

ARTICLES OF INCORPORATION

of the

CALIFORNIA NATIONS INDIAN GAMING ASSOCIATION

A California Nonprofit Mutual Benefit Corporation

ONE: The name of the corporation is CALIFORNIA NATIONS INDIAN GAMING ASSOCIATION.

TWO: This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law. The specific purposes for which the ASSOCIATION is formed are those authorized under Section 501 (c)(6) of the Internal Revenue Code of 1986, including the following:

- A. to promote, protect and preserve the general welfare and interests of Indian tribes through the development of sound policies and practices with respect to the conduct of gaming activities in Indian country;
- B. to assist Indian tribes and the federal government by providing technical assistance relating to the Indian gaming industry wherever such assistance may benefit the common interests of the ASSOCIATION members and the Indian gaming community generally;
- C. to disseminate information to the Indian gaming community, the federal and state governments and the general public on issues related to the conduct of gaming in Indian country;
- D. to preserve and protect the integrity of gaming conducted in Indian country; and
- E. to maintain, protect and advocate Indian tribal sovereignty

THREE: No part of the net earnings of the corporation shall inure the benefit of any member or individual.

FOUR: The following are policies of ASSOCIATION:

- A. ASSOCIATION shall be nonprofit, nonsectarian, and nonpartisan.
- B. The name of the ASSOCIATION or of any member or member's representative in their capacity as such, or of any official or representative of the ASSOCIATION, shall not be used in connection with any commercial concern or for any purpose not appropriately related to the authorized promotion of ASSOCIATION purposes. All uses of such names, except for identification purposes, must be approved by the ASSOCIATION prior thereto.

C. All ASSOCIATION members shall abide by its Code of Ethics.

FIVE: The rules regarding membership are as follows:

- A. There shall be two classes of membership: Member Tribes, consisting of tribes, communities, rancherias, colonies, pueblos, bands, nations, and other tribal groups or communities of Indians; and Associate Members, consisting of any other person or entity meeting the qualifications for membership.
- B. Only Member Tribes shall be eligible to vote on ASSOCIATION matters. Associate members may attend meetings of the Board of Directors upon invitation by the Board.
- C. Qualifications and procedures for membership shall be set forth in the By-Laws
- D. The voting members of ASSOCIATION (i.e., the Member Tribes) shall constitute the Board of Directors of the ASSOCIATION, and the Board of Directors shall be comprised of, and limited to, all voting members.
- E. A designated representative of each Member Tribe, recognized as such representative under the By-Laws, shall sit on the Board of Directors. Each Member Tribe, through its representative, shall have one (1) vote on matters before the Board of Directors. All matters to be voted upon by the voting membership of ASSOCIATION shall take place at duly noticed and held Board of Directors' meetings, which meetings shall constitute the meetings of ASSOCIATION'S voting membership.

SIX: Membership dues shall be as set forth in the By-laws. A Certificate of Membership will be provided to each member who is in good standing.

SEVEN: Subject to grants of further powers and authorities set forth in the bylaws, the Board of Directors shall:

- A. Control and formulate ASSOCIATION policies;
- B. Create and approve the plans or work of standing committees;
- C. Hold any power or authority that may be necessary or incidental to fulfilling the purposes and policies of the ASSOCIATION.
- D. Subject to the Board's ultimate control, direct and delegate to the Executive Committee and the Officers of the Association any necessary functions of the ASSOCIATION; and
- E. Have the power to dissolve the ASSOCIATION

EIGHT: The officers of the ASSOCIATION shall be elected by the Board of Directors from among its members in accordance with the bylaws. They shall consist of the Chairperson, Vice-Chairperson, Secretary, and Treasurer ("Officers"). An Executive Director may be hired by the Association to conduct the day to day administration of ASSOCIATION, to execute the policies and programs established by the Board of Directors and the Executive Committee, and to perform such other duties and assume such other responsibilities as may be directed by the Executive Committee and the Board of Directors.

NINE: Nothing in the ASSOCIATION articles of incorporation or bylaws or in any other ASSOCIATION documents, or by virtue of membership in ASSOCIATION, shall act or is intended to, or shall be interpreted as a waiver of, the sovereign rights or immunities of ASSOCIATION or any of its members, or their officers, directors, members, agents or representatives, or of any rights or privileges secured thereto by any treaty, executive order or any other laws of the United States of America, any state law, or any law of nation, including but not limited to tribal laws, and all rights, privileges and immunities of the Association and its Member Tribes and its and their Members' officers