

TO APPROVE THE ESTABLISHMENT OF RESORT F&B

IN THE TRIBAL COUNCIL OF THE CHOCTAW NATION of OKLAHOMA

THOMAS WILLISTON INTRODUCED THE FOLLOWING BILL

A COUNCIL BILL

TO APPROVE the Articles of Incorporation and By-Laws of Resort F&B, Inc.

WHEREAS, the Tribal Council of the Choctaw Nation of Oklahoma (the "Tribe") has determined it is in the best interest of the Tribe that a new Tribal Corporation be established under the Choctaw Nation General Corporation Act (the "Act") to undertake certain endeavors in the food and beverage operations of designated Choctaw facilities to enhance the general welfare of the Tribe and support Tribal self-determination and economic self-sufficiency; and

WHEREAS, the Tribal Council has determined that the name of the new Tribal Corporation shall be "RESORT F&B, INC.;" and

WHEREAS, the Articles of Incorporation and By-Laws of Resort F&B, Inc., have been prepared for the Tribal Council's approval; and

WHEREAS, Resort F&B desires to obtain a Line of Credit in the sum of up to Two Hundred Thousand Dollars (\$200,000.00).

THEREFORE BE IT ENACTED by the Tribal Council of the Choctaw Nation of Oklahoma that this Act be cited as approval and adoption of the Articles of Incorporation and By-Laws of Resort F&B, Inc., for execution and filing in accordance with the Act.

BE IT FURTHER ENACTED by the Tribal Council of the Choctaw Nation of Oklahoma that this Act is further cited as approval to authorize the Chief of the Choctaw Nation of Oklahoma to act on behalf of the Tribe as a shareholder in Resort F&B, Inc.

BE IT FURTHER ENACTED by the Tribal Council of the Choctaw Nation of Oklahoma that this Act is further cited as approval to authorize the Chairman or Officer(s) of Resort F&B, Inc., to negotiate a line of credit up to Two Hundred Thousand Dollars (\$200,000.00).

CERTIFICATION

I, the undersigned, as Speaker of the Tribal Council of the Choctaw Nation of Oklahoma, do hereby certify that the Tribal Council is composed of twelve ( 12 ) seats. Eight ( 8 ) members must be present to constitute a quorum. I further certify that twelve ( 12 ) members answered roll call and that a quorum was present, at the regular session of the Tribal Council at Tuskahoma, Oklahoma on June 14, 2014. I further certify that the foregoing Council Bill CB- 81 -14 was adopted at such meeting by the affirmative vote of eleven ( 11 ) members, zero ( 0 ) negative votes, and one ( 1 ) abstaining.

Thomas Williston, Secretary  
Choctaw Nation Tribal Council

Delton Cox, Speaker  
Choctaw Nation Tribal Council

Gary Batton, Chief  
Choctaw Nation of Oklahoma

Date: 6-17-14

**RESORT F&B, INC.**  
**ARTICLES OF INCORPORATION**

The Honorable Gary D. Batton, Chief  
Choctaw Nation of Oklahoma

SS.

Choctaw Nation Administrative Office  
Durant, Oklahoma

We, the undersigned Incorporators being residents of the Choctaw Nation of Oklahoma and persons legally competent to enter into contracts, for the purpose of forming a Tribal Corporation under "The Choctaw Nation General Corporation Act," do hereby adopt the following:

**ARTICLE ONE**

**FORMATION OF BUSINESS ENTERPRISE:**

There is hereby chartered a separate and distinct business corporation (the "Corporation"), established as a non-stock issuing corporation.

**ARTICLE TWO**

**NAME OF ENTERPRISE:**

The name of the Corporation shall be "Resort F&B, Inc."

**ARTICLE THREE**

**DURATION:**

The Corporation shall have a perpetual existence.

**ARTICLE FOUR**

**REGISTERED OFFICE AND AGENT:**

The registered office of the Corporation is Choctaw Nation of Oklahoma-Tribal Complex, 529 North 16<sup>th</sup> Avenue, Durant, Oklahoma 74701. The registered agent of the Corporation is the Assistant Chief of the Choctaw Nation of Oklahoma.

