# Chiricahua Apache Mimbres Band Nation
# (CAMB Nation)

## Index of Acts

# CONSTITUTION

*Of the*

# CHIRICAHUA APACHE MIMBRES BAND TRIBAL NATION

***Treaty of Santa Fe, 1852***

# T A B L E *of* C O N T E N T S

## PREAMBLE

# CONSTITUTION

*Of the*

# CHIRICAHUA APACHE MIMBRES BAND TRIBAL NATION

## PREAMBLE

We the people of the Chiricahua Apache Mimbres Band Tribal Nation, a federal treaty-recognized sovereign Indian Tribe, do hereby adopt this Constitution in order to:

Promote the common good and well-being of the Tribe; protect and preserve our culture and traditions including our language, arts and crafts, petroglyphs and archeological sites; promote and protect the health and welfare of our people; encourage and promote educational opportunities for members of the Tribe; foster economic development; protect the individual rights of our members; acquire land, waters and natural resources for the protection and benefit of the Tribe; promote self-government; ensure the political integrity of the Tribe; preserve, and secure and exercise all the inherent sovereign rights and powers of an Indian tribe.

## ARTICLE I - TERRITORY AND JURISDICTION

Section 1. Territory. The territory of the Chiricahua Apache Mimbres Band Tribal Nation shall include, to the fullest extent possible consistent with federal law, all lands, water, property, airspace, surface rights, subsurface rights and other natural resources in which the Tribe now or in the future has any interest, which are owned in the future by the United States for the exclusive or non-exclusive benefit of the Tribe or for individual tribal members, or which are located within the boundaries of a reservation which may be established for the Tribe, notwithstanding the issuance of any right-of-way.

Section 2. Jurisdiction. Except as prohibited by federal law, the Chiricahua Apache Mimbres Band Tribal Nation shall have jurisdiction over all tribal members and over all persons, subjects, property and all activities occurring within its territory as defined by this Article. Nothing in this Article shall be construed to limit the ability of the Tribe to exercise its jurisdiction, based upon its inherent sovereignty as a treaty-recognized Indian tribe.

## ARTICLE II - MEMBERSHIP

Section 1. Requirements. The membership of the Chiricahua Apache Mimbres Band Tribal Nation shall consist of:

All persons who meet all of the following requirements:

(1) born to a tribal member after January 1, 2022;

(2) at least one-fourth (1/4) degree Indian blood [or blood degree determined by the tribe *via* DNA Test], or from a federally-recognized tribe or tribes; and presents a valid ancestry pedigree record that shows Indian ancestry. Children enrolled under the initial applicant's parent or parents, adopted parent or adopted parents are not required to take a DNA test or provide a criminal background check up to the age of 18 and are considered by the tribe as minors. All tribal enrollees over the age of 18 must provide a criminal background check.

Any child under 18 or adult over 18 applying for membership under a parent's or parents' family pedigree are not required to take a DNA test and must meet all other tribal enrollment requirements.

Exception to the one-fourth (1/4) degree Indian Blood may be granted by the Tribal Chief *via* an Enrollee Tribal Membership Letter of Appeal and is at the sole discretion of the Tribal Chief.

Section 2. Adoption into Membership. The Tribal Council with final approval by the Tribal Chief shall have sole and exclusive discretionary authority to adopt other persons as members of the Tribe, provided that at least six (6) members of the Tribal Council vote in favor of the adoption and, provided that all persons adopted into membership under this section shall meet at a minimum all of the following requirements:

(a) at least (1/16th) degree Indian blood from a federally recognized tribe or tribes; for at least three (3) continuous years;

(b) is not a member of another tribe; and

(c) applies for membership in the Tribe, in accordance with the applicable enrollment ordinance.

Section 3. Rights of Members. All persons accepted as members under Section 1, above, or adopted into membership under Section 2, above, shall have the same rights as tribal members in accordance with this Constitution. The right to relinquish membership of any enrolled tribal member or adopted tribal member shall remain an exclusive sovereign right of the tribal chief and may not be over-ruled by an individual tribal member or council or governing body of the tribe.

Persons of Non-Indian Blood Tribal Enrollment

Persons of Non-Indian Blood may be accepted for tribal enrollment if he or she has met all of the required tribal enrollment conditions, excluding a DNA Test and Indian blood requirements, or who may have contributed to helping the Tribe's advancement of economic self-reliance, or preservation of the Tribe's culture and history or serves as a member on any tribal council of the Chiricahua Apache Mimbres Band. Tribal Membership of such Non-Indian Blood persons will be determined by the tribal council by vote with final approval by the Tribal Chief.

Section 4. Loss of Membership.

(a) All relinquishments of membership in the Tribe shall be done in writing in accordance with the procedures established by an enrollment ordinance. The Tribal Council shall remove from the tribe's membership roll the name of any person who voluntarily relinquishes his or her membership in the Tribe in accordance with such procedures.

(b) Tribal Membership Disenrollment

Any member of the Tribe who is or becomes a member of any other Indian tribe after enrolling in the Chiricahua Apache Mimbres Band shall be disenrolled by the Tribal Council in accordance with the procedures established by an enrollment ordinance.

Any member who violates any rules of tribal-member conduct may constitute grounds for dismissal as an enrolled member from the tribe. Rules of Tribal Member Conduct includes but may not be limited to:

- Disrespect or harassment in any manner or form of a past or present enrolled tribal member or tribal member relative.
- Any felony conviction while a current enrolled member of the tribe.
- Any swearing or verbal or physical threat towards any enrolled member of the tribe.
- Any theft of merchandise of any enrolled tribal member.
- Any discovery of false information submitted for tribal enrollment.
- Any forgery of documents submitted for tribal enrollment.
- Any false statements pertaining to disclosing any past felony or present felony conviction.
- Any future amendments of tribal enrollment membership rules and ordinances not included in this addition.

Section 5. Reinstatement. Any person who relinquishes his or her membership in the Tribe, pursuant to Section 4(a), above, or who has been disenrolled from the Tribe pursuant to Section 4(b), above, shall be reinstated as a member of the Tribe by the Tribal Council with the approval by the Tribal Chief if the person meets all of the following requirements:

(a) 3 months have passed since the date of their relinquishment or disenrollment;

(1) 3 months waiting period waiting period for reinstatement shall not apply to persons who were under the age of eighteen (18) at the time of their relinquishment or disenrollment.

(2) 3 months waiting period for reinstatement shall not apply to any person whose relinquishment or disenrollment occurred prior to the adoption of this Constitution.

(b) provides adequate proof to the Tribal Council that he or she has given up his or her

membership in any other federally recognized Indian Tribe, band or group; and

(c) applies for reinstatement as a member of the Tribe, in accordance with the applicable enrollment ordinance and meets all enrollment requirements and amendments.

Section 6. Appeal. Any person whose application for enrollment or reinstatement is rejected or who has been disenrolled from the Tribe, shall have the right to appeal to the Tribal Court in accordance with the applicable enrollment ordinance, provided that the Tribal Court shall not have jurisdiction over adoptions of persons as tribal members under Section 2, above, unless there is a claim that the provisions of the Constitution have been violated.

Section 7. Membership Roll. The Tribal Council shall maintain a membership roll of all current and former tribal members.

Section 8. Enrollment Ordinance. The Tribal Council shall enact an enrollment ordinance consistent with this Constitution.

## ARTICLE III - ORGANIZATION OF THE GOVERNMENT

The government of the Chiricahua Apache Mimbres Band Tribal Nation shall include a Tribal Council, a Cochise Legislative Council, a Tribal Court System and a Tribal Administration. The Tribal Council shall operate in accordance with Articles IV and V.

The Tribal Court System shall operate in accordance with Article VI. The Tribal Administration shall be subordinate to the Tribal Council and shall operate in accordance with Article VII.

## ARTICLE IV – TWO COUNCILS

## TRIBAL COUNCIL AND LEGISLATIVE COUNCIL

Section A.1. **The Tribal Council**. The governing body of the Chiricahua Apache Mimbres Band Tribal Nation shall be known as the Chiricahua Apache Mimbres Band Tribal Nation Tribal Council, which shall consist of seven (7) members as listed in this Article. All Tribal Council Members shall be enrolled members of the Tribe who are selected by the eligible voters of the Tribe in accordance with this Constitution and the election ordinance.

Section A.2. President and Vice President. The Tribal Council shall include the positions of President and Vice President who must be at least twenty-five (25) years of age.

Section A.3. [Reserved for future use]

Section A.4. [Reserved for future use]

Section A.5. Terms of Office. The terms of office for all Tribal Council Members including the President and Vice President shall be four (4) years except as provided for

in Article VIII, Section 3. There shall be no limitations on serving consecutive terms on the Tribal Council.

Section A.6. Duties of the Officers. The duties of the President and Vice President shall be established by ordinance enacted by the Tribal Council.

Section A.7. Meetings of the Tribal Council.

(a) The Tribal Council shall hold a regular meeting once a month.

(b) The President or any three other members of the Tribal Council may call special meetings of the Tribal Council. Adequate notice of all special meetings shall be given to all members of the Tribal Council.

(c) At each regular or special meeting of the Tribal Council a person shall be appointed to take minutes of the meeting, and a copy of the minutes shall be preserved by the Tribal Administration.

Section A.8. Quorum. Four (4) or more members of the Tribal Council shall constitute a quorum for any regular or special Tribal Council meeting. A quorum is required at all meetings in order to conduct official business of the Tribal Council. Proxy voting shall be prohibited.

Section A.9. Voting. The Tribal Council shall make decisions by a majority vote of those present except as otherwise provided in this Constitution or in an ordinance which requires more than a majority vote. All Tribal Council Members, including the President and Vice President, shall have the power to vote.

Section A.10. Code of Ethics. The Tribal Council shall have the power to adopt a Code of Ethics governing the conduct of tribal officials. The Code of Ethics may include disciplinary procedures so long as the official in question is informed of the charges and given an opportunity to respond to those charges including the opportunity to present witnesses and other evidence in his or her defense.

## ARTICLE V(A)

## POWERS OF THE TRIBAL COUNCIL

The Tribal Council shall have all powers vested in the Tribe through its inherent sovereignty as a treaty-recognized tribe or federal law. It shall execute these powers in accordance with established customs of the Tribe and subject to the express limitations contained in this Constitution or other applicable laws. These powers include but are not limited to the following:

(a) To represent the Tribe and act in all matters that concern the welfare of the Tribe, and to make decisions not inconsistent with or contrary to this Constitution;

(b) To form a tribally-owned development corporation, and/or other tribally-owned enterprises, including insurance companies and reinsurance companies, for the economic security and self-determination of the tribe and its members;

(c) To empower its tribally-owned development corporation, or other tribally-owned enterprises, including insurance companies and reinsurance companies, to negotiate and enter into contracts with the federal, state, local and tribal governments, and with individuals, associations, corporations, enterprises or organizations, wherever located in the world;

(d) To join and pay membership fees / dues to trade associations, chambers of commerce, self-regulated organizations, such as the Tribal Association of Insurance Commissioners International, Inc., federations and confederations, and other associations or groups for the economic security and self-determination of the tribe and its members;

(e) To purchase, bid, foreclose upon, or accept any land or property for the Tribe, either in the name of the Tribe or in the name of a tribally-owned enterprise, or both;

(f) To enact laws regulating the use, disposition and inheritance of all property within the historical strongholds or other territory of the Tribe, including lands to be acquired;

(g) To prevent or veto the sale, disposition, lease or encumbrance of tribal lands, interests in land, tribal funds or other tribal assets;

(h) To employ legal counsel, including an Attorney General and a Deputy Attorney General, either on salary or by means of compensation by commissions and/or fees, in accordance with applicable laws of this tribe and/or federal laws;

(i) To employ others, including an Insurance Commissioner, and/or Deputy Insurance Commissioner, either on salary or by means of compensation by commissions and/or fees, in accordance with applicable laws of this tribe and/or federal laws;

(j) To appoint one or more Tribal members to be the Tribe's representative(s) in any proceedings for protection of Indian children who are members of the Tribe, pursuant to the Indian Child Welfare Act (ICWA), including under the "Spirit of ICWA" for treaty-recognized tribes, and to compensate such representative(s) for their travel expenses incurred in attending any judicial or other proceeding necessary and reasonable for such purposes;

(k) To enact laws regulating the domestic relations of persons within the Tribe;

(l) To enact a law and order code or act, by that or another name, governing the conduct of persons within the Tribe in accordance with applicable laws;

(m) To provide for the removal or exclusion of any person, whether a member or a non-member of the Tribe, whose presence may be injurious to members of the Tribe, and to prescribe conditions upon such person may remain within the territory of the Tribe, for any lands the Tribe may acquire;

(n) To levy and collect taxes, duties, fees, assessments and, in connection with any tribally-owned insurers or reinsurers, premiums;

(o) To appropriate and regulate the use of tribal funds in accordance with an annual budget approved by the Tribal Council;

(p) To regulate all business activities within the Tribe, and to manage all tribal economic affairs and enterprises;

(q) To regulate all matters and to take all actions necessary to preserve and safeguard the health, safety, welfare and political integrity of the Tribe;

(r) To appoint subordinate committees, commissions, boards, tribal officers and employees, and to set their compensation, tenure and duties;

(s) To authorize the Legislative Council (Section B below) to enact laws, ordinances and resolutions necessary or incidental to the exercise of its legislative powers;

(t) To take any and all actions necessary and proper for the exercise of the foregoing powers and duties, including those powers and duties not enumerated above, and for all other powers and duties now or hereafter delegated to the Tribal Council, or vested in the Tribe by federal law or through its inherent sovereignty as a treaty-recognized tribe.

Section B.1. **The Cochise Legislative Council**. The legislative body of the Chiricahua Apache Mimbres Band Tribal Nation shall be known as the Chiricahua Apache Mimbres Band Tribal Nation Cochise Legislative Council, which shall consist of four (4) members as listed in this Article. All Cochise Legislative Council Members shall be enrolled members of the Tribe who are selected by the Attorney General and Tribal Chief.

Section B.2. Chairman and Vice Chairman. The Cochise Legislative Council shall include the positions of Chairman and Vice Chairman who must be at least twenty-five (25) years of age.

Section B.3. Terms of Office. The terms of office for all Cochise Legislative Council Members including the Chairman and Vice Chairman, shall be four (4) years except as provided for in Article VIII, Section 3. There shall be no limitations on serving consecutive terms on the Cochise Legislative Council.

Section B.4. Duties of the Officers. The duties of the Chairman and Vice Chairman shall be to draft, edit, and prepare in final form, the laws, acts, regulations of the Tribe. In the event of any ambiguity or confusion in the meaning or application of those laws, this Constitution shall govern.

Section B.5. Meetings of the Cochise Legislative Council.

(a) The Cochise Legislative Council shall not hold regular meetings, but will meet if and when necessary to process the legislation required for the effective government and economic security of the tribe and its Members. Any meetings may be in person, but remote meetings shall be permitted in every instance.

(b) The Chairman of the Cochise Legislative Council may call special meetings of the Cochise Council. Adequate notice of all special meetings shall be given to all members of the Cochise Legislative Council.

(c) At each regular or special meeting of the Cochise Legislative Council a person shall be appointed to take minutes of the meeting, and a copy of the minutes shall be preserved by the Cochise Legislative Council.

Section B.6. Quorum. Two (2) or more members of the Cochise Legislative Council shall constitute a quorum for any regular or special Cochise Legislative Council meeting. A quorum is required at all meetings in order to conduct official business of the Cochise Legislative Council. Proxy voting shall be prohibited.

Section B.7. Voting. The Cochise Legislative Council shall make decisions by a majority vote of those present except as otherwise provided in this Constitution or in an ordinance which requires more than a majority vote. All Cochise Legislative Council Members, including the Chairman and Vice Chairman, shall have the power to vote.

Section B.8. Code of Ethics. The Cochise Legislative Council shall have the power to adopt a Code of Ethics governing the conduct of the Cochise Legislative Council members. The Code of Ethics may include disciplinary procedures so long as the Cochise Legislative Council member in question is informed of the charges and given an opportunity to respond to those charges including the opportunity to present witnesses and other evidence in his or her defense.

## ARTICLE V(B)

## POWERS OF THE COCHISE LEGISLATIVE COUNCIL

The Cochise Legislative Council shall have all powers vested in the Tribe through its inherent sovereignty as a treaty-recognized tribe or federal law. It shall execute these powers in accordance with established customs of the Tribe and subject to the express limitations contained in this Constitution or other applicable laws. These powers include but are not limited to drafting, editing, and preparing in final form, the laws, acts, regulations of the Tribe, so long as not inconsistent with or contrary to this Constitution. This includes laws regulating the domestic relations of persons within the Tribe and a law and order code or act, by that or another name, governing the conduct of persons within the Tribe in accordance with applicable laws.

## ARTICLE VI - THE TRIBAL COURT SYSTEM

Section 1. Establishment. The judicial power of the Chiricahua Apache Mimbres Band Tribal Nation shall be vested in the Tribal Court System. The Tribal Court System shall include a Tribal Court and such other lower courts of special jurisdiction, including forums for traditional dispute resolution, as the Cochise Legislative Council may establish by ordinance, code, or act. There shall also be a Court of Appeals which shall be the court of last resort for all cases filed within the Tribal Court System.

Section 2. Jurisdiction. The judicial power of the courts shall extend to all cases and controversies within the jurisdiction of the Tribe, in law or equity, arising under this Constitution, the laws or customs of the Tribe, or which are vested in the tribal courts by federal law or by virtue of the Tribe's inherent sovereignty as a treaty-recognized tribe. Any case or controversy arising within the jurisdiction of the Tribe shall be filed in the Tribal Court or other appropriate forum established by the Cochise Legislative Council before it is filed in any other court. Exhaustion of tribal court remedies is not waived.

Section 3. Appointment of Judges. The Tribal Council shall appoint a Chief Tribal Court Judges to serve for a term of four (4) years. There shall be one judge for the Tribal Court and either one or three judges for the Court of Appeals. No judge shall preside over a matter in the Court of Appeals if he or she presided over the same matter in the Tribal Court.

Section 4. Qualifications of Judges. The qualifications for judges shall be established by ordinance, code, or act, provided, that no additional requirements may be added during the tenure of a judge already in office, unless the additions or changes exempt the present judges during their term.

Section 5. Compensation. Judges shall receive for their services reasonable compensation that shall not be diminished during their term of office. The Tribe reserves the right to charge reasonable and necessary filing fees to litigants, members with enrollment disputes, or election challengers, sufficient to cover the cost of court personnel to hear a case, enrollment dispute, or election challenge.

Section 6. Removal of Judges.

(a) A judge shall be removed by the Tribal Council for:

(1) Final conviction of a felony by any tribal, federal or state court while serving as judge.

(A) The Tribal Council may suspend a judge charged with a felony pending the outcome of the trial and any appeals, and an interim judge may be appointed for the period of the suspension.

(b) A judge may be disciplined or removed by the Tribal Council, by a vote of at least five (5) members of the Tribal Council, for:

(1) Converting tribal property or monies for personal use;

(2) Final conviction of three misdemeanors by any tribal, federal or state court while serving as judge;

(3) Unnecessary and repeated delays in hearing matters filed in the Courts; or

(4) Violation of the Judicial Code of Ethics.

(c) A judge shall be given full and fair opportunity to reply to any and all charges for which he or she may be disciplined or removed. A judge who is disciplined or removed may

appeal directly to the Court of Appeals, or to the Attorney General, if all seats on the Court of Appeals are vacant.

Section 7. Court Rules. The duties and procedures of the Tribal Court System, and all other court matters not addressed in this article of the Constitution, shall be established by the Cochise Legislative Council by ordinance, code, or act., which may contain a Judicial Code of Ethics governing the conduct of tribal judges.

## ARTICLE VII - THE TRIBAL ADMINISTRATION

The Tribal Administration shall consist of the President and Vice President of the Tribal Council, and other persons as deemed necessary by the Tribal Council. The Tribal Administration shall oversee the administration of the tribe's business and shall supervise the day to day operations of the Tribe. The Tribal Administration shall be subordinate to the Tribal Council.

## ARTICLE VIII - ELECTIONS

Section 1. General Elections. General elections to vote for Tribal Council Members and Cochise Legislative Council Members shall be held in odd numbered years on the first Saturday of May beginning in 2021. Election of such Members shall be staggered so that no more than four Tribal Council seats, or two Cochise Legislative Council seats, shall be up for election at any one time.

Section 2. Special Elections. Special elections shall be held when called for by the Tribal

Council, by this Constitution, or by the voters, as provided for in this Constitution or appropriate ordinances, codes, or acts.

Section 3. The First Election. The first election of Tribal Council Members under this Constitution shall be held on the first Saturday of May 2021. The incumbent President and Vice President of the Tribal Council, as of the date of the adoption of this Constitution, shall remain in office until the general election to be held in May 2021. Members of the Cochise Legislative Council are not elected, but are appointed by the Attorney General.

Section 4. Election Board. The Tribal Council shall appoint an Election Board to conduct all elections including all special elections. The Election Board shall consist five (5) enrolled tribal members, provided that all members of the Election Board shall be at least 18 years of age, and provided that an Election Board member shall not be eligible to run for a seat on the Tribal Council. All Election Board Members shall serve for a specific term of office as established by the election ordinance, code, or act. The Election Board may appoint clerks, poll workers and others to assist the Election Board with conducting the election.

Section 5. Nominations. For all elections of Tribal Council Members the Election Board shall conduct a nomination meeting of eligible voters to nominate tribal members as

candidates for Tribal Council seats. The Election Board may schedule the nomination meeting before the day scheduled for the election, or on the day of the election, provided that the Election Board shall mail by U.S.mail or email, to all eligible tribal voters advance notice of both the date of the nomination meeting and the date of the election at least thirty (30) days prior to the nomination meeting. At the nomination meeting, all eligible voters, as defined in Section 7 of this Article, may submit nominations for any vacant seat. A person may not be nominated as a candidate for more than one seat.

Section 6. Qualifications for Tribal Council. Persons nominated to run for Tribal Council seats must be enrolled tribal members who meet the age requirements set forth in Article IV on or before the date of the election. No person may run for a Tribal Council seat who has served twelve (12) or more consecutive months in any federal, state or tribal jail or prison.

Section 7. Eligible Voters. All tribal members who are eighteen (18) years or older shall be eligible to vote.

Section 8. Ballots. All voting at regular and special elections shall be done by secret written ballot.

Section 9. Absentee Ballots. Absentee voting may be permitted.

Section 10. Election Results. The Election Board shall certify the results of an election within three (3) days after the election day. The candidate receiving the highest number of votes for each available seat shall be declared the winner.

Section 11. Tie Votes. Tie votes between two or more candidates shall be decided in a special runoff election. All eligible voters shall be entitled to vote in any runoff election. If a runoff election ends in another tie, the outcome shall be decided by the drawing of straws by the candidates tied for that office. The Election Board shall certify the results of any runoff election within three (3) days after the runoff election day.

Section 12. Challenges. Any tribal member may challenge the results of any election by presenting his or her challenge to the Tribal Court within five (5) days after the election results are certified.

The Tribal Court shall decide all election challenges within ten (10) days from the date the challenge is filed. Any appeals shall be filed with the Court of Appeals within five (5) days of the issuance of the Tribal Court decision, and the Court of Appeals shall decide the appeal within ten (10) days. If the Tribal Court or Court of Appeals invalidates the election results, a new election shall be held within sixty (60) days.

Section 13. Oath of Office. The oath of office for each newly elected Tribal Council Member shall be administered by the Election Board within thirty (30) days after the Election Board declares the winner of a seat, unless a challenge is filed and in that case within thirty (30) days after a final decision by the Tribal Court or Court of Appeals. If a challenge is filed but it does not relate to all of the elected seats, the oath of office shall be administered to the newly elected Tribal Council Members whose seats have not been

challenged within thirty (30) days after the Election Board declares the winners. Each incumbent Tribal Council Member shall remain in office until the oath of office is administered to the newly elected Tribal Council Member for his or her seat. Upon expiration of the incumbent's term of office, he or she shall transfer all tribal records within his or her control to the newly elected Tribal Council Member.

Section 14. Election Ordinance. The Cochise Legislative Council may enact an election ordinance, code, or act consistent with this Constitution which covers all necessary procedures for all elections. In the absence of such election ordinance, code, or act, this Constitution shall govern.

## ARTICLE IX - REMOVAL, RECALL AND VACANCY

Section 1. Removal.

(a) The Tribal Council shall remove a Council Member for:

(1) Final conviction of a felony by any tribal, federal or state court while serving on the Tribal Council.

(A) The Tribal Council may suspend a Council Member charged with a felony pending the outcome of the trial and any appeals.

(b) The Tribal Council may discipline or remove a Council Member, by a vote of at least five (5) members of the Tribal Council, for:

(1) Converting tribal property or monies for personal use;

(2) Failing to attend four (4) consecutive meetings, regardless whether regular or special meetings, without good cause;

(3) Final conviction of three misdemeanors by any tribal, federal or state court while serving on the Tribal Council; or

(4) Violation of the Code of Ethics.

(c) In all proceedings under Section 1(a) or 1(b) above, the Tribal Council Member in question shall be afforded full due process rights including a written statement of the charges, the right to respond to those charges and the right to present witnesses and other evidence in his or her defense. The decision of the Tribal Council shall be final and shall be appealable to the Tribal Court only if a claim is made that the tribal Constitution has been violated or due process rights not afforded. A Council Member removed from office must wait at least five (5) years from the official date of removal to run for office again.

Section 2. Recall.

(a) Any adult tribal member may initiate recall proceedings against any Tribal Council Member by filing a written request with the Election Board, provided that a recall proceeding may not be initiated against any Tribal Council Member whose term expires within six (6) months, or who is no longer in office.

(b) After receipt of the written request, the Election Board shall issue official petition forms to the tribal member who initiated the recall. The tribal member shall have sixty (60) days to collect the signatures from thirty percent (30%) of the eligible voters of the Tribe.

(c) Individual petitions shall be circulated for each Tribal Council Member who is subject to recall. A maximum of three (3) Tribal Council Members may be recalled at a time.

(d) The Election Board shall verify the signatures on a recall petition within ten (10) days of receipt of the petition. If the tribal member seeking recall has collected the required number of signatures in the allotted time then the Election Board shall hold a recall meeting within sixty (60) days of the receipt of the petition. Notice of the recall meeting shall be mailed to eligible tribal voters at least thirty (30) days prior to the recall meeting. The person initiating the recall and the person subject to recall shall be given a reasonable opportunity to speak and present evidence at the recall meeting.

(e) A majority vote by secret written ballot of the eligible voters attending the recall meeting shall determine the success or failure of the recall petition(s), Provided, That at least thirty (30%) of the eligible voters actually vote at the recall meeting.

(f) The recall meeting shall be held in accordance with the provisions of an election ordinance which shall include a section on recall procedures.

Section 3. Vacancies.

(a) If a Tribal Council Member should die, resign, or be removed or recalled from office, the Tribal Council shall declare the position vacant. The Tribal Council shall fill a vacancy by special election unless less than six (6) months remain in the term, in which case the Tribal Council shall leave the position vacant. The person who fills a vacant position shall only serve out the term of the person whom he or she is replacing.

(b) All resignations from the Tribal Council shall be done in writing.

## ARTICLE X - LAND

The Tribal Council shall have the authority to establish land policies, adopt a land use ordinance prepared by the Cochise Legislative Council, and to otherwise regulate land owned or to be owned by the Tribe in accordance with applicable law.

