

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITAL
PIERRE, S.D. 57501
605-773-4845 Fax 605-773-4550

ARTICLES OF INCORPORATION

Executed by the undersigned for the purpose of forming a South Dakota Corporation under SDCL 47-22 South Dakota Nonprofit Corporation Act.

ARTICLE I

Section 1. 1. The name of the corporation is NativeView, Inc.

ARTICLE II

Section 1. 1. The period of existence is perpetual.

ARTICLE III

Section 1. 1. Nonprofit Corporation. NativeView, Inc. shall confine its activities to educational and scientific purposes as defined under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE IV

Check one: The corporation will have members. X The corporation will not have members ____

Section 1. 1. NativeView, Inc. will have three (3) classifications for membership.

ARTICLE V

Section 1. 1. Active Membership. Active membership is open to any TCU, organization, educational institution or agency whether private, public or government that is dedicated to the purposes and objectives defined in ARTICLE III Active members shall have voting rights.

Section 1. 2. General Membership. General membership is open to all faculty, staff and employees of an Active member. General members shall not have voting rights.

Section 1. 3. Associate Membership. Associate membership is open to any persons or organizations supporting the purposes and activities of NativeView, Inc. Associate members shall not have voting rights.

ARTICLE VI

Section 1. 1. A Board of Directors, consisting of no fewer than nine (9) members elected by the Active membership shall manage the business affairs and finances of NativeView, Inc.

Section 1. 2. The Board of Directors shall include a President, Vice-President, Treasurer, Secretary, Ex-Officio and no fewer than four (4) Directors at Large.

ARTICLE VII

Section 1. 1. Initial Board of Directors. An Interim Board of Directors shall manage the business, affairs and finances of NativeView, Inc. while a duly elected Board of Directors is phased in.

Section 1. 2. Fiscal Year. The fiscal year of NativeView, Inc. shall correspond with the calendar year.

Section 1. 3. Financial Report. A current Financial Report shall be completed, printed and available to all Active Members in good standing and/or their designated representative within four (4) months of the conclusion of each fiscal year

Section 1.4. Membership Fee. The Board of Directors shall, from time to time, set and determine the amount of fees (dues) to be paid by each class of membership. The fee shall be payable annually within thirty days of the start of each fiscal year.

Section 1.5. Staff. The Board of Directors shall have the authority to hire staff, including an Executive Director.

Section 1.6. Annual Membership Meeting. An Annual meeting of Active members shall be held each year at a time and place designated by the Board of Directors.

- a. **Purpose.** The purpose of the Annual meeting shall be the election of vacant and/or expiring Board of Director positions and the transaction of such other business as shall come before the meeting.

Section 1.7. Board of Director Meetings. Board of Director meetings may be held at such time and place, as the Board of Directors, the Executive Board or the President shall determine from time to time.

Section 1.8. Election. Election of Board members shall be conducted by majority vote of all ballots cast in person or by proxy at an Annual meeting.

Section 1.9. Committees. The Board of Directors, by resolution, may designate one (1) or more standing committees and may delegate to each such authority, power and duties as the Board of Directors may from time to time determine.

Section 1.10. Contracts, Loans, Checks and Deposits

- a. **Title.** The title to all property and equipment shall be vested in the name of NativeView, Inc. and shall be accounted for by the Treasurer.
- b. **Deposit of Funds.** All funds of NativeView, Inc. not otherwise employed shall be deposited to the credit of NativeView, Inc. in such bank or banks, trust companies or other reliable depositories as the Board of Directors may determine from time to time by resolution.
- c. **Checks and Drafts.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of NativeView, Inc., shall be signed by such officer or officers, agent or agents and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- d. **Loans.** No loans or advances shall be contracted on behalf of NativeView, Inc. and no note or other evidence of indebtedness shall be issued in its name unless and except as authorized by resolution of the Board of Directors.
- e. **Contracts.** The President or any other person specifically authorized by the Board of Directors or the Executive Board may in the name of and on behalf of NativeView, Inc., enter into those contracts or execute and deliver the instruments that are specifically authorized by resolution of the Board of Directors.
- f. **Gifts.** The Board of Directors or Executive Board may accept, transfer, and dispose of, on behalf of NativeView, Inc., any contribution, gift, bequest or device for the general

purpose or for any specific purpose of NativeView, Inc.