## ARTICLE FIVE

### PURPOSE, AUTHORITY, AND LIMITATIONS OF THE BUSINESS:

The purpose for which the Corporation is formed is to undertake certain for-profit endeavors, as approved by the Corporation's Director(s) or Officer(s), in the food and beverage operations of designated Choctaw facilities to enhance the general welfare of the Tribe and support Tribal self-determination and economic self-sufficiency.

Subject to the limitations set forth in these Articles, the Corporation shall have the authority to do all things incidental to the purposes of the Corporation and authorized by the Choctaw Nation – General Corporation Act.

Notwithstanding anything contained herein or in the Corporation's By-Laws, neither the Board of Directors of the Corporation, nor any person employed by or acting on behalf of the Corporation, shall have the power or authority to waive the sovereign immunity of the Corporation or the Choctaw Nation of Oklahoma. Except as specifically set forth herein or in the Corporation's By-Laws, neither the Board of Directors of the Corporation, nor any person employed by or acting on behalf of the Corporation, shall have the power or authority to sell, convey, assign, or encumber any real or personal property or other assets of the Corporation or the Choctaw Nation of Oklahoma.

## ARTICLE SIX

### DIRECTORS/OFFICERS:

The Corporation shall be governed by a Board of Directors, and the initial number of Directors shall be one (1); provided, however, the shareholders of the Corporation may change the number of Directors by written consent or vote and without need to amend these Articles. The initial Director shall be Heidi Grant until the first annual meeting of shareholders or until her successor is elected and qualifies.

## ARTICLE SEVEN

### SOVEREIGNTY:

Nothing provided herein is not intended to, nor shall it be construed to, waive the sovereign immunity of the Corporation, its shareholders, the Choctaw Nation of Oklahoma, or any agency thereof, for any other purpose not specifically mentioned herein. Further, any recovery under this Article shall be limited to the assets of the Corporation, which shall not include real or personal property provided by the Tribe for use by the Corporation.

**ARTICLE EIGHT**

**TRIBAL ASSETS:**

Nothing shall obligate or authorize the payment or encumbrance of any funds or assets of the Choctaw Nation except the assets of the Corporation, which shall not include real or personal property provided by the Tribe for use by the Corporation.

**ARTICLE NINE**

**INCONSISTENT PROVISIONS:**

Any part or provision of these Articles that is inconsistent with the Choctaw Nation General Corporation Act is hereby repealed.

Approved and executed by the Incorporators on this \_\_\_\_\_ day of \_\_\_\_\_, 2014, as authorized and directed by the Tribal Council of the Choctaw Nation of Oklahoma in CB-\_\_\_\_-14 dated the \_\_\_\_ day of \_\_\_\_\_, 2014.

*Heidi Grant*

Heidi Grant, Incorporator

Address of Incorporator:

*4216 S. Hwy 69/75*

*Durant, OK 74701*

**BY-LAWS OF  
RESORT F&B, INC.**

**ARTICLE ONE**

The business corporation shall be known as "RESORT F&B, INC." (the "Corporation").

**ARTICLE TWO**

The principal place of business of the Corporation shall be within the exterior boundaries of the Choctaw Nation of Oklahoma, and branch offices may be maintained at such other places as the Board (as defined herein) may from time to time determine.

**ARTICLE THREE**

Subject to any limitations in the Corporation's Articles of Incorporation or the provisions of the Choctaw Nation General Corporation Act, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by, or under the direction of a Board of Directors (the "Board"), initially composed of one (1) Director. The director(s) shall be elected by the shareholders and hold office until removed or until the successor director(s) has/have been elected and qualified. Any or all of the directors may be removed with or without cause if such removal is approved by a majority of the outstanding shares entitled to vote.