## ARTICLE XI - INITIATIVE AND REFERENDUM

Section 1. Initiative. The Tribal Council shall submit any proposed ordinance, code, act, or resolution, except those regarding land, housing or the adoption of tribal members under Article II, Section 2, to popular initiative upon petition of at least thirty percent (30%) of the eligible voters of the Tribe, or upon the request of the majority of the members of the Tribal Council. The initiative election shall be held within sixty (60) days after receipt of the qualifying number of petition signatures or the Tribal Council request. The vote of the majority of the eligible voters in such initiative shall

decide whether the proposed ordinance or resolution shall thereafter be in effect, provided that at least thirty percent (30%) of the eligible voters shall vote in such initiative.

Section 2. Referendum. The Tribal Council shall submit any enacted ordinance, resolution or other official action of the Tribal Council, except those regarding land, housing or the adoption of tribal members under Article II, Section 2, to popular referendum upon petition of at least thirty percent (30%) of the eligible voters of the Tribe or upon the request of the majority of the members of the Tribal Council. The referendum election shall be held within sixty (60) days after the receipt of the qualifying number of petition signatures or the Tribal Council request. The vote of the majority of the eligible voters in such referendum shall decide whether the enacted ordinance, resolution or other official action shall thereafter be in effect, Provided, That at least thirty percent (30%) of the eligible voters shall vote in such referendum.

Section 3. Procedures. Initiative and referendum elections shall be conducted by the Election

Board and shall be held in accordance with the provisions of an election ordinance which shall include a section on initiative and referendum procedures.

## ARTICLE XII - ORDINANCES AND RESOLUTIONS

Section 1. Resolutions. All final decisions on matters of temporary interest where a formal expression is needed shall be embodied in a resolution, noted in the minutes, and shall be published on the Tribe's website.

Section 2. Ordinances. All final decisions on matters of permanent interest shall be embodied in ordinances, codes, or acts. Such enactments shall be published on the Tribe's website.

## ARTICLE XIII - SOVEREIGN IMMUNITY

The Chiricahua Apache Mimbres Band Tribal Nation shall be immune from suit except to the extent that the Tribal Council expressly waives the Tribe's sovereign immunity, or as provided by this Constitution. All sovereignty and sovereign immunity of the Tribe are expressly reserved and not waived.

## ARTICLE XIV - BILL OF RIGHTS

The Chiricahua Apache Mimbres Band Tribal Nation, in exercising its powers of self-government shall not:

(a) make or enforce any law prohibiting the free exercise of religion, or abridging the freedom of speech, or of the press, or the right of the people peaceably to assemble and to petition for redress of grievances;

(b) violate the right of the people to be secure in their persons, houses, papers, and effects against unreasonable searches and seizures, nor issue warrants, but upon probable cause,

supported by oath or affirmation, and particularly describing the place to be searched and person or thing to be seized;

(c) subject any person for the same offense to be twice put in jeopardy under the law of this Tribe;

(d) compel any person in any criminal case in this Tribe's tribal court to be a witness against himself;

(e) take any private property for a public use without just compensation;

(f) deny to any person in a criminal proceeding the right to a speedy and public trial, to be informed of the nature and cause of the accusation, to be confronted with the witnesses against him or her, to have compulsory process for obtaining witnesses in his or her favor, and at his or her own expense to have the assistance of an advocate for his or her defense and to have these rights explained at the time of arrest;

(g) require excessive bail, impose excessive fines, or inflict cruel and unusual punishments;

(h) deny to any person within its judicial jurisdiction the equal protection of its laws or deprive any person of liberty or property without due process of law;

(i) pass any bill of attainder or ex post facto law; or

(j) deny to any person accused of an offense punishable by imprisonment the right, upon request, and at his or her own expense, to a trial by jury of not less than six persons.

## ARTICLE XV - GENERAL MEETINGS

The Tribal Council shall call at least one (1) general meeting per year of all the eligible voters of the Tribe to identify and discuss important tribal matters.

## ARTICLE XVI – CONSTITUTIONAL AMENDMENTS

This Constitution may be amended by a majority vote of the qualified voters of the Tribe voting at an election called for that purpose by the Secretary of the Tribal Council, provided that at least thirty percent (30%) of those entitled to vote shall vote in such election; but no amendment shall become effective until prepared by the Cochise Legislative Council and then approved by both the Cochise Legislative Council and the Tribal Council. It shall be the duty of the Secretary of the Tribal Council to call and hold an election on any proposed amendment at the request of the Tribal Council, or upon presentation of a petition signed by at least thirty percent (30%) of the qualified voters of the Tribe. All other laws of the Tribe, including ordinances, codes, or acts, will be prepared by, and enacted by, the Cochise Legislative Committee, without approval by the Tribal Council.

## ARTICLE XVII - SAVINGS CLAUSE

All enactments of the Tribe adopted before the effective date of this Constitution, if any, shall continue in full force and effect to the extent that they are consistent with this Constitution.

## ARTICLE XVIII – TEMPORARY ADOPTION OF CONSTITUTION

This Constitution shall be fully effective upon the signatures of both the Tribal Chief and the Attorney General as of the date of such signatures. This Constitution shall be permanently effective in accordance with the procedures set forth in Article XIX below.

## ARTICLE XIX – PERMANENT ADOPTION OF CONSTITUTION

This Constitution, when adopted by a majority vote of the registered voters of the Tribe, voting at a special election authorized by the Tribal Council, in which at least thirty percent (30%) of those registered to vote shall vote, shall be submitted to the Secretary of the Tribal Council for approval by the Tribal Council. This Constitution shall be permanently effective from the date of such Tribal Council approval.

*Aho* -Temporary Approval this 23rd day of February 2021:

| | |
|---|---|
| | *Goyónimo Redfeather* |
| _____ | _____ |
| **Delmus SongBird Jeffery** | **Goyónimo Redfeather** |
| Tribal Chief | Attorney General |

*Aho* - Permanent Approval: Ratification by Tribal Council:

Approved by a vote and Resolution of the Tribal Council, published on the Tribe's website.

_____

Secretary, Tribal Council

https://5593a1df-5e28-47aa-b6d1-3576a5ecb9b9.filesusr.com/ugd/9169b8_42f174d45fbe4cae925244df4d80d9d5.pdf

**NOW, THEREFORE, BE IT AUTHORIZED** that, under the authority of the CAMB Nation Constitution, and the authority vested in the Cochise Legislative Committee, the CAMB Nation hereby approves the adoption of the Chiricahua Apache Mimbres Band Nation, Title 15, Corporations Act (or simply "CAMB Nation Corporations Act"), the original of which is attached to this signed Enabling Resolution No. **1.00**.

CERTIFICATION

This is to certify that Cochise Legislative Council Resolution No. **1.00** was approved at a regularly scheduled meeting of the Cochise Legislative Council on February 24, 2021, at which a quorum was present, and that this Resolution was adopted by a vote of YES For, 1.00 Opposed, _____ Abstentions. This Resolution has not been rescinded or amended in any way.

Dated this 24 day of FEBRUARY. 2021.

Timothy McKenna Chairperson
Cochise Legislative Council

Dakota River, Recording Secretary
Cochise Legislative Council

Goyónimo Redfeather

Resolution No. **1.00** Approved as to Form and Content
Goyonimo Redfeather
Attorney General

Attorney General & Insurance Commissioner
CAMB Nation
Treaty of 1852

**CHIRICAHUA APACHE MIMBRES BAND NATION**

**TITLE 7, PURPOSE TRUST AUTHORIZATION AND REGULATION ACT**

TREATY OF SANTA FE 1852

**TABLE OF CONTENTS**

**CHIRICAHUA APACHE MIMBRES BAND NATION**
**TITLE 7, PURPOSE TRUST AUTHORIZATION AND REGULATION ACT**

## SECTION 1. CITATION AND DEFINITIONS

1.1 **Citation.** This Act shall be known as Title 7, Chiricahua Apache Mimbres Band Nation Purpose Trust Authorization and Regulation Act.

1.2 **Definitions**. For the purpose of this Act, unless the language or context clearly indicates that a different meaning is intended, the words, terms and phrases defined in this Act have the meaning given to them.

(a) "Authorized Applicant" means a person or entity designated in the Trust Instrument or Deed of Trust who (i) has standing to enforce the provisions of the Purpose Trust or duties of the Trustee, (ii) may seek the re-domiciliation or transfer of the trusteeship or Purpose Trust itself to another jurisdiction; and (iii) has the authority to designate the transfer to a recipient or recipients of any remaining Trust Property upon the conclusion or termination of a Charitable Trust or Non-Charitable Purpose Trust.

(b) "Beneficiary" or "Beneficiaries" means a person or persons that:

(i) are named or identified in the Trust Instrument or Deed of Trust as a beneficiary thereof, and

(ii) may be a class of people or entities or a combination thereof; and

(iii) has a present or future beneficial interest in a Purpose Trust, or in the purposes or trust assets of the Purpose Trust, whether vested or contingent; and

(iv) is alive or in existence or not yet alive or in existence at the date of the commencement of the Purpose Trust; and

(v) may include any person or entity who is not named in the Trust Instrument or Deed of Trust but enjoys any benefit from the Purpose Trust whatsoever, whether economic or not, including the Tribe itself as an economic beneficiary in consideration of any remuneration the Tribe, as Trustee or otherwise, may receive at any point in time pursuant to the Trust Instrument or Deed of Trust.

(c) "Charitable Trust" means a Purpose Trust, or portion thereof, created for a charitable purpose as described in Section 4.

(d) "Council" or "Elected Council" means the Elected Council, or Tribal Council, of the Tribe.

(e) "Declarant" means a person who creates a Purpose Trust by the simple declaration of trust, whether in writing or verbally. The definition of Declarant does not include a Settlor.

(f) "Deed of Trust" means a valid recording, written or testimonial, of the intent to form a Purpose Trust with provisions and terms as recorded and declared that may include instruments or securities relating to debt or equity or security interests with regard to Trust Property; provided, that all Deeds of Trust relating to real property must be in writing.

(g) "Non-Charitable Purpose Trust" means a Purpose Trust created for a non-charitable purpose as described in Section 5.

(h) "Person" means an individual, corporation, limited liability company, trust, partnership, association, joint venture, public body, or any other legal or commercial entity including companies limited by guarantee.

(i) "Property" means anything that may be the subject of ownership, whether real or personal, legal or equitable, or any interest therein.

(j) "Purpose Trust" means a declaration of trust, written or oral, or settled trust by legal instrument established pursuant to this Act that owns Property or exists to effectuate one or more valid purposes regardless of any Property interests of the Purpose Trust or Trustee, as described in Section 3.

(k) "Settlor" means a person who creates a Purpose Trust by the act of contributing Property to a trust for the purpose of creating a trust. The definition of Settlor does not include a Declarant and does not necessarily include a person or persons who contribute Property after the trust is created or settled.

(l) "Terms of a Purpose Trust" means the manifestation of the Settlor or Declarant's intent regarding provisions as expressed in the Trust Instrument or Deed of Trust, if any, or as may be established by other evidence that would be admissible in a judicial proceeding including recorded oral declarations.

(m) "Tribal Council" means the Tribal Council of Chiricahua Apache Mimbres Band Nation.

(n) "Tribal Court" or "Court" means:

(i) the Chiricahua Apache Mimbres Band Nation Tribal Court; or

(ii) any tribal court of another tribe, including the Tohono O'odham Nation Tribal Court in Sells, Arizona, that cooperates with the Tribe for

adjudication of disputes of members of any trip, or those who enter into consensual and contractual relations with any tribe; or

(iii) any inter-tribal court organization the Tribe shall designate to provide tribal court services on a contract basis, including the Insurance Court of Indian Country; or

(iv) The International Tribunal of the Affiliation of Indigenous Nations.

(o) "Tribal Jurisdiction" or "Jurisdiction" means all lands under the jurisdiction of the Tribe pursuant to the Tribal Constitution, including all lands within the boundaries of the Tribe's Reservation or Ancestral Territory, individual Tribal member allotments, whether located on or off the Reservation, and all lands, including Indian fee lands, owned or leased or held in trust by the Tribe, wherever located or restricted fee subject to the United States of American for the benefit, including economic benefit of the Tribe or Tribal members; and/or means all authority over enrolled members of the Tribe, and all non-members of the Tribe who enter into consensual and contractual relations with the Tribe.

(p) "Tribe" or "Tribal" means the Chiricahua Apache Mimbres Band Nation.

(q) "Trust Actor" means any person acting on behalf of a Purpose Trust, with authority granted by the Trustee, Authorized Applicant or Tribal Council to do so.

(r) "Trust Instrument" means an instrument executed by a settlor or instrument created by a declarant or recorded oral recitation that contains terms, provisions, purposes or limitations of the Purpose Trust, including any amendments to the instrument.

(s) "Trust Property" means the assets owned by a Purpose Trust for the purposes set out in the Trust Instrument or Deed of Trust.

(t) "Trustee" means (i) the ultimate beneficial owner of the Purpose Trust or vested owner of the Purpose Trust assets during the term of the Purpose Trust, and (ii) a fiduciary and the person responsible for the realization of the purposes of the Purpose Trust, and includes the original Trustee and any additional Trustee, successor Trustee, or co-Trustee of a Purpose Trust.

## SECTION 2. GENERAL PROVISIONS

2.1 **Authorization of Trusts.** Charitable Trusts and Non-Charitable Purpose Trusts are hereby authorized under the laws of the Tribe.

2.2 **Purposes for which a Purpose Trust may be created**. A Purpose Trust may be created for any purpose, charitable or non-charitable, under the terms of a Trust Instrument or Deed of Trust.

2.3 **Purpose Trust need not be for exclusive benefit of Beneficiaries**. The Terms of a Purpose Trust need not be or the exclusive benefit of Beneficiaries, whether or not the Beneficiaries are ascertainable.

2.4 **Applicable Law**. Any Purpose Trust created under this Act is governed by Tribal law wheresoever the Trustee or Trust Property may be located. Any Purpose Trust created under this Act shall also abide by all applicable United States federal laws. If a state, within the United States, is deemed to have applicable law by a court of competent jurisdiction, then the Trust is also required to abide by such applicable state law.

2.5 **Tribal regulatory and adjudicatory jurisdiction**. Any person or entity (i.e. Settlor, Declarant, Trustee, Authorized Applicant or other Trust Actor) involved in the creation of a Purpose Trust or the carrying out of the purposes thereof must expressly consent to the regulatory and adjudicatory jurisdiction of the Tribe and the Tribal Court.

2.6 **Judicial Orders.** Any Purpose Trust created under this Act, as well as its Settlor, Declarant, Trustee, Authorized Applicant, Beneficiaries, and other Trust Actors, is required to abide by any judicial order from the Tribal Court and any other court of competent jurisdiction.

2.7 **Choice of law.** To the extent necessary, the Tribal Court may utilize the laws of other tribes, United States federal Indian law and other federal law, and the trust and probate laws of any state as guidance; *provided*, that, the laws of the Tribe are primary authority and the laws another tribe or of any state of the United States are not binding upon the Tribal Court.

2.8 **Construction**. Nothing in this Act shall be construed as consenting to the regulatory or adjudicatory jurisdiction of any government other than the Tribe, including, but not limited to, the laws of another tribe or any state.

2.9 **Delegation of Authority**. The Trustee, Authorized Applicant or Tribal Council shall be entitled to delegate all or a portion of the Trustee's duties under a Purpose Trust to one or more Trust Actors.

2.10 **Sovereign immunity of the Tribe not waived**. By the adoption of this Act, the Tribe does not, nor does any Tribal entity, waive its sovereign immunity or consent to suit in any court – federal, Tribal, state, or international court or tribunal. Neither the adoption of this Act, nor the creation of any Trust hereunder, nor the delegation of any duties by the Trustee, Authorized Applicant or Tribal Council shall be construed to be a waiver of the sovereign immunity of the Tribe or any Tribal entity or a consent to suit against the Tribe or any Tribal entity in any such court. Absent the Tribe's express consent otherwise, or an express act of Congress, the Tribe, at all times, maintains its sovereign immunity from subpoena enforcement attempting to compel production of Tribal documents.

2.11 **Liability**. The Tribe is not liable for the civil or criminal actions of a Purpose Trust created pursuant to this Act, including, without limitation, the actions of the Trustee, Authorized Applicant or any Trust Actor of such a Purpose Trust. Trust Property is not subject to the personal obligations of the Trustee, even if the Trustee becomes insolvent or bankrupt.

2.12 **Privacy.** The Tribe shall not disclose the terms of, or any other information concerning, any Purpose Trust, including the purposes therefor or created pursuant to this Act unless necessary to the implementation of the Trust Instrument or Deed of Trust purposes or unless required by order of a court of competent jurisdiction.

2.13 **Conflicts.** To the extent the terms of a Trust Instrument or Deed of Trust conflicts with the provisions of this Act, the provisions of this Act shall control.

2.14 **Reservation of right**. The Tribe reserves the right to amend or repeal the provisions of this Act. A Purpose Trust created and governed by this Act is subject to this reserved right.

2.15 **Enforcement of purpose of the Purpose Trust by Authorized Applicant**. The purposes of a Purpose Trust may be enforced by the Authorized Applicant designated in the Trust Instrument or Deed of Trust and if no Authorized Applicant is acting pursuant to the terms thereof the Tribal Court may appoint one or more Authorized Applicants and successor Authorized Applicants. No Purpose Trust may fail for want of an Authorized Applicant. An Authorized Applicant may petition for, consent to, waive, or object to any matter regarding a Purpose Trust with regard to the purpose of the trust which the Authorized Applicant represents or concerning the administration of the Purpose Trust. Authorized Applicants are fiduciaries and, except as otherwise provided in the Trust Instrument or Deed of Trust, are entitled to reasonable compensation as determined by the Trustee. An Authorized Applicant may resign or be removed by the terms of the Trust Instrument or Deed of Trust.

2.16 **Exhaustion of Tribal Court Remedies**. The Tribe reserves the right to insist upon exhaustion of remedies to resolve disputes or controversies in the Tribal Court, including Tribal Court of Appeals, before resorting to resolution of disputes or controversies in any other forum.

2.17 **Discretion of Trustee of Purpose Trust**. Except as otherwise provided in the Trust Instrument or Deed of Trust, a Trustee of a Purpose Trust is vested with full discretion in (a) interpreting the purposes of the Purpose Trust consistent with the terms of the Trust Instrument or Deed of Trust; and (ii) applying, distributing, or expending principal and income to further the purposes of thereof.

2.18 **No rule against perpetuities**. Neither the common law rule against perpetuities, nor any rule restricting the accumulation of income, or any common law rule limiting the duration of a Purpose Trust is in force under Tribal law, nor shall any such rules of the United States federal government, or any other tribal or any state or jurisdiction whatsoever shall apply to Purpose Trusts created hereunder.

## SECTION 3. PURPOSE TRUSTS

3.1 **Separate Legal Existence.** A Purpose Trust is a separate legal person that, is considered a legal member of the Tribe, that embodies a relationship created at the direction or declaration of a person (legal or natural), in which:

(a) one or more persons, as Trustee, hold Property subject to certain duties to use and protect the Trust Property for a particular purpose, which may include the benefit of others; or acts on behalf of the Purpose Trust or in pursuit of the stated purposes or objects of the Purpose Trust; whether for charitable or non-charitable purposes; and

(b) operates in a fiduciary capacity for the benefit of the Beneficiaries, if any, or for the purposes that the Purpose Trust was created; and

(c) in all respects, includes the incidental economic and societal benefit to the Tribe, its members, agents, independent contractors or intended beneficiaries of the Tribe resulting from any fees, costs, expenses or other dispensation paid to the Trustee or Tribe during the creation, term or upon the termination of any such Purpose Trust.

3.2 **Purpose Trust enforceable although not funded or without res, corpus, or assets**. A Purpose Trust is valid and enforceable even though it may not be funded at a given time, or from time to time, or does not initially have any res or corpus or otherwise contain any asset of any nature. A Purpose Trust is valid and enforceable even though its res is neither ascertainable nor identifiable at the time of the Purpose Trust's creation. No Trustee, Authorized Applicant, or Trust Actor has any duty prior to the time a Purpose Trust has a res, corpus, or any asset.

3.3 **Interest of beneficiary or others not reachable by creditors**.

(a) No creditor may reach an interest of a Beneficiary or of any other person on the grounds that the Beneficiary or other person holds, either alone or in conjunction with another person, either or both of the following:

(i) An unconditional or conditional power to remove a Trustee; or

(ii) An unconditional or conditional power to replace a Trustee.

(b) The powers to remove or replace a Trustee are personal to the power holder.

(c) No court may order, direct, or otherwise compel a power holder to directly or indirectly exercise the power to remove or replace a Trustee for the purpose of directly or indirectly satisfying, either in whole or in part, any claim or judgment against the power holder or a Beneficiary.

(d) The powers to remove or replace a Trustee, whether exercisable alone or in conjunction with another person, are not a property interest.

(e) No creditor may reach an interest of a Beneficiary on the grounds that the Beneficiary is also a Trustee or a co-Trustee and no court may foreclose against such an interest. No court may order, direct, or otherwise compel a distribution because the Beneficiary is then serving as a Trustee or co-Trustee.

3.4 **Hybrid Purpose Trusts.**

(a) A hybrid Purpose Trust which meets the definition of a Purpose Trust in Sections 4(b)(ii) or 5, inclusive, and also includes one or more Beneficiaries is valid and may be performed.

(b) In a hybrid Purpose Trust when the interests of the Beneficiaries and purposes are concurrent, the Trustee shall maintain not less than two separate shares, one for the Beneficiaries; and a second for the purposes, and the Trustee may be liable to the Beneficiaries for the actual damages caused thereby, if any, for failing to do so.

(c) A hybrid Purpose Trust my contain a spendthrift provision.

3.5 **Factors which are not dominion and control over a Purpose Trust**. In the event that a party challenges a Settlor or a Beneficiary's influence over a Purpose Trust, none of the following factors, alone or in combination, may be considered dominion and control over a Purpose Trust:

(a) The Settlor or a Beneficiary serving as a Trustee or a co-Trustee as described in Section 3.3;

(b) The Settlor or a Beneficiary holds an unrestricted power to remove or replace a Trustee;

(c) The Settlor or a Beneficiary is a general partner of a partnership, a manager of a limited liability company, an officer of a corporation, or any other managerial function of any other type of entity, and part or all of the Trust Property consists of an interest in the entity;

(d) A person related by blood or adoption to the Settlor or a Beneficiary is appointed as Trustee;

(e) The Settlor's or a Beneficiary's agent, accountant, attorney, financial advisor, or friend is appointed as Trustee;

(f) A business associate is appointed as a Trustee;

(g) A Beneficiary holds any power of appointment over any or all of the Trust Property;

(h) The Settlor holds a power to substitute Property of equivalent value;

(i) The Trustee may loan Trust Property to the Settlor for less than a full and adequate rate of interest or without adequate security;

(j) The distribution language provides any discretion;

(k) The Purpose Trust has only one Beneficiary eligible for current distributions; or

(l) The Beneficiary serving as a trust advisor for investments held by the Purpose Trust.

3.6 **Factors which are insufficient evidence that Settlor controls or is alter ego of Trustee**. Absent clear and convincing evidence, no Settlor of a Purpose Trust may be deemed to be the alter ego of a Trustee. The following factors by themselves or in combination are not sufficient evidence for a court to conclude that the Settlor controls a Trustee or is the alter ego of a Trustee:

(a) Any combination of the factors listed in Section 3.5;

(b) Isolated occurrences where the Settlor has signed checks, made disbursements, or executed other documents related to the Purpose Trust as a Trustee, when in fact the Settlor was not a Trustee;

(c) Making any requests for distributions on behalf of Beneficiaries; or

(d) Making any requests to the Trustee to hold, purchase, or sell any Trust Property.

3.7 **Trust declaration that Beneficiary's interest subject to spendthrift trust--Payment of Beneficiary expenses.** A declaration in a Purpose Trust that the interest of a Beneficiary shall be held subject to a spendthrift trust is sufficient to restrain voluntary or involuntary alienation of a beneficial interest by a Beneficiary to the maximum extent provided by law. Regardless of whether a Beneficiary has any outstanding creditor, a Trustee of a spendthrift trust may directly pay any expense on behalf of such Beneficiary and may exhaust the income and principal of the Purpose Trust for the benefit of such Beneficiary. No Trustee is liable to any creditor for paying the expenses of a Beneficiary of a spendthrift trust.

3.8 **Application of spendthrift provision**. A spendthrift provision applies to both distribution interests and remainder interests. A spendthrift provision is a material provision of a Purpose Trust.

3.9 **Action for fraudulent transfer of Settlor's assets**. Notwithstanding any other provision of law, no action of any kind, including an action to enforce a judgment entered by a court or other body having adjudicative authority, may be brought at law or in equity for an attachment or other provisional remedy against Property that is the subject of a Purpose Trust or for avoidance of a transfer to a Purpose Trust unless the Settlor's transfer of Property was made with the intent to defraud that specific creditor.

## SECTION 4. CHARITABLE TRUSTS

4.1 A Charitable Trust is a Purpose Trust that:

(a) is created or set up for one or more charitable purposes;

(b) and contains one of the following attributes:

(i) it expressly designates one or more charitable organizations, or one or more classes of charitable organizations, to receive distributions as Beneficiaries of the Charitable Trust unless the combined interests of all charitable Beneficiaries are negligible or all charitable Beneficiaries are remote interest Beneficiaries; or

(ii) is created without a definite or definitely ascertainable Beneficiary for the purpose of relieving poverty, advancing education, promoting health, promoting governmental purposes, or promoting any other purpose beneficial to the community, but that does not contain contingencies that make the charitable interest negligible. A Charitable Trust without a Beneficiary, pursuant to this subsection, shall be referred to as a Charitable Purpose Trust.

4.2 If the terms of a Charitable Trust do not indicate a particular charitable purpose or Beneficiary, the Tribal Court may select one or more charitable purposes or Beneficiaries. The selection must be consistent with the Settlor's intention to the extent that intent can be ascertained.

4.3 The Settlor of a Charitable Trust, the Tribe's Trust Council, or other persons authorized by law or the Trust Instrument or Deed of Trust, may maintain a proceeding in the Tribal Court to enforce the Charitable Trust.

4.4 The Tribal Court may modify or terminate a Charitable Trust if said trust no longer serves its intended purpose or ceases to hold any assets or resources to support its charitable beneficiaries.

## SECTION 5. NON-CHARITABLE PURPOSE TRUSTS

5.1 Notwithstanding anything contained in this Act or in any other Tribal Act to the contrary, a Purpose Trust may be created for a non-charitable purpose without a definite or definitely ascertainable Beneficiary or for a non-charitable but otherwise legal and valid purpose, including, but not limited to, legal and valid non-charitable business purposes, to be selected by the Settlor or Declarant in the Trust Instrument or Deed of Trust. For the purposes of this Section 5, the phrase "legal and valid purpose" shall mean any purpose that does not promote or facilitate the violation of Tribal law, United States federal law, or any other law deemed applicable by a court of competent jurisdiction.

5.2 A Non-Charitable Purpose Trust does not require a Beneficiary.

5.3 The Trust Property of a Non-Charitable Purpose Trust may only be applied to its intended use as set forth in the Trust Instrument or Deed of Trust. When such purpose is fulfilled or ceases to exist, as evidenced by a declaration of the Authorized Applicant, then all of the remaining Trust Property shall be distributed as directed in the Trust Instrument or Deed of Trust.

In the event that the Trust Instrument or Deed of Trust is silent as to the distribution of such Trust Property upon the fulfillment or cessation of the trust purpose, the Trustee shall distribute the remaining Trust Property to the Settlor or Declarant, if either such person is then living or in existence; and if not then living or in existence, to the Trustee or its designee.

