

# Oneida Nation

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Oneida, WI 54155

## BC Resolution # 09-25-19-I

### Additional Authorization Regarding Oneida Seven Generations Dissolution

- WHEREAS,** the Oneida Nation is a federally recognized Indian government and a treaty tribe recognized by the laws of the United States of America; and
- WHEREAS,** the Oneida General Tribal Council is the governing body of the Oneida Nation; and
- WHEREAS,** the Oneida Business Committee has been delegated the authority of Article IV, Section 1, of the Oneida Tribal Constitution by the Oneida General Tribal Council; and
- WHEREAS,** the General Tribal Council adopted a motion directing the Oneida Business Committee to dissolve Oneida Seven Generations Corporation in 2013; and
- WHEREAS,** all litigation and other matters having been resolved in order to dissolve Oneida Seven Generations Corporation in a manner that is fiscally responsible such that the Oneida Business Committee adopted resolution # BC-06-12-19-G, *Finalizing the Dissolution of Oneida Seven Generations Corporation*, in accordance with the corporate charter and resolution # BC-10-10-18-A, *Action by Oneida Nation as Owner of Corporate Shares*; and
- WHEREAS,** Oneida Seven Generations Corporation and OESC Group have identified that additional action is required in accordance with Wisconsin statutes, section 183.1201(2), mergers of domestic (OSGC, created within the State of Wisconsin) and foreign (OESC, created within another state of the United States) limited liability companies require approval of the plan by the members; and
- WHEREAS,** the Oneida Business Committee, in accordance with resolution # BC-10-10-18-A, acting on behalf of the member, the Oneida Nation, desires to approve the merger and the plan;

**NOW THEREFORE BE IT RESOLVED,** the Oneida Business Committee authorizes and approves the merger of Oneida Seven Generations Corporation and related subsidiaries with and into OESC Group or any of its subsidiaries, each of which are entities existing under foreign jurisdictions.

### CERTIFICATION

I, the undersigned, as Secretary of the Oneida Business Committee, hereby certify that the Oneida Business Committee is composed of 9 members of whom 5 members constitute a quorum; 7 members were present at a meeting duly called, noticed and held on the 25<sup>th</sup> day of September, 2019; that the forgoing resolution was duly adopted at such meeting by a vote of 6 members for, 0 members against, and 0 members not voting\*; and that said resolution has not been rescinded or amended in any way.

  
\_\_\_\_\_  
Lisa Summers, Secretary  
Oneida Business Committee

\*According to the By-Laws, Article I, Section 1, the Chair votes "only in the case of a tie."