**Section 1**      The initial Officer of the Board of Directors shall be as follows, to wit:

(a) Chairman – Mrs. Heidi Grant

**Section 3**      A regular meeting of the Board shall be held with a minimum of five (5) days notice at the principal place of business, or as otherwise designated. At such meeting, the Directors shall receive reports, and transact such other business as may come before it. The presence of the Chairman shall constitute a quorum and a quorum at a duly called meeting shall be required to pass a binding act of the Corporation. The Board may provide by resolution the time and place of additional meetings to be held either at the principal place of business or at any branch office without notice. Special meetings of the Board may be called at any time by the Chairman, and notice thereof in writing must be mailed to each Board member within at least twenty-four (24) hours in advance of such meeting, provided, however, the notices provided for in this special election may be waived by the written consent of all of the Directors. A meeting by teleconference may be arranged by the Board by providing two (2) days written notice of such meeting.

**Section 4**      A vacancy on the Board shall exist in the case of death, resignation, or removal of any director or in case the authorized number of directors is increased, or in case the shareholders fail to elect the full authorized number of directors at any annual or special

meeting of the shareholders at which any director is elected. The Board may declare vacant the office of a director who has been declared of unsound mind by an order of court or who has been convicted of a felony or a crime of moral turpitude.

Except for a vacancy created by the removal of a director, vacancies on the Board may be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining director. Vacancies occurring on the Board by reason of the removal of directors may be filled only by approval of the shareholders. Each director so elected shall hold office until the next annual meeting of the shareholders and until his or her successor has been elected and qualified.

The shareholders may elect a director at any time to fill a vacancy not filled by the directors. Any such election by written consent other than to fill a vacancy created by the removal of a director requires the consent of a majority of the outstanding shares entitled to vote.

Any director may resign effective upon giving written notice to the Chairman of the Board, the President of the Corporation, or to Board unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a later time, a successor may be elected to take office when the resignation becomes effective. Any reduction of the authorized number of directors does not remove any director prior to the expiration of such director's term in office.

#### **Section 5**

An annual meeting of the Board shall be held without notice immediately after and at the same place as the annual meeting of the shareholders.

Other regular meetings of the Board shall be held at such times and places as may be fixed from time to time by the Board. Call and notice of these regular meetings shall not be required.

Special meetings of the Board may be called by the Chairman of the Board, the President of the Corporation or a quorum of the Board. Special meetings of the Board shall be held upon four (4) days' notice by mail, or forty-eight (48) hours' notice delivered personal or by telephone or telegraph. A notice or waiver of notice need not specify the purpose of any special meeting of the board of directors. If any meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place shall be given before the time of the resumed meeting to all directors who were not present at the time of adjournment of the original meeting.

Meetings of the Board shall be held at any place, within or without the state, which has been designated in the notice of the meeting or, if not stated in the notice or if there is no notice, at the principal executive office of the Corporation or as may be designated from time to time by resolution of the Board. Meetings of the Board may be held through use of conference telephone or similar communications equipment, as long as all directors participating in the meeting can hear one another.

**Section 6**

A quorum for all meetings of the Board shall consist of Sixty Percent (60%) of the authorized number of directors until changed by amendment to these By-Laws.

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

A majority of the directors present at a meeting may adjourn any meeting to another time and place, whether or not a quorum is present at the meeting.

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though undertaken at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waivers of notice or consents need not specify the purpose of the meeting.

**Section 7**

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of the directors.

**Section 8**

Directors shall not receive any stated salary for their services, but the Board may by resolution provide for a fixed sum and expenses for attendance, if applicable. Nothing contained herein shall prevent a director from serving the Corporation in any other capacity and receiving compensation therefore.

**Section 9**

The Board, except as otherwise provided by these By-Laws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board or otherwise authorized herein, no officer, agent or employee shall have any power or authority to bind the corporation by any contract, or to pledge its credit, or to render it liable for any purpose or to any amount.

**Section 10**

In addition to the powers and authorities expressly conferred upon the Board by these By-Laws, the Board may exercise all such powers of the Corporation and all such lawful acts and things that are not prohibited by the Corporate Articles of Incorporation, the laws of the Choctaw Nation, or by these By-Laws.