5.4 The administration of a Non-Charitable Purpose Trust created pursuant to this section may provide, direct, indirect, incidental, or discretionary benefits, compensation, remuneration or other resources to persons in support of the non-charitable purpose, including, without limitation, the Trustee and its independent contractors; provided, that the Non-Charitable Purpose Trust is administered to achieve the non-charitable business purpose thereof.

5.5 **Annual Non-Charitable Purpose Trust Fee.** In addition to the registration fee required by Section 7.5 of this Act, a Non-Charitable Purpose Trust must pay an annual fee to the Tribe as set forth in a published scale of fees set by the Tribal Council or its designate. The Tribal Council may, in its discretion, adjust or modify the annual fee at any time; *provided*, that any adjustment in the annual fee shall not be applicable until the following annual fee becomes due.

5.6 If the annual Non-Charitable Purpose Trust fee is not paid within nine (9) months of its due date, the Non-Charitable Purpose Trust shall automatically terminate by operation of Tribal law, and its Trustee shall distribute the Trust Property of the Non-Charitable Purpose Trust in accordance with the terms thereof. If the Trustee does not take appropriate action to distribute the Trust Property of the Non-Charitable Purpose Trust, the Tribe's Attorney General or the Authorized Applicant may file an action in the Tribal Court to compel the distribution thereof.

5.7 So long as the annual Non-Charitable Purpose Trust fee is paid pursuant to Sections 5.5 and 5.6, the Non-Charitable Purpose Trust shall exist and be enforceable in perpetuity or until it is terminated by the express terms of the Trust Instrument or Deed of Trust or by order of the Tribal Court.

## SECTION 6. TRANSFER OF PURPOSE TRUSTS

6.1 A Purpose Trust, whether charitable or non-charitable, may be transferred to another Trustee and/or to another jurisdiction upon the written application by any one of the following:

(a) The Trustee, if such Trustee is retiring, resigning or otherwise ceasing to perform its duties as Trustee thereunder;

(b) The Settlor or Declarant in accordance with the terms of the Trust Instrument or Deed of Trust;

(c) The Authorized Applicant; or

(d) The Tribal Council upon the order of the Tribal Court; or

(e) as otherwise in accordance with the terms of the Trust Instrument or Deed of Trust upon application to the Tribal Council.

## SECTION 7. CREATION OF PURPOSE TRUSTS

7.1 **Creation**. A Purpose Trust may be created only to the extent the purposes of the Purpose Trust are lawful as set forth in Sections 2.2 and 5.1, and are not contrary to public policy of the United States of America or any tribe or state where the Purpose Trust is operational.

7.2 **Requirements**. A Purpose Trust shall be created and valid only if all of the following requirements are met:

(a) The Settlor or Declarant has the legal capacity to create a Purpose Trust;

(b) The Settlor or Declarant indicates an intention to create the Purpose Trust;

(c) The Trustee has duties to perform its obligations under the terms of the Trust Instrument or Deed of Trust;

(d) The Trust Instrument or Deed of Trust is filed with the Tribal Council;

(e) The Trust Registration Fee is paid pursuant to Section 7.5; and

(f) The Tribal Council approves the Trust Instrument or Deed of Trust pursuant to Section 7.3.

7.3 **Review and Approval of Trust Instrument or Deed of Trust.** The Tribal Council or designee thereof of the Tribe shall review each proposed Trust Instrument or Deed of Trust filed for registration. If a Trust Instrument or Deed of Trust conforms to this Act, the Tribal Council shall approve the Trust Instrument or Deed of Trust and affix a stamp or other mark denoting the Purpose Trust as approved and the date upon which approval occurred.

7.4 **Required Provisions.** Each Trust Instrument or Deed of Trust shall include the following provisions:

(a) Providing that, where applicable, the Purpose Trust, Settlor, Declarant, Trustee, Beneficiaries and Authorized Applicant, and all other Trust Actors expressly consent to the regulatory and adjudicatory jurisdiction of the Tribe and the Tribal Court.

(b) Providing that the Purpose Trust, Settlor, Declarant, Trustee, Beneficiaries and Authorized Applicant, and all other Trust Actors shall comply with this Act, all other Tribal law, United States federal law, and any state law deemed to be applicable by the Tribal Court.

(c) Providing that the Purpose Trust, Settlor, Declarant, Trustee, Authorized Applicant and all other Trust Actors indemnify and hold harmless the Tribe from and

against any causes of actions, liabilities, damages and expenses, including reasonable attorneys' fee, incurred by the Tribe with respect to any willful misconduct or gross negligence on the part of the Settlor, Declarant, Trustee, Authorized Applicants or any Trust Actor.

7.5 **Purpose Trust Registration Fee.** Unless a waiver is obtained by the Tribal Council, a Settlor or Declarant shall pay the following fee upon the registration of a new or modified Purpose Trust:

(a) Charitable Purpose Trust – $250.00.

(b) Non-Charitable Purpose Trust (with Beneficiaries) - $1,000.00.

(c) A hybrid Non-Charitable Purpose Trust - $750.00.

(d) Non-Charitable Purpose Trust (without Beneficiaries) - $1,000.00.

The Purpose Trust Registration Fee shall be non-refundable, even if a Trust Instrument or Deed of Trust is not approved by the Tribal Council as set forth in Section 7.3.

## SECTION 8. MODIFICATION AND TERMINATION OF PURPOSE TRUSTS

8.1 **Modification of Purpose Trusts.**

(a) Unless otherwise provided by applicable Tribal law, a Trust Instrument or Deed of Trust may be modified by the Settlor; *provided*, that any modification of such Trust Instrument or Deed of Trust must comply with this Act.

(b) A modified Trust Instrument or Deed of Trust must promptly be filed with the Tribal Council along with a Purpose Trust Modification Fee of $100.00; provided, however, that if such modification completely changes all of the Beneficiaries, if any, or all of the stated purposes of the Purpose Trust, then a new Purpose Trust Registration Fee must be paid at the time of filing.

(c) In addition to modification by the Settlor under Section 8.1, a Trustee, Beneficiary, or Authorized Applicant of the Tribe may commence proceedings in the Tribal Court to modify a Purpose Trust.

8.2 **Termination of Trusts**. Unless otherwise provided by applicable Tribal law, a Purpose Trust terminates:

(a) To the extent the Purpose Trust is revoked as evidenced by a declaration of the Authorized Applicant or expires pursuant to the terms thereof;

(b) If no purpose of the Purpose Trust remains to be achieved, as evidenced by a declaration of the Authorized Applicant; or

(c) To the extent one or more of the purposes of the Purpose Trust have become (i) unlawful pursuant to legislation of the United States Congress or any tribe or state where the Purpose Trust is operational, or (ii) contrary to public policy of the United States of America or any tribe or state where the Purpose Trust is operational.

8.3 **Distribution of Purpose Trust Assets**. Upon termination of a Purpose Trust, the Trustee shall distribute the Trust Property according to the terms of the Trust Instrument or Deed of Trust. If the Trust Instrument or Deed of Trust does not account for the complete distribution of the Trust Property, the remaining Trust Property shall be distributed to the to the Settlor or Declarant, if either such person is then living or in existence; and if not then living or in existence, to the Trustee or its designee. If there are no living or existing successors in interest when the distribution is made, the Trust Property shall escheat to the Tribe.

## SECTION 9. REGULATION AND ENFORCEMENT AGAINST PURPOSE TRUSTS

9.1 **Authority of Attorney General**. The Attorney General of the Tribe shall have authority to enforce the provisions of this Act against a Purpose Trust created pursuant to this Act and may file proceedings in the Tribal Court for enforcement against a Purpose Trust, a Trustee, a Settlor, a Declarant, a Beneficiary, an Authorized Applicant, and any other Trust Actor for that purpose.

9.2 **Violation of Applicable Laws**. Any violation of applicable Tribal law, United States federal law, or state law deemed applicable by the Tribal Court by the Settlor, Trustee, Authorized Applicant or any Trust Actor may result in any combination of the following:

(a) Termination of the Purpose Trust;

(b) Civil penalties assessed on the Purpose Trust, Trustee, Settlor, or other Trust Actor; and/or

(c) Any other penalty the Tribal Court deems just and proper.

**AS ENACTED, ENABLED, ADOPTED AND CERTIFIED BY THE CHIRICAHUA APACHE MIMBRES BAND NATION, TRIBAL COUNCIL**

**August 18, 2023**

**SEE ATTACHED TRIBAL COUNCIL RESOLUTION No. 7**

# Chiricahua Apache Mimbres Band Nation
# Tribal Enabling Authorization

Tribal Resolution No. **7.00**
Date: August 17, 2022
Subject: Ratification of Title 7, Purpose Trust Authorization and Regulation Act

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**WHEREAS**, we, the Chiricahua Apache Mimbres Nation, were federally recognized in 1848 by the federal government of the Country of Mexico in the Treaty of Guadalupe Hidalgo. We Chiricahua Apache understand that the Treaty's references to "*any savage tribe*" (Article IV), plus "*savage tribes*" and "*Indians*" (Article XI) were references to the Chiricahua Apache;

**WHEREAS**, we, the Chiricahua Apache Mimbres Nation (now in modern times abbreviated as "CAMB Nation"), were recognized in 1852 by the United States of America. The CAMB Nation is an historical Indian nation, federally-recognized by the Treaty of Santa Fe, 1852, along with several other treaties;

**WHEREAS**, our great chief, Chief Mangas Coloradas of the Chiricahua Apache (now in modern times abbreviated as "CAMB Nation"), and the United States signed the Treaty of Santa Fe in New Mexico Territory on July 1, 1852;

**WHEREAS**, the Treaty of Santa Fe was duly ratified by the U.S. Senate on March 23, 1853 (10 Stat., 979) and proclaimed by President of the United States Franklin Pierce on March 25, 1853;

**WHEREAS**, the Treaty of Santa Fe, Article 9, states verbatim that we Apache agreed that the government:

> 9. *"[S]hall at its earliest convenience designate, settle, and adjust their (our) territorial boundaries, and pass and execute in their (our) territory such laws as may be deemed conducive to the prosperity and happiness of said Indians."* [Parenthetical "our" added.]

**WHEREAS**, the federal government of the United States has not yet settled our vested land claims as promised in Article 9 of the Treaty of Santa Fe;

**WHEREAS**, Article 11 of the Treaty of Santa Fe of 1852 was subject to modifications and amendments by the United States government;

**WHEREAS**, despite Article 11 of the Treaty of Santa Fe of 1852, the Treaty has never been abrogated;

**WHEREAS**, non-recognition of a tribe by, for example, lack of placement on the CFR list of federally-recognized tribes, "can have no impact on vested treaty rights." *Burt Lake Band of Ottawa and Chippewa Indians v. Norton*, 217 F. Supp. 2d 76, 79 (D.D.C. 2002), quoting *United States v. Washington*, 520 F.2d 676, 692-93 (9th Cir. 1975);

**WHEREAS**, implicit in the signing of a treaty is the recognition of a tribe and its inherent sovereignty to enter a treaty. *Timpanogos Tribe v. Conway*, 286 F.3d 1195, 1202 (10th Cir. 2002);

**WHEREAS**, Treaties between Indians and the United States should be interpreted as the Indians understood them (*Worcester v. Georgia*, 31 U.S. (6 Pet.) 515, 551 (1832));

**WHEREAS**, the CAMB Nation desires to advance both its governmental functions;

**WHEREAS**, the CAMB Nation desires to advance its economic security and the welfare of its members, and to promote is own self-determination;

**WHEREAS**, the CAMB Nation is a sovereign nation with the power to make our own laws and to be governed by those laws (*Williams v. Lee,* 358 U.S. 217, 221-222 (1959));

**WHEREAS**, the federal government of the United States forbids states to exercise jurisdiction where it would infringe on the rights of Indians to govern themselves (*Williams v. Lee*);

**WHEREAS**, the United Nations has acknowledged the rights of indigenous peoples by promulgation of the United Nations Declaration of Right of Indigenous Peoples ("UNDRIP"), to which the United States (2016) and Mexico (2007) are signatory members;

**WHEREAS**, Mexico is a signatory to the Indigenous and Tribal Peoples Convention (ILO Convention 169), which seeks to protect rights strongly associated with self-determination of indigenous peoples, and Mexico lists protections for indigenous peoples in its Constitution;

**WHEREAS,** we, the Chiricahua Apache Mimbres Band Ndé Nation ("CAMB Nation") are a Government based upon a Constitution;

**WHEREAS**, in the event of any ambiguity or conflict between the wording of any resolution, act, code, ordinance of statute, and the CAMB Nation Constitution, the wording of the CAMB Nation Constitution takes precedent and controls;

**WHEREAS,** we, the CAMB Nation, acknowledge that the federal government of the United States regulates the affairs of Indian tribes under the Indian Commerce Clause of the United States Constitution, and as part of that regulation, limits or prohibits state interference or regulation of Indian tribes and nations;

**WHEREAS**, our passing of any resolution is an exercise of tribal sovereignty that has a direct effect on the political integrity; economic security; health and welfare of our CAMB Nation;

**WHEREAS**, we, the CAMB Nation, have not waived our sovereign immunity from suit for governmental activities conducted on or off of tribally-owned land or other lands, wherever located, when such activities are an expression or exercise of our CAMB Nation's sovereignty; and

**WHEREAS**, resolutions and enabling acts are numbered sequentially, regardless of time.

This resolution is for the ratification of the Title 7, Purpose Trust Authorization and Regulation Act. Upon an affirmative and unanimous vote by Tribal Council, this act will be approved, adopted, and enabled as tribal legislation.

**NOW, THEREFORE**, **THIS RESOLUTION** is passed under the authority of the CAMB Nation Constitution and duly recorded in the Minutes of the Tribal Council.

Dated this 17 day of August.

Devorah *WhiteHorse* Jensen
Principal Tribal Chief

Yvonne *Wise Raven* Young
Member Tribal Council

Juan *Black Cloud* Cantu
Member Tribal Council

Kimberly *White Wolf* Herrera
Member Tribal Council

*Goyonimo Redfeather*

Approved as to Form and Content
*Goyonimo Redfeather*
Attorney General

# Title 15

# Corporations Act

A Legislative Act of the Cochise Legislative Council,
**Chiricahua Apache Mimbres Band Tribal Nation**,
an Historical Indian Nation

**Treaty of 1852**

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## NONPROFIT CORPORATIONS

**Section 1. Short Title**

This Title shall be known and may be cited as the "Chiricahua Apache Mimbres Band Tribal Nation Corporation Act" or simply "CAMB Nation Corporation Act". It may also be referred to as the "CAMB Nation Business Corporation Act", "the CAMB Nation Business Corporations Code", or "the CAMB Nation Business Corporation Ordinance".

**Section 2. Definitions**

As used in this Title, unless the context otherwise requires, the term:

(a) "Articles of Incorporation" means the original or restated articles of incorporation or articles of consolidation and all amendments thereto including articles of merger;

(b) "Authorized Shares" means the shares of all classes which a company limited by shares is authorized to issue;

(c) "Capital Surplus" means the entire surplus of a corporation other than its earned surplus;

(d) "Constitution" means the governing document, controlling over all other laws, of the Chiricahua Apache Mimbres Band Tribal Nation', adopted on February 23, 2021 The Constitution, like all constitutions, is an organic document to be amended over time as times and events necessitate. The Constitution has been published at https://www.cambnation.com/constitution;

(e) "Corporation" means a business entity organized as "incorporated", a "corporation", "a body corporate:, or a "body politic". "Corporation", "Domestic Corporation" or "company" means a corporation or company limited either by shares or limited by guarantee, or a combination of both capital and guarantee, which is not a foreign corporation, incorporated under this Title;

(f) "Earned Surplus" means the portion of the surplus of a corporation equal to the balance of its net profits, income, gains and losses from the date of incorporation, or from the latest date when a deficit was eliminated by an application of its capital surplus or stated capital or otherwise, after deducting subsequent distributions to shareholders and transfers to stated capital and capital surplus to the extent such distributions and transfers are made out of earned surplus. Earned surplus shall also include any portion of surplus allocated to earned surplus in mergers, consolidations or acquisitions of all or substantially all of the outstanding shares or of the property and assets of another corporation, domestic or foreign;

(g) "Employee" includes officers but not directors. A director may accept duties which make him also an employee;

(h) "Foreign Corporation" means a corporation for profit organized under laws other than the laws of this Nation for a purpose or purposes for which a corporation may be organized under this Act;

(i) "Insolvent" means inability of a corporation to pay its debts as they become due in the usual course of its business;

(j) "Jurisdiction" means Indian Country as defined in 18 U.S.C. 11151. Under no circumstances does the CAMB Nation imply, concede, or grant any jurisdiction or authority to any state. All sovereignty of the CAMB Nation is reserved and nothing in this Act should be interpreted as a waiver;

(k) "Net Assets" means the amount by which the total assets of a corporation exceed the total debts of a corporation;

(l) "Prosecutor" or "Attorney General" shall mean the Attorney General of the CAMB Nation, who may be appointed by the Chief of the CAMB Nation. Such appointment shall be in writing by way of either a Resolution or an Authorization. Such appointment shall be binding upon CAMB Nation whether ratified or not ratified by the Tribal Council, other body, or other person, at any time;

(m) "Reservation" shall mean all lands within the exterior boundaries of the CAMB Nation, whether fee land, trust land, or Indian Country land set aside for the Chiricahua Apache Indians by the Bureau of Indian Affairs, if any, established pursuant to Resolutions of the CAMB Nation, including all lands in which the Nation holds legal title for the benefit of its Members;

(n) "Secretary" means the Secretary of the CAMB Nation. During periods of vacancy in the office of the Secretary, the duties will be performed by the Attorney General;

(o) "Shares" means the units into which the proprietary interests in a company limited by shares are divided;

(p) "Shareholder" or "member" means, as the context so requires, either (i) one who is a holder of record of shares in a corporation, or (ii) a member limited by guarantee. If the articles of incorporation or the by-laws so provide, the board of directors may adopt by resolution a procedure whereby a shareholder of the corporation may certify in writing to the corporation that all or a portion of the shares registered in the name of such shareholder are held for the account of a specified person or persons. The resolution shall set forth:

(1) The classification of shareholder who may certify:

(i) The purpose or purposes for which the certification may be made; and

(ii) The form of certification and information to be contained therein.

(2) If the certification is with respect to a record date or closing of the stock transfer books, the time after the record within which the certification must be received by the corporation; and

(3) Such other provisions with respect to the procedure as are deemed necessary or desirable.

Upon receipt by the corporation of a certification complying with the procedure, the persons specified in the certification shall be deemed, for the purpose or purposes set forth in the certification, to be the holders of record of the number of shares specified in place of the shareholder making the certification;

(q) "Stated Capital" means, at any particular time, the sum of:

(1) The par value of all shares of the company limited by shares having a par value that have been issued;

(2) The amount of the consideration received by the corporation for all shares of the corporation without par value that have been issued, except such part of the consideration therefor as may have been allocated to capital surplus in a manner permitted by law; and

(3) Such amounts not included in clauses (1) and (2) of this paragraph as have been transferred to stated capital of the corporation, whether upon the issue of shares as a share dividend or otherwise, minus all reductions from such sum as have been effected in a manner permitted by law. Irrespective of the manner of designation thereof by the laws under which a foreign corporation is organized, the stated capital of a foreign corporation shall be determined on the same basis and in the same manner as the stated capital of a domestic corporation, for .the purpose of computing fees, franchise taxes and other charges imposed by this Act.

(r) "Subscriber" means one who subscribes for shares in a corporation, whether before or after incorporation;

(s) "Surplus" means the excess of the net assets of a corporation over its stated capital;

(t) "Treasury Shares" means shares of a corporation which have been issued, have been subsequently acquired by and belong to the corporation, and have not, either by reason of the acquisition or thereafter, been cancelled or restored to the status of authorized but unissued shares. Treasure shares shall be deemed to be "issued" shares, but not "outstanding" shares; and

(u) "Tribal Court" or "Court" means the Courts of the CAMB Nation.

**Section 3. Gender References**

References to "him" shall include him or her.

**Section 4. Ambiguity or Conflict**

In the event of any ambiguity or conflict between the wording of any statute, ordinance, code, or act, and the CAMB Nation Constitution, the wording of the Constitution shall take precedence and control.

## CHAPTER ONE
## SUBSTANTIVE PROVISIONS

### Section 101. Constitution of Corporations

(a) Subject to the requirements of this Title, one or more persons may, by subscribing to articles of incorporation, incorporate a corporation under this Title.

(b) The liability of shareholders of a corporation may, according to the articles of incorporation:

(1) be limited either to the amount, if any, unpaid on the shares respectively held by them (in this Title, a "company limited by shares");

(2) be limited to such amount as the members may respectively undertake by the articles of incorporation to contribute to the assets of the corporation in the event of its being wound up (in this Title, "a company limited by guarantee"); or

(3) have no limit placed on the liability of its shareholders (in this Title, "an unlimited liability company).

(c) Without affecting anything contained in this Title, a corporation may be limited both by shares and by guarantee and any reference in this Title, to a company limited by shares or to a company limited by guarantee shall so far as appropriate include a corporation limited both by shares and by guarantee.

(d) Corporations may be organized under this Title for any lawful purpose or purposes.

(e) Lawful purposes may include financial services, such as banking, broker-dealer, securities, stock brokerage, insurance, reinsurance, surety, blockchain, cryptocurrencies, among others.

### Section 102. General Powers

Each corporation shall have power:

(a) To have perpetual succession by its corporate name. unless a limited period of duration is stated in its articles of incorporation.

(b) To sue and be sued, complain and defend, in its corporate name.

(c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money and use its credit to assist its employees.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interests in, or obligations of other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, tribe, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgages or pledge of all or any of its property, franchises or investments.

(i) To conduct its business, carry on its operations and have offices and exercise the powers granted by this Act, within or without this jurisdiction.

(j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(1) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of the CAMB Nation for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or education purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

(p) To be a promoter, partner, members, associate, or manager of any partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purpose.

(r) To operate in accordance with the Constitution of the Chiricahua Apache Mimbres Band Tribal Nation.

**Section 103. Indemnification of Officers, Directors, Employees and Agents**

(a) A corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) A corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) or (b), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under subsections (a) or (b) (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsections (a) or (b). Such determination shall be made:

(1) By the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or

(2) If such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs by independent legal counsel in a written opinion, or

(3) By the shareholders.

(e) Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in subsection (d) upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this section.

(f) The indemnification provided by this section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) A corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this section.

**Section 104. Right of Corporation to Acquire and Dispose of Its Own Shares**

A corporation shall have the right to purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, but purchases of its own shares, whether direct or indirect, shall be made only to the extent of unreserved and unrestricted earned surplus available therefor, and, if the articles of incorporation so permit or with the affirmative vote of the holders of a majority of all shares entitled to vote thereon, to the extent of unreserved and unrestricted capital surplus available therefor.

To the extent that earned surplus or capital surplus is used as the measure of the corporation's right to purchase its own shares, such surplus shall be restricted so long as such shares are held as treasury shares, and upon the disposition or cancellation of any such shares the restriction shall be removed to that extent.

Notwithstanding the foregoing limitation, a corporation may purchase or otherwise acquire its own shares for the purpose of:

(a) Eliminating fractional shares.

(b) Collecting or compromising indebtedness to the corporation.

(c) Paying dissenting shareholders entitled to payment for their shares under the provisions of this Title.

(d) Effecting, subject to the other provisions of this Title, the retirement of its redeemable shares by redemption or by purchase at not to exceed the redemption price. No purchase of or payment for its own shares shall be made at a time when the corporation is insolvent or when such purchase or payment would make it insolvent.

**Section 105. Defense of Ultra Vires**

No act of a corporation and no conveyance or transfer of real or personal property to or by a corporation shall be invalid by reason of the fact that the corporation was without capacity or power to do such act or to make or receive such conveyance or transfer, but such lack of capacity or power may be asserted:

(a) In a proceeding by a shareholder against the corporation to enjoin the doing of any act or the transfer of real or personal property by or to the corporation. If the unauthorized act or transfer sought to be enjoined is being, or is to be, performed or made pursuant to a contract to which the corporation is a party, the court may, if all of the parties to the contract are parties to the proceeding and if it deems the same to be equitable, set aside and enjoin the performance of such contract, and in so doing may allow to the corporation or to the other parties to the contract, as the case may be, compensation for the loss or damage sustained by either of them which may result from the action of the court in setting aside and enjoining the performance of such contract, but anticipated profits to be derived from the performance of the contract shall not be awarded by the court as a loss or damage sustained.

(b) In a proceeding by the corporation, whether acting directly or through a receiver, trustee, or other legal representative, or through shareholders in a representative suit, against the incumbent or former officers or directors of the corporation.

(c) In a proceeding by the Attorney General as provided in this Title, to dissolve, the corporation, or in a proceeding by the Attorney General to enjoin the corporation from the transaction of unauthorized business.

**Section 106. Corporate Names**

The corporate name:

(a) Shall contain the word "corporation," "company," "incorporated," or "limited," or shall contain an abbreviation of one of such words.

(b) Shall not contain any word of phrases which indicates or implies that it is organized for any purpose other than one or more of the purposes contained in its articles of incorporation.

(c) Shall not be the same as, or deceptively similar to, the name of any domestic corporation existing under the laws of this Nation or any foreign corporation authorized to transact business in this jurisdiction, or a name the exclusive right to which is, at the time, reserved in the manner provided in this Title, or the name of a corporation which has in effect a registration of its corporate name as provided in this Title, except that this provision shall not apply if the applicant files with the Secretary either of the following:

(1) The written consent of such other corporation or holder of a reserved or registered name to use the same or deceptively similar name and one or more words are added to make such name distinguishable from such other name, or

(2) A certified copy of a final decree of a court of competent jurisdiction establishing the prior right of the applicant to the use of such name in this jurisdiction.

(d) Shall not be the same as, or deceptively similar to, the name of any corporation organized, domesticated, or reserved under the laws of the State subject to the exceptions (1) and (2) of subparagraph (c) of this Section.

A corporation with which another corporation domestic or foreign, is merged, or which is formed by the reorganization or consolidation of one or more domestic or foreign corporations or upon a sale, lease or other disposition to or exchange with, a domestic corporation of all or substantially all the assets of another corporation domestic or foreign, including its name, may have the same name as that used in this jurisdiction by any of such corporations if such other corporation was organized under the laws of, or is authorized to transact business in, this jurisdiction.

**Section 107. Reserved Name**

The exclusive right to the use of a corporate name may be reserved by:

(a) Any person intending to organize a corporation under this Title.

(b) Any domestic corporation intending to change its name.

(c) Any foreign corporation intending to make application for a certificate of authority to transact business in this jurisdiction.

(d) Any foreign corporation authorized to transact business in this jurisdiction and intending to change its name.

(e) Any person intending to organize a foreign corporation and intending to have such corporation make application for a certificate of authority to transact business in this jurisdiction.

The name reservation shall be made by filing with the Secretary an application to reserve a specified corporate name, executed by the applicant. If the Secretary finds that the name is available for corporate use, he shall reserve the name for the exclusive use of the applicant for a period of one hundred and twenty days. The right to the exclusive use of a specified corporate name so reserved may be transferred to any person or corporation by filing in the office of the Secretary a notice of such transfer, executed by the applicant for whom the name was reserved, and specifying the name and address of the transferee.

**Section 108. Registered Name**

Any corporation organized and existing under the laws of any tribe, state, Nation, **or** territory of the United States may register its corporate name under this Act, provided its corporate name is not the same as, or deceptively similar to, the name of any domestic corporation existing under the laws of the CAMB Nation, or the name of any foreign corporation authorized to transact business in this jurisdiction, or any corporate name reserved or registered under this Act.

