

CORPORATE BORROWING RESOLUTION

Res. 3-10-89-13

By the Board of Directors of The Oneida Business Committee

whose principal place of business is located at Norbert Hill Center, 3000 Seminary Rd., Oneida, WI

RESOLVED, THAT ANY 2 (NO. REQUIRED) of the officers of this Corporation from time to time holding the following offices of this Corporation:

(Delete where not applicable) Chairman Vice-Chairman  
~~President~~, any ~~Vice President~~, any ~~Assistant Vice President~~, Secretary, ~~Assistant Secretary~~, Treasurer, ~~Assistant Treasurer~~.

Other: N/A  
is/are authorized for and on behalf of this Corporation (1) to arrange for the borrowing and to borrow from time to time

money from Bank One (the "Bank"); (2) to sign and deliver to said Bank, from time to time, notes or loan agreements evidencing such debts in such amounts, with such maturities, and at such rates of interest and upon such other terms and conditions as said officer(s) deem(s) proper; (3) to pledge, assign, mortgage or otherwise grant a security interest in any or all real property, fixtures, tangible or intangible personal property, or any other assets of this corporation, to execute and deliver to the Bank such security agreements, assignments, mortgages, financing statements, hypothecations, agreements not to encumber and other agreements as may be requested by the Bank from time to time with such promises, warranties, representations and conditions as said officer(s) deem(s) proper to secure such borrowing and to guarantee and/or secure the obligations of others to said Bank, and may perform such acts required of the Corporation in such agreements or otherwise to perfect such security interests, including the deposit of such property with the Bank (and may withdraw and make substitutions of same from time to time); (4) to endorse or assign with or without recourse and deliver to said bank for discount or negotiation notes, drafts, bills of exchange, checks, certificates of deposit, acceptances, chattel paper, accounts, commercial and other business paper, now owned or hereafter acquired by this Corporation; (5) to execute and deliver to the Bank applications, agreements and other instruments for the issuance by the Bank of commercial letters of credit for the account of this Corporation; and (6) to give subordinations, guarantees or other financial understandings to the Bank. The signature(s) of said officer(s) appearing on any of the foregoing shall be conclusive evidence of (his) (their) approval thereof.

FURTHER RESOLVED that the Secretary or Assistant Secretary of this Corporation be and hereby is authorized and directed to certify to the Bank the foregoing resolution and that the provisions thereof are in conformity with the Articles of Incorporation and Bylaws of this Corporation and to provide the names and to provide specimen or facsimile signatures if requested of the person(s) authorized therein and that the foregoing resolution and the authority thereby conferred shall remain in full force and effect until this Corporation notifies the Cashier of the Bank to the contrary in writing and the Bank may conclusively presume that such resolutions and signatures are in effect and that the persons identified therein from time to time as officers of the Corporation have been duly elected or appointed to and continue to hold such offices.

FURTHER RESOLVED, that this Corporation assumes full responsibility and holds harmless the Bank for any and all payments made or any other actions taken by the Bank in reliance upon the signatures, including facsimiles thereof, of any person or persons holding the offices of this Corporation designated above regardless of whether or not the use of the facsimile signature was unlawful or unauthorized and regardless of by whom or by what means the purported signature or facsimile signature may have been affixed to any instrument if such signatures reasonably resemble the specimen or facsimile signatures as provided to the Bank or for refusing to honor any signatures not provided to the Bank, and that this Corporation agrees to indemnify the Bank against any and all claims, demands, losses, costs, damages or expenses suffered or incurred by the Bank resulting from or arising out of any such payment or other action.

I hereby certify that I am the duly elected, qualified and acting Oneida Business Committee Secretary and the custodian of the records and corporate seal (if any) of the above-named Corporation, a Wisconsin corporation; that the foregoing is a true and correct copy of resolutions duly adopted in accordance with law and the Articles of Incorporation and Bylaws of said Corporation by unanimous consent, or at a meeting of a quorum of its Board of Directors on March 10, 19 89, and that said resolution, not being in conflict with those Articles or Bylaws, is now in full force and effect.

Signed and Sealed this 10 day of March, 19 89.  
Paul Lambert  
SECRETARY

The undersigned, a director of the above-named Corporation, certifies that the foregoing is a correct copy of a resolution passed as therein set forth.  
\_\_\_\_\_  
DIRECTOR

[ AFFIX CORPORATE SEAL ] or [ ] THE CORPORATION HAS NO SEAL

**CORPORATION CERTIFICATE**

TO: Bank One \_\_\_\_\_ ("Bank")  
(Name of Bank)

hereby certify to the Bank that I am the duly elected, qualified and acting \_\_\_\_\_

secretary of Oneida Tribe of Indians of Wisconsin \_\_\_\_\_, that following are all of the specimen  
(Name of Corporation)

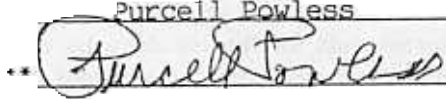
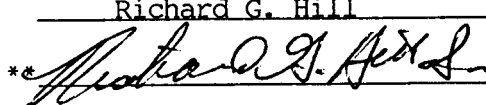
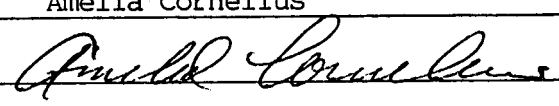
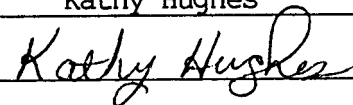
or facsimile signatures of the person(s) authorized by the borrowing resolution \*(appearing on the reverse side)

(dated March 10 \_\_\_\_\_, 1989) filed with the Bank to act on behalf of this corporation, that these

person(s) have been duly elected or appointed to the offices indicated and hold the offices at present and that I am

the person authorized by this corporation to so certify:

[Indicate name of office, e.g., president, vice president, assistant vice president, etc.]

<u>Name of Office</u>	<u>Specimen or Facsimile Signature</u>
<u>Chairman</u>	<u>Purcell Powless</u> ** 
<u>Vice-Chairman</u>	<u>Richard G. Hill</u> ** 
<u>Secretary</u>	<u>Amelia Cornelius</u> 
<u>Treasurer</u>	<u>Kathy Hughes</u> ** 
_____	_____
_____	_____
_____	_____
_____	** _____

Signed \_\_\_\_\_, 19\_\_\_\_.

\_\_\_\_\_  
 Certifying Corporate Officer

\*Strike if not applicable  
 \*\*Type or print names signed above