

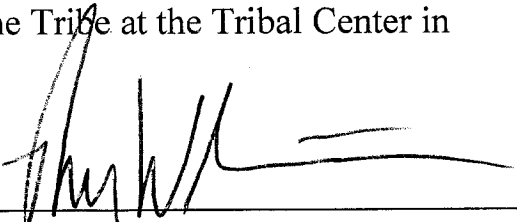
CORPORATE CERTIFICATE
OF EXISTENCE

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 99-88 of the Squaxin Island Tribal Council, I hereby certify that

SKOOKUM CREEK TOBACCO CO., 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.

August 26, 1999
Date



Ronald J. Whitener
Commissioner of Business Affairs

ARTICLES OF INCORPORATION
OF
SKOOKUM CREEK TOBACCO CO., INC.

The undersigned person, being of the age of majority and acting as Incorporator of the Corporation under the Squaxin Island Tribe Business Corporation Ordinance, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the corporation is Skookum Creek Tobacco Co., Inc.

ARTICLE II
DURATION

The period of the Corporation's duration is 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 Tribe Business Corporation Ordinance.

ARTICLE III
PURPOSES AND POWERS

Section 3.1 Purposes. The purposes for which the Corporation is formed are:

- A. To assist the development, operation and maintenance of tribal economic enterprises on the Squaxin Island Tribe Reservation.
- B. To generate revenue for the health, education and general welfare of the Tribal members.
- C. To provide business experience in management and administration of tribal enterprises.
- D. To enhance employment opportunities for tribal members.

Section 3.2 Federal and State Taxation and Jurisdiction. The Squaxin Island Tribe, a federally-recognized Indian Tribe, (the "Tribe") confers on the Corporation all of the Tribe's rights, privileges and immunities concerning federal and state taxes 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.

Section 3.3 Sovereign Immunity. The Tribe confers on the Corporation all of the Tribe's rights to sovereign immunity to the same extent that the Tribe would have

such rights to sovereign immunity if it engaged in the activities undertaken by the Corporation. The Corporation shall have the power to waive sovereign immunity; provided, however, that any such waiver must state that recovery against the Corporation shall be limited to the assets of the Corporation as defined in the Bylaws of the Corporation and that to be effective, the Corporation must explicitly consent to a waiver of sovereign immunity in a contract or other commercial document in which the Corporation shall also specify the terms and conditions of such waiver. Waiver of sovereign immunity by the Corporation shall in no way extend to the Tribe, nor shall a waiver of sovereign immunity by the Corporation in any way be deemed a waiver of any of the rights, privileges and immunities of the Tribe.

Section 3.4 Powers. Additional powers of the Corporation shall be:

- A. To acquire, manage, own and hold funds from any source for the maintenance of the Corporation and its enterprises and Tribal enterprises.
- B. To enter into agreements, contracts or relationships with any person, partnership or corporation for the maintenance or operation of any enterprise on or off the Reservation.
- C. To adopt rules and procedures regarding its enterprises and Tribal enterprises as the Corporation may deem necessary or convenient.
- D. To establish and maintain bank accounts as may be necessary or convenient to the business of the Corporation.
- E. To hire and fire employees and agents for the benefit of the Corporation, its enterprises and the Tribal enterprises.
- F. To appoint the officers of the Corporation.
- G. To make and change bylaws for the administration and regulation of the affairs of the Corporation.
- H. To retain legal counsel.
- I. To purchase and maintain liability insurance on behalf of officers and directors of the Corporation.
- J. To manage and operate the Corporation, its enterprises and the Tribal enterprises in accordance with a Plan of Operation which shall be submitted to and approved by the shareholders within 120 days after the end of the fiscal year of the Corporation. Quarterly financial reports shall be submitted to the Tribal Council by the Secretary.

K. To have and exercise all powers necessary or convenient to effect its purpose.

**ARTICLE IV
SHARES**

The Corporation shall be wholly owned by the Tribe and all shares shall be held by and for the Tribe by the Tribal Council.

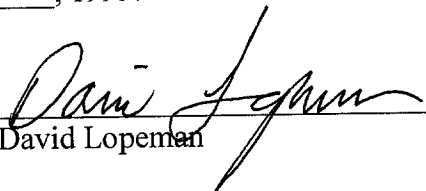
**ARTICLE V
INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT**

The street address of the initial registered office of the Corporation is Squaxin Island Legal Department, 112 East Fourth Avenue, Suite 200, Olympia, Washington 98501, and the name of its original registered agent at such address is Kevin R. Lyon.

**ARTICLE VI
NAME AND ADDRESS OF INCORPORATOR**

The name and address of the Incorporator is David Lopeman, 70 S.E. Squaxin Lane, Shelton, Washington 98584.

DATED this 26th day of August, 1999.



David Lopeman