Such registration shall be made by:

(a) Filing with the Secretary:

(1) An application for registration executed by the corporation by an officer thereof, setting forth the name of the corporation; the tribe, state, Nation, or territory under the laws of which it is incorporated, the date of its incorporation, a statement that it is carrying on or doing business, and a brief statement of the business in which it is engages, and,

(2) A certificate setting forth that such corporation is in good standing under the laws of the tribe, state, Nation, or territory wherein it is organized, executed by the Secretary of State of such tribe, state, Nation, or territory or by such other official as may have custody of the records pertaining to corporations, and,

(b) Paying to the Secretary a registration fee in the amount of Five Dollars ($5.00), for each month, or fraction thereof, between the date of filing such application and December 31st of the calendar year in which such application is filed. Such registration shall be effective until the close of the calendar year in which the application for registration is filed.

**Section 109. Renewal of Registered Name**

A corporation which has in effect a registration of its corporate name, may renew such registration from year to year by annually filing an application for renewal setting forth the facts required to be set forth in an original application for registration and a certificate of good standing as required for the original registration and by paying a fee of Twenty Five Dollars ($25.00). A

renewal application may be filed between the first day of October and the thirty-first day of December in each year and shall extend the registration for the following calendar year.

**Section 110. Registered Office and Registered Agent**

Each corporation shall have and continuously maintain:

(a) A registered office which may be, but need not be, the same as its place of business, and

(b) A registered agent, which agent may be either an individual resident whose business office is identical with such registered office, or a domestic corporation or a foreign corporation authorized by the CAMB Nation to transact business, having a business office identical with such registered office.

**Section 111. Change of Registered Office or Registered Agent**

A corporation may change its registered office or change its registered agent, or both, upon filing in the office of the Secretary a statement setting forth:

(a) The name of the corporation.

(b) The address of its then registered office.

(c) If the address of its registered office is to be changed, the address to which the registered office is to be changed.

(d) The name of its then registered agent.

(e) If its registered agent is to be changed, the name and address of its successor registered agent.

(f) That the address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

(g) That such change was authorized by resolution duly adopted by its board of directors. Such statement shall be executed by the corporation by its president, or vice president, and verified by him, and delivered to the Secretary. If the Secretary finds that such statement conforms to the provisions of this Act, he shall file such statement in his office, and upon such filing the change of address of the registered office, or the appointment of a new registered agent, or both, as the case may be, shall become effective. Any registered agent of a corporation may resign as such agent upon filing a written notice thereof, executed in duplicate, with the Secretary, who shall forthwith mail a copy thereof to the corporation at its registered office. The appointment of such agent shall terminate upon the expiration of thirty days after receipt of such notice by the Secretary. If a registered agent changes his or its business address, he or it may change such address and the address of the registered office of any corporation of which he or it is registered agent by filing a statement as required above except that it need be signed only by the registered agent and

need not be responsive to (e) or (g) and must recite that a copy of the statement has been mailed to the corporation.

**Section 112. Service of Process**

The registered agent so appointed by a corporation shall be an agent of such corporation upon whom any process, notice or demand required or permitted by law to be served upon the corporation may be served. Whenever a corporation shall fail to appoint or maintain a registered agent, or whenever its registered agent cannot with reasonable diligence be found at the registered office, then the Secretary shall be an agent of such corporation upon whom any such process, notice, or demand may be served. Service on the Secretary of any such process, notice or demand shall be made by delivering to and leaving with him, or with any clerk or other tribal employee having charge of the corporation department of his office, duplicate copies of such process, notice or demand. In the event any such process, notice or demand is served on the Secretary, he shall immediately cause one of the copies thereof to be mailed, addressed to the corporation at its registered office. Any service so had on the Secretary shall be returnable in not less than thirty days. The Secretary shall keep a record of all processes, notices and demands served upon him under this section, and shall record therein the time of such service and his action with reference thereto. Nothing herein contained shall limit or affect the right to serve any process, notice or demand required or permitted by law to be served upon a corporation in any other manner now or hereafter permitted by law.

**Section 113. Authorized Shares**

Each corporation shall have power to create and issue the number of shares stated in its articles of incorporation. Such shares may be divided into one or more classes, any or all of which classes may consist of shares with par value or shares without par value, with such designations, preferences, limitations, and relative rights as shall be stated in the articles of incorporation.

The articles of incorporation may limit or deny the voting rights of or provide special voting rights for the shares of any class to the extent not inconsistent with the provisions of this Title. Without limiting the authority herein contained, a corporation, when so provided in its articles of incorporation, may issue shares of preferred or special classes:

(a) Subject to the right of the corporation to redeem any of such shares at the price fixed by the articles of incorporation for the redemption thereof.

(b) Entitling the holders thereof to cumulative, noncumulative or partially cumulative dividends.

(c) Having preference over any other class or classes of shares as to the payment of dividends.

(d) Having preference in the assets of the corporation over any other class or classes of shares upon the voluntary or involuntary liquidation of the corporation.

(e) Convertible into shares of any other class or into shares of any series of the same or any other class, except a class having prior or superior rights and preferences as to dividends or

distribution of assets upon liquidation, but shares without par value shall not be converted into shares with par value unless that part of the stated capital of the corporation represented by such shares without par value is, at the time of conversion, at least equal to the aggregate par value of the shares into which the shares without par value are to be converted or the amount of such deficiency is transferred from surplus to stated capital.

**Section 114. Issuance of Shares of Preferred or Special Classes in Series**

(a) If the articles of incorporation so provide, the shares of any preferred class or special may be divided into and issued in series. If the shares of any are to be such class issued in series, then each series shall be so designated as to distinguish the shares thereof from the shares of all other series and classes.

Any or all of the series of any such class and the variations in the relative rights and preferences as between different series may be fixed and determined by the articles of incorporation, but all shares of the same class shall be identical except as the following relative rights and preferences, as to which there may be variations between different series:

(1) The rate of dividend.

(2) Whether shares may be redeemed and, if so, the redemption price and the terms and conditions of redemption.

(3) The amount payable upon shares in the event of voluntary and involuntary liquidation.

(4) of shares.

(5) converted.

(6) Voting rights if any.

Sinking fund provisions, if any, for the redemption or purchase The terms and conditions, if any, on which shares may be Voting rights if any.

(b) If the articles of incorporation shall expressly vest authority in the board of directors, then, to the extent that the articles of incorporation shall not have established series and fixed and determined the variations in the relative rights and preferences as between series, the board of directors shall have authority to divide any or all of such classes into series and, within the limitations set forth in this section and in the articles of incorporation, fix and determine the relative rights and preferences of the shares of any series so established.

(c) In order for the board of directors to establish a series, where authority so to do is contained in the articles of incorporation, the board of directors shall adopt a resolution setting forth the designation of the series and fixing and determining the relative rights and preferences thereof, or so much thereof as shall not be fixed and determined by the articles of incorporation. Prior to the issue of any shares of a series established by resolution adopted by the board of directors, the corporation shall file in the office of the Secretary a statement setting forth:

(1) The name of the corporation.

(2) A copy of the resolution establishing and designating the series, and fixing and determining the relative rights and preferences thereof.

(3) The date of adoption of such resolution.

(4) That such resolution was duly adopted by the board of directors.

(d) Such statement shall be executed in duplicate by the corporation by its president or a vice president and by its secretary or an assistant secretary, and verified by one of the officers signing such statement, and shall be delivered to the Secretary. If the Secretary finds that such statement conforms to law, he shall, when all franchise taxes and fees have been paid as in this Title prescribed:

(1) Endorse on each of such duplicate originals the word "Filed," and the month, day, and year of the filing thereof.

(2) File one of such duplicate originals in his office.

(3) Return the other duplicate original to this corporation or its representative.

(e) Upon the filing of such statement by the Secretary, the resolution establishing and designating the series and fixing and determining the relative rights and preferences thereof shall become effective and shall constitute an amendment of the articles of incorporation.

**Section 115. Subscriptions for Shares**

A subscription for shares of a corporation to be organized shall be irrevocable for a period of six months, unless otherwise provided by the terms of the subscription agreement or unless all of the subscribers consent to the revocation of such subscription. Unless otherwise provided in the subscription agreement, subscriptions for shares, whether made before or after the organization of a corporation, shall be paid in full at such time, or in such installments and at such times, as shall be determined by the board of directors. Any call made by the board of directors for payment on subscriptions shall be uniform as to all shares of the same class or as to all shares of the same series, as the case may be. In case of default in the payment of any installment or call when such payment is due, the corporation may proceed to collect the amount due in the same manner as any debt due the corporation. The by-laws may prescribe other penalties for failure to pay installments or calls that may become due, but no penalty working a forfeiture of a subscription or of the amounts paid thereon, shall be declared as against any subscriber unless the amount due thereon shall remain unpaid for a period of twenty days after written demand has been made therefor. If mailed, such written demand shall be deemed to be made when deposited in the United States mail in a sealed envelope addressed to the subscriber at his last post office address known to the corporation, with postage thereon prepaid. In the event of the sale of any shares by reason of any forfeiture, the excess of proceeds realized over the amount due and unpaid on such shares shall be paid to the delinquent subscriber or to his legal representative.

**Section 116. Consideration for Shares**

Shares having a par value may be issued for such consideration expressed in dollars, not less than the par value thereof, as shall be fixed from time to time by the board of directors. Shares without par value may be issued for such consideration expressed in dollars as may be fixed from time to time by the board of directors unless the articles of incorporation reserve to the shareholders the right to fix the consideration. In the event that such right be reserved as to any shares, the shareholders shall, prior to the issuance of such shares, fix the consideration to be received for such shares, by a vote of the holders of a majority of all shares entitled to vote thereon. Treasury shares may be disposed of by the corporation for such consideration expressed in dollars as may be fixed from time to time by the board of directors. That part of the surplus of a corporation which is transferred to stated capital upon the issuance of shares as a share dividend shall be deemed to be the consideration for the issuance of such shares. In the event of the issuance of shares upon the conversion or exchange of indebtedness or shares,

(a) The principal sum of, and accrued interest on, the indebtedness so exchanged or converted, or the stated capital then represented by the shares so exchanged or converted, and

(b) That part of surplus, if any, transferred to stated capital upon the issuance of shares for the shares so exchanged or converted, and

(c) Any additional consideration paid to the corporation upon the issuance of shares for the indebtedness or shares so exchanged or converted.

**Section 117. Payment for Shares.**

The consideration for the issuance of shares may be paid, in whole or in part, in cash, in other property, tangible or intangible, or in labor or services actually performed for the corporation. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and non-assessable. Neither promissory notes nor future services shall constitute payment or part payment for the issuance of shares of a corporation. In the absence of fraud in the transaction, the judgment of the board of directors or the shareholders, as the case may be, as to the value of the consideration received for shares shall be conclusive.

**Section 118. Stock Rights and Options**

Subject to any provisions in respect thereof set forth in its articles of incorporation, a corporation may create and issue, whether or not in connection with the issuance and sale of any of its shares or other securities, rights or options entitling the holders thereof to purchase from the corporation shares of any class or classes. Such rights or options shall be evidenced in such manner as the board of directors shall approve and, subject to the provisions of the articles of incorporation, shall set forth the terms upon which, the time or times within which and the price or prices at which such shares may be purchased from the corporation upon the exercise of any such right or option. If such rights or options are to be issued to directors, officers or employees as such of the corporation or of any subsidiary thereof, and not to the shareholders generally, their issuance shall be approved by the affirmative vote of the holders of a majority of the shares entitled to vote thereon or shall be authorized by and consistent with a plan approved or ratified by such a vote of shareholders. In the absence of fraud in the transaction, the judgment of the board of directors as

to the adequacy of the consideration received for such rights or options shall be conclusive. The price or prices to be received for any shares having a par value, other than treasury shares to be issued upon the exercise of such rights or options, shall not be less than the par value thereof.

**Section 119. Determination of Amount of Stated Capitol**

In case of the issuance by a corporation of shares having a par value, the consideration received therefor shall constitute stated capital to the extent of the par value of such shares, and the excess, if any, of such consideration shall constitute capital surplus. In case of the issuance by a corporation of shares without par value, the entire consideration received therefor shall constitute stated capital unless the corporation shall determine as provided in this section that only a part thereof shall be stated capital. Within a period of sixty days after the issuance of any shares without par value, the board of directors may allocate to capital surplus any portion of the consideration received for the issuance of such shares. No such allocation shall be made of any portion of the allocation received for shares without par value having a preference in the assets of the corporation in the event of involuntary liquidation except the amount, if any, of such consideration in excess of such preference. If shares have been or shall be issued by a corporation in merger or consolidation or in acquisition of all or substantially all of the outstanding shares or of the property and assets of another corporation, whether domestic or foreign, any amount that would otherwise constitute capital surplus under the foregoing provisions of this section may instead be allocated to earned surplus by the board of directors of the issuing corporation except that its aggregate earned surplus shall not exceed the sum of the earned surpluses as defined in this Title of the issuing corporation and of all other corporations, domestic or foreign, that were merged or consolidated or of which the shares or assets were acquired. The stated capital of a corporation may be increased from time to time by resolution of the board of directors directing that all or a part the surplus of the corporation be transferred to stated capital. The board of directors may direct that the amount of the surplus so transferred shall deemed to be stated capital in respect of any designated class of shares.

**Section 120. Expenses of Organization, Reorganization, and Financing**

The reasonable charges and expenses of organization or reorganization of a corporation, and the reasonable expenses of and compensation for the sale or underwriting of its shares, may be paid or allowed by such corporation out of the consideration received by it in payment for its shares without thereby rendering such shares not fully paid or assessable.

**Section 121. Certificates Representing Shares**

The shares of a corporation shall be represented by certificates signed by the president or a vice president and the secretary or an assistant secretary of the corporation, or a facsimile thereof. The signatures of the president or vice president and the secretary or assistant secretary upon a certificate may be facsimiles if the certificate is manually signed on behalf of a transfer agent or a registrar, other than the corporation itself or an employee of the corporation. In case any officer who has signed or whose facsimile signature has been placed upon such certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer at the date of its issue. Every certificate representing shares issued by a corporation which is authorized to issue shares of more than one class shall set

forth upon the face or back of the certificate, or shall state that the corporation will furnish to any shareholder upon request and without charge, a full statement of the designations, preferences, limitations and relative rights of the shares of each class authorized to be issued, and if the corporation is authorized to issue any preferred or special class in series, the variations in the relative rights and preferences between the shares of each such series so far as the same have been fixed and determined and the authority of the board of directors to fix and determine the relative rights and preferences of subsequent series. Each certificate representing shares shall state upon the face thereof:

(a) That the corporation is organized under the laws of the CAMB Nation.

(b) The name of the person to whom issued.

(c) The number and class of shares, and the designation of the series, if any, which such certificate represents.

(d) The par value of each share represented by such, certificate, or a statement that the shares are without par value. No for certificate shall be issued any share until such share is fully paid.

**Section 122. Fractional Shares**. A corporation may:

(a) Issue fractions of a share,

(b) Arrange for the disposition of fractional interests by those entitled thereto,

(c) Pay in cash the fair value of fractions of a share as of the time when those entitled to receive such fractions are determined, or

(d) Issue scrip in registered or bearer form which shall entitle the holder to receive a certificate for a full share upon the surrender of such scrip aggregating a full share. A certificate for a fractional share shall, _but scrip shall not unless otherwise provided therein, entitle the holder to exercise voting rights, to receive dividends thereon, and to participate in any of the assets of the corporation in the event of liquidation. The board of directors may cause scrip to be issued subject to the condition that it shall become void if not exchanged for certificates representing full shares before a specified date, or subject to the condition that the shares for which scrip is exchangeable may be sold by the corporation and the proceeds thereof distributed to the holders of the scrip, or subject to any other conditions which the board of directors may deem advisable.

**Section 123. Liability of Subscribers and Shareholders**

A holder of or subscriber to shares of a corporation shall be under no obligation to the corporation or its creditors with respect to such shares other than the obligation to pay to the corporation the full consideration for which such shares were issued, or were to be issued. Any person becoming an assignee or transferee of shares or of a subscription for shares in good faith and without knowledge or notice that the full consideration therefor has not been paid shall not be personally liable to the corporation or its creditors for any unpaid portion of such consideration. An executor, administrator, conservator, guardian, trustee, assignee for the benefit of creditors, or

receiver shall not be personally liable to the corporation as a holder of or subscriber to shares of a corporation but the estate and funds in his hands shall be so liable. No pledgee or other holder of shares as collateral security shall be personally liable as a shareholder.

**Section 124. Shareholders' Preemptive Rights**

The shareholders of a corporation shall have no preemptive right to shares acquire unissued or treasury of the corporation, or securities of the or carrying corporation convertible into a right to subscribe to or acquire if any, that such shares, except to the extent, of right is provided in the articles of incorporation.

**Section 125. By-Laws**

The initial by-laws of a corporation shall be adopted by its board of directors. The power to alter, amend or repeal the by-laws or adopt new by- laws, subject to repeal or change by action of the shareholders, shall be vested in the board of directors unless reserved to the shareholders by the articles of incorporation. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.

The corporate by-laws, and any alteration, amendments, or repeal thereof, shall be filed in duplicate with the Secretary who shall, upon payment of the filing fee, endorse thereon the word "Filed" and the month, day, and year of the filing thereof. The Secretary shall file one of the duplicate originals in his office and return the other duplicate original to the corporation or its representative. The by-laws, and any alteration, amendment, or repeal thereof shall be effective from and after the date of filing unless a later effective date is conspicuously and expressly stated in the instrument filed.

**Section 126. Meetings of Shareholders**

Meetings of shareholders may be held at such place within or without this jurisdiction as may be stated in or fixed in accordance with the by-laws. If no other place is stated or so fixed, meetings shall be held at the registered office of the corporation. An annual meeting of the shareholders shall be held at such time as may be stated in or fixed in accordance with the by-laws. If the annual meeting is not held within any thirteen-month period the Tribal Court may, on the application of any shareholder, summarily order a meeting to be held. A special meeting of the shareholders may be called by the board of directors, the holders of not less than one-tenth of all the shares entitled to vote at the meeting, or such other persons as may be authorized in the articles of incorporation or the by-laws. Meetings may be held telephonically.

**Section 127. Notice of Shareholders' Meetings**

Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the president, the secretary, or the officer or persons calling the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be

delivered when deposited in the United States mail addressed to the shareholder at his address as it appears on the stock transfer books of the corporation, with postage thereon prepaid.

**Section 128. Closing of Transfer Books and Fixing Record Date**

For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any meeting of or any meeting of shareholders or any adjournment thereof, or entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the board of directors of a corporation may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, fifty days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least ten days immediately preceding such meeting. In lieu of closing the stock transfer books, the by- laws, or in the absence of an applicable by-law the board of directors, may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than fifty days and, in case of a meeting of shareholders, not less than ten days prior to the date on which particular action, requiring such determination of shareholders, is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the board of directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof.

**Section 129. Voting Record**

The officer or agent having charge of the stock transfer books for shares of a corporation shall make a complete record of the shareholders entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each. Such record shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting for the purposes thereof. Failure to comply with the requirements of this section shall not affect the validity of any action taken at such meeting. An officer or agent having charge of the stock transfer books who shall fail to prepare the record of shareholders, or produce and keep it open for inspection at the meeting, as provided in this section, shall be liable to any shareholder suffering damage on account of such failure, to the extent of such damage.

**Section 130. Quorum of Shareholders**

Unless otherwise provided in the articles of incorporation, a majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders, but in no event shall a quorum consist of less than one-third of the shares entitled to vote at the meeting. If a quorum is present, the affirmative vote of the majority of shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless the vote of a greater number or voting by classes is required by this Title or the articles of incorporation or by-laws.

**Section 131. Voting of Shares**

Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders, except as may be otherwise provided in the articles of incorporation. If the articles of incorporation provide for more or less than one vote for any share, on any matter, every reference in this Title to a majority or other proportion of shares shall refer to such a majority or other proportion of votes entitled to be cast. Neither treasury shares, nor shares held by another corporation if a majority of the shares entitled to vote for the election of directors of such other corporation is held by the corporation, shall be voted at any meeting or counted in determining the total number of outstanding shares at any given time. A shareholder may vote either in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Unless the articles of incorporation otherwise provide, at each election for directors every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by the distributing such votes on the same principle among any number of such candidates. Shares standing in the name of another corporation, domestic or foreign, may be voted by such officer, agent or proxy as the by-laws of such other corporation may prescribe or, in the absence of such provision, as the board of directors of such other corporation may determine.

Shares held by an administrator, executor, guardian or conservator may be voted by him, either in person or by proxy, without a transfer of such shares into his name. Shares standing in the name of a trustee may be voted by him either in person or by proxy, but no trustee shall be entitled to vote shares held by him without transfer of such shares into his name.

Shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name if authority so to do be contained in an appropriate order of the court by which such receiver was appointed.

A shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred. On and after the date on which written notice of redemption of redeemable shares has been mailed to the holders thereof and a sum sufficient to redeem such shares has been deposited with a bank or trust company with irrevocable instruction and authority to pay the redemption price to the holders thereof upon surrender of certificates therefor, such shares shall not be entitled to vote on any matter and shall not be deemed to be outstanding shares.

**Section 132. Voting Rights and Agreements Among Shareholders**

Any number of shareholders of a corporation may create a voting trust for the purpose of conferring upon a trustee or trustees the right to vote or otherwise represent their shares, for a period of not to exceed ten years, by entering into a written voting trust agreement specifying the

terms and conditions of the voting trust, by depositing a counterpart of the agreement with the corporation at its registered office, and by transferring their shares to such trustee or trustees for the purposes of the agreement. Such trustee or trustees shall keep a record of the holders of voting trust certificates evidencing a beneficial interest in the voting trust, giving the names and addresses of all such holders and the number and class of the shares in respect of which the voting trust certificates held by each are issued, and shall deposit a copy of such record with the corporation at its registered office. The counterpart of the voting trust agreement and the copy of such record so deposited with the corporation shall be subject to the same right examination by a shareholder of the corporation, in person or by agent or attorney, as are the books and records of the corporation, and such counterpart and such copy of such record shall be subject to examination by any holder of record of voting trust certificates, either in person or by agent or 'attorney, at any reasonable time for any proper purpose. Agreements among shareholders regarding the voting of their shares shall be valid and enforceable in accordance with their terms. Such agreements shall not be subject to the provisions of this section regarding voting trusts.

**Section 133. Board of Directors**

The business and affairs of a corporation shall be managed by a board of directors except as may be otherwise provided in the articles of incorporation. If any such provision is made in the articles of incorporation, the powers and duties conferred or imposed upon the board of directors by this Title shall be exercised or performed to such extent and by such person or persons as shall be provided in the articles of incorporation. The articles of incorporation or by-laws may prescribe other qualifications for directors. The board of directors shall have authority to fix the compensation, if any, of directors, commensurate with the profit or loss position of the corporation.

**Section 134. Number and Election of Directors**

The board of directors of a corporation shall consist of one or more members. The number of directors shall be fixed by, or in the manner provided in, the articles of incorporation or the by-laws, except as to the number constituting the initial board of directors, which number shall be fixed by the articles of incorporation. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided, in, the articles of incorporation or the by-laws, but no decrease shall have the effect of shortening the term of any incumbent director. In the absence of a by-law providing for the number of directors, the number shall be the same as that provided for the articles of incorporation. The names and addresses of the members of the first board of directors shall be stated in the articles of incorporation. Such persons shall hold office until the first annual meeting of shareholders, and until their successors shall have been elected and qualified. At the first annual meeting of shareholders and at each annual meeting thereafter the shareholders shall elect directors to hold office until the next succeeding annual meeting, except in case of the classification of directors as permitted by this Act. Each director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified.

**Section 135. Classification of Directors**

When the board of directors shall consist of nine or more members, in lieu of election the whole number of directors annually, the articles of incorporation may provide that the directors be

divided into either two or three classes, each class to be as nearly equal in number as possible, the term of office of directors of the first class to expire at the first annual meeting of shareholders after their election, that of the second class to expire at the second annual meeting after their election, and that of the third class, if any, to expire at the third annual meeting after their election. At each annual meeting after such classification the number of directors equal to the number of the class whose term expires at the time of such meeting shall be elected to hold office until the second succeeding annual meeting, if there be two classes, or until the third succeeding annual meeting, if there be three classes. No classification of directors shall be effective prior to the first annual meeting of shareholders.

**Section 136. Vacancies**

Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by the board of directors for a term of office continuing only until the next election of directors by the shareholders.

**Section 137. Removal of Directors**

The shareholders may remove one or more directors with or without cause unless the articles of incorporation provide that directors may be removed only for cause. If a director is elected by a voting group of shareholders, only the shareholders of that voting group may participate in the vote to remove him or her. A director may be removed if the number of votes cast to remove the director exceeds the number of votes cast not to remove the director, except to the extent the articles of incorporation or bylaws require a greater number; provided, that if cumulative voting is authorized, a director may not be removed if, in the case of a meeting, the number of votes sufficient to elect the director under cumulative voting is voted against his or her removal and, if action is taken by less than unanimous written consent, voting shareholders entitled to the number of votes sufficient to elect the director under cumulative voting do not consent to the removal. A director may be removed by the shareholders only at a meeting of shareholders called for the purpose of removing the director, and the meeting notice must state that the removal of the director is the purpose of the meeting.

**Section 138. Quorum of Directors**

A majority of the number of directors fixed by or in the manner provided in the by-laws or in the absence of a by-law fixing or providing for the number of directors, then of the number of directors, then of the number stated in the articles of incorporation, shall constitute a quorum for the transaction of business unless a greater number is required by the articles of incorporation or the by-laws. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by the articles of incorporation or the by-laws.

**Section 139. Director Conflicts of Interest.**

No contract or other transaction between a corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable to the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

**Section 140. Executive and Other Committees**

If the articles of incorporation or the by-laws so provide, the board of directors, by resolution and adopted by a majority of the full board of directors, may designate from among its members an executive committee and one or more other committees each committee and one or more other committees each of which, to the extent provided in such resolution or in the articles of incorporation or the by-laws of the corporation, shall have and may exercise all the authority of the board of directors, but no such committee shall have the authority of the board of directors in reference to amending the articles of incorporation, adopting a plan of merger or consolidation, recommending to the shareholders the sale, lease, exchange or other disposition of all or substantially all the property and assets of the corporation otherwise than in the usual and regular course of its business, recommending to the shareholders a voluntary dissolution of the corporation or a revocation thereof, or amending the by-laws of the corporation. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the board of directors, or any member thereof, of any responsibility imposed by law.

**Section 141. Place and Notice of Directors• Meetings; Committee Meetings**

Meetings of the board of directors, regular or special may be held either within or without this jurisdiction. Regular meetings of the board of directors or any committee designated thereby may be held with or without notice as prescribed in the by-laws. Special meetings of the board of directors or any committee designated thereby shall be held upon such notice as is prescribed in the by-laws. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of

directors or any committee designated, thereby need be specified in the notice of waiver of notice of such meeting unless required by the by-laws.

Except as may be otherwise restricted by the articles of incorporation or by-laws, members of the board of directors or any committee designated thereby may participate in a meeting of such board or committee designated thereby may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

**Section 142. Action by Directors Without a Meeting**

Unless otherwise provided by the articles of incorporation or by-laws, any action required by this Title to be taken at a meeting of the directors of a corporation, or any action which may be taken at a meeting of the directors or of a committee, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

**Section 143. Dividends**

The board of directors of a corporation may, from time to time, declare and the corporation may pay dividends in cash, property, or its own shares, except when the corporation is insolvent or when the payment thereof would render the corporation insolvent or when the declaration or payment thereof would be contrary to any restriction contained in the articles of incorporation, subject to the following provisions:

(a) Dividends may be declared and paid in cash or property only out of the unreserved and unrestricted earned surplus of the corporation, or out of the unreserved and unrestricted net earnings of the current fiscal year and the next preceding fiscal year taken as a single period, except as otherwise provided in this section.

