

**PURSUANT TO THE SOVEREIGN AUTHORITY OF THE
MANDAN HIDATSA ARIKARA NATION**

**ARTICLES OF ORGANIZATION
OF
THUNDER BUTTE PIPELINE LLC**

The Mandan Hidatsa Arikara Nation (“Tribe”), a federally recognized Indian Tribe organized pursuant to Section 16 of the Act of June 18, 1934 (48 Stat. 987)(25 U.S.C. § 476), as amended, acting through the Tribal Business Council, hereby authorizes these Articles of Organization to be filed under the laws of the Tribe, for the purpose of creating a Tribal Limited Liability Company (“LLC”), and states as follows:

ARTICLE I - NAME

The Name of the Limited Liability Company is **THUNDER BUTTE PIPELINE LLC**.

ARTICLE II – PURPOSES AND POWERS

1. The purposes for which this LLC is formed are:
 - a. To serve the common welfare of the Tribe;
 - b. To serve the social, economic, educational and health needs of the Tribe;
 - c. To increase tribal revenues;
 - d. To enhance the Tribe’s economic self-sufficiency and self-determination; and
 - e. To provide positive, long-term social, environmental and economic benefits to tribal members by enhancing the Tribe’s business undertakings and prospects.

In furtherance of the foregoing purposes the LLC shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon LLCs organized under the laws of the Tribe. In addition, it may do everything necessary, suitable or proper for the accomplishment of any of its purposes.

2. Without in any way limiting the scope and generality of the foregoing, the LLC shall have and may exercise the following powers:
 - a. To carry on the business of a financial services company providing, among other things related to such a business, small-denomination, short-term consumer loans, installment consumer loans and other related goods and services to consumers through its internet and call/customer service center operations;

- b. To form subsidiary LLCs and enter into business associations, and other business arrangements;
 - c. To conduct and carry out business either within or outside the exterior boundaries of the Fort Berthold Indian Reservation;
 - d. To exercise such powers as may be at any time permitted under the laws of the Tribe and deemed desirable to give effect to the LLC's purpose.
3. The enumeration herein of any specific purpose or power shall not be held to limit or restrict in any manner the exercise by the LLC of the general powers and privileges now or hereafter conferred by the laws of the Tribe upon LLCs formed under such laws, or the accomplishment of any purpose now or hereafter permitted to the LLC pursuant to these Articles of Organization.

ARTICLE III – REGISTERED AGENT

The Name and Address of the registered Agent is:

Bernard Fox
PO Box 1227
New Town, ND 58763

ARTICLE IV – PRINCIPLE OFFICE

The principal office of the LLC is 37685 247th Ave. SW, Makoti, North Dakota 58756 and a mailing address of PO Box 1227, New Town, ND 58763.

ARTICLE V - DURATION

The period of the LLC is perpetual.

ARTICLE VI – DIRECTORS

The number of directors constituting the initial Board of Directors under this Articles of Organization until permanent directors are named by Thunder Butte Petroleum Services Inc. Board of Directors is five, the names and addresses of the persons serving as the initial board of directors, who shall serve until the first meeting when the permanent directors are so named, are as follows:

Karen Rabbithead (Chair), PO Box 361, Parshall, ND 58763
Richard Mayer, 426 9th Street North, New Town, North Dakota 58763
Fred Fox, PO Box 1346, New Town, ND 58763
Randy Phelan, 404 Frontage Road, New Town, ND 58763
James Simon, 410 Groveland Ave., #1801, Minneapolis, MN 55403

ARTICLE VII – ORGANIZERS

The name and address of the organizer is:

Bernard Fox
PO Box 1227
New Town, ND 58763

ARTICLE VIII – CAPITALIZATION

The LLC is formed pursuant to and shall be subject to the laws of the Tribe and shall be at all times wholly owned, directly or indirectly, by the Tribe. The Tribe shall have, directly or indirectly, the sole proprietary interest in, and shall have sole responsibility for, the conduct of the activities of the LLC.