- g. **Cooperative Agreements.** Nothing in the By Laws shall constitute a barrier to any cooperative agreements among NativeView, Inc. members.
- h. **Bonds.** The Board of Directors may require the Treasurer, the Executive Director and any other officer or employee of NativeView, Inc., who shall have in his/her possession or subject to his/her control any funds or property of NativeView, Inc., to give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine by resolution.
- i. **Contracts with Directors.** No officer or member of the Board of Directors shall have an interest, either directly or indirectly, in any contract relating to the operations contracted by NativeView, Inc.
- j. **Conflict of Interest.** All Directors and Officers shall have the responsibility of disclosure, to the entire Board, of any potential interest or conflict of interest regarding any contracts, cooperative agreements, loans or any other activity with the potential for personal monetary gain.

Section 1. 11. By Laws. The Board of Directors, by resolution, may repeal, alter, amend or adopt new By Laws. Such repeal, amendment, alteration, or new draft of the By Laws will not go into effect until it has been ratified by the Active membership.

Section 1. 12. Dissolution. No Member, Director or Officer of NativeView, Inc. or any private individual shall be entitled to share in the distribution of any of NativeView, Inc.'s assets and property upon dissolution of NativeView, Inc.

- a. **Transfer of Assets.** In the event of dissolution, all assets and property of NativeView, Inc., shall be disposed of by transferring the same to one or more organizations that qualify as non-profit or exempt under Section 501 c 3 of the IRS Code.

ARTICLE – VIII

Section 1. 1. The street address of NativeView, Inc.'s initial registered office is 19758 480th Avenue, Astoria, SD 57213 and the name of NativeView, Inc.'s initial registered agent at such address is Judith Wood.

ARTICLE IX

Section 1. 1. The number of Directors constituting the initial Board of Directors is nine (9) and the names and addresses of the persons who are to serve as the initial Directors are:

Name	Address
1. James Rattling Leaf	Institute of Atmospheric Sciences SD School of Mines and Tech. 501 East St. Joseph St. Rapid City, SD 57701-3995
2. Judith Wood	Wood Consulting, Inc. 19758 480 th Avenue Astoria, SD 57213
3. Gene Napier	USGS, EROS Data Center Sioux Falls, SD 57198

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| 4. Jan Bingen | Little Priest Tribal College
P. O. Box 270
Winnebago, NE 68071 |
| 5. Tammie Grant | Salish Kootenai College
P. O. Box 70
Pablo, MT 59855 |
| 6. Denise Chavez | S.W. Indian Polytechnic Institute
P. O. Box 10146
Albuquerque, NM 87184 |
| 7. Bonnie Gallahan | USGS, FGDC
590 National Center
Reston, VA 20192 |
| 8. E. Michael Collins | United Tribes Technical College
3315 University Drive
Bismarck, ND 58504 |
| 9. Sylvio Mannel | Oglala Lakota College
490 Piya Wiconi Rd.
Kyle, SD 57752 |

Section 1. 2. The initial Directors shall hold office until their successors are elected and qualified.

ARTICLE X

The names and addresses of the incorporators are:

Name	Address
1. E. Michael Collins	United Tribes Technical College 3315 University Drive Bismarck, ND 58504
2. T. M. Bull Bennett, PhD	Tribal College Science Coordinator ND Association of Tribal Colleges 919 S. 7 th St., Suite 205 Bismarck, ND 58504
3. Judith Wood	Wood Consulting, Inc. 19758 480 th Ave. Astoria, SD 57213

These articles may be amended in the manner authorized by Law at the time of amendment.

Executed on the _____ day of _____, 20____.

Signatures of Incorporators:

_____ E. Michael Collins

_____ T. M. Bull Bennett

_____ Judith Wood

STATE OF _____

COUNTY OF _____

On this the _____ day of _____, 20____, before me personally appeared E. Michael Collins, T.M. Bull Bennett and Judith Wood, known to me or satisfactorily proven to be the persons who are described in, and who executed the within instrument and acknowledged to me that they executed the same.

My Commission Expires _____ Notary Public _____

Notarial Seal

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, Judith Wood, hereby give my consent to serve as the registered agent for

NativeView, Inc.

Dated _____

(Signature of Registered Agent)

FILING FEE: \$25 Make check payable to the Secretary of State

INSTRUCTIONS:

1. Three or more natural persons of the age of majority may act as incorporators of a corporation.
2. The signatures of each of the incorporators is to be signed in the presence of a notary public.
3. Every corporation is required to continuously maintain a resident of this state as a registered agent for service of process. The Consent of Appointment must be signed by the registered agent listed in Article VIII.
4. An ORIGINAL and ONE EXACT OR CONFORMED COPY of the Articles of Incorporation must be submitted.
5. The filing fee of \$25 must accompany the articles for filing.