(b) If the articles of incorporation of a corporation engaged in the business of exploiting natural resources so provide, dividends may be declared and paid in cash out of the depletion reserves, but each such dividend shall be identified as a distribution of such reserves and the amount per share paid form such reserves shall be disclosed to the shareholders receiving the same concurrently with the distribution thereof.

(c) Dividends may be declared and paid in its own treasury shares.

(d) Dividends may be declared and paid in its own authorized but unissued shares out of any unreserved and unrestricted surplus of the corporation upon the following conditions:

(1) If a dividend is payable in its own shares having a par value, such shares shall be issued at not less than the par value thereof and there shall be transferred to stated capital at the time such dividend is paid an amount of surplus equal to the aggregate par value of the shares to be issued as a dividend.

(2) If a dividend is payable in its own shares without par value, such shares shall be issued at such stated value as shall be fixed by the board of directors by resolution adopted at the time such dividend is declared, and there shall be transferred to stated capital at the time such dividend is paid an amount of surplus equal to the aggregate stated value so fixed in respect of such shares; and the amount per share so transferred to stated capital shall be disclosed to the shareholders receiving such dividend concurrently with the payment thereof.

(e) No dividend payable in shares of any class shall be paid to the holders of shares of any other class unless the articles of incorporation so provide or such payment is authorized by the affirmative vote or the written consent of the holders of at least a majority of the outstanding shares of the class in which the payment is to be made. A split-up or division of the issued shares of any class into a greater number of shares of the same class without increasing the stated capital of the corporation shall not be construed to be a share dividend within the meaning of this section.

**Section 144. Distributions from Capital Surplus**

The board of directors of a corporation may, from time to time, distribute to its shareholders out of capital surplus of the corporation a portion of its assets, in cash or property, subject to the following provisions:

(a) No such distribution shall be made at a time when the corporation is insolvent or when such distribution would render the corporation insolvent.

(b) No such distribution shall be made unless the articles of incorporation so provide, or such distribution is authorized by the affirmative vote of the holders of a majority of the outstanding shares of each class whether or not entitled to vote thereon by the provisions of the articles of incorporation of the corporation.

(c) No such distribution shall be made to the holders of any class of shares unless all cumulative dividends accrued on all preferred or special classes of shares entitled to preferential dividends shall have been fully paid.

(d) No such distribution shall be made to the holders of any class of shares which would reduce the remaining net assets of the corporation below the aggregate preferential amount payable in event of involuntary liquidation to the holders of shares having preferential rights to the assets of the corporation in the event of liquidation.

(e) Each such distribution, when made, shall be identified as a distribution from capital surplus and the amount per share disclosed to the shareholders receiving the same concurrently with the distribution thereof. The board of directors of a corporation may also, from time to time, distribute to the holders of its outstanding shares having a cumulative preferential right to receive dividends, in discharge of their cumulative dividend rights, dividends payable in cash out of the capital surplus of the corporation, if at the time the corporation has no earned surplus and is not insolvent and would not thereby be rendered insolvent. Each such distribution when made, shall be identified as a payment of cumulative dividends out of capital surplus.

**Section 145. Loans to Employees and Directors**

A corporation shall not lend money to or use its corporation to assist its directors without authorization in the particular case by its shareholders, but may lend money to and use its credit to assist any employee of the corporation or of a subsidiary, including any such employee who is a director of the corporation, if the board of directors decides that such loan or assistance may benefit the corporation.

**Section 146. Liability of Directors in Certain cases.**

In addition to any other liabilities imposed by law upon directors of a corporation:

(a) Directors of a corporation who vote for or assent to the declaration of any dividend or other distribution of the assets of a corporation to its shareholders contrary to the provisions of this Title or contrary to any restrictions contained in the articles of incorporation, shall be jointly and severally liable to the corporation for the amount of such dividend which is paid or the value of such assets which are distributed in excess of the amount of such dividend or distribution which could have been paid or distributed without a violation of the provisions of this Title or the restrictions in the articles of incorporation.

(b) Directors of a corporation who vote for or assent to the purchase of its own shares contrary to the provisions of this Title shall be jointly and severally liable to the corporation for the amount of consideration paid for such shares which is in excess of the maximum amount which could have been paid therefor without a violation of the provisions of this Title.

(c) The directors of a corporation who vote for or assent to any distribution of assets of a corporation to its shareholders during the liquidation of the corporation without the payment and discharge of, or making adequate provision for, all known debts, obligations, and liabilities of the corporation shall be jointly and severally liable to the corporation for the value of such assets which are distributed, to the extent that such debts, obligations and liabilities of the corporation are to thereafter paid and discharged. A director of a corporation who is present at a meeting of its board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action. A director shall not be liable under (a), (b), or (c) of this section if he relied and acted in good faith upon financial statements of the corporation represented to him to be correct by the president or the officer of such corporation having charge of its books of account, or stated in a written report by an independent public or certified public accountant or firm of such accountants fairly to reflect the financial condition of such corporation, nor shall he be so liable if in good faith in determining the amount available for any such dividend or distribution he considered the assets to be of their book value. Any director against whom a claim be asserted under or pursuant to this section for the payment of dividend or other distribution of assets of a corporation and who shall be held liable thereon, shall be entitled to contribution from the shareholders who accepted or received any such dividend or assets, knowing such dividend or distribution to have been made in violation of this Act, in proportion to the amount received by them. Any director against whom a claim shall be asserted under or pursuant to this

section shall be entitled to contribution from the other directors who voted for or assented to the action upon which the claim is asserted.

**Section 147. Provisions Relating to Actions by Shareholders**

No action shall be brought in this jurisdiction by a shareholder in the right of a domestic or foreign corporation unless the plaintiff was a holder of record of shares or of voting trust certificates therefor at the time of the transaction of which he com plains, or his shares of voting trust certificate thereafter devolved upon him by operation of law from a person who was a holder of record at such time. In any action hereafter instituted in the right of any domestic or foreign corporation by the holder or holders of record of shares of such corporation or of voting trust certificates therefor, the court having jurisdiction, upon final judgment and a finding that the action was brought without reasonable cause, may require the plaintiff or plaintiffs to pay to the parties named as defendant the reasonable expenses, including fees of attorneys, incurred by them in the defense of such action.

In any action instituted or maintained in the right of any foreign domestic or corporation by the holder or holders of record of less than of the five percent outstanding shares of any class of such corporation or of voting trust certificates so held have a market value in excess of twenty-five thousand dollars, the corporation in whose right such action is brought shall be entitled at any time before final judgment to require the plaintiff or plaintiffs to give security for the reasonable expenses, including fees of attorneys, that may be incurred by it in connection with such action or may be incurred by other parties named as defendant for which it may become legally liable. Market value shall be determined as of the date that the plaintiff institutes the action or, in the case of an intervenor, as of the date that he becomes a party to the action. The amount of such security may from time to time be increased or decreased, in the discretion of the court, upon showing that the security provided has or may become inadequate or is excessive. The corporation shall have recourse to such security in such amount as the court having jurisdiction shall determine upon the termination of such action, whether or not the court finds the action was brought without reasonable cause.

**Section 148. Officers**

The officers of a corporation shall consist of a president, one or more vice presidents as may be prescribed by the by-laws, a secretary, and a treasurer, each of whom shall be elected by the board of directors at such time and in such manner as may be prescribed by the by-laws. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the board of directors or chosen in such other manner as may be prescribed by the by-laws. Any two or more offices may be held by the same person, except the offices of president and secretary. All officers and agents of the corporation, as between themselves and the corporation, shall have such authority and perform such duties in the management of the corporation as may be provided in the by-laws, or as may be determined by resolution of the board of directors not inconsistent with the by-laws.

**Section 149. Removal of Officers.**

Any officer or agent may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

**Section 150. Books and Records**

Each corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its shareholders and board of directors and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its shareholders, giving the names and addresses of all shareholders and the number and class of the shares held by each. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time. Any person who shall have been a holder of record of shares or of voting trust certificates therefor at least six months immediately preceding his demand or shall be the holder of record of, or the holder of record of voting trust certificates for, at least five percent of all the outstanding shares of the corporation, upon written demand stating the purpose thereof, shall have the right to examine, in person, or by agent or attorney, at any reasonable time or times, for any proper purpose its relevant books and records of accounts, minutes, and record of shareholders and to make extracts therefrom. Any officer or agent who, or a corporation which, shall refuse to allow any such shareholder or holder of voting trust certificates, or his agent or attorney, so to examine and make extracts from its books and records of account, minutes, and record of shareholders, for any proper purpose, shall be liable to such shareholder or holder of voting trust certificates in a penalty of ten percent of the value of the shares owned by such shareholder, or in respect of which such voting shareholder, or in respect of which such voting trust certificates are issued, in addition to any other damages or remedy afforded him by law. It shall be a defense to any action for penalties under this section that the person suing therefor has within two years sold or offered for sale any list of shareholders or of holders of voting trust certificates for shares of such corporation or any other corporation or has aided or abetted any person in procuring any list of shareholders or of holders of voting trust certificates for any such purpose, or has improperly used any information secured through any prior examination of the books and records of account, or minutes, or record of shareholders or of holders of voting trust certificates for shares of such corporation or any other corporation, or was not acting in good faith or for a proper purpose in making his demand.

Nothing herein contained shall impair the power of any court of competent jurisdiction, upon proof by a shareholder or holder of voting trust certificates or proper purpose, irrespective of the period of time during which such shareholder or holder of voting trust certificates shall have been a shareholder of record or a holder of record of voting trust certificates, and irrespective of the number of shares held by him or represented by voting trust certificates held by him to compel the production for examination by such shareholder or holder of voting trust certificates of the books and records of account, minutes and record of shareholders of a corporation. Upon the written request of any shareholder or holder of voting trust certificates for shares of a corporation, the corporation shall mail to such shareholder or holder of voting trust certificates its most recent financial statements showing in reasonable detail its assets and liabilities and the results of its operations.

## CHAPTER TWO

## FORMATION OF CORPORATIONS

**Section 201. Incorporators**

One or more persons, or a domestic or foreign corporation, may act as or incorporator incorporators of a corporation by signing and delivering in the duplicate to Secretary Articles of Incorporation for such corporation.

**Section 202. Articles of Incorporation**

The Articles of Incorporation shall set forth:

(a) The name of the corporation.

(b) The period of duration, which may be perpetual.

(c) The purpose or purposes for which the corporation is organized which may be stated to be, or to include, the transaction of any or all lawful business for which corporations may be incorporated under this Title.

(d) In the case of a company limited by shares, the aggregate number of shares which the corporation shall have authority to issue; if such shares are to consist of one class only, the par value of each of such shares, or a statement that all of such shares are without par value; or, if such shares are to be divided into classes, the number of shares of each class, and a statement of the par value of the shares of each such class or that such shares are to be without par value.

(e) In the case of a company limited by guarantee, a statement that each member undertakes to contribute to the assets of the corporation, in the event of a winding up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the corporation contracted before the time at which he ceases to be a member, and the costs, charges and expenses of winding up the corporation and for the adjustment of the rights of the contributories amongst themselves, such amounts as my be required, not exceeding an amount to be a specified therein.

(f) In the case of a company limited both by shares and by guarantee, the statements referred to in paragraphs (d) and (e).

(g) In the case of an unlimited liability company, a statement that the liability of the shareholders or members is unlimited.

(h) If the shares are to be divided into classes the designation of each class and a statement of the preferences, limitations and relative rights in respect of the shares of each class.

(i) If the corporation is to issue the shares of any preferred or special class in series, then the designation of each series and a statement of the variations in the relative rights and preferences as between series insofar as the same are to be fixed in the Articles of Incorporation,

and a statement of any authority to be vested in the board of directors to establish series and fix and determine the variations in the relative rights and preferences as between series.

(j) If any preemptive right is to be granted to shareholders, the provisions therefor.

(k) Any provision, not inconsistent with law, which the incorporation for the regulation of the internal affairs of the corporation, including any provision restricting the transfer of shares and any provision which under this Title is required or permitted to be set forth in the by-laws.

(l) The address of its initial registered office, and the name of its initial registered agent at such address.

(m) The number of directors constituting the initial board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify.

(n) The name and address of each incorporator. It shall not be necessary to set forth in the Articles of Incorporation any of the corporate powers enumerated in this Title.

**Section 203. Filing of Articles of Incorporation**

Duplicate originals of the Articles of Incorporation shall be delivered to the Secretary. If the Secretary finds that the Articles of Incorporation conform to law, he shall, when all fees have been paid as in this Title prescribed:

(a) Endorse on each of such duplicate originals the word "Filed," and the month, day and year of the filing thereof.

(b) File one of such duplicate originals in his office.

(c) Issue a certificate of incorporation to which he shall affix the other duplicate original. The certificate of incorporation, together with the duplicate original of the Articles of Incorporation affixed thereto by the Secretary shall be returned to the incorporators or their representative.

**Section 204. Effective of Issuance of Certificate of Incorporation**

Upon the issuance of the certificate of incorporation, the corporate existence shall begin, and such certificate of incorporation shall be conclusive evidence that all conditions precedent required to be performed by the incorporators have been compiled with and that the corporation has been incorporated under this Title, except as against the Nation in a proceeding to cancel or revoke the certificate of incorporation or for involuntary dissolution of the corporation.

**Section 205. Organization Meeting of Directors**

After the issuance of the certificate of incorporation an organization meeting of the board of directors named in the Articles of Incorporation shall be held, either within or without this jurisdiction at the call of majority of the directors named in the Articles of Incorporation for the

purpose of adopting by-laws, electing officers and transacting such other business as may come before the meeting. The directors calling the meeting shall give at least three days' notice thereof by mail to each director so named, stating the time and place of the meeting.

## CHAPTER THREE

## AMENDMENT OF ARTICLES OF INCORPORATION

**Section 301. Right to Amend Articles of Incorporation**

A corporation may amend its Articles of Incorporation, from time to time, in any and as many respects as may be desired, so long as its Articles of Incorporation as amended contain only such provisions as might be lawfully contained in original Articles of Incorporation at the time of making such amendment, and, if a change in shares or the rights of shareholders, or an exchange, reclassification or cancellation of shares or rights of shareholders is to be made, such provisions as may be necessary to effect such change, exchange, reclassification or cancellation. In particular, and without limitation upon such general power of amendment, a corporation may amend its Articles of Incorporation, from time to time, so as:

(a) To change its corporate name.

(b) To change its period of duration.

(c) To change, enlarge or diminish its corporate purposes.

(d) To increase or decrease the aggregate number of shares, or shares of any class, which the corporation has authority to issue.

(e) To increase or decrease the par value of the authorized shares of any class having a par value, whether issued or unissued.

(f) To exchange, classify, reclassify or cancel all or any part of its shares, whether issued or unissued.

(g) To change the designation of all or any part of its shares, whether issued or unissued, and to change the preferences, limitations, and the relative rights in respect of all or any part of its shares, whether issued or unissued.

(h) To change shares having the par value, whether issued or unissued, into the same or a different number of shares without par value, and to change shares without par value, and to change shares without par value, whether issued or unissued, into the same or a different number of shares having a par value.

(i) To change the shares of any class, whether issued or unissued, and whether with or without par value, into a different number of shares of the same class or into the same or a different number of shares, either with or without par value, of other classes.

(j) To create new classes of shares having rights and preferences either prior and superior or subordinate and inferior to the shares of any class then authorized whether issued or unissued.

(k) To cancel or otherwise affect the right of the holders of the shares of any class to receive dividends which have accrued but have not been declared.

(1) To divide any preferred or special class of shares, whether issued or unissued, into series and fix and determine the designations of such series and the variations in the relative rights and preferences as between the shares of such series.

(m) To authorize the board of directors to establish, out of authorized but unissued shares, series of any preferred or special class of shares and fix and determine the relative rights and preferences of the shares of any series so established.

(n) To authorize the board of directors to fix and determine the relative rights and preferences of the authorized but unissued shares of series theretofore established in respect of which either the relative rights and preferences have not been fixed and determined or the relative rights and preferences theretofore fixed and determined are to be changed.

(o) To revoke, diminish, or enlarge the authority of the board of directors to establish series out of authorized but unissued shares of any preferred or special class and fix and determine the relative rights and preferences of the shares of any series so established.

(p) To limit, deny or grant to shareholders of any class the preemptive right to acquire additional or treasury shares of the corporation, whether then or thereafter authorized.

**Section 302. Procedure to Amend Articles of Incorporation**

Amendments to the Articles of Incorporation shall be made in the following manner:

(a) The board of directors shall adopt a resolution setting forth the proposed amendment and, if shares have been issued, directing that it be submitted to a vote at a meeting of shareholders, which may be either the annual or a special meeting. If no shares have been issued, the amendment shall be adopted by resolution of the board of directors and the provisions for adoption by shareholders shall not apply. The resolution may incorporate the proposed amendment in restated Articles of Incorporation which contain a statement that except for the designated amendment the restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporations as theretofore amended, and that the restated Articles of Incorporation together with the designated amendment supersede the original Articles of Incorporation and all amendments thereto.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each shareholder of record entitled to vote thereon within the time and in the manner provided in this Title for the giving of notice of meetings of shareholders. If the meeting be an annual meeting, the proposed amendment of such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the shareholders entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of the holders of a majority the shares entitled to vote thereon, unless any class of shares is entitled vote thereon as a class, in which event the proposed amendment shall adopted

upon receiving the affirmative vote of the holders of a majority the shares of each class of shares entitled to vote thereon. Any number amendments may be submitted to the shareholders, and voted upon by them, at one meeting.

**Section 303. Class Voting on Amendments**

The holders of the outstanding shares of a class shall be entitled to vote as a class upon a proposed amendment, whether or not entitled to vote thereon by the provisions of the Articles of Incorporation, if the amendment would:

(a) Increase or decrease the aggregate number of authorized shares of such class.

(b) Increase or decrease the par value of the shares of such class.

(c) Effect an exchange, reclassification or cancellation of all or part of the shares of such class.

(d) Effect and exchange, or create a right of exchange, of all or any part of the shares of another class into the shares of such class.

(e) Change the designations, preferences, limitations, or relative rights of the shares of such class.

(f) Change the shares of such class, whether with or without par value, into the same or a different number of shares, either with or without par value, of the same class or another class or classes.

(g) Create a new class of shares having rights and preferences prior and superior to the shares of such class, or increase the rights and preferences or the number of authorized shares, of any class having the rights and preferences prior or superior to the shares of such class.

(h) In the case of a preferred or special class of shares, divide the shares of such class into series and fix and determine the designation of such series and the variations in the relative rights and preferences between the shares of such series, or authorize the board of directors to do so.

(i) Limit or deny any existing preemptive rights of the shares of such class.

(j) Cancel or otherwise affect dividends on the shares of such class which have accrued but have not been declared.

**Section 304. Articles of Amendment**

The articles of amendment shall be executed in duplicate by the corporation by its president or a vice president and by its secretary or an assistant secretary, and verified by one of the officers signing such articles, and shall set forth:

(a) The name of the corporation.

(b) The amendments so adopted.

(c) The date of the adoption of the amendment by the shareholders or by the board of directors where no shares have been issued.

(d) The number of shares outstanding, and the number of shares entitled to vote thereon, and if the shares of any class are entitled to vote thereon at a class, the designation and number of outstanding shares entitled to vote thereon of each such class.

(e) The number of shares voted for and against such amendment, respectively, and, if the shares of any class are entitled to vote thereon as a class, the number of shares of each such class voted for and against such amendment, respectively, or if no shares have been issued, a statement to that effect.

(f) If such amendment provides for an exchange, reclassification or cancellation of issued shares, and if the manner in which the same shall be effected is not set forth in the amendment, then a statement of the manner in which the same shall be effected.

(g) If such amendment effects a change in the amount of stated capital, then a statement of the manner in which the same is effected and a statement, expressed in dollars, of the amount of stated capital as changed by such amendment.

**Section 305. Filing of Articles of Amendment**

Duplicate originals of the articles of amendment shall be delivered to the Secretary. If the Secretary finds that the articles of amendment conform to law, he shall, when all fees and franchise taxes have been paid as in this Title prescribed:

(a) Endorse on each of such duplicate originals the word "Filed," and the month, day and year of the filing thereof.

(b) File one of such duplicate originals in his office.

(c) Issue a certificate of amendment to which he shall affix the other duplicate original. The certificate of amendment, together with the duplicate original of the articles of amendment affixed thereto by the Secretary, shall be returned to the corporation or its representative.

**Section 306. Effect of Certificate of Amendment**

Upon the issuance of the certificate of amendment by the Secretary, the amendment shall become effective and the Articles of Incorporation shall be deemed to be amended accordingly. No amendment shall affect any existing cause of action in favor of or against such corporation, or any pending suit to which such corporation shall be a party, or the existing rights of persons other than shareholders; and, in the event the corporate name shall be changed by amendment, no suit brought by or against such corporation under its former name shall abate for that reason.

**Section 307. Restated Articles of Incorporation**

A domestic corporation may at any time restate its Articles of Incorporation as theretofore amended, by a resolution adopted by the board of directors. Upon the adoption of such resolution, restated Incorporation Articles of by its president or a vice president and by its secretary or assistant secretary and verified by one of the officers signing such articles and shall set forth all of the operative provisions of the Articles of Incorporation as theretofore amended together with a statement that the restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as theretofore amended and that the restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto. Duplicate originals of the restated Articles of Incorporation shall be delivered to the Secretary. If the secretary finds that such restated Articles of Incorporation conform to law, he shall, when all fees and franchise taxes have been paid as in this Title prescribed:

(a) Endorse on each of such duplicate originals the word "Filed," and the month, day and year of the filing thereof.

(b) File one of such duplicate originals in his office.

(c) Issue a restated certificate of incorporation, to which he shall affix the other duplicate original. The restated certificate of incorporation, together with the duplicate original of the restated Articles of Incorporation affixed thereto by the Secretary shall be returned to the corporation or its representative. Upon the issuance of the restated certificate of incorporation by the Secretary, the restated Articles of Incorporation shall become effective and shall supersede the original Articles of Incorporation and all amendments thereto.

**Section 308. Amendment of Articles of Incorporation in Reorganization Proceedings**

Whenever a plan of reorganization of a corporation has been confirmed by decree or order of a court of competent jurisdiction in proceedings of the reorganization of such corporation, pursuant to the provisions of any applicable statute of the United States relating to reorganizations of corporations, the Articles of Incorporation of the corporation may be amended, in the manner provided in this section, in as many respects as may be necessary to carry out the plan and put it into effect, so long as the Articles of Incorporation as amended contain only such provisions as might be lawfully contained in original Articles of Incorporation at the time of making such amendment. In particular and without limitation upon such general power of amendment, the Articles of Incorporation may be amended for such purpose so as to:

(a) Change the corporate name, period of duration or corporate purposes of the corporation;

(b) Repeal, alter or amend the by-laws of the corporation;

(c) Change the aggregate number of shares or any class, which the corporation has authority to issue;

(d) Change the preferences, limitations and relative rights in respect of all or any part of the shares of the corporation, and classify, reclassify or cancel all or any part thereof, whether issued or unissued.

(e) Authorize the issuance of bonds, debentures or other obligations of the corporation, whether or not, convertible into shares of any class or bearing warrants or other evidences of optional rights to purchase or subscribe for shares of any class, and fix the terms and conditions thereof; and,

(f) Constitute or reconstitute and classify or reclassify the board of directors of the corporation, and appoint directors and officers in place of or in addition to all or any of the directors or officers then in office.

(g) Amendments to the Articles of Incorporation pursuant to this Section shall be made, upon submission of the amendments to the Tribal Secretary, in the following manner:

(1) The Tribal Secretary shall endorse on each of such duplicate originals the word "Filed," and the month, day and year of the filing thereof.

(2) File one duplicate original in his office with the certified copy of the decree.

(3) Issue a certificate of amendment to which he shall affix the other duplicate original. The certificate of amendment, together with the duplicate original of the articles of amendment affixed thereto by the Secretary, shall be returned to the corporation or its representative. Upon the issuance of the certificate of amendment by the Secretary, the amendments shall become effective and the Articles of Incorporation shall be deemed to be amended accordingly, without any action thereon by the directors or shareholders of the corporation and with the same effect as if the amendments had been adopted by unanimous action of the directors and shareholders of the corporation.

**Section 309. Restriction on Redemption or Purchase of Redeemable Shares**

No redemption or purchase of redeemable shares shall be made by a corporation when it is insolvent or when such redemption or purchase would render it insolvent, or which would reduce the net assets below the aggregate amount payable to the holders of shares having prior or equal rights to the assets of the corporation upon involuntary dissolution.

**Section 310. Cancellation of Redeemable Shares by Redemption or Purchase**

When redeemable shares of a corporation are redeemed or purchased by the corporation, the redemption or purchase shall effect a cancellation of such shares, and a statement of cancellation shall be filed as provided in this section. Thereupon such shares shall be restored to the status of authorized but unissued shares, unless the Articles of Incorporation provide that such shares when redeemed or purchased shall not be reissued, in which case the filing of the statement of cancellation shall constitute an amendment to the Articles of Incorporation and shall reduce the number of shares of the class so cancelled which the corporation is authorized to issue by the number of shares so cancelled.

The statement of cancellation shall be executed in duplicate by the corporation by its president or a vice president and by its secretary or an assistant secretary, and verified by one of the officers signing such statement, and shall set forth:

(a) The name of the corporation.

(b) The number of redeemable shares cancelled through redemption or purchase, itemized by classes and series.

(c) The aggregate number of issued shares, itemized by classes and series, after giving effect to much cancellation.

(d) The amount, expressed in dollars, of the stated capital of the corporation after giving effect to such cancellation.

(e) If the Articles of Incorporation provide that the cancelled shares shall not be reissued, the number of shares shall not be reissued, the number of shares which the corporation will have authority to issue itemized by classes and series, after giving effect to such cancellation. Duplicate originals of such statement shall be delivered to the Secretary. If the Secretary finds that such statement conforms to law, he shall, when all fees and franchise taxes have been paid as in this Title prescribed:

(1) Endorse on each of such duplicate originals the word "Filed," and the month, day and year of the filing thereof.

(2) File one of such duplicate originals in his office.

(3) Return the other duplicate original to the corporation or its representative. Upon the filing of such statement of cancellation, the stated capital of the corporation shall be deemed to be reduced by the shares so cancelled. Nothing contained in this section shall be construed to forbid a cancellation of shares or a reduction of stated capital in any other manner permitted by this Title.

**Section 311. Cancellation of Other Reacquired Shares**

A corporation may at any time, by resolution of its board of directors, cancel all or any part of the shares of the corporation of any class reacquired by it, other than redeemable shares redeemed or purchased, and in such event a statement of cancellation shall be filed as provided in this section. The statement of cancellation shall be executed in duplicate by the corporation by its president or a vice president and by its secretary or an assistant secretary, and verified by one of the officers signing such statement, and shall set forth:

(a) The name of the corporation.

(b) The number of reacquired shares cancelled by resolution duly adopted by the board of directors, itemized by classes and series, and the date of its adoption.

(c) The aggregate number of issued shares, itemized by classes and series, after giving effect to such cancellation.

(d) The amount, expressed in dollars, of the stated capital of the corporation after giving effect to such cancellation.