ARTICLE IX – IMMUNITY

The LLC, being wholly owned, directly or indirectly by the Tribe, is to enjoy the Tribe's sovereign immunity. In furtherance thereof, for so long as it is wholly owned, directly or indirectly, by the Tribe, the Tribe hereby confers on the LLC sovereign immunity from suit to the same extent that the Tribe would have such sovereign immunity if it engaged directly in the activities undertaken by the LLC. It is the intention of the Tribe that the extension to the LLC of such sovereign immunity from suit shall apply to the LLC's managers, officers, employees and agents to the same extent that the Tribe's managers, officers, employees and agents would have such sovereign immunity if the Tribe engaged directly in activities undertaken by the LLC. In furtherance of and in clarification of the LLC's power to "sue or be sued" as set forth in Article XI and as set forth and intended in the laws of the Tribe, the LLC shall have the power to sue and is authorized to consent to be sued in the Tribe's Tribal Courts or another court of competent jurisdiction, provided, however, that:

- a. Any such consent to suit shall not be effective against the LLC in any manner and to any extent whatsoever unless such consent is:
 - (1) Explicit;
 - (2) Contained in a written contract or commercial document to which the LLC is a party and under which the LLC is involved in the suit; and
 - (3) Specifically approved by the LLC's Board of Directors.
- b. Any recovery against the LLC shall be expressly limited to the assets of the LLC in the manner and to the extent as explicitly set forth in such written consent.

- c. The LLC's Chief Executive Officer or his/her authorized representative shall be required to provide quarterly reports to the Tribe's Tribal Business Council on any contracts, agreements and/or stipulations that require the LLC to waive its corporate sovereign immunity in any manner.
- d. Any written consent to be sued by the LLC shall in no way extend to any action against the Tribe, nor shall consent to suit by the LLC in any way be deemed a waiver of any of the rights, privileges and immunities of the Tribe. The Tribe shall not be held liable for the payment or performance of any of the obligations of the LLC, and no recourse shall be had against any of the assets or revenues of the Tribe outside the assets or revenues of the Tribal LLC to satisfy the LLC's obligations.
- e. The sovereign immunity of the LLC shall not extend to any actions against the LLC by the Tribe.

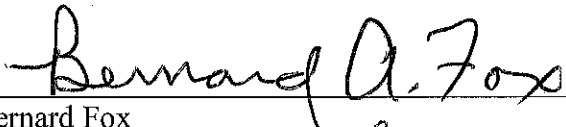
ARTICLE X – ENCUMBRANCE

The LLC, as duly authorized under the Three Affiliated Tribes Limited Liability Code (Resolution 19-069-FWF, April 12, 2019) and these Articles, shall have the authority to incur limited recourse liability through the encumbrance of its company assets.

ARTICLE XI - SUE AND BE SUED

The LLC may sue and be sued in any court of competent jurisdiction, including but not limited to the U.S. District Court for the District of North Dakota and the Tribal courts of the Mandan Hidatsa Arikara Nation. Further, the LLC may agree to any such other dispute resolutions as deemed necessary.

For the purposes of forming a LLC under the authority of the Mandan Hidatsa Arikara Nation, I, the undersigned, have personally executed these Articles of Organization on July 27, 2020.


Bernard Fox

Filed: 7/27/2020
Date


Tribal Business Council Secretary

CERTIFICATE OF GOOD STANDING

OF

Thunder Butte Pipeline LLC

The Executive Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Reservation, hereby certify that, according to the records of this office the above named entity was validly organized as a limited liability company on 09-30-2020 under the law and requirements of the Three Affiliated Tribes the Three Affiliated Tribes Limited Liability Company Act (Resolution No. 19-069-FWF, April 12, 2019).

This entity has been assigned identification number 2020-002.

The undersigned, as the Secretary of the Tribal Business Council of the Three Affiliated Tribes of the Fort Berthold Reservation, hereby certifies that Thunder Butte Pipeline LLC is currently in Good Standing.



OFFICE OF THE EXECUTIVE SECRETARY

2-14-2024

ISSUE DATE

State of North Dakota

SECRETARY OF STATE



Certificate of Authority of Thunder Butte Pipeline, LLC

SOS Control ID#: 0006592577

The undersigned, as Secretary of State of the state of North Dakota, hereby certifies an application by

Thunder Butte Pipeline, LLC

for a Certificate of Authority to transact business in this state, duly signed and verified pursuant to the North Dakota statutes governing a foreign limited liability company, has been received in this office and is found to conform to law.

ACCORDINGLY, the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Authority to

Thunder Butte Pipeline, LLC

to transact business in this state under the name of

Thunder Butte Pipeline, LLC

Filed date: February 15, 2024

A handwritten signature in cursive script that reads "Michael Howe".

Michael Howe
Secretary of State