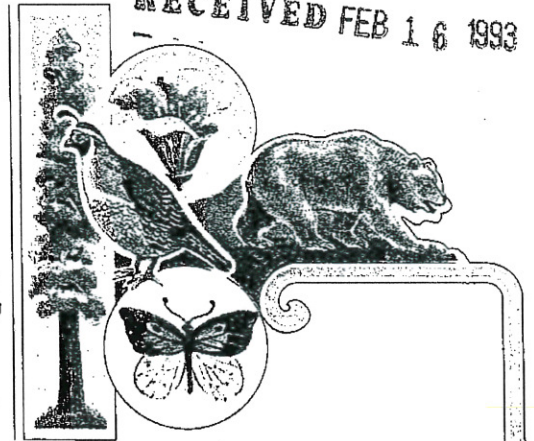


RECEIVED FEB 16 1993

State of California

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, MARCH FONG EU, *Secretary of State of the State of California*, hereby certify:

That on the 13th day of February, 19 76,

NORTHERN CALIFORNIA INDIAN DEVELOPMENT COUNCIL, INC.,

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

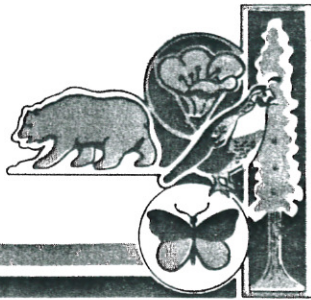
I further certify that said corporation is organized pursuant to the general non-profit corporation law of the State of California.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this 10th day of February, 1993

March Fong Eu

Secretary of State



State of California

OFFICE OF THE SECRETARY OF STATE

A388061

RECEIVED

JUN 18 1990

NCIDC Eureka

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

JUN 7 1990



March Fong Eu

Secretary of State

Northern California Indian Development Council, Inc.
Humboldt • Del Norte • Siskiyou • Trinity

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

OFFICERS CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION

MAY 29 1990

MARCH FONGEU, Secretary of State

John Logan, Jr. and Betty McNeal certify that:

1. Respectively, they are the Chairman and the Secretary of Northern California Indian Development Council, Incorporated, A California Corporation: and that they desire to amend the Articles of Incorporation.

2. The amendment and restatement of the Articles of Incorporation, attached hereto as Exhibit A and incorporated by this reference, has been duly approved by the Board of Directors and by the required vote of the Members of the corporation at a meeting duly held on December 10, 1988 in Eureka, California.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

John Logan, Jr.
John Logan, Jr., Chairman

5-12-90
Dated:

Betty Mc Neal
Betty McNeal, Secretary

5-12-90
Dated:

EXHIBIT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF NORTHERN CALIFORNIA INDIAN DEVELOPMENT COUNCIL, INC.

I

The name of this corporation shall be Northern California Indian Development Council, Inc.

II

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The primary and specific purposes of this corporation are: to research, develop, and administer social and economic development programs designed to meet the needs of Indian and Native American communities; to provide support and technical assistance for the development of such programs; and, the conservation and preservation of historic and archeological sites and resources.

III

A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

IV

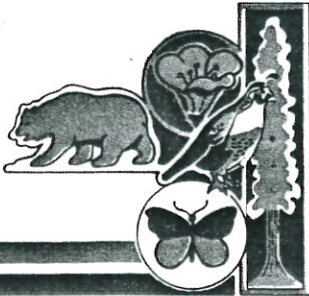
The property of this corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable or educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code.

V

This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5 thereof.

