

The existence of the Company shall be perpetual and dissolved in accordance with the dissolution provisions contained within the Company's Operating Agreement.

ARTICLE 11 – AMENDMENTS

These Articles may only be amended by resolution of the Tribal Council of the Lac Vieux Desert Band of Lake Superior Chippewa Indians acting as sole member of Tribal Economic Development Holdings, LLC.

Date: 2.5.15

By: 
James Williams, Jr., Chairman

Lac Vieux Desert Band of Lake Superior Chippewa Indians