**ARTICLE FOUR**

**Responsibilities of Officers**

The chief officer of the Board shall be designated Chairman.

**Section 1**      CHAIRMAN

The Chairman shall preside at all meetings of the Board, and shall see that orders and resolutions of the Board are carried into effect. He/she shall execute all contracts as set out in the policies of the Corporation. The Chairman shall designate an individual to take and keep full minutes of the meetings of the Board. He/she shall have charge of all records of the corporation, together with the seal (if any) and charter, and shall have the authority to affix the seal (if any). The Chairman shall give notice of all meetings of the Board as herein provided; he/she shall have custody of the Corporation's funds and securities and shall cause full and accurate accounts of receipts and disbursements to be kept in books belonging to the Corporation, and shall cause all monies and other valuable effects to be deposited in the name and to credit of the Corporation.

**ARTICLE FIVE**

The Board shall hire a CEO/Managing Officer and shall set his/her salary. The CEO/Managing Officer shall control the management and the day-to-day business operations of the concern (e.g. marketing, production, sales, and administrative functions) and shall see that all orders and resolutions of the Board are carried into effect.

**Section 1**      He/she shall, along with the Chairman, execute bonds, mortgages, and other contracts.

**Section 2**      He/she shall have the general powers and duties of supervision and management typically vested in the offices of President of a corporation.

**Section 3**      He/she shall have the authority to hire and terminate employees of the Corporation in accordance with the personnel policy established by the Board.

**Section 4**      He/she shall control the day-to-day operation of the business.

**Section 5**      He/she shall be responsible for the bookkeeping duties of the Corporation.

**Section 6**      He/she shall control the management of the Corporation.

The Corporation may have such other officers with such titles and duties as shall be determined by the Board. All officers of the Corporation shall be chosen by, and serve at the pleasure of, the Board. Any number of offices may be held by the same person, and the officers of the Corporation shall receive such compensation for their services as may be fixed by resolution of the Board.

**ARTICLE SIX**

**Section 1**      The Corporation shall not issue certificates for its shares.



## **Section 2**

The annual meeting of the shareholders shall be held at the place and time designated by the Board. Special meetings of the shareholders may be called by the Board, the Chairman of the Board or by one or more shareholders holding at least ten percent (10%) of the issued and outstanding stock of the Corporation.

Notices of meetings, annual or special, shall be given in writing to shareholders entitled to vote at the meeting by the secretary or an assistant secretary or, if there be no such officer, or in the case of his or her neglect or refusal, by any director or shareholder. Such notices shall be given either personally or by first-class mail or other means of written communication, addressed to the shareholder at the address of such shareholder appearing on the stock transfer books of the Corporation or given by the shareholder to the Corporation for the purpose of notice. Notice shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting.

Such notice shall state the place, date, and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, and that no other business may be transacted, or (ii) in the case of an annual meeting, those matters which the Board at the time of the mailing of the notice, intends to present for action by the shareholders, but, subject to the provisions of these By-Laws, any proper matter may be presented at the annual meeting for such action. The notice of any meeting at which directors are to be elected shall include the names of the nominees which, at the time of the notice, the Board intends to present for election. Notice of any adjourned meeting need not be given unless a meeting is adjourned for forty-five (45) days or more from the date set for the original meeting.

## **Section 3**

The transactions of any meeting of shareholders, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present, whether in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers or consents shall be filed with the corporate records or made part of the minutes of the meeting. Neither the business to be transacted at the meeting, nor the purpose of any annual or special meeting or shareholders need be specified in any written waiver of notice, except as provided in Section 6 of this Article.

## **Section 4**

Any action that may be taken at any annual or special meeting of shareholders may be taken without a meeting and without prior notice if a consent, in writing, setting forth the action so taken, shall be signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

## **Section 5**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of shares represented at the meeting and entitled to vote on any matter shall be the act of the shareholders, unless the vote of a greater number is required by law and except as provided in the following paragraphs of this section.