(e) If the articles of incorporation provide that the cancelled shares reissued, shall not be the number of shares which the corporation will have issue itemized authority to by classes and series, after giving effect to such cancellation.

Duplicate originals of such statement shall be delivered to the Secretary. If the Secretary finds that such statement conforms to law, he shall, when all fees and franchise taxes have been paid as in this Title prescribed:

(1) Endorse on each of such duplicate originals the word "File," and the month, day and year of the filing thereof.

(2) File one of such duplicate originals in his office.

(3) Return the other duplicate original to the corporation or its representative. Upon the filing of such statement of cancellation, the stated capital of the corporation shall be deemed to be reduced by that part of the stated capital which was, at the time of such cancellation, represented by the shares so cancelled, and the shares so cancelled shall be restored to the status of authorized but unissued shares. Nothing contained in this section shall be construed to forbid a cancellation of shares or a reduction of stated capital in any other manner permitted by -this Title.

**Section 312. Reduction of Stated Capital in Certain Cases**

(a) A reduction of the stated capital of a corporation, where such reduction is not accompanied by any action requiring an amendment of the Articles of Incorporation and not accompanied by a cancellation of shares, may be made in the following manner:

(1) The board of directors shall adopt a resolution setting forth the amount of the proposed reduction and the manner in which the reduction shall be effected, and directing that the question of such reduction be submitted to a vote at a meeting of shareholders, which may be either an annual or a special meeting.

(2) Written notice, stating that the purpose or one of the purposes of such meeting is to consider the question of reducing the stated capital of the corporation in the amount and manner proposed by the board of directors, shall be given to each shareholder of record entitled to vote thereon within the time and in the manner provided in this Title for the giving of notice of meetings of shareholders.

(3) At such meeting, a vote of the shareholder entitled to vote thereon shall be taken on the question of approving the proposed reduction of stated capital, which shall require for its adoption the affirmative vote of the holders of a majority of the shares entitled to vote thereon.

(b) When a reduction of the stated capital of a corporation has been approved as provided in this section, a statement shall be executed in duplicate by the corporation by its president of a vice president and by its secretary or an assistant secretary, and verified by one of the officers signing such statement, and shall set forth:

(1) The name of the corporation.

(2) A copy of the resolution of the shareholders approving such reduction, and the date of its adoption.

(3) The number of shares outstanding, and the number of shares entitled to vote thereon.

(4) The number of shares voted for and against such reduction, respectively.

(5) A statement of the manner in which such reduction is effected, and a statement, expressed in dollars, of the amount of stated capital of the corporation after giving effect to such reduction. Duplicate originals of such statement shall be delivered to the Secretary. If the Secretary finds that such statement conforms to law, he shall, when all fees and franchise taxes have been paid as in this Title prescribed:

(i) Endorse on each of such duplicate originals the word "Filed," and the month, day and year of the filing thereof.

(ii) File one of such duplicate originals in his office.

(iii) Return the other duplicate original to the corporation or its representative. Upon the filing of such statement, the stated capital of the corporation shall be reduced as therein set forth. No reduction of stated capital shall be made under the provisions of this section which would reduce the amount of the aggregate stated capital of the corporation to an amount equal to or less than the aggregate preferential amounts payable upon all issued shares having a preferential right in the assets of the corporation in the event of involuntary liquidation, plus the aggregate par value of all issued shares having a par value but no preferential right in the assets of the corporation in the event of involuntary liquidation.

**Section 313. Special Provisions Relating to Surplus and Reserves**

The surplus, if any, created by or arising out of a reduction of the stated capital of a corporation shall be capital surplus. The capital surplus of a corporation may be increased from time to time by resolution of the board of directors directing that all or a part of the earned surplus of the corporation be transferred to capital surplus. A corporation may, by resolution of its board of directors, apply any part or all of its capital surplus to the reduction or elimination of any deficit arising from losses, however incurred, but only after first eliminating the earned surplus, if any, of the corporation by applying such losses against earned surplus and only to the extent that such losses exceed the earned surplus, if any. Each such application of capital surplus shall to the extent thereof, effect a reduction of capital surplus.

A corporation may, by resolution of its board of directors, create a reserve or reserves out of its earned surplus for any proper purpose or purposes, and may abolish any such reserve in the same manner. Earned surplus of the corporation to the extent so reserved shall not be available for the payment of dividends or other distributions by the corporation except as expressly permitted by this Title.

## CHAPTER FOUR

## MERGER AND CONSOLIDATION

### Section 401. Procedure for Merger

Any two or more domestic corporations may merge into one of such corporation pursuant to a plan of a merger approved in the manner provided in this Title. The Board of Directors of each corporation shall, by resolution adopted by each such board, approve a plan of merger setting forth:

(a) The names of the corporations proposing to merge, and the name of the corporation into which they propose to merge, which is hereinafter designated as the surviving corporation.

(b) The terms and conditions of the proposed merger.

(c) The manner and basis of converting the shares of each corporation into shares, obligations or other securities of the surviving corporation or of any other corporation or, in whole or in part, into cash or other property.

(d) A statement of any changes in the articles of incorporation of the surviving corporation to be effected by such merger.

(e) Such other provisions with respect to the proposed merger as are deemed necessary or desirable.

### Section 402. Procedure for Consolidation

Any two or more domestic corporations may consolidate into a new corporation pursuant to a plan of consolidation approved in the manner provided in this Title. The board of directors of each corporation shall, by a resolution adopted by each such board, approve a plan of consolidation setting forth:

(a) The names of the corporations proposing to consolidate, and the name of the new corporation into which they propose to consolidate, which is hereinafter designated as the new corporation.

(b) The terms and conditions of the proposed consolidation.

(c) The manner and basis of converting the shares of each corporation into shares, obligations or other securities of the new corporation or of any corporation or, in whole or in part, into cash or other property.

(d) With respect to the new corporation, all of the statements required to be set forth in articles of incorporation for corporations organized under this Title.

(e) Such other provisions with respect to the proposed consolidation as are deemed necessary or desirable.

**Section 403. Approval by Shareholders**

The board of directors of each corporation, upon approving such plan merger or plan of consolidation, shall, by resolution, direct that the plan submitted to a vote at a meeting of shareholders, which may be either an annual or a special meeting. Written notice shall be given to each shareholder of record, whether or not entitled to vote at such meeting, not less than twenty days before such meeting, in the matter provided in this Title for the giving of notice of meetings of shareholders, and, whether the meeting be an annual or a special meeting, shall state that the purpose or one of the purposes is to consider the proposed plan of merger or consolidation. A copy or a summary of the plan of merger or consolidation, as the case may be, shall be included in or enclosed with such notice.

At each such meeting, a vote of the shareholders shall be taken on the proposed plan of merger or consolidation. The plan of merger or consolidation shall be approved upon receiving the affirmative vote of the holders of a majority of the shares entitled to vote thereon of each such corporation, unless any class of shares of any such corporation is entitled to vote thereon of each such corporation, unless any class of shares of any such corporation is entitled to vote thereon as a class, in which event, as to such corporation, the plan of merger, or consolidation shall be approved upon receiving the affirmative vote of the holders of a majority of the shares of each class of shares entitled to vote thereon. Any class of shares of any such corporation shall be entitled to vote as a class if the plan of merger or consolidation, as the case may be, contains any provision which, if contained in a proposed amendment to articles of incorporation, would entitle such class of shares to vote as a class. After such approval by a vote of the shareholders of each corporation, and at any time prior to the filing of the articles of merger or consolidation, the merger or consolidation may be abandoned pursuant to provisions therefor, if any, set forth in the plan of merger or consolidation.

**Section 404. Articles of Merger or Consolidation**

Upon such approval, articles of merger or articles of consolidation shall be executed in duplicate by each corporation by its president or vice president and by its secretary or an assistant secretary, and verified by one of the officers of each corporation signing such articles, and shall set forth:

(a) The plan of merger or the plan of consolidation.

(b) As to each corporation, the number of shares outstanding, and, if the shares of any class are entitled to vote as a class, the designation and number of outstanding shares of each such class.

(c) As to each corporation, the number of shares voted for and against such plan, respectively, and, if the shares of any class are entitled to vote as a class the number of shares of each class voted for and against such plan, respectively. Duplicate originals of the articles of merger or articles of consolidation shall be delivered to the Secretary. If the Secretary finds that

such articles conform to law, he shall, when all fees and franchise taxes have been paid as in this Title prescribed:

(1) Endorse on each of such duplicate originals the word "Filed," and the month, day and year of the filing thereof.

(2) File one of such duplicate originals in his office.

(3) Issue a certificate of merger or a certificate of consolidation to which he shall affix the other duplicate original. The certificate of merger or certificate of consolidation, together with the duplicate original of the articles of merger or articles of consolidation affixed thereto by the Secretary, shall be returned to the surviving or new corporation, as the case may be, or its representative.

**Section 405. Merger of Subsidiary Corporation**

(a) Any corporation owning at least ninety percent of the outstanding shares of each class of another corporation may merge such other corporation into itself without approval by a vote of the shareholders of either corporation.

Its board of directors shall, by resolution, approve a plan of merger setting forth:

(1) The name of the subsidiary corporation and the name of the corporation owning at least ninety percent of its shares, which is hereinafter designated as the surviving corporation.

(2) The manner and basis of converting the shares of the subsidiary corporation into shares, obligations or other securities of the surviving corporation or of any other corporation or, in whole or in part, into cash or other property. A copy of such plan of merger shall be mailed to each shareholder of record of the subsidiary corporation.

(b) Articles of merger shall be executed in duplicate by the surviving corporation by its president or a vice president and by its secretary or an assistant secretary, and verified by one of its officers signing such articles, and shall set forth:

(1) The plan of merger;

(2) The number of outstanding shares of each class of the subsidiary corporation and the number of such shares of each class owned by the surviving corporation; and

(3) The date of the mailing to shareholders of the subsidiary corporation of a copy of the plan of merger.

(c) On and after the thirtieth day after the mailing of a copy of the plan of merger to shareholders of the subsidiary corporation or upon the waiver thereof by the holders of all outstanding shares duplicate originals of the articles of merger shall be delivered to the Secretary.

If the Secretary finds that such articles conform to law, he shall, when all fees and franchise taxes have been paid as in this Title prescribed:

(1) Endorse on each of such duplicate originals the word "Filed," and the month, day and year of the filing thereof.

(2) File one of such duplicate originals in his office, and

(3) Issue a certificate of merger to which he shall affix the other duplicate original. The certificate of merger, together with the duplicate original of the articles of merger affixed thereto by the Secretary, shall be returned to the surviving corporation or its representative.

**Section 406. Effect of Merger of Consolidation**

Upon the issuance of the certificate of merger or the certificate of consolidation by the Secretary, the merger or consolidation shall be effected. When such merger or consolidation has been effected:

(a) The several corporations parties to the plan of merger or consolidation shall be a single corporation, which, in the case of a merger, shall be that corporation designated in the plan of merger as the surviving corporation, and, in the case of a consolidation, shall be the new corporation provided for in the plan of consolidation.

(b) The separate existence of all corporate parties to the plan of merger or consolidation, except the surviving or new corporation, shall cease.

(c) Such surviving or new corporation shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under this Title.

(d) Such surviving or new corporation shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, of each of the merging or consolidating corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choices in action, and all and every other interest of or belonging to or due to each of the corporations so merged or consolidated, shall be taken and deemed to transferred to and vested in such single corporation without further act or deed; and the title to any real estate, or any interest therein, vested in any of such corporations shall not revert or be in any way impaired by reason of such merger or consolidation.

(e) Such surv1vmg or new corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the corporations so merged or consolidated; and any claim existing or action or proceeding pending by or against any of such corporations may be prosecuted as if such merger or consolidation had not taken place, or such surviving or new corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of any such corporation shall be impaired by such merger or consolidation.

(f) In the case of a merger, the articles of incorporation of the surviving corporation shall be deemed to be amended to the extent, if any, that changes in its articles of incorporation are stated in the plan of merger; and, in the case of a consolidation, the statements set forth in the articles of consolidation and which are required or permitted to be set forth in the articles of incorporation of corporations organized under this Title shall be deemed to be the original articles of incorporation of the new corporation.

**Section 407. Merger or Consolidation of Domestic and Foreign Corporations**

One or more foreign corporations and one or more domestic corporations may be merged or consolidated in the following manner, if such merger or consolidation is permitted by the laws of the state, Nation, or country under which each such foreign corporation is organized:

(a) Each domestic corporation shall comply with the provisions of this Title with respect to the merger or consolidation, as the case may be, of domestic corporations and each foreign corporation shall comply with the applicable provisions of the laws of the state under which it is organized.

(b) If the surviving or new corporation, as the case may be, is to be governed by the laws of any state, Nation, or country other than the CAMB Nation, it shall comply with the provisions of this Title with respect to foreign corporations if it is to transact business in this jurisdiction, and in every case it shall file with the Secretary of this Nation:

(1) An agreement that it may be served with process in this jurisdiction in any proceeding for the enforcement of any obligations of any domestic corporation which is a party to such merger or consolidation and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such domestic corporation against the surviving or new corporation;

(2) An irrevocable appointment of the Secretary of this Nation as its agent to accept service of process in any proceeding; and

(3) An agreement that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they shall be entitled under the provisions of this Title with respect to the rights of dissenting shareholders. The effect of such merger or consolidation shall be the same as in the case of the merger or consolidation of domestic corporations, if the surviving or new corporation is to be governed by the laws of this jurisdiction. If the surviving or new corporation is to be governed by the laws of any tribe, state, Nation, or country other than the CAMB Nation, the effect of such merger or consolidation shall be the same as in the case of the merger or consolidation of domestic corporations except insofar as the laws of such other state, Nation, or country provide otherwise. At any time prior to the filing of the articles of merger or consolidation, the merger or consolidation may be abandoned pursuant to provisions therefor, if any, set forth in the plan of merger or consolidation.

## CHAPTER FIVE
## SALE OF ASSETS

**Section 501. Sale of Assets in Regular Course of Business and Mortgage or Pledge of Assets**

The sale, lease, exchange, or other disposition of all, or substantially all, the property and assets of a corporation in the usual and regular course of its business and the mortgage or pledge of any or all property and assets of a corporation whether or not in the usual and regular course of business may be made upon such terms and conditions and for such consideration, which may consist in whole or in part of cash or other property, including shares, obligations or other securities of any other corporation, domestic or foreign, as shall be authorized by its board of directors; and in any such case no authorization or consent of the shareholders shall be required.

**Section 502. Sale of Assets Other Than in Regular Course of Business**

A sale, lease, exchange, or other disposition of all, or substantially all, the property and assets, with or without the good will, of a corporation; if not in the usual and regular course of its business, may be made upon such terms and conditions and for such consideration, which may consist in whole or in part of cash or other property, including shares, obligations or other securities of any other corporation, domestic or foreign, as may be authorized in the following manner:

(a) The board of directors shall adopt a resolution recommending such sale, lease, exchange, or other disposition and directing the submission thereof to a vote at a meeting of shareholders, which may be either an annual or a special meeting.

(b) Written notice shall be given to each shareholder of record, whether or not entitled to vote at such meeting, not less than twenty days before such meeting, in the manner provided in this Title for the giving of notice of meetings of shareholders, and, whether the meeting be an annual or a special meeting, shall state that the purpose, or one of the purposes is to consider the proposed sale, lease, exchange, or other disposition.

(c) At such meeting, the shareholders may authorize such sale, lease, exchange, or other disposition and may fix, or may authorize the board of directors to fix, any or all of the terms and conditions thereof and the consideration to be received by the corporation therefor. Such authorization shall require the affirmative vote of the holders of a majority of the shares of the corporation entitled to vote thereon unless any class of shares is entitled to vote thereon as a class, in which event such authorization shall require the affirmative vote of the holders of a majority of the shares of each class of shares entitled to vote as a class thereon and of the total shares entitled to vote thereon.

(d) After such authorization by a vote of shareholders, the board of directors nevertheless, in its discretion, may abandon such sale, lease, exchange, or other disposition of assets, subject to the rights of third parties under any contracts relating thereto, without further action or approval by shareholders.

**Section 503. Right of Shareholders to Dissent**

Any shareholder of a corporation shall have the right to dissent from any of the following corporate actions:

(a) Any plan of merger or consolidation to which the corporation is a party; or

(b) Any sale or exchange of all or substantially all of the property and assets of the corporation not made in the usual and regular course of its business, including a sale in dissolution, but not including a sale pursuant to an order of a court having jurisdiction in the premises or a sale for cash on terms requiring that all or substantially all the net proceeds of sale be distributed to the shareholders in accordance with their respective interests within one year after the date of sale. A shareholder may dissent as to less than all of the shares registered in his name. In that event, his rights shall be determined as if the shares as to which he has dissented, and his other shares were registered in the names of different shareholders. This section shall not apply to the shareholders of the surviving corporation in a merger if a vote of the shareholders of such corporation is not necessary to authorize such merger. Nor shall it apply to the holders of shares of any class or series if the shares of such class or series were registered on a national securities exchange on the date fixed to determine the shareholders entitled to vote at the meeting of shareholders at which a plan of merger or consolidation or a proposed sale or exchange of property and assets is to be acted upon unless the Articles of Incorporation of the corporation shall otherwise provide.

**Section 504. Rights of Dissenting Shareholders**

Any shareholder electing to exercise such right of dissent shall file with the corporation, prior to or at the meeting of shareholders at which such proposed corporate action is submitted to a vote, a written objection to such proposed corporate action. If such proposed corporate action be approved by the required vote and such shareholder shall not have voted in favor thereof, such shareholder may, within ten days after the date on which the vote was taken or if a corporation is to be merged without a vote of its shareholders into another corporation, any of its shareholders may, within fifteen days after the plan of such merger shall have been mailed to such shareholders, make written demand on the corporation, or, in the case of a merger or consolidation, on the surviving or new corporation, domestic or foreign, for payment of the fair value of such shareholders shares, and, if such proposed corporate action is effected, such corporation shall pay to such shareholder, upon surrender of the certificate or certificates representing such shares, in the fair value thereof as of the day prior to the date on which the vote was taken approving the proposed corporate action, excluding any appreciation or depreciation in anticipation of such corporate action. Any shareholder failing to make demand within the applicable ten-day or fifteen-day period shall be bound by the terms of the proposed corporate action. Any shareholder making such demand shall thereafter be entitled only to payment as in this section provided and shall not be entitled to vote or to exercise any other rights of a shareholder.

No such demand may be withdrawn unless the corporation shall consent thereto. If, however, such demand shall be withdrawn upon consent, or if the proposed corporate action shall be abandoned or rescinded or the shareholders shall revoke the authority to effect such action, or if, in the case of a merger, on the date of the filing of the articles of merger the surviving corporation is the owner of all the outstanding shares of the other corporations, domestic and

foreign, that are parties to the merger, or if no demand or petition for the determination of fair value by the court shall have been made or filed within the time provided in this section, or if the court shall determine that such shareholder is not entitled to the relief provided by this section, then the right of such shareholder to be paid the fair value of his shares shall cease and his status as a shareholder shall be restored, without prejudice to any corporate proceedings which may have been taken during the interim. Within ten days after such corporate action is effected, the corporation, or, in the case of a merger or consolidation, the surviving or new corporation, domestic or foreign, shall give written notice thereof to each dissenting shareholder who has made demand as herein provided, and shall make a written offer to each such shareholder to pay for such shares at a specified price deemed by such corporation to be fair value thereof. Such notice and offer shall be accompanied by a balance sheet of the corporation the shares of which the dissenting shareholder holds, as of the latest available date and not more than twelve months prior to the making of such offer, and a profit and loss statement of such corporation for the twelve months' period ended on the date of such balance sheet. If within thirty days after the date on which such corporate action was effected the fair value of such shares is agreed upon between any such dissenting shareholder and the corporation, payment therefore shall be made within ninety days after the date on which such corporate action was effected, upon surrender of the certificate or certificates representing such shares. Upon payment of the agreed value the dissenting shareholder shall cease to have any interest in such shares.

If within such period of thirty days a dissenting shareholder and the corporation do not so agree, then the corporation, within thirty days after receipt of written demand from any dissenting shareholder given within sixty days after the date on which such corporate action was effected, shall, or at its election at any time within such period of sixty days may, file a petition in the Tribal court requesting that the fair value of such shares be found and determined. If the corporation shall fail to institute the proceeding as herein provided, any dissenting shareholder may do so in the name of the corporation. All dissenting shareholders, wherever residing, shall be made parties to the proceeding as an action against their shares quasi in rem. A copy of the petition shall be served on each dissenting shareholder who is a resident of this jurisdiction and shall be served by registered or certified mail on each dissenting shareholder who is a non-resident. Service on nonresidents shall also be made by publication as provided by law. The jurisdiction of the court shall be plenary and exclusive. All shareholders who are parties to the proceeding shall be entitled to judgment against the corporation for the amount of the fair value of their shares. The court may, if it so elects, appoint one or more persons as appraisers to receive evidence and recommend a decision on the question of fair value. The appraisers shall have such power and authority as shall be specified in the order of their appointment or an amendment thereof. The judgment shall be payable only upon and concurrently with the surrender to the corporation of the certificate or certificates representing such shares. Upon payment of the judgment, the dissenting shareholder shall cease to have any interest in such shares. The judgment shall include an allowance for interest at such rate as the court may find to be fair and equitable in all the circumstances, from the date on which the vote was taken on the proposed corporate action to the date of payment. The costs and expense of any such proceeding shall be determined by the court and shall be assessed against the corporation, but all or any part of such costs and expenses may be apportioned and assessed as the court may deem equitable against any or all of the dissenting shareholders who are parties to the proceeding to whom the corporation shall have made an offer to pay for the shares if the court shall find that the action of such shareholders in failing to accept such offer was arbitrary or vexatious or not in good faith. Such expenses shall include reasonable compensation for and

reasonable expenses of the appraisers, but shall exclude the fees and expenses of counsel for and experts employed by any party; but if the fair value of the shares as determined materially exceeds the amount which the corporation offered to pay therefor, or if no offer was made, the court in its discretion may award to any shareholder who is a party to the proceeding such sum as the court may determine to be reasonable compensation to any expert or experts employed by the shareholder in the proceeding. Within twenty days after demanding payment for his shares, each shareholder demanding payment shall submit the certificate or certificates representing his shares to the corporation for notation thereon that such demand has been made. His failure to do so shall, at the option of the corporation, terminate his rights under this section unless the court, for good and sufficient cause shown, shall otherwise direct.

If shares represented by a certificate on which notation has been so made shall be transferred, each new certificate issued therefor shall bear similar notation, together with the name of the original dissenting holder of such shares, and a transferee of such shares shall acquire by such transfer no rights in the corporation other than those which the original dissenting shareholder had after making demand for payment of the fair value thereof. Shares acquired by a corporation as in the case of other treasury shares, except that, in the case of a merger or consolidation, they may be held and disposed of as the plan of merger or consolidation may otherwise provide.

## CHAPTER SIX

## DISSOLUTION

**Section 601. Voluntary Dissolution by Incorporators**

A corporation which has not commenced business, and which has not issued any shares, may be voluntarily dissolved by its incorporators at any time in the following manner:

(a) Articles of dissolution shall be executed in duplicate by a majority of the incorporators, and verified by them, and shall set forth:

(1) The name of the corporation.

(2) The date of issuance of its certificate of incorporation.

(3) That none of its shares has been issued.

(4) That the corporation has not commenced business.

(5) That the amount, if any, actually paid in on subscriptions for its shares, less any part thereof disbursed for necessary expenses, has been returned to those entitled thereto.

(6) That no debts of the corporation remain unpaid.

(7) That a majority of the incorporators elect that the corporation be dissolved.

(b) Duplicate originals of the articles of dissolution shall be delivered to the Secretary. If the Secretary finds that the articles of dissolution conform to law, he shall, when all fees and franchise taxes have been paid as in this Title prescribed:

(1) Endorse on each of such duplicate originals the word "Filed," and the month, day and year of the filing thereof.

(2) File one of such duplicate originals in his office.

(3) Issue a certificate of dissolution to which he shall affix the other duplicate original. The certificate of dissolution, together with the duplicate original of the articles of dissolution affixed thereto by the Secretary, shall be returned to the incorporators or their representative. Upon the issuance of such certificate of dissolution by the Secretary, the existence of the corporation shall cease.

**Section 602. Voluntary Dissolution by Consent of Shareholders**

A corporation may be voluntarily dissolved by the written consent of all of its shareholders. Upon the execution of such written consent, a statement of intent to dissolve shall be executed in duplicate by the corporation by its president or a vice president and by its secretary of an assistant

secretary, and verified by one of the officers signing such statement, which statement shall be set forth:

(a) The name of the corporation.

(b) The names and respective addresses of its officers.

(c) The names and respective addresses of its directors.

(d) A copy of the written consent signed by all shareholders of the corporation.

(e) A statement that such written consent has been signed by all shareholders of the corporation or signed in their names by their attorneys thereunto duly authorized.

**Section 603. Voluntary Dissolution by Title of Corporation**

A corporation may be dissolved by the act of the corporation, when authorized in the following manner:

(a) The board of directors shall adopt a resolution recommending that the corporation be dissolved, and directing that the question of such dissolution be submitted to a vote at a meeting of shareholders. which may be either an annual or a special meeting.

(b) Written notice shall be given to each shareholder of record entitled to vote at such meeting within the time and in the manner provided in this Title for the giving of notice of meetings of shareholders, and, whether the meeting be an annual or special meeting. shall state that the purpose, or one of the purposes, of such meeting is to consider the advisability of dissolving the corporation.

(c) At such meeting, a vote of shareholders entitled to vote thereat shall be taken on a resolution to dissolve the corporation. Such resolution shall be adopted upon receiving the affirmative vote of the holders of a majority of the shares of the corporation entitled to vote thereon, unless any class of shares is entitled to vote thereon as a class. in which event the resolution shall be adopted upon receiving the affirmative vote of the holders of a majority of the shares of each class of shares entitled to vote thereon.

(d) Upon the adoption of such resolution, a statement of intent to dissolve shall be executed in duplicate by the corporation by its president or a vice president and by its secretary or an assistant secretary, and verified by one of the officers signing such statement, which statement shall set forth:

(1) The name of the corporation.

(2) The names and respective addresses of its officers.

(3) The names and respective addresses of its directors.

(4) A copy of the resolution adopted by the shareholders authorizing the dissolution of the corporation.

(5) The number of the shares outstanding, and, if the shares of any class are entitled to vote as a class, the designation and number of outstanding shares of each such class.

(6) The number of shares voted for and against the resolution, respectively, and, if the shares of any class are entitled to vote as a class, the number of shares of each such class voted for and against the resolution, respectively.

**Section 604. Filing of Statement of Intent to Dissolve**

Duplicate originals of the statement of intent to dissolve, whether by consent of shareholders or by act of the corporation, shall be delivered to the Secretary. If the Secretary finds that such statement conforms to law, he shall, when all fees and franchise taxes have been paid as in this Title prescribed:

(a) Endorse on each of such duplicate originals the word "Filed," and the month, day and year of the filing thereof.

(b) File one of such duplicate originals in his office.

(c) Return the other duplicate original to the corporation or its representative.

**Section 605. Effect of Statement of Intent to Dissolve**

Upon the filing by the Secretary of State of a statement of intent to dissolve, whether by consent of shareholders or by act of the corporation, (i) the corporation shall cease to carry on its business, except insofar as may be necessary for the winding up thereof, but its corporate existence shall continue until a certificate of dissolution has been issued by the Secretary or until a decree dissolving the corporation has been entered by the Tribal Court as in this Title provided, and (ii) if the corporation is a company limited by guarantee that has capital divided into shares, any share capital that may not have been called up shall be deemed to be assets of the corporation, and to be a debt of the nature of a specialty due to the corporation from each member to the extent of any sums that may be unpaid on any shares held by him, and payable at such time as required herein.

