

NAVAJO NATION CORPORATION CODE

CERTIFICATE OF AMENDMENT

To all to Whom these Presents Shall Come, Greetings

I, Director of the Business Regulatory Department, DO HEREBY CERTIFY that

THE NATIVE WAYS FEDERATION, INC.

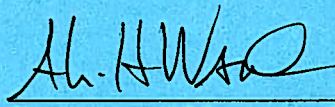
File Number 101096

a NON PROFIT Corporation organized under the laws of the jurisdiction of the Navajo Nation, was issued a Certificate of Incorporation and was authorized to transact business within the Navajo Nation on the 12th day of March, 2008.

I FURTHER CERTIFY THAT this corporation has filed an Amendment in the ARTICLES OF INCORPORATION on this 9th day of April, 2009.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Navajo Nation Corporation Code at Window Rock, Arizona this 9th day of April, 2009.



Department Manager, Business Regulatory
Division of Economic Development

Native communities. The Federation is empowered to engage in such activities as might be appropriate to further that end, including the following activities which will serve as its initial primary focus:

- A. Creation and implementation of accreditation standards for national American Indian/Alaska Native/Native Hawaiian non-profit organizations, with the understanding that the participation by any non-profit in this program would be entirely voluntary; and
- B. Establishment of workplace giving campaigns that will focus initially on tribe and tribal enterprises, but may also be expanded to other businesses that serve the Indian community – said campaign may include both employee donations and employer matching grant programs.

ARTICLE V

DNA-People's Legal Services, Inc. at address State Route 264 and Navajo Route 12 Junction, Window Rock, AZ 86515, is hereby appointed and made the designated Registered Agent for this Federation on whom all notices and processes, including services of summons, may be served and when so served shall be lawful personal service on this Federation. This appointment may be revoked at any time by the filing of the appointment of another Agent.

ARTICLE VI

The Native Ways Federation, Inc. shall have 7 directors constituting the initial Board of Directors and names the following as such:

Lauren Haas Finkelstein
American Indian Youth Running Strong
2550 Huntington Ave., Suite 200
Alexandria, VA 22303

Terry Cross
National Indian Child Welfare Association
5100 SW Macadam, Suite 300
Portland, OR 97201

Michael E. Roberts
First Nations Development Institute
703 3rd Ave., Suite B
Longmont, CO 80501

John E. Echohawk
Native American Rights Fund
1506 Broadway
Boulder, CO 80302

Richard Williams
American Indian College Fund
8333 Greenwood Blvd.
Denver, CO 80221

Pamela Silas
American Indian Science and Engineering Society
P.O. Box 9828
Albuquerque, NM 87119-9828

Jack F. Trope
Association on American Indian Affairs
966 Hungerford Drive, Suite 12-B
Rockville, MD 20850

ARTICLE VII

Jack F. Trope, 966 Hungerford Drive, Suite 12B, Rockville, MD 20837, and Donald M. Ragona, 1506 Broadway, Boulder CO 80302, are hereby appointed and made the designated Incorporators of this non-profit corporation.

INDEMNIFICATION: In fulfilling Incorporator's duties pursuant to these Articles, Native Ways, Inc. agrees to indemnify and to hold harmless the Incorporators Jack F. Trope and Donald M. Ragona against any and all losses, claims, damages and expenses, including reasonable and necessary attorney's fees, to the extent any such losses, claims, damages and expenses are due to the acts or omissions of Native Ways, Inc.

ARTICLE VIII

- A. The temporary principle place of business of the Federation shall be First Nations Development Institute, 703 3rd Avenue, Suite B, Longmont, CO 80501.
- B. No part of the net earnings of the Federation shall inure to the benefit of, or be distributed to its members, directors, officers, or other private persons, except that the Federation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III.
- C. No official, board member or volunteer of the Federation shall participate personally in any decision, contract or claim in which his or her family has a financial or personal interest. The Federation shall not carry on activities otherwise prohibited by a non-profit corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954.
- D. In the event of a voluntary dissolution of the Federation, procedures shall be followed pursuant to Title 5, section 3139 of the Navajo Nation Code which holds that voluntary

dissolutions shall be made in accordance with the provisions applicable to domestic corporations under the corporation laws in the Model Business Corporation Act and Model Non-profit Corporation Act, along with an affirmative two-thirds vote of the Board of Directors of the Federation.