CE 1981

TC



State of California

OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

AUG 28 1981



March Fong Eu

Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

**ENDORSED
FILED**
In the office of the Secretary of State
of the State of California

AUG 24 1981

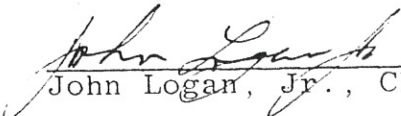
MARCH FONG EU, Secretary of State
By JAMES E. HARRIS
Deputy


JOHN LOGAN, JR. and SYLVIA S. WHITE certify that:

1. They are the Chairperson and Secretary, respectively, of Tri-County Indian Development Council, Incorporated, a California corporation.
2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

The name of this corporation shall be Northern California Indian Development Council, Incorporated.
3. Article II of the Articles of Incorporation of this corporation is amended to read as follows:
 1. To research, develop and administrate programs designed to meet the specific needs of the Native American communities of Northern California.
 2. To serve as a liaison agent between Northern California Indian organizations and state and federal governmental agencies, as well as private and corporate foundations.
 3. To provide technical assistance and programmatic support to all Northern California Indian organizations who seek to initiate activities and programs in the pursuit of self-determination.
 5. To establish and implement a comprehensive fiscal management system for Northern California Indian Development Council, Incorporated, and upon request, provide technical assistance and fiscal management to the Indian community.
 6. To develop Indian agencies and to coordinate the services of agencies already in existence within the Northern California region.
 7. To establish and implement a systematic method of a continuing evaluation of regional resources and agencies to insure that maximum efforts are being directed to meet the needs of the Northern California Indian communities.
4. The foregoing amendments of the Articles of Incorporation have been duly approved by the Board of Directors at a meeting held in Eureka, California on August 14, 1981.


5. The foregoing amendments of the Articles of Incorporation have been duly approved by the required vote of members at a meeting held in Eureka, California on August 14, 1981.

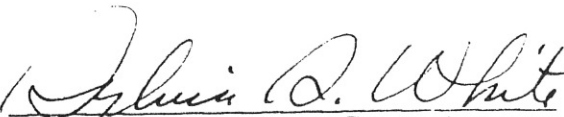

John Logan, Jr., Chairperson

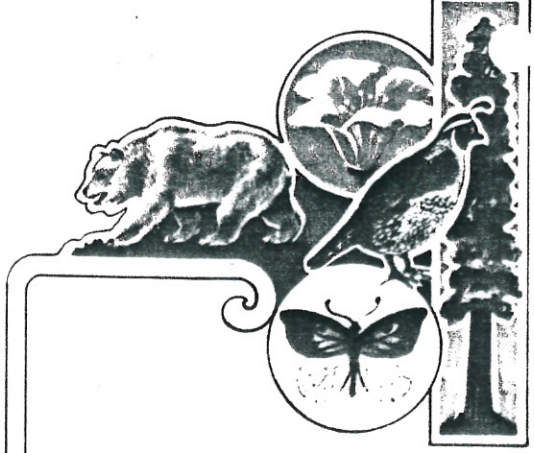

Sylvia S. White, Secretary

The undersigned declare under penalty of perjury, that the matters set forth in the foregoing certificate are true of their own knowledge.

Executed at EUREKA, CALIFORNIA on AUGUST 14, 1981.

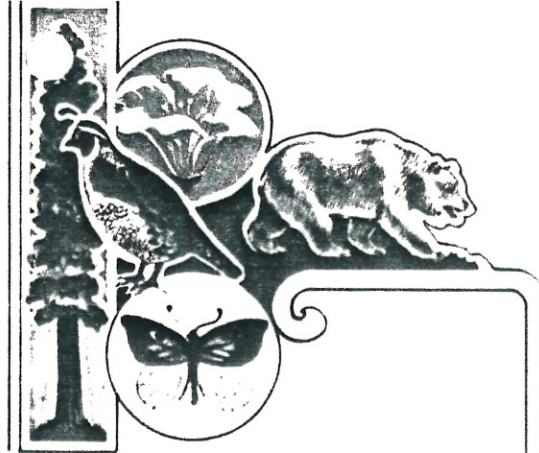

John Logan, Jr., Chairperson


Sylvia S. White, Secretary



State of California

OFFICE OF THE SECRETARY OF STATE



I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

DEC 9 - 1976



March Fong Eu

Secretary of State

**ENDORSED
FILED**
In the office of the Secretary of State
of the State of California
DEC 8 - 1976
MARCH FONG EU, Secretary of State
By **JAMES E. HARRIS**
Deputy

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

MILTON MARKS and FRIEDA TITUS certify:

1. That they are the president and secretary, respectively, of The Tri-County Indian Development Council, Incorporated, a California corporation.