The shareholders present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough shareholders to leave less than a quorum, if any action is approved by at least a majority of the shares required to constitute a quorum. In the absence of a quorum, any meeting of shareholders may be adjourned from time to time by the vote of a majority of the shares represented either in person or by proxy, but no other business may be transacted except as provided in the foregoing provisions of this section.

**Section 6**

The Board may fix a time in the future as a record date for the determination of the shareholders entitled to notice of and to vote at any meeting of shareholders or entitled to receive payment of any dividend or distribution, or any allotment of rights, or to exercise rights in respect to any other lawful action. The record date so fixed shall not be more than sixty (60) days nor less than ten (10) days prior to the date of the meeting nor more than sixty (60) days prior to any other action. When a record date is so fixed, only shareholders of record on that date are entitled to notice of and to vote at the meeting or to receive the dividend, distribution, or allotment of rights, or to exercise the rights as the case may be, notwithstanding any transfer of any shares on the books of the Corporation after the record date. Only shareholders of record on the record date fixed for voting purposes by the Board shall be entitled to vote at a meeting.

**Section 7**

Every person entitled to vote shares may authorize another person or persons to act by proxy with respect to such shares by filing a written proxy with the Board of the Corporation, executed by such person or his or her duly authorized agent. A proxy shall not be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall continue in full force and effect until revoked by the person executing it prior to the vote pursuant thereto, except as otherwise provided in corporations code.

**ARTICLE SEVEN**

**Section 1**

The Board shall maintain or cause to be maintained accurate and complete records of the financial affairs of the Corporation, may cause an annual audit of the Corporation's financial affairs to be conducted, shall furnish annually a complete report to the shareholders on the financial affairs of the Corporation including a year-end balance sheet and income statement for the fiscal year along with an annual budget and business plan for the coming year.

**Section 2**

The accounting books and records of the Corporation and the minutes of proceedings of the shareholders and the Board and any committees of the Board shall be open to inspection upon the written demand of the Corporation by any shareholder at any reasonable time during usual business hours, for any proper purpose reasonably related to such holder's interests as a shareholder. Such inspection by a shareholder may be made in person or by agent or attorney, and the right of inspection includes the right to copy and make extracts. Shareholders shall also have the right to inspect the original or copy of these By-Laws, as amended to date and kept at the Corporation's principal executive office, at all reasonable times during business hours.

**Section 3**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation, domestic or foreign. Such inspection by a director may be made in person or by agent or attorney. The right of inspection includes the right to copy and make extracts.

**ARTICLE EIGHT**

The directors and officers of the corporation shall be indemnified by the Corporation to the fullest extent not prohibited by law.

The Corporation shall purchase and maintain insurance on behalf of the Corporation in amounts as reasonably deemed necessary by the Board.

**ARTICLE NINE**

**Checks**

All checks or demands for money and notes of the Corporation shall be signed by such officer or officers as the Board may from time to time designate.

**ARTICLE TEN**

**Fiscal Year**

The fiscal year shall begin on the first day of October and end on the last day of September.

**ARTICLE ELEVEN**

At the close of each fiscal year, the Board shall determine the net income for such fiscal year, together with the accumulated surplus from prior calendar years. The Board shall determine the amount thereof needed for reserves to meet the Corporation's obligations and to finance the activities of the Corporation, including purchase of additional capital equipment, and such funds shall be maintained by the Corporation. The income and surplus in excess of the amount retained by the Corporation under this Section shall be paid to the shareholders as dividends.

**ARTICLE ELEVEN**

**Amendments**

These Bylaws may only be amended or repealed by the affirmative vote or by the written consent of holders of a majority of the outstanding shares of the Corporation entitled to vote.

This is to certify that the foregoing is a true and correct copy of the By-Laws of the Corporation named herein and that such By-Laws were duly adopted by the Board of Directors of the Corporation on the date set forth below.

*Heidi Grant*

Mrs. Heidi Grant  
Chairman, Board of Directors

Date: 6-25-14