

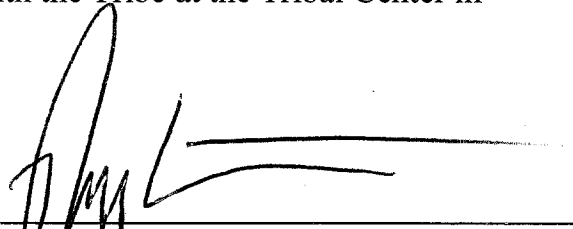
**CORPORATE CERTIFICATE  
OF EXISTENCE**

Under authority granted me under the Constitution of the Squaxin Island Tribe, approved by the United States Commissioner of Indian Affairs, July 8, 1965, Title 6.24 of the Squaxin Island Tribal Code, the Corporate Administration Board, and Resolution 03-26 of the Squaxin Island Tribal Council, I hereby certify that

**SQUAXIN ISLAND CHILD  
DEVELOPMENT CENTER, INC.**

has been duly chartered by the Squaxin Island Tribe and is, as of the date on this Certificate, a Tribal governmental corporation in good standing with Articles of Incorporation on file with the Tribe at the Tribal Center in Shelton, Washington.

July 30, 2003  
Date

  
\_\_\_\_\_  
Ronald J. Whitener  
Commissioner of Business Affairs

**Squaxin Island Child Development Center, Inc.**  
**Articles of Incorporation**

INDEX

Article 1.	Name
Article 2.	Duration
Article 3.	Purposes and Powers
	3.1 Purposes
	3.2 Federal and State Taxation and Jurisdiction
	3.3 Sovereign Immunity of the Corporation
	3.4 Additional Powers
	3.5 Limitation on Delegation by Tribal Council
Article 4.	Authorized Shares
Article 5.	Principal Place of Business; Mailing Address; Registered Agent
	5.1 Principal Place of Business
	5.2 Mailing Address and Registered Agent
Article 6.	Operational Requirements.
	6.1 Fiscal Year
	6.2 Business Plan
	6.3 Annual Report
Article 7.	Board of Directors
	7.1 Duties and Powers; Bylaws
	7.2 Selection, Number and Tenure
	7.3 Resignation
Article 8.	Incorporators

**ARTICLES OF INCORPORATION  
OF  
Squaxin Island Child Development Center, Inc.**

The Squaxin Island Tribe of Kamilche Washington ("the Tribe"), a federally recognized Indian Tribe organized pursuant to the Medicine Creek Treaty hereby authorizes these Articles of Incorporation to be filed under the Squaxin Island Tribal Business Corporation Code, for the purpose of creating the tribal corporation described herein.

The corporation described herein is to be wholly owned by the Tribe and is subject to Article §6.28.100 of the Squaxin Island Tribal Business Corporation Code.

Article 1. Name. The name of the corporation is Squaxin Island Child Development Center, Inc.

Article 2. Duration. The period of existence of the corporation shall be perpetual, except that the corporation may have these Articles of Incorporation amended or restated or the corporation may be dissolved in accordance with the Squaxin Island Tribal Business Corporation Code.

Article 3. Purposes and Powers.

3.1 Purposes. The purposes for which the corporation is organized are to engage in any lawful act or activity for which corporations may be organized under the Squaxin Island Tribal Business Corporation Code. The purposes specified herein shall be construed as both purposes and powers.

3.2 Federal and State Taxation and Jurisdiction. Pursuant to §6.28.100 of the Squaxin Island Tribal Business Corporation Code, the Squaxin Island Tribe hereby confers on the corporation all of the Tribe's rights, privileges and immunities concerning federal, state, and local taxes, regulation, and jurisdiction, to the same extent that the Tribe would have such rights, privileges, and immunities, if it engaged in the activities undertaken by the corporation.

3.3 Sovereign Immunity of the Corporation. Pursuant to §6.28.100 of the Squaxin Island Tribal Business Corporation Code, the Squaxin Island Tribe hereby confers on the corporation sovereign immunity from suit to the same extent that the Tribe would have such sovereign immunity if it engaged in the activities undertaken by the corporation. The corporation shall have the power to sue and is authorized to consent to be sued in the Squaxin Island Tribal Court or another court of competent jurisdiction, provided, however, that:

(a) no such consent to suit shall be effective against the corporation unless such consent is:

(1) explicit,

(2) contained in a written contract or commercial document to which the corporation is a party, and

(3) specifically approved by the board of directors of the corporation, and

(b) any recovery against such corporation shall be limited to the assets of the corporation.

Any consent to suit may be limited to the court or courts in which suit may be brought, to the matters that may be made the subject of the suit and to the assets or revenues of the corporation against which any judgment may be executed.

Consent to suit by the corporation shall in no way extend to an action against the Tribe, nor shall a consent to suit by the corporation in any way be deemed a waiver of any of the rights, privileges and immunities of the Tribe. The Tribe shall not be liable for the payment or performance of any of the obligations of the corporation, and no recourse shall be had against any assets or revenues of the Tribe in order to satisfy the obligations of the corporation.

The sovereign immunity of the corporation shall not extend to actions against the corporation by the Tribe.