2. That at a meeting of the board of directors of said corporation, duly held at McKinleyville, California, on September 10, 1976, the following resolution was adopted:


Resolved that Article II of the Articles of Incorporation be amended to add subparagraph 9 thereto as follows:

9. To conform with the Internal Revenue Code, Section 501 (c)(3).

3. That at a meeting of the members of said corporation, duly held at McKinleyville, California, on 10 September, 1976, a resolution was adopted, and the wording of the amended article as set forth in the member's resolution is the same as that set forth in the directors' resolution in Paragraph 2 of this certificate.

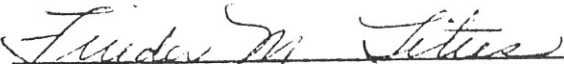
4. That the number of members who voted affirmatively for the adoption of said resolution is six (6), and that the number of members constituting a quorum is six (6).


Milton Marks, Chairperson


Frieda M. Titus, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct.
Executed at McKinleyville, California, on 10 September, 1976.


Milton Marks, Chairperson


Frieda M. Titus, Secretary

State of California

OFFICE OF THE SECRETARY OF STATE

DONALD R. MICHAEL
COUNTY CLERK

FEB 19 1976

FILED
By BARBARA C. BRUMBELOW
DEPUTY
FILED

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

FEB 13 1976



March Fong Eu

Secretary of State

ARTICLES OF INCORPORATION

OF

THE TRI-COUNTY INDIAN DEVELOPMENT COUNCIL INCORPORATED

160010
ENDORSED
FILED

In the office of the Secretary of State
of the State of California

FEB 15 1976

MARCH FONG EU, Secretary of State

I

NAME

Irene Keeler

Deputy

The name of this corporation shall be the Tri-County Indian Development
Council Incorporated.

II

PURPOSES

The specific and primary purposes of this corporation are:

1. To research, develop and administrate programs designed to meet the specific needs of the Native American communities of Humboldt, Del Norte and Siskiyou Counties.
2. To serve as a liaison agent between Tri-County Indian organizations and State and Federal governmental agencies, as well as private and corporate foundations.
3. To provide technical assistance and programmatic support to all Tri-County Indian organizations who seek to initiate activities and programs in the pursuit of self-determination.
4. To research the local area needs in the manpower sector and develop an overall plan and seek appropriate funding to meet such needs.
5. To establish and implement a comprehensive fiscal management system for the Tri-County Indian Development Council Incorporated, and upon request, provide technical assistance and fiscal management to the Indian community.
6. To develop Indian agencies and to coordinate the services of agencies already in existence within the Tri-County region.

7. To establish and implement a systematic method of a continuing evaluation of regional resources and agencies to insure that maximum efforts are being directed to meet the needs of the Tri-County Indian communities.
8. To develop and provide special Indian programs for the purpose of regeneration and preservation of traditional Indian culture.

III

POWERS

The powers of this corporation are:

1. To buy, lease, rent or otherwise acquire, hold, or use, own, enjoy, sell, exchange, lease as lessor, mortgage, deed in trust, pledge, encumber, transfer on trust, or otherwise dispose of any and all kinds of property, whether real, personal, or mixed and to receive property by devise or bequest.
2. To borrow money and to contract debts, to issue bonds, notes and other evidences of indebtedness, and to secure them by any or all of the property of this corporation, or to issue them unsecured.
3. To enter into, make, perform, and carry out contracts of every kind, for any lawful purpose and without limit on amount with any person, firm, or corporation.
4. To have and to exercise all the powers conferred by the California General non-profit corporation law on non-profit corporations as that is now in effect or may at any time hereafter be amended.
5. To perform any act necessary or desirable to qualify for or participate in any grant, program, benefits or services available under any federal, state, or local law or from any other person, organization, or agency.