**Section 606. Procedure After Filing of Statement of Intent to Dissolve**

After the filing by the Secretary of a statement of intent to dissolve:

(a) The corporation shall immediately cause notice thereof to be mailed to each known creditor of the corporation.

(b) The corporation shall proceed to collect its assets, convey and dispose of such of its properties as are not to be distributed in kind to its shareholders, pay, satisfy and discharge its liabilities and obligations and do all other acts required to liquidate its business and affairs, and, after paying or adequately providing for the payment of all its obligations, distribute the remainder

of its assets, either in cash or in kind, among its shareholders according to their respective rights and interests.

(c) The corporation at any time during the liquidation of its business and affairs, may make application to the court to have the liquidation continued under the supervision of the court as provided in this Title.

**Section 607. Revocation of Voluntary Dissolution Proceedings by Consent of Shareholders**

By the written consent of all of its shareholders, a corporation may, at any time prior to the issuance of a certificate of dissolution by the Secretary, revoke voluntary dissolution proceedings theretofore taken, in the · following manner:

Upon the execution of such written consent, a statement of revocation of voluntary dissolution proceedings shall be executed in duplicate by the corporation by its president or a vice president and by its secretary or an assistant secretary, and verified by one of the officers signing such statement, which statement shall set forth:

(a) The name of the corporation.

(b) The names and respective addresses of its officers.

(c) The names and respective addresses of its directors.

(d) A copy of the written consent signed by all shareholders of the corporation revoking such voluntary dissolution proceedings.

(e) That such written consent has been signed by all shareholders of the corporation or signed in their names by their attorneys thereunto duly authorized.

**Section 608. Revocation of Voluntary Dissolution Proceedings by Title of Corporation**

By the act of the corporation, a corporation may, at any time prior to the issuance of a certificate of dissolution by the Secretary, revoke voluntary dissolution proceedings theretofore taken, in the following manner:

(a) The board of directors shall adopt a resolution recommending that the voluntary dissolution proceedings be revoked, and directing that the question of such revocation be submitted to a vote at a special meeting of shareholders.

(b) Written notice, stating that the purpose or one of the purposes of such meeting is to consider the advisability of revoking this voluntary dissolution proceedings, shall be given to each shareholder of record entitled to vote at such meeting within the time and in the manner provided in this Title for the giving of notice of special meetings of shareholders.

(c) At such meeting, a vote of the shareholders entitled to vote ‘thereat shall be taken on a resolution to revoke the voluntary dissolution proceedings, which shall require for its adoption the affirmative vote of the holders of a majority of the shares entitled to vote thereon.

(d) Upon the adoption of such resolution, a statement of revocation of voluntary dissolution proceedings shall be executed in duplicate by the corporation by its president or a vice president and by its secretary or an assistant secretary, and verified by one of the officers signing such statement, which statement shall set forth:

(1) The name of the corporation.

(2) The names and respective addresses of its officers.

(3) The names and respective addresses of its directors.

(4) A copy of the resolution adopted by the shareholders revoking the voluntary dissolution proceedings.

(5) The number of shares outstanding.

(6) The number of shares voted for and against the resolution, respectively.

**Section 609. Filing of Statement of Revocation of Voluntary Dissolution Proceedings**

Duplicate originals of the statement of revocation of voluntary dissolution proceedings, whether by consent of shareholders or by an act of the corporation, shall be delivered to the Secretary. If the Secretary finds that such statement conforms to law, he shall, when all fees and franchise taxes have been paid as in this Title prescribed:

(a) Endorse on each of such duplicate originals the word “Filed,” and the month, day and year of the filing thereof.

(b) File one of such duplicate originals in the office.

(c) Return the other duplicate original to the corporation or its representative.

**Section 610. Effect of Statement of Revocation of Voluntary Dissolution Proceedings**

Upon the filing by the Secretary of a statement of revocation of voluntary dissolution proceedings, whether by consent of shareholders or by act of the corporation, the revocation of the voluntary dissolution proceedings shall become effective and the corporation may again carry on its business.

**Section 611. Articles of Dissolution**

If voluntary dissolution proceedings have not been revoked, then when all debts, liabilities and obligations of the corporation have been paid and discharged, or adequate provision has been made therefor, and all of the remaining property and assets of the corporation have been distributed to its shareholders, articles of dissolution shall be executed in duplicate by the corporation by its

president or a vice president and by its secretary or an assistant secretary, and verified by one of the officers signing such statement, which statement shall set forth:

(a) The name of the corporation.

(b) That the Secretary has theretofore filed a statement of intent to dissolve the corporation, and the date on which such statement was filed.

(c) That all debts, obligations and liabilities of the corporation have been paid and discharged or that adequate provision has been made therefor.

(d) That all the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.

(e) That there are no suits pending against the corporation in any court, or that adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against it in any pending suit.

**Section 612. Filing of Articles of Dissolution**

Duplicate originals of such articles of dissolution shall be delivered to the Secretary. If the Secretary finds that such articles of dissolution conform to law, he shall, when all fees and franchise taxes have been paid as in this Title prescribed:

(a) Endorse on each of such duplicate originals the word "Filed," and the month, day and year of the filing thereof.

(b) File one of such duplicate originals in his office.

(c) Issue a certificate of dissolution to which he shall affix the other duplicate original. The certificate of dissolution, together with the duplicate original of the articles of dissolution affixed thereto by the Secretary, shall be returned to the representative of the dissolved corporation. Upon the issuance of such certificate of dissolution the existence of the corporation shall cease, except for the purpose of suites, other proceedings and appropriate corporate action by shareholders, directors and officers as provided in this Title.

**Section 613. Involuntary Dissolution**

A corporation may be dissolved involuntarily by a decree of the court in an action filed by the Tribal Prosecutor when it is established that:

(a) The corporation has failed to file its annual report within the time required by this Title, or has failed to pay its franchise tax on or before the first day of August of the year in which such franchise tax becomes due and payable; or

(b) The corporation procured its articles of incorporation through fraud;

(c) The corporation has continued to exceed or abuse the authority it by law; or

(d) The corporation has failed for thirty days to appoint and maintain a registered agent; or

(e) The corporation has failed for thirty days after change of its office registered or registered agent to file in the office of the Secretary a of such statement change.

**Section 614. Notification to Prosecutor**

The secretary, on or before the last day of December of each year, shall certify to the Prosecutor, the names of all corporations which have failed to file their annual reports or to pay franchise taxes in accordance with the provisions of this Title, together with the facts pertinent thereto. He shall also certify, from time to time, the names of all corporations which have given other cause for dissolution as provided in this Title, together with the facts pertinent thereto. Whenever the Secretary shall certify the name of a corporation to the Prosecutor as having given any cause for dissolution, the Secretary having given any cause for dissolution, the Secretary shall concurrently mail to the corporation at its registered office a notice that such certification has been made. Upon the receipt of such certification, the Prosecutor shall file an action in the name of the Nation against such corporation for its dissolution. Every such certificate from the Secretary to the Prosecutor pertaining to the failure of a corporation to file an annual report or pay a franchise tax shall be taken and received in all courts as prima facie evidence of the facts therein stated. If, before action is filed, the corporation shall file its annual report or pay its franchise tax, together with all penalties thereon, or shall appoint or maintain a registered agent as provided in this Title, or shall file with the Secretary the required statement of change of registered office or registered agent such fact shall be forthwith certified by the Secretary to the Prosecutor and he shall not file an action against such corporation for such cause. If, after action is filed, the corporation shall file its annual report or pay its franchise tax, together with all penalties thereon, or shall appoint or maintain a registered agent as provided in this Title, or shall file with the Secretary, the required statement of change of registered office or registered agent, and shall pay the costs of such action, the action for such cause shall abate.

**Section 615. Venue and Process**

Every action for the involuntary dissolution of a corporation shall be commenced by the Prosecutor in the Tribal court. Summons shall issue and be served as in other civil actions. If process is returned not found, the Prosecutor shall cause publication to be made as in other civil cases in some newspaper published in a legal newspaper, containing a notice of the pendency of such action, the title of the court, the title of the action, and the date on or after which default may be entered. The Prosecutor may include in one notice the names of any number of corporations against which actions are then pending in the same court. The Prosecutor shall cause a copy of such notice to be mailed to the corporation at its registered office within ten days after the first publication thereof. The certificate of the Prosecutor of the mailing of such notice shall be prima facie evidence thereof. Such notice shall be published once, and publication thereof may begin at any time after the summons has been returned. Unless a corporation shall have been served with summons, no default shall be taken against it earlier than thirty days after the publication of such notice.

**Section 616. Jurisdiction of Court to Liquidate Assets and Business of Corporation**

The Tribal courts shall have full power to liquidate the assets and business of a corporation;

(a) In an action by a shareholder when it is established:

(1) That the directors are deadlocked in the management of the corporate affairs and the shareholders are unable to break the deadlock, and that irreparable injury to the corporation is being suffered or is threatened by reason thereof; or

(2) That the acts of the directors or those in control of the corporation are illegal, oppressive or fraudulent; or

(3) That the shareholders are deadlocked in voting power, and have failed, for a period which includes at least two consecutive annual meeting dates, to elect successors to directors whose terms have expired or would have expired upon the election of their successors; or

(4) That the corporate assets are being misapplied or wasted.

(b) In an action by a creditor:

(1) When the claim of the creditor has been reduced to judgment and execution thereon returned unsatisfied and it is established that corporation the is insolvent; or

(2) When the corporation has admitted in writing that the claim of the creditor is due and owing and it is established that the corporation is insolvent.

(c) Upon application by a corporation which has filed a statement of intent to dissolve, as provided in this Title, to have its liquidation continued under the supervision of the court.

(d) When an action has been filed, by the Prosecutor to dissolve a corporation and it is established that liquidation of its business and affairs should precede the entry of a decree of dissolution. It shall not be necessary to make shareholders parties to any such action or proceeding unless relief is sought against them personally.

**Section 617. Procedure in Liquidation of Corporation by Court**

In proceedings to liquidate the assets and business of a corporation the court shall have power to issue injunctions, to appoint a receiver or receivers pendente lite, which such power and duties as the court, from time to time, may direct, and to take such other proceedings as may be requisite to preserve the corporate assets wherever situated, and carry on the business of the corporation until a full hearing can be had. After a hearing had upon such notice as the court may direct to be given to all parties to the proceedings and to any other parties in interest designated by the court, the court may appoint a liquidating receiver or receivers with authority to collect the assets of the corporation, including all amounts owing to the corporation, by subscribers on account of any unpaid portion of the consideration for the issuance of shares. Such liquidating

receiver or receivers shall have authority, subject to the order of the court, to sell, convey and dispose of all or any part of the assets of the corporation wherever situated, either at public or private sale. The assets of the corporation or the proceeds resulting from a sale, conveyance or other disposition thereof shall be applied to the expenses of such liquidation and to the payment of the liabilities and obligations of the corporation, and any remaining assets or proceeds shall be distributed among its shareholders according to their respective rights and interests. The order appointing such liquidating receiver or receivers shall state their powers and duties. Such powers and duties may be increased or diminished at any time during the proceedings. The court shall have power to allow from time to time as expenses of the liquidation compensation to the receiver or receivers and to attorneys in the proceeding, to direct the payment thereof out of the assets of the corporation or the proceeds of any sale or disposition of such assets. A receiver of a corporation appointed under the provisions of this section shall have authority to sue and defend in all courts in his own name as receiver of such corporation. The court appointing such receiver shall have exclusive jurisdiction of the corporation and its property, wherever situated.

**Section 618. Qualifications of Receivers**

A receiver shall in all cases be a natural person or a corporation authorized to act as receiver, which corporation may be a domestic corporation or a foreign corporation authorized to transact business in this jurisdiction, and shall in all cases give such bond as the court may direct with such sureties as the court may require.

**Section 619. Filing of Claims in Liquidation Proceedings**

In proceedings to liquidate the assets and business of a corporation the court may require all creditors of the corporation to file with the clerk of the court or with the receiver, in such form as the court may prescribe, proofs under oath of their respective claims. If the court requires the filing of claims it shall fix a date, which shall be not less than four months from the date of the order, as the last day for the filing of claims, and shall prescribe the notice that shall be given to creditors and claimants of the date so fixed. Prior to the date so fixed, the court may extend the time for the filing of claims. Creditors and claimants failing to file proofs of claim on or before the date so fixed may be barred, by order of court from participating in the distribution of the assets of the corporation.

**Section 620. Discontinuance of Liquidation Proceedings**

The liquidation of the assets and business of a corporation may be discontinued at any time during the liquidation proceedings when it is established that cause for liquidation no longer exists. In such event the court shall dismiss the proceedings and direct the receiver to redeliver to the corporation all its remaining property and assets.

**Section 621. Decree of Involuntary Dissolution**

In proceedings to liquidate the assets and business of a corporation, when the costs and expenses of such proceedings and all debts, obligations and liabilities of the corporation shall have been paid and discharged and all of its remaining property and assets distributed to its shareholders, or in case its property and assets are not sufficient to satisfy and discharge such costs, expenses, debts and obligations, all the property and assets have been applied so far as they will go to their

payment, the court shall enter a decree dissolving the corporation, whereupon the existence of the corporation shall cease.

**Section 622. Filing of Decree of Dissolution**

In case the court shall enter a decree dissolving a corporation, it shall be the duty of the clerk of such court to cause a certified copy of the decree to be filed with the Secretary for the filing thereof.

**Section 623. Deposit with Tribal Treasurer of Amount Due Certain Shareholders**

Upon the voluntary or involuntary dissolution of a corporation, the portion of the assets distributable to a creditor or shareholder who is unknown or cannot be found, or who is under disability and there is no person legally competent to receive such distributive portion, shall be reduced to cash and deposited with the Tribal Treasurer and shall be paid over to such creditor or shareholder or to his legal representative upon proof satisfactory to the Tribal Treasurer of his right thereto. The Tribal Treasurer shall, in such cases, open and maintain a trust account at any federal bank and hold such funds in the name of the CAMB Nation in trust for such creditor or shareholder until payment. Bank charges shall be paid from the assets in the account.

**Section 624. Survival of Remedy After Dissolution**

The dissolution of a corporation either (1) by the issuance of a certificate of dissolution by the Secretary, or (2) by a decree of court when the court has not liquidated the assets and business of the corporation as provided in this Title, or (3) by expiration of its period of duration, shall not take away or impair any remedy available to or against such corporation, its directors, officers, or shareholders, for any right or claim existing, or any liability incurred, prior to such dissolution if action or other proceeding thereon is commenced within two years after the date of such dissolution. Any such action or proceeding by or against the corporation may be prosecuted or defended by the corporation in its corporate name. The shareholders, directors and officers shall have power to take such corporate or other action as shall be appropriate to protect such remedy, right or claim. If such corporation was dissolved by the expiration of its period of duration, such corporation may amend its articles of incorporation at any time during such period of two years so as to extend its period of duration.

## CHAPTER SEVEN

## FOREIGN CORPORATIONS

### Section 701. Admission of Foreign Corporation

No foreign corporation shall have the right to transact business in this jurisdiction until it shall have procured a certificate of authority so to do from the Secretary. No foreign corporation shall be entitled to procure a certificate of authority under this Title to transact in this jurisdiction any business which a corporation organized under this Title is not permitted to transact. A foreign corporation shall not be denied a certificate of authority by reason of the fact that the laws of the Nation, state, or country under which such corporation is organized governing its organization and internal affairs differ from the laws of the CAMB Nation, and nothing in this Title contained shall be construed to authorize the CAMB Nation to regulate the organization or the internal affairs of such corporation. Without excluding other activities which may not constitute transacting business in this jurisdiction of foreign corporation shall not be considered to be transacting business in this jurisdiction, for the purposes of this Title, by reason of carrying on this jurisdiction any one or more of the following activities:

(a) Maintaining or defending any action or suit or any administrative or arbitration proceeding, or effecting the settlement thereof or the settlement of claims or disputes.

(b) Holding meetings of its directors and shareholders or carrying on other activities concerning its internal affairs.

(c) Maintaining bank accounts.

(d) Maintaining offices or agencies for the transfer, exchange and registration of its securities, or appointing and maintaining .trustees or depositaries with relation to its securities.

(e) Effecting sales through independent contractors.

(f) Soliciting or procuring orders, whether by mail or through employees or agents or otherwise, where such orders require acceptance without jurisdiction before becoming binding contracts.

(g) Creating as borrower or lender, or acquiring, indebtedness or mortgages or other security interests in real or personal property.

(h) Securing or collecting debts or enforcing any rights in property securing the same.

(i) Transacting any business in interstate, international, or intertribal commerce. When such business does not begin, end, or contain any separate transaction in this jurisdiction.

(j) Conducting an isolated transaction completed within a period of thirty days and not in the course of a number of repeated transactions of like nature.

**Section 702. Powers of Foreign Corporation**

A foreign corporation which shall have received a certificate of authority under this Title shall, until a certificate of revocation or of withdrawal shall have been issued as provided in this Title, enjoy the same, but no greater, rights and privileges as a domestic corporation organized for the purposes set forth in the application pursuant to which such certificate of authority is issued; and, except as in this Title otherwise provided, shall be subject to the same duties, restrictions, penalties and liabilities now or hereafter imposed upon a domestic corporation of like character.

**Section 703. Corporate Name of Foreign Corporation**

No certificate of authority shall be issued to a foreign corporation unless the corporate name of such corporation:

(a) Shall contain the word "corporation," "company," "incorporated," or "limited," or shall contain an abbreviation of one of such words, or such corporation shall, for use in this jurisdiction, add at the end of its name one of such words or an abbreviation thereof.

(b) Shall not contain any word or phrase which indicates or implies that it is organized for any purpose other than one or more of the purposes contained in its Articles of Incorporation or that it is authorized or empowered to conduct the business of banking or insurance, or professional services prohibited to corporation by this Title.

(c) Shall not be the same as, or deceptively similar to, the name of any domestic corporation existing under the laws of the CAMB Nation or any foreign corporation authorized to transact business in this jurisdiction, or a name the exclusive right to which is, at the time, reserved in the manner provided in this Title, or the name of a corporation which has in effect a registration of its name as provided in this Title except that this provision shall not apply if the foreign corporation applying for a certificate of authority files with the Secretary any one of the following:

(1) A resolution of its board of directors adopting a fictitious name for use in transacting business in this jurisdiction which fictitious name is not deceptively similar to the name of any domestic corporation or of any foreign corporation authorized to transact business in this jurisdiction or to any name reserved or registered as provided in this Title, or

(2) The written consent of such other corporation or holder of a reserved or registered name to use the same or deceptively similar name and one or more words are added to make such name distinguishable from such other name, or

(3) A certified copy of a final decree of a court of competent jurisdiction establishing the prior right of such foregoing corporation to the use of such name of jurisdiction.

**Section 704. Change of Name by Foreign Corporation**

Whenever a foreign corporation which is authorized to transact business in this jurisdiction shall change its name to one under which a certificate of authority would not be granted to it on

application therefor, the certificate of authority of such corporation shall be suspended and it shall not thereafter transact any business in this jurisdiction until it has changed its name to a name which is available to it under the laws of this jurisdiction or has otherwise compiled with the provisions of this Title.

**Section 705. Application for Certificate of Authority**

A foreign corporation, in order to procure a certificate of authority to transact business in this jurisdiction, shall make application therefor to the Secretary, which application shall set forth:

(a) The name of the corporation and the tribe, state, Nation, or country the laws under of which it is incorporated.

(b) If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or does not contain an abbreviation of one of such words, then the name of the corporation with the word or abbreviation which it elects to add thereto for use in this jurisdiction.

(c) The date of incorporation and the period of duration of the corporation.

(d) The address of the principal office of the corporation in the tribe, state, Nation, country under the laws of which it is incorporated.

(e) The address of the proposed registered office of the corporation and the name of its proposed registered agent at such address.

(f) The purpose or purposes of the corporation which it proposes to pursue in the transaction of business in this jurisdiction.

(g) The names and respective addresses of the directors and officers of the corporation.

(h) A statement of the aggregate number of shares which the corporation has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class.

(i) A statement of the aggregate number of issued shares itemized by classes, par value of shares, shares without par value, and series, if any, within a class.

(j) A statement, expressed in dollars, of the amount of stated capital of the corporation, as defined in this Title.

(k) An estimate expressed in dollars, of the value of all property to be owned by the corporation for the following year, wherever located, and an estimate of the value of the property of the corporation to be located within this jurisdiction during such year, and an estimate expressed in dollars, of the gross amount of business which will be transacted by the corporation during

(1) Such additional information as may be necessary as appropriate in order to enable the Secretary to determine whether such corporation is entitled to a certificate of authority to

transact business in this jurisdiction and to determine and assess the fees and franchise taxes payable as in this Title prescribed.

Such application shall be made on forms prescribed and furnished by the Secretary and shall be executed in duplicate by the corporation by its president or a vice president and by its secretary or an assistant secretary, and verified by one of its officers signing such application.

**Section 706. Filing of Application for Certificate of Authority**

Duplicate originals of the application of the corporation for a certificate of authority shall be delivered to the Secretary, together with a copy of its Articles of Incorporation and all amendments thereto, duly authenticated by the proper officer of the tribe, state, Nation, or country under the laws of which it is incorporated.

If the Secretary finds that such application conforms to law, he shall, when all fees and franchise taxes have been paid as in this Title prescribed:

(a) Endorse on each of such documents the word "Filed," and the month, day and year of the filing thereof.

(b) File in his office one of such duplicate originals of the application and the copy of the Articles of Incorporation and amendments thereto.

(c) Issue a certificate of authority to transact business in this jurisdiction to which he shall affix the other duplicate original application. The certificate of authority, together with the duplicate original of the application affixed thereto by the Secretary, shall be returned to the corporation or its representative.

**Section 707. Effect of Certificate of Authority**

Upon the issuance of a certificate of authority by the Secretary, the corporation shall be authorized to transact business in this jurisdiction, for those purposes set forth in its application, subject, however, to the right of the CAMB Nation to suspend or to revoke such authority as provided in this Title.

**Section 708. Registered Office and Registered Agent of Foreign Corporation**

Each foreign corporation authorized to transact business in this jurisdiction shall have and continuously maintain:

(a) A registered office which may be, but need not be the same as its place of business in this jurisdiction, or

(b) A registered agent, which agent may be either an individual resident in this jurisdiction whose business office is identical with such registered office, or a domestic corporation, or a foreign corporation authorized to transact business in this jurisdiction, having a business office identical with such registered office.

**Section 709. Change of Registered Office or Registered Agent of Corporation**

A foreign corporation authorized to transact business in this jurisdiction may change its registered office or change its registered agent, or both, upon filing in the office of the Secretary a statement setting forth:

(a) The name of the corporation.

(b) The address of its then registered office.

(c) If the address of its then registered office be changed, the address to which the registered office is to be changed.

(d) The name of its then registered agent.

(e) If its registered agent be changed, the name of its successor registered agent.

(f) That the address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

(g) That such change was authorized by resolution duly adopted by its board of directors.

Such statement shall be executed by the corporation by its president or a vice president, and verified by him, and delivered to the Secretary. If the Secretary finds that such statement conforms to the provisions of this Title, he shall file such statement in his office, and upon such filing the change of address of the registered office, or the appointment of a new registered agent, or both, as the case may be, shall become effective. Any registered agent of a foreign corporation may resign as such agent upon filing a written notice thereof, executed in duplicate, with the Secretary, who shall forthwith mail a copy thereof to the corporation at its principal office in the tribe, state, Nation, or country under the laws of which it is incorporated. The appointment of such agent shall terminate upon the expiration of such agent shall terminate upon the expiration of thirty days after receipt of such notice by the Secretary. If a registered agent changes his or its business address, he or it may change such address and the address of the registered office of any corporation of which he or it is registered agent by filing a statement as required above except that it need be signed only by the registered agent and need not be responsive to (e) or (g) and must recite that a copy of the statement has been mailed to the corporation.

**Section 710. Service of Process on Foreign Corporation**

The registered agent so appointed by a foreign corporation authorized to transact business in this jurisdiction shall be an agent of such corporation upon whom any process, notice or demand required or permitted by law to be served upon the corporation may be served. Whenever a foreign corporation authorized to transact business in this jurisdiction shall fail to appoint or maintain a registered agent in this jurisdiction, or whenever any such registered agent cannot with reasonable diligence be found at the registered office, or whenever the certificate of authority of a foreign corporation shall be suspended or revoked, then the Secretary shall be an agent of such corporation upon whom any such process, notice, or demand may be served. Service on the Secretary of any

such process, notice or demand shall be made by delivering to and leaving with him, or with any clerk having charge of the corporation department of his office, duplicate copies of such process, notice or demand. In the event any such process, notice or demand is served on the Secretary, he shall immediately cause one of such copies thereof to be forwarded by registered mail, addressed to the corporation at its principal office in the tribe, state, Nation, or country. Any service so had on the Secretary shall be returnable in not less than thirty days. The Secretary shall keep a record of all processes, notices and demands served upon him under this section, and shall record therein the time of such service and his action with reference thereto. Nothing contained shall limit or affect the right to serve any process, notice or demand, required or permitted by law to be served upon a foreign corporation in any other manner now or hereafter permitted by law.

**Section 711. Amendment to Articles of Incorporation of Foreign Corporation**

Whenever the Articles of Incorporation of a foreign corporation authorized to transact business in this jurisdiction are amended, such foreign corporation shall, within thirty days after such amendment becomes effective, file in the office of the Secretary a copy of such amendment duly authenticated by the proper officer of the tribe, state, or Nation, or country under the laws of which it is incorporated; but the filing thereof shall not of itself enlarge or alter the purpose or purposes which such corporation is authorized to pursue in the transaction of business in this jurisdiction, nor authorize such corporation to transact business in this jurisdiction under any other name than the name set forth in its certificate of authority.

**Section 712. Merger of Foreign Corporation Authorized to Transact Business in this Jurisdiction**

Whenever a foreign corporation authorized to transact business in this jurisdiction shall be a party to a statutory merger permitted by the laws of the tribe, state, Nation, or country under the laws of which it is incorporated, and such corporation- shall be the surviving corporation, it shall, within thirty days after such merger becomes effective, file with the Secretary a copy of the articles of merger duly authenticated by the proper officer of the tribe, state, Nation, or country under the laws of which such statutory merger was effected; and it shall not be necessary for such corporation to procure either a new or amended certificate of authority to transact business in this jurisdiction unless the name of such corporation desires to pursue in this jurisdiction other or additional purposes than those which it is then authorized to transact in this jurisdiction.

**Section 713. Amended Certificate of Authority**

A foreign corporation authorized to transact business in this jurisdiction shall procure an amended certificate of authority in the event it changes its corporate name, or desires to pursue in this jurisdiction other or additional purposes than those set forth in its prior application for a certificate of authority, by making application therefor to the Secretary. The requirements in respect to the form execution, the filing of issuance of an amended be the same as in the authority and contents of such application, the manner of its duplicate originals thereof with the Secretary, the certificate of authority and the effect thereof shall case of an original application for a certificate of authority.

**Section 714. Withdrawal of Foreign Corporation**

A foreign corporation authorized to transact business in this jurisdiction may withdraw from this jurisdiction upon procuring from the Secretary a certificate of withdrawal. In order to procure such certificate of withdrawal, such foreign corporation shall deliver to the Secretary an application for withdrawal, which shall set forth:

(a) The name of the corporation and the tribe, state, Nation, or country the laws under of which it is incorporated.