- 3.4 Additional Powers. The rights and responsibilities delegated by the Squaxin Island Tribal Council to the Board of Directors include the right: to acquire, manage, own and hold funds from any source for the maintenance of the Corporation; to enter into agreements, contracts or relationships with any person, partnership or corporation for the maintenance or operation of the Corporation on or off reservation; to bind the Corporation; to pledge the assets of the Corporation; to undertake capital projects; to hold title; to borrow; to determine eligibility for goods and services; to contract with federal, state and local governments; to adopt rules and procedures regarding corporate activities as it may deem necessary or convenient; to establish and maintain bank accounts as may be necessary or convenient to the business of the Corporation; to hire and fire employees and agents for the benefit of the Corporation; to appoint members of the Board of Directors subject to confirmation by the Tribal Council; to appoint the officers of the Corporation; to remove officers of the Corporation; to make and change bylaws for the administration and regulation of the affairs of the Corporation; to enter into management, distribution, service and or marketing agreements; to enter into employment, arbitration, consulting, confidentiality and no-compete agreements; to enter into employee benefit programs and or agreements; to retain or dismiss employees; to discipline employees; to retain legal counsel; to select, retain, change and or dismiss registered agent; to purchase and maintain liability insurance of officers and directors of the Corporation; to change the corporate name; to conduct due diligence reviews as necessary and convenient; to enter into confidentiality agreements, covenants not to compete, and indemnification agreements; to enter into asset purchase agreements; to apply for status favorable tax treatment under the provisions of the Internal Revenue Code; to apply for a certificate of authority to do business in the state of Washington and to engage in all acts and activities necessary and or convenient to that purpose; to waive in whole or in part the sovereign immunity of the Squaxin Island Tribe as it relates to the acts and activities of the Corporation consistent with the Article 3.3. herein; to defend

against and or resolve any complaints by consumers; and to have and exercise all powers necessary or convenient to affect its purpose.

- 3.5 Limitation on Delegation by Tribal Council. The authorities vested in the Corporation by the delegation by the Tribal Council as expressed in Article 3.4 are limited as follows: the rights and responsibilities do not include the right to: take any action not listed above that affects the substantive rights of the Corporation's shareholders in any way; appoint the initial members of the Board of Directors; to encumber or pledge the assets of the general government, including its various enterprises, except the Child Care Development Center, Inc.; restate the articles of incorporation; take any act that would effect a merger of the Corporation; take any act that would effect a share exchange; take any act that would effect a dissolution of the Corporation; or take any act that would affect the accounting standards made applicable to the Corporation by its articles.

Article 4. Authorized Shares. The corporation shall be authorized to issue nine (9) shares, which shall be held by the Squaxin Island Tribe and exercised on behalf of the Tribe by the Tribal Council.

Article 5. Principal Place of Business; Mailing Address; Registered Agent.

- 5.1 Principal Place of Business. The corporation shall be a resident of and maintain its corporate headquarters on the Squaxin Island Reservation in Kamilche Washington, but may conduct its business activities any place in or outside of the United States. The corporation may have such other offices, either within or without the Squaxin Island Reservation as the business of the corporation may require from time to time.

- 5.2 Mailing Address and Registered Agent. The mailing address of the corporation's initial registered office is 70 SE Squaxin Lane, and the name of the initial registered agent at this address is Jim Peters, Chair, Childcare Development Center Board of Directors.

Article 6. Operational Requirements.

- 6.1 Fiscal Year. The Corporation shall have a fiscal year, which shall be determined by the board of directors during the first twelve months of operation of the corporation. Such fiscal year shall end on the last day of any one calendar month, and shall begin the first day of the next succeeding calendar month.
- 6.2 Business Plan. Consistent with the Squaxin Island Tribe's Budget Ordinance, the corporation shall prepare a business plan in advance of each fiscal year and present it to the Squaxin Island Tribal Council for review and approval. If the Business Plan is not approved prior to the beginning of the fiscal year, the Corporation shall continue to operate under the plan for the previous fiscal year until a plan for the current fiscal year is approved.
- 6.3 Annual Report. Not less than 60 days following the end of each fiscal year, the corporation shall prepare and deliver to the Squaxin Island Tribal Council an

annual report and an audited financial statement, including a balance sheet and a statement of income and expenses, including comparative figures from the preceding fiscal year.

Article 7. Board of Directors.

7.1 Duties and Powers; Bylaws. The board of directors shall manage the business and activities of the corporation. The board of directors is hereby vested with all powers necessary to carry out the purposes of the corporation and shall have control and management of the business and activities of the corporation. The directors shall in all cases act as a board. The directors may adopt such bylaws for the conduct of their meetings and the management of the corporation, as they may deem proper, not inconsistent with the Squaxin Island Tribe Corporation Code and other tribal laws, or these Articles of Incorporation.

7.2 Selection, Number and Tenure. The board of directors shall consist of ten persons, selected by the Squaxin Island Tribal Council, as follows:

an independent child care professional;  
two enrolled community members with age appropriate children;  
one enrolled community member with special heritage and cultural knowledge or interest;  
one representative of the Squaxin Island Education Commission; and  
five unrestricted members.

The Tribal Council Chairman, acting as the shareholder's representative, shall serve as a non-voting member of the Board.


Upon the selection of the initial directors, the Squaxin Island Tribal Council shall choose, by lot, two directors who will serve an initial term of one year, four directors who will serve an initial term of two years and four directors who will serve an initial term of three years. Thereafter, the term of each director shall be for three years. The Squaxin Island Tribal Council shall fill any vacancies.

7.3 Resignation. Any director may resign from office at any time, such resignation to be made in writing and to take effect immediately without acceptance.

Article 8. Incorporators. The incorporator of this corporation is:

David Lopeman  
Squaxin Island Tribal Office  
70 SE Squaxin Lane  
Shelton WA 98584

Filed: April 24, 2003.

  
Tribal Secretary