- E. Upon the dissolution of the Federation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Federation, dispose of all its assets acquired exclusively for the purposes of the Federation to such organizations that are organized and operated exclusively for charitable (or educational, religious, or scientific) purposes who qualify as an exempt organization at the time of dissolution, as stated under Section 501(c)(3) of the Internal Revenue Code of 1954.
- F. The qualifications and terms of the corporation officers are indicated in the By-laws.
- G. The effective date of organization of the Corporation shall be March 10, 2008, the date of filing with the Navajo Nation Division of Economic Development, Business Regulatory Department, Window Rock, (Navajo Nation) Arizona.

ARTICLE IX

The Native Ways Federation, including its officers, representatives and general membership, hereby agrees to abide by all criminal, civil and regulatory laws of the Navajo Nation.

ARTICLE X

- A. **POWERS OF BOARD OF DIRECTORS:** The Board of Directors shall have the power
 - (1) To modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations, if in their sole judgment (without the approval of any trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of Native non-profit organizations that are formed under 501(c)(3) of the Code;
 - (2) To replace any participating trustee, custodian, or agent for breach of fiduciary duty under the laws of the Navajo Nation; and
 - (3) To replace any participating trustee, custodian, or agent for failure to produce a reasonable (as determined by the Board of Directors) return of net income (or appreciation when not inconsistent with this community trust's need for current income) with due regard to safety of principal, over a reasonable period of time (as determined by the Board of Directors).
- B. In determining whether there is a reasonable return of net income with respect to the exercise of the power described in subparagraph (3) of Paragraph A of this Article,

- (1) There shall be excluded from such determination such assets as are held for the active conduct of this community trust's exempt activities; and
- (2) Such determination shall be made separately with respect to each restricted fund and shall be made in the aggregate with respect to the unrestricted funds of this community trust.

A "restricted fund" means a fund, any income of which has been designated by the donor of the gift or bequest to which such income is attributable as being available only for the use or benefit of a named charitable organization or agency or for the use or benefit of a particular class of charitable organizations or agencies, the members of which are readily ascertainable and are less than five in number.

- C. If it appears that there may be grounds for exercising the power described in subparagraphs (2) or (3) of Paragraph A of this Article with respect to any fund, the Board of Directors shall notify the participating trustee, custodian, or agent involved and provide a reasonable opportunity for explanation and/or correction. Before exercising the power granted to the Board of Directors under subparagraphs (2) or (3) of Paragraph A of this Article, the Board of Directors may seek advice of legal counsel as to whether a breach or failure has been committed under the laws of the Navajo Nation. The Board of Directors shall exercise a power described in this Article only upon the vote of (not more than a simple majority) of the members of the Board of Directors.

Upon the exercise of the power under subparagraphs (2) or (3) of Paragraph A of this Article to replace any participating trustee, custodian, or agent, the Board of Directors shall have the power to select a successor trustee, custodian, or agent to whose custody the fund or funds held by the former trustee, custodian, or agent shall be transferred.

J F T
Jack F. Trope, Incorporator
The Native Ways Federation, Inc.

[Signature]
Donald M. Ragona, Incorporator
The Native Ways Federation, Inc.

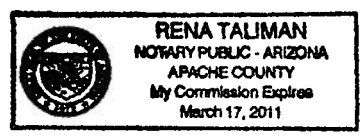
ACKNOWLEDGMENT OF REGISTERED AGENT

I, Levon B. Henry, having been designated to act as Registered Agent, hereby consent to act in that capacity until removed or until a resignation is submitted in accordance with the Navajo Nation Corporation Code.

[Signature]
DNA-People's Legal Services, Inc.
State Route 264 and
Navajo Route 12 Junction
Window Rock, AZ 86515

STATE OF ARIZONA)
)
COUNTY OF APACHE)

The foregoing instrument was acknowledged by Levon B. Henry, Registered Agent for The Native Ways Federation, before me this 8th day of April, 2009.



[Signature]
Notary Public
My Commission Expires:
March 17, 2011