

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

OCT 23 2000

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
CALIFORNIA-NEVADA INDIAN GAMING ASSOCIATION
A California Nonprofit Mutual Benefit Corporation

BILL JONES, Secretary of State

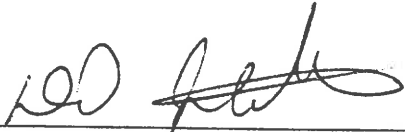
The undersigned certify that:

1. They are the Chairman and the Secretary, respectively, of California-Nevada Indian Gaming Association, a California Nonprofit Mutual Benefit Corporation.
2. Article ONE of the Articles of Incorporation of this corporation has been amended and restated in its entirety to read as follows:

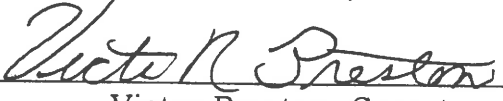
"ONE: The name of the corporation is California Nations Indian Gaming Association."
3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of the members.

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.

Date: September 26, 2000

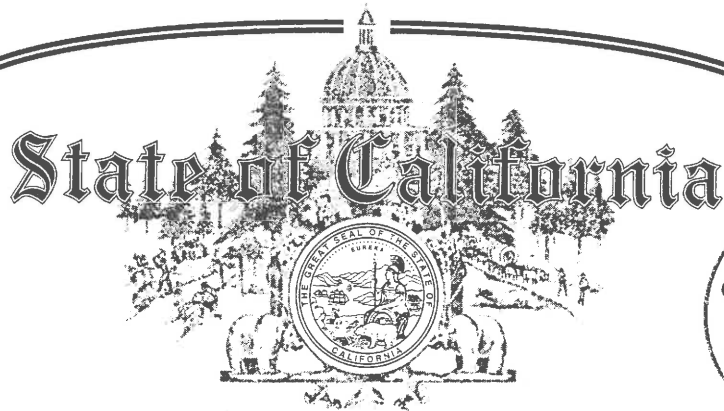


Daniel J. Tucker, Chairman



Victor Preston, Secretary





SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

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

OCT 25 2000



Bill Jones

Secretary of State

1876043
ENDORSED
FILED

In the office of the Secretary of State
of the State of Nevada

NOV 17 1993

ARTICLES OF INCORPORATION

of the

MARCH FONG EU, Secretary of State

CALIFORNIA - NEVADA INDIAN GAMING ASSOCIATION

A California Nonprofit Mutual Benefit Corporation

ONE: The name of the corporation is CALIFORNIA - NEVADA 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 to 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 as 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 AASSOCIATION 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, directors, members, agents or representatives are hereby reserved. Without diminishing or limiting the effect of the foregoing, the liability of the directors and members of the corporation for monetary damages, if any, shall be eliminated to the fullest extent permissible under California law. The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code, and including but not limited to directors and members), through Bylaw provisions, agreements with agents, vote of shareholders or disinterested directors, or otherwise, to the fullest extent permissible under law.

TEN: The name and address in California of this corporation's initial registered

office and agent for service of process is:

Jerome L. Levine
2029 Century Park East, Suite 1700
Los Angeles, California 90067

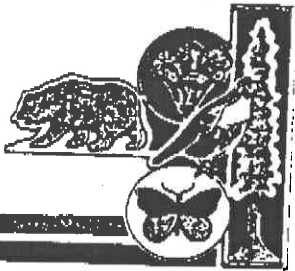
IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation as of


MARSHALL MCKAY, Incorporator


NORMA MANZANO, Incorporator


VERN CASTRO, Incorporator

1876043



State of California

OFFICE OF THE SECRETARY OF STATE

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

NOV 1 6 1993



March Fong Eu

Secretary of State



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ENDORSED
FILED

In the office of the Secretary of State
of the State of Nevada

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of the

MARION FONG ED. Secretary of State

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TEN: The name and address in California of this corporation's initial registered

office and

agent for service of process is:

Jerome L. Levine
2029 Century Park East, Suite 1700
Los Angeles, California 90067

IN WITNESS WHEREOF, the undersigned have executed these Articles of
Incorporation as of


MARSHALL MCKAY, Incorporator


NORMA MANZANO, Incorporator


VERN CASTRO, Incorporator