IV

RESTRICTIONS

Notwithstanding Article III, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

Notwithstanding Article II or III, no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislators, in any political campaign on behalf of any candidate of public office. In addition, no part of the net income of the corporation shall insure the benefit of any member nor shall any gains, profits, or dividends be distributed to any of its members as such.

V

PRINCIPAL OFFICE

The corporation's principal office is located in Humboldt County, California.

VI

This corporation is organized pursuant to the general non-profit corporation law of the State of California.

VII

DIRECTORS

The names and addresses of the persons who are to act in the capacity of directors of the corporation until the election of their successors follow:

NAME	ADDRESS
Milton M. Marks	P.O. Box 2534, McKinleyville, Calif. 95521
Sylvia S. White	P.O. Box 236, Orick, Calif. 95555

NAME	ADDRESS
Violet Tripp	P.O. Box 3183, Eureka, Calif., 95501
Lester L. Alford	P.O. Box 475, Fort Jones, Calif., 96032
William John Scott	796 Warren Creek Rd., Arcata, Calif., 95521

VIII

The number of directors may be changed from time to time by a Bylaw duly adopted by the members of the corporation.

IX

MEMBERS

The authorized number and qualifications of members of the corporation, the different classes of membership, if any, and the property, voting and other rights and privileges of members shall be set forth in the Bylaws; provided, however, that the members of this corporation shall have no liabilities for dues or assessments.

X

NOT FOR PROFIT

This corporation is not organized, nor shall it be operated for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its members and is organized solely for non-profit purposes. The property, assets, profits, net income of this corporation are irrevocably dedicated to create and preserve the health, education, welfare, and culture of American Indians within the requirements of Section 214 of the Revenue and Taxation Code, and no part of the profits or net income of this corporation shall ever inure to the benefits of any director, officer, or member or to the benefit of any private shareholder or individual. On the dissolution or winding up of this corporation, its assets remaining after payment of, or provision for

payment of, all debts and liabilities of this corporation shall be distributed to a non-profit fund, foundation, or corporation that is organized and operated exclusively to create or preserve the health, education, welfare, or culture of American Indians, within the requirements of Section 214 of the Revenue and Taxation Code, and that has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code and Section 2370 (d) of the Revenue and Taxation Code.

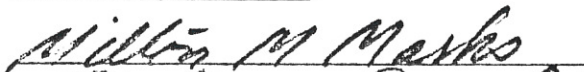
If this corporation holds any assets in trust, or otherwise, such assets shall be disposed of in such a manner as may be directed by decree of the Superior Court of the County in which the corporation has its principal office, upon petition therefore by the Attorney General, or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

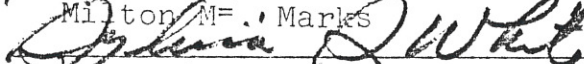
~~IX~~

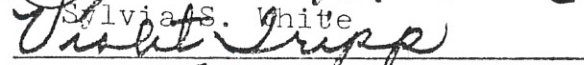
~~AMENDMENT PROCEDURES~~

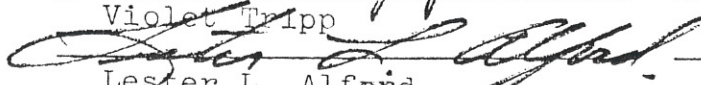
~~Proposed amendments to this charter not inconsistent with California General non-profit corporation law shall be submitted in writing to the membership at least sixty (60) days before the meeting of the membership and may be adopted at that meeting, by a majority vote of the voting membership present.~~

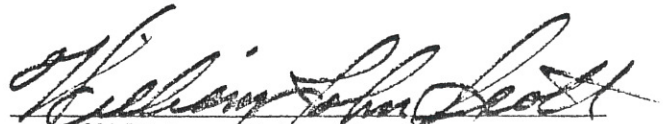
IN WITNESS WHEREOF, we, the undersigned, including the persons named above as the first directors, have executed these Articles of Incorporation this 8th day of February, _____, 1976.


Milton M. Marks


Sylvia S. White


Violet Tripp


Lester L. Alford


William John Scott