



NATIONAL AMERICAN INDIAN COURT JUDGES ASSOCIATION

ARTICLES OF INCORPORATION

(As Amended Through March 14, 1998)

Certificate of Incorporation of the National American Indian Court Judges Association
(A Non-Stock, Non-Profit Delaware Corporation)

The undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: The name of the corporation is NATIONAL AMERICAN INDIAN COURT JUDGES ASSOCIATION.

SECOND: The address of the corporation's registered office in the State of Delaware is 1013 Centre Road, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is United States Corporation Company.

THIRD: The objects and purposes for which the corporation is exclusively organized and shall operate are:

- A. To foster the continued development, enrichment and funding of tribal justice systems as a visible exercise of tribal sovereignty and self-government.
- B. To provide continuing education for tribal judges and tribal justice staff members in order to promote and enhance the operation of the tribal judiciary.
- C. To further the public knowledge and understanding of tribal justice systems.
- D. To establish and maintain a forum for the dissemination of information concerning issues impacting tribal justice systems throughout the United States.
- E. To encourage and assist Tribal officials to support educational programs in an effort to serve the purposes and objectives of the Association.
- F. To conduct generally any and all research and educational activities for the purposes of promoting the affairs and achieving the purposes and objectives of the Association.

In furtherance of said goals, but not in limitation of the foregoing, the corporation shall have the power and authority:

1. To acquire moneys, securities, and other property, real and personal, or services of any nature, by gift, legacy, or otherwise, without limitation as to amount or otherwise; to hold, invest, use or license others to use, or otherwise dispose of any moneys, securities, property or rights, or services so acquired.
2. To exercise any and all powers, including the power to borrow money and to secure the same, to make conveyances, assignments and contracts which may be conferred by law and which may be necessary or appropriate to the purposes above named.

The foregoing objectives, purposes and powers are each and all subject to the further limitation that

1. This corporation is a nonprofit corporation organized without capital stock.
2. The corporation shall receive, administer, maintain, use and employ funds and property, real and personal, exclusively for religious, charitable, educational, scientific, research and/or literary purposes beneficial to the public, as such terms and purposes are used and defined in or in connection with Section 501(c)(3) of the Internal Revenue Code of 1954, relating to tax exempt corporations, and in or in connection with Section 170(c)(2) of said Code (or the corresponding provisions of any future United States Internal Revenue Law), and the Regulations pertaining thereto as they now exist or hereafter may be amended, and to pursue such objectives and purposes either directly or by contribution to organizations which qualify as an exempt organization pursuant to the said Code and said Section thereof.
3. No part of the net earnings of the corporation shall inure to the benefit of any director, officer or member of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no director, officer or member of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets or dissolution of the corporation.
4. No part of the activities of the corporation shall be 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.
5. Notwithstanding any other provisions of these articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or hereafter may be amended.
6. In the event of the liquidation, dissolution or winding up of the business and affairs of the corporation, whether voluntary or involuntary or by operation of the law, after paying or making provision for the payment of all liabilities of the corporation, all of the assets of the corporation shall be transferred, assigned, set over and conveyed to Arrow, Inc., a nonprofit corporation having its legal citus in Washington, D.C., providing that such corporation or organization is organized and operated exclusively for educational literary, research and/or scientific purposes as shall at the time qualify as exempt corporation or organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Code), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the United States District Court for the District of Columbia, exclusively for such purpose or to such corporation or organization as said Court shall determine, which are organized and operated exclusively for such purposes.

FOURTH: The corporation shall have one or more categories of membership with such designations, qualifications, rights and powers as shall be set forth in the Bylaws of the corporation or determined in the manner prescribed by the Bylaws, provided, however, that not less than one category of members of the corporation shall have the right to vote and shall elect the directors of the corporation in the manner prescribed by said Bylaws.

FIFTH: The property, business and affairs of the corporation shall be managed and directed by a Board of Directors, who shall be elected by the members entitled to vote as specified in the Bylaws of the corporation. The number of directors comprising of the Board of Directors shall be such as from time to time shall be fixed by, or in the manner provided in the Bylaws, but shall not be less than three.

SIXTH: The private property of the directors and members shall not be subject to the payment of corporate debts whatsoever.

SEVENTH: Provisions for the regulation of the internal affairs of the corporation are as follows:

1. The Active Members of the corporation shall have power to make, amend and repeal the Bylaws of the corporation.
2. No directorship, membership or officership in this corporation shall be assignable inter vivos nor pass to any personal representative, heir or devisee.
3. Vacancies in the Board of Directors shall be filled in the manner provided by the Bylaws.
4. The directors and members may hold their meetings in or out of the State of Delaware.

EIGHTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in the certificate of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on members, directors and officers are subject to this reserved power.

NINTH: The name and address of each of the incorporators are as follows:

NAME & ADDRESS:

Virgil L. Kirk, Navajo Tribe, P.O. Box 607, Shiprock, New Mexico 87420

Henry Upchego, Tribal Court, Fort Duchesne, Utah 84026

Lawrence Miller, Box 157, Ft. Washakie, Wyoming 82510

Cranston Hawley, Box 262, Harlem, Montana 59526

Josephine D. Neuman, Confederated Salish and Kootenai Tribes, Flathead Tribes, Dixon, Montana 59831

Betty Laverdure, Turtle Mountain Chippewa, Belcourt, North Dakota 58316

George R. Armstrong, Southern Ute Tribe and Ute Mountain Ute Tribe, P.O. Box 850, Cortez, Colorado 81321

E. Thomas Colosimo, Executive Director, Arrow, Inc. 2475 Virginia Avenue, N.W., Washington, D.C. 20037

This certificate of incorporation was amended pursuant to a majority vote of the Active Members of the corporation meeting at its 1998 Annual Meeting in San Diego, California on March 14, 1998.

IN WITNESS WHEREOF, We have hereunto set our hands and seals, this fourteenth day of March, 1998.

Jill E. Shibles, President

Irene Toledo, Secretary

National American Indian Court Judges Association