(b) That the corporation is not transacting business in this jurisdiction.

(c) That the corporation surrenders its authority to transact business in this jurisdiction.

(d) That the corporation revokes the authority of its registered agent in this jurisdiction to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in this jurisdiction during the time the corporation was authorized to transact business in this jurisdiction may thereafter to be made on such corporation by service thereof on the Secretary.

(e) A post-office address to which the Secretary may mail a copy of any process against the corporation that may be served on him.

(f) A statement of the aggregate number of shares which the corporation authority has to issue, itemized by classes, par value shares, shares without value, and series, par if any, within a class, as of the date of such application.

(g) A statement of the aggregate number of issued shares, itemized by class, par value of shares, shares without par value, and series, if any, within a class, as of the date of such application.

(h) A statement, expressed in dollars, of the amount of stated capital of the corporation, as of the date of such application.

(i) Such additional information as may be necessary or appropriate in order to enable the Secretary· to determine and assess any unpaid fees or franchise taxes payable by such foreign corporation as in this Title prescribed.

The application for withdrawal shall be made on forms prescribed and furnished by the Secretary and shall be executed by the corporation by its president or vice president and by its secretary or an assistant secretary, and verified by one of the officers signing the application, or, if the corporation is in the hands of a receiver or trustee, shall be executed on behalf of the corporation by such receiver or trustee and verified by him.

**Section 715. Filing of Application for Withdrawal**

Duplicate originals of such application for withdrawal shall be delivered to the Secretary. If the Secretary finds that such application conforms to the provisions of this Title, he shall, when all fees and franchise taxes have been paid as in this Title prescribed:

(a) Endorse on each of such duplicate originals the word "Filed," and the month, day and year of the filing thereof.

(b) File one of such duplicate originals in his office.

(c) Issue a certificate of withdrawal to which he shall affix the other duplicate original. The certificate of withdrawal, together with the duplicate original of the application for withdrawal affixed thereto by the Secretary, shall be returned to the corporation or its representative. Upon the issuance of such certificate of withdrawal, the authority of the corporation to transact business in this jurisdiction shall cease.

**Section 716. Revocation of Certificate of Authority**

(a) The certificate of authority of a foreign corporation to transact business in this jurisdiction may be revoked by the Secretary upon the conditions prescribed in this section when:

(1) The corporation has failed to file its annual report within the time required by this Title, or has failed to pay any fees, franchise taxes or penalties prescribed by this Title when they have become due and payable; or

(2) The corporation has failed to appoint and maintain a registered agent as required by this Title; or

(3) The corporation has failed, after change of its registered office or registered agent, file in the office of the Secretary a statement of such change as required by this Title; or

(4) The corporation has failed to file in the office of the Secretary any amendment to its Articles of Incorporation or any articles of merger within the time prescribed by this Title; or

(5) A misrepresentation has been made of any material matter in any application, report, affidavit, or other document submitted by such corporation pursuant to this Title.

(b) No certifies of authority of a foreign corporation shall be revoked by the Secretary unless:

(1) he shall have given the corporation not less than sixty days' notice thereof by mail addressed to its registered office in this jurisdiction, and

(2) the corporation shall fail prior to revocation to file such annual report, or pay such fees, franchise taxes or penalties, or file the required statement of change of registered agent or registered office, or file such articles of amendment or articles of merger, or correct such misrepresentation.

**Section 717. Issuance of Certificate of Revocation**

Upon revoking any such certifies of authority, the Secretary shall:

(a) Issue a certificate of revocation in duplicate.

(b) File one of such certificate in his office.

(c) Mail to such corporation at its registered office in this jurisdiction a notice of such revocation accompanied by one of such certificates. Upon the issuance of such certificate of revocation, the authority of the corporation to transact business in this jurisdiction shall cease.

**Section 718. Transacting Business Without Certificate of Authority**

No foreign corporation transacting business in this jurisdiction without a certificate of authority shall be permitted to maintain any action, suit or proceeding in any court of this jurisdiction, until such corporation shall have obtained a certificate of authority. Nor shall any action, suit or proceeding be maintained in any court of this jurisdiction by any successor or assignee of such corporation on any right, claim or demand arising out of the transaction of business by such corporation in this jurisdiction, until a certificate or authority shall have obtained by such corporation or by a corporation which has acquired all or substantially all of its assets.

The failure of a foreign corporation to obtain a certificate of authority to transact business in this jurisdiction, shall not impair the validity of any contract or act of such corporation, and shall not prevent such corporation from defending any action, suit or proceeding in any court of this jurisdiction. A foreign corporation which transacts business in this jurisdiction without a certifies of authority shall be liable to the CAMB Nation, for the years or parts thereof during which it transacted business in this jurisdiction without a certificate of authority, in an amount equal to all fees and franchise taxes which would have been imposed by this Title upon which would have been imposed by this Title upon such corporation had it duly applied for and received a certificate of authority to transact business in this jurisdiction as required by this Title and thereafter filed all reports required by this Title, plus all penalties imposed by this Title for failure to pay such fees and franchise taxes. The Prosecutor or the Tribal Attorney shall bring proceedings to recover all amounts due the CAMB Nation under the provisions of this section, and to enjoin any further transaction of business by such foreign corporation within this jurisdiction until such corporation complies with the laws of the CAMB Nation. The Nation shall have a first lien upon any property of a corporation which transacts business in this jurisdiction without a certificate of authority to guarantee payment of all fees, taxes, and penalties due to the Nation, and upon the order of the court may seize and impound any property or assets of such corporation which may be found within the Tribal jurisdiction. Upon reduction of the Nation's claims for fees, taxes, and penalties due to judgment, the Nation may take title to such property or assets as have been seized and impounded in full liquidation of its claims, or may execute upon such property and conduct a public sale thereof as in other execution sales under the laws of the CAMB Nation, provided, that within ten days of the date judgment is entered such corporation may redeem and secure the release of any property so seized or impounded by paying into court the full amount of the judgment.

## CHAPTER EIGHT

## ANNUAL REPORTS

**Section 801. Annual Report of Domestic and Foreign Corporations**

Each domestic corporation, and each foreign corporation authorized to transact business under the laws of the CAMB Nation, shall file, within the time prescribed in this Title, an annual report setting forth:

(a) The name of the corporation and the tribe, state, nation, or country under the laws of which it is incorporated;

(b) The name and address of its registered agent;

(c) A brief statement of the character of the business in which the corporation is actually engaged;.

(d) The names and respective address of the directors and officers of the corporation;

(e) A statement of the aggregate number of shares which the corporation has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class;

(f) A statement of the aggregate number of issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class;

(g) A statement, expressed in dollars, of the amount of stated capital of the corporation, as defined in this Title;

(h) A statement, expressed in dollars, of the value of all the property owned by the corporation, wherever located, and the value of the property of the corporation located within this jurisdiction and a statement, expressed in dollars, of the gross amount of business transacted by the corporation for the twelve months ended on the thirty-first day of December preceding the date herein provided for the filing of such report and the gross amount thereof transacted by the corporation. If, on the thirty-first day of December preceding the time herein provided for the filing of such report the corporation had not been in existence for a period of twelve months, or in the case of a foreign corporation that has not been authorized to transact business in this jurisdiction for a period of twelve months, the statement with respect to business transacted shall be furnished for the period between the date of incorporation or the date of its authorization to transact business in this jurisdiction, as the case may be, and such thirty-first day of December. If the corporation elects to pay the annual franchise tax on the basis of its entire stated capital, then the information required by this subparagraph need not be set forth in such report; and

(i) Such additional information as may be necessary or appropriate in order to enable the Secretary to determine and assess the proper amount of franchise taxes payable by such corporation. Such annual report shall be made on forms prescribed and furnished by the Secretary and the information therein contained shall be given as of the date of the execution of the report, except as to the information required by subparagraphs (g), (h), and (i) which shall be given as of the close of business on the thirty-first day of December next preceding the date herein provided for the filing of such report. It shall be executed by the corporation by its president, a vice president, secretary, an assistant secretary, or treasurer, and verified by the officer executing the report, or, if the corporation is in the hands of a receiver or trustee, it shall be executed on behalf of the corporation and verified by such receiver or trustee.

**Section 802. Filing of Annual Report of Domestic and Foreign Corporations**

Such annual report of a domestic or foreign corporation shall be delivered to the Secretary between the first day of January and the first day of March of each year, except that the first annual report of a domestic or foreign corporation shall be filed between the first of January and the first day of March of the year next succeeding the calendar year in which its certificate of incorporation or its certificate of authority, as the case may be, was issued by the Secretary. Proof to the satisfaction of the Secretary that prior to the first day of March such report was deposited in the United States mail in a sealed envelope, properly addressed, with postage prepaid, shall be deemed a compliance with this requirement. If the Secretary finds that such report conforms to the requirements of this Title, he shall file the same. If he finds that it does not so conform, he shall promptly return the same to the corporation for any necessary corrections in which event the penalties hereinafter prescribed for failure to file such report within the time hereinabove provided shall not apply, if such report is corrected to conform to the requirements of this Title and returned to the Secretary within thirty days from the date on which it was mailed to the corporation by the Secretary.

CHAPTER NINE
FEES, FRANCHISE TAXES AND CHARGES

**Section 900. References to "tax" may be interpreted as "voluntary assessments."**

**Section 901. Fees and Charges to be Collected by Secretary**

The Secretary shall charge and collect in accordance with the provisions of this Title:

(a) Fees for filing documents and issuing certificates;

(b) Miscellaneous charges; and

(c) License fees.

All such charges shall be properly accounted for and deposited in the Tribal Treasury Account, not less than ten days after receipt by the Secretary.

Fees as defined in the CAMB Nation Constitution ("Property Rights, Taxation") may be charged for goods and/or services. Without fees or taxes the Nation cannot survive.

**Section 902. Fees for Filing Documents and Issuing Certificates**. The Secretary shall charge and collect for:

(a) Filing Articles of Incorporation and issuing a certificate of incorporation, the fee shall be one-tenth of one percent (1/10 of 1%) of the authorized capital stock of such corporation, provided that the minimum fee for such service shall be ($100.00). Any authorized stock without par value shall be treated as stock of par value of $200.00 and the fees thereon collected accordingly.

(b) Filing articles of amendment and issuing a certificate of amendment ($100.00). If the authorized capital of the corporation is increased by more than Twenty-five Thousand Dollars ($25,000.00) by such action the filing fee shall equal one-tenth of 1 percent (1/10 of 1 %) of the increase. Each share authorized without par value shall be deemed to have a par value of Fifty Dollars ($50.00) for purposes of this section and the fees thereon collected accordingly.

(c) Filing restated Articles of Incorporation ($100.00).

(d) Filing articles of merger or consolidation and issuing a certificate of merger or consolidation ($100.00). If the authorized capital of the corporation is increased by more than Twenty-five Thousand Dollars ($25,000.00), by such action, the filing fee shall equal one-tenth of 1 percent (1/10 of 1 %) of the increase. Each share authorized without par value shall be deemed to have a par value of Fifty Dollars ($50.00) for purposes of this section and the fees thereon collected accordingly.

(e) Filing an application to reserve a corporate name, ($25.00).

(f) Filing a notice of transfer of reserved corporate name, ($25.00).

(g) Filing a statement of change of address of registered office or registered agent, or both, ($50.00).

(h) Filing a statement of the establishment of a series of shares, ($50.00).

(i) Filing a statement of cancellation of shares, ($50.00).

(j) Reserved

(k) Filing a statement of intent to dissolve, ($50.00).

(1) Filing a statement of revocation of voluntary dissolution proceedings, ($50.00).

(m) Filing articles of dissolution, ($50.00).

(n) Filing an application of a foreign corporation for a certificate of authority to transact business in this jurisdiction and issuing a certificate of authority. The fee shall be one tenth of one percent (1/10 of 1 %) of the maximum amounts of capital to be invested by such corporation at any time during the fiscal year· as shown by an affidavit of a general managing officer of such corporation attached to such application, provided, that the minimum fee for such service shall be ($200.00).

(o) Filing an application of a foreign corporation for an amended certificate of authority to transact business in this jurisdiction and issuing an amended certificate of authority, ($200.00).

(p) Filing a copy of an amendment to the Articles of Incorporation of a foreign corporation holding a certificate of authority to transact business in this jurisdiction, ($200.00).

(q) Filing a copy of articles of merger of a foreign corporation holding a certificate of authority to transact business in this jurisdiction, ($200.00).

(r) Filing an application for withdrawal of a foreign corporation and issuing a certificate of withdrawal, ($200.00).

(s) Filing any other statement or report, required by this Title to be filed, ($100.00).

**Section 903. Miscellaneous Charges**

The Secretary shall charge and collect:

(a) For furnishing a certified copy of any document, instrument, or paper relating to a corporation, $1.00 per page and $50.00 for the certificate and affixing the seal thereto.

(b) At the time of any service of process on him as agent of a corporation, $200.00, which amount may be recovered as taxable costs by the party to the suit or action causing such service to be made if such party prevails in the suit or action.

**Section 904. License Fees Payable by Domestic Corporations**

The Secretary shall charge and collect from each domestic corporation license fees, based upon the number of shares which it will have authority to issue or the increase in the number of shares which it will have authority to issue, at the time of:

(a) Filing Articles of Incorporation;

(b) Filing articles of amendment increasing the number of authorized shares; and

(c) Filing articles of merger or consolidation increasing the number of authorized shares which the surviving or new corporation, if a domestic corporation, will have the authority to issue above the aggregate number of shares which the constituent domestic corporations constituent foreign corporations authorized to transact business in this jurisdiction had authority to issue. The license fees shall be at the rate of Five cents per share up to and including the first 10,000 authorized shares, three cents per share for each authorized share in excess of 10,000 shares up to and including 100,000 shares, and two cent per share for each authorized share in excess of 100,000 shares, whether shares are of par value or without par value. The license fees on a payable increase in the number of authorized shares shall be imposed only on the increased number of shares, and the number of previously authorized shares shall be taken into account in determining the rate applicable to the increased number of authorized shares.

(d) At the discretion of the CAMB Nation, license fees can be waived depending upon the type of business and how it might advance the economic and business interests of the Nation.

**Section 905. License Fees Payable by Foreign Corporations**

The Secretary shall charge and collect from each foreign corporation license fees, based upon the proportion represented in this jurisdiction of the number of shares which it has authority to issue or the increase in the number of shares which it has authority to issue, at the time of:

(a) Filing an application for a certificate of authority to transact business in this jurisdiction.

(b) Filing articles of amendment which increased the number of authorized shares; and

(c) Filing articles of merger or consolidation which increased the number of authorized shares which the surviving or new corporation, if a foreign corporation, has authority to issue above the aggregate number of shares which the constituent domestic corporations and constituent foreign corporations authorized to transact business in this jurisdiction had authority to issue. The license fees shall be at the rate of Five cents per share up to and including the first 10,000 authorized shares represented in this jurisdiction, three cents per share for each authorized share in excess of 10,000 shares up to and including 100,000 shares represented in this jurisdiction, and

two cents per share for each authorized share in excess of 100,000 shares represented in this jurisdiction, whether the shares are of par value or without par value. The license fees payable on an increase in the number of authorized shares shall be imposed only on the increased number of such shares represented in this jurisdiction, and the number of previously authorized shares represented in this jurisdiction shall be taken into account in determining the rate applicable to the increased number of authorized shares. The number of authorized shares represented in this jurisdiction shall be that proportion of its total authorized share which the sum of the value of its property located in this jurisdiction, and the gross amount of business in this jurisdiction bears to the sum of the value of all of its property, wherever located, and the gross amount of its business, wherever transacted. Such proportion shall be determined form information contained in the application for a certificate of authority to transact business in this jurisdiction until the filing of an annual report and thereafter from information contained in the la test annual report filed by the corporation.

(d) At the discretion of the CAMB Nation, license fees can be waived depending upon the type of business and how it might advance the economic and business interests of the Nation.

**Section 906. [Reserved]**

**Section 907. Franchise Taxes Payable by Foreign Corporations**

The Secretary shall charge and collect from each foreign corporation authorized to transact business in this jurisdiction an annual franchise tax, payable in advance for the period from July 1 in each year to July 1 In the succeeding year, beginning July 1 in the calendar year in which such corporation is required to file its first annual report under this Title, at the rate of Ten Dollars ($10.00) plus One Dollars ($1.00) per Thousand Dollars ($1,000.00) or part thereof by which stated capital of the corporation represented in this jurisdiction exceeds Ten Thousand Dollars ($10,000.00), as disclosed by the latest annual report filed by the corporation with the Secretary. The amount represented in this jurisdiction of the stated capital of the corporation shall be that proportion of its stated capital which the sum of the value of its property located in this jurisdiction and the gross amount of business transacted by it at or from places of business in this jurisdiction, or conducted under its laws, bears to the sum of the value of all of its property, wherever located, and the gross amount of its business, wherever transacted except as follows:

(a) If the corporation elects in its annual report in any year to pay its annual franchise tax on its entire stated capital, all franchise taxes accruing against the corporation after the filing of such annual report shall be assessed accordingly until the corporation elects otherwise in an annual report for a subsequent year.

(b) If the corporation fails to file its annual report in any year within the time prescribed by this Title, the proportion of its stated capital represented in this jurisdiction shall be deemed to be its entire stated capital, unless its annual report is thereafter filed and its franchise tax thereafter adjusted by the Secretary in accordance with the provisions of this Title, in which case the proportion shall likewise be adjusted to the same proportion that would have prevailed if the corporation had filed its annual report within the time prescribed by this Title.

**Section 908. Assessment and Collection of Annual Franchise Taxes**

It shall be the duty of the Secretary to collect all annual franchise taxes and penalties imposed by, or assessed in accordance with this Title. Between the first day of March and the first day of June of each year, the Secretary shall assess against each corporation domestic and foreign, required to file an annual report in such year, the franchise tax payable by it for the period from July 1 of such year to July 1 of the succeeding year in accordance with the provisions of this Title, and, if it has failed to file its annual report within the time prescribed by this Title, the penalty imposed by this Title upon such corporation for its failure so to do; and shall mail a written notice to each corporation at its registered office in this jurisdiction notifying the corporation (1) of the amount of franchise tax assessed against it for the ensuing year and the amount of penalty, if any, assessed against it for failure to file its annual report; (2) that objections, if any, to such assessment will be heard by the officer making the assessment on or before the fifteenth day of June of such year, upon receipt of a request from the corporation; and (3) that such tax and penalty shall be payable to the CAMB Nation through the office of the Secretary on the first day of July next succeeding the date of the notice. Failure to receive such notice shall not relieve the corporation of its obligations to pay the tax and any penalty assessed, or invalidate the assessment thereof. The Secretary shall have power to hear and determine objections to any assessments of franchise tax at any time after such assessment and, after hearing, to change or modify any such assessment. In the event of any adjustment of franchise tax with respect to which a penalty has been assessed for failure to file an annual report, the penalty shall be adjusted in accordance with the provisions of this Title imposing such penalty. All annual franchise taxes and all penalties for failure to file annual reports shall be due and payable on the first day of July of each year. If the annual franchise tax assessed against any corporation subject to the provisions of this Title, together with all penalties assessed thereon, shall not be paid to the Secretary on or before the thirty-first day of July of the year in which such tax is due, and payable, the Secretary shall certify such fact to the Prosecutor or the Tribal Attorney, if necessary, on or before the fifteenth day of November of such year, whereupon the Prosecutor or the Tribal Attorney, if necessary, may institute an action against such corporation in the name of the CAMB Nation, in any court of competent jurisdiction, for the recovery of the amount of such franchise tax and penalties, together with the cost of suit, and prosecute the same to final judgment. For the purpose of enforcing collection, all annual franchise taxes assessed in accordance with this Title, and all penalties assessed thereon and all interest and costs that shall accrue in connection with the collection thereof, shall be a prior and first lien on the real and personal property of the corporation from and including the first day of July of the year when such franchise taxes become due and payable until such taxes, penalties, interest, and costs shall have been paid.

**Section 909. Rate of Interest Charged on Overdue Payments**

Any fee, franchise taxes, charges, or penalties imposed by this Title, shall bear interest at the rate of 1.5% (one and one-half percent) per month from the date such fee, franchise tax, charge, or penalty becomes due and payable until the date actually paid.

## CHAPTER TEN

## PENALTIES

**Section 1001. Penalties Imposed Upon Corporations**

Each corporation, domestic or foreign, that fails or refuses to file its annual report for any year within the time prescribed by this Act shall be subject to a penalty of ten percent of the amount of the franchise tax assessed against it for the period beginning July 1 of the year in which such report should have been filed. Such penalty shall be assessed by the Secretary at the time of the assessment of the franchise tax. If the amount of the franchise tax as originally assessed against such corporation be thereafter adjusted in accordance with the provisions of this Act, the amount of the penalty shall be likewise adjusted to ten percent of the amount of the adjusted franchise tax. The amount of the franchise tax and the amount of the penalty shall be separately stated in any notice to the corporation with respect thereto. If the franchise tax assessed in accordance with the provisions of this Act shall not be paid on or before the thirty-first day of July, it shall be deemed to be delinquent, and there shall be added a penalty of Two percent for each month or part of month of August. Each corporation, domestic or foreign, that fails or refuses to answer truthfully and fully within the time prescribed by this Act, any interrogatories propounded by the Secretary in accordance with the provisions of this Act, shall be deemed guilty of an offense and upon conviction thereof may be fined for each such refusal in any amount not exceeding Five Hundred Dollars ($500.00).

**Section 1002. Penalties Imposed Upon Officers and Directors**

(a) Each officer and director of a corporation, domestic or foreign, who fails or refuses within the time prescribed by this Act to answer truthfully and fully interrogatories propounded to him by the Secretary in accordance with the provisions of this Act, or who signs any articles, statement, report, application, or other document filed with the Secretary which is known to such officer or director to be false in any material respect, shall be deemed to be guilty of an offense and upon conviction thereof may be fined in any amount Not exceeding Five Hundred Dollars ($500.00) and imprisoned for a term of six months in the tribal· jail or both.

(b) Any person described in subsection (a) of this section who is not personally subject to the criminal jurisdiction of the tribal court shall be deemed to have created a public nuisance and on judgment thereof, shall be liable for a civil penalty in an amount not exceeding Five Hundred Dollars ($500.00).

(c) The fines and penalties imposed by subsections (a) and (b) of this section shall be personal and not subject to indemnification by the corporation.

## CHAPTER ELEVEN

## MISCELLANEOUS PROVISIONS

**Section 1101. Interrogatories by Secretary**

The Secretary may propound to any corporation, domestic or foreign, subject to the provisions of this Title, and to any officer or director thereof, such interrogatories as may be reasonably necessary and proper to enable him to ascertain whether such corporation has complied with all the provisions of this Title applicable to such corporation. Such interrogatories shall be answered within thirty days after the mailing thereof, or within such additional time as shall be fixed by the Secretary and the answers thereto shall be full and complete and shall be made in writing and under oath. If such interrogatories be directed to an individual they shall be answered by him, and if directed to a corporation they shall be answered by the president, vice president, secretary or assistant secretary thereof. The Secretary need not file any document to which such interrogatories relate until such interrogatories be answered as herein provided, and not then if the answers thereto disclose that such document is not in conformity with the provisions of this Title. The Secretary shall certify to the Prosecutor for such action as the Prosecutor may deem appropriate, all interrogatories and answers thereto which disclose a violation of any of the provisions of this Title.

**Section 1102. Information Disclosed by Interrogatories**

Interrogatories propounded by the Secretary and the answers thereto shall not be open to public inspection nor shall the Secretary disclose any facts or information obtained therefrom except insofar as his official duty may require the same to be made public or in the event such interrogatories or the answers thereto are required for evidence in any criminal or civil proceedings or in any other action by the CAMB Nation.

**Section 1103. Powers of Secretary**

The Secretary shall have the power and authority reasonably necessary to enable him or her to administer this Title efficiently and to perform the duties therein imposed upon him or her. Guidance may be sought from the Attorney General of the CAMB Nation.

**Section 1104. Appeal from Secretary**

If the Secretary shall fail to approve any articles of incorporation, amendment, merger, consolidation or dissolution, or any other document required by this Title to be approved by the Secretary before the same shall be filed in his office, he shall, within twenty days after the delivery thereof to him, give written notice of his disapproval to the person or corporation, domestic or foreign, delivering the same, specifying the reasons therefor. From such disapproval such person or corporation may appeal to the Tribal Court by filing with the clerk of such court a petition setting forth a copy of the articles or other documents sought to be filed and a copy of the written disapproval thereof by the Secretary; whereupon the matter shall be tried de novo by the court, and the court shall either sustain the action of the Secretary or direct him to take such action as the court may deem proper. If the Secretary shall revoke the certificate of authority to transact business in this jurisdiction of any foreign corporation, pursuant to the provisions of this Title, such foreign

corporation may likewise appeal to the Tribal Court, by filing with the clerk of such court a petition setting forth a copy of its certificate of authority to transact business in this jurisdiction and a copy of the notice or revocation given by the Secretary; whereupon the matter shall be tried de novo by the court, and the court shall either sustain the action of the Secretary or direct him to take such action as the court may deem proper. Appeals from all final orders and judgments entered by the Tribal Court under this section on review of any ruling or decision of the Secretary may be taken as in other civil actions.

**Section 1105. Certificates and Certified Copies to be Received in Evidence**

All certificates issued by the Secretary in accordance with the provisions of this Title, and all copies of documents filed in his office in accordance with the provisions of this Title when certified by him, shall be taken and received in all courts, public offices and official bodies as prima facie evidence of the facts therein stated. A certificate by the Secretary under the great seal of the CAMB Nation, as to the existence or non-existence of the facts relating to corporations shall be taken and received in all courts, public offices, and official bodies as prima facie evidence of the existence or non-existence of the facts therein stated.

**Section 1106. Forms to be Furnished by Secretary**

All reports required by this Title to be filed in the office of the Secretary shall be made on forms which shall be prescribed and furnished by the Secretary. "Forms for all other documents to be filed in the office of the Secretary shall be furnished by the Secretary on request therefore, but the use thereof, unless otherwise specifically prescribed in this Title, shall not be mandatory.

**Section 1107. Greater Voting Requirements**

Whenever, with respect to any action to be taken by the shareholders of a corporation, the articles of incorporation require the vote or concurrence of the holders of a greater proportion of the shares, or of any class or series thereof, than required by this Title with respect to such action, the provisions of the articles of incorporation shall control.

**Section 1108. Waiver of Notice**

Whenever any notice is required to be given to any shareholder or director of a corporation under the provisions of this Title or under the provisions of the articles of incorporation or by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

**Section 1109. Action by Shareholders Without a Meeting**

(a) Unless otherwise provided in the articles of incorporation or in subsection (h), action required or permitted by this Title to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote if the action is taken by the holders of outstanding shares of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted. In order to be effective the action must be evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes of each voting group entitled to vote thereon, and delivered to the corporation by delivery to its principal office in this state, its principal place of business, the corporate secretary, or another officer or agent of the corporation having custody of the book in which proceedings of meetings of shareholders are recorded. No written consent shall be effective to take the corporate action referred to therein unless, within 60 days of the date of the earliest dated consent delivered in the manner required by this section, written consents signed by shareholders owning a sufficient number of shares required to authorize or take the action have been delivered to the corporation by delivery as set forth in this section.

(b) Any written consent may be revoked prior to the date that the corporation receives the required number of consents to authorize the proposed action. No revocation is effective unless in writing and until received by the corporation at its principal office or received by the corporate secretary or other officer or agent of the corporation having custody of the book in which proceedings of meetings of shareholders are recorded.

(c) Within 10 days after either written consents sufficient to authorize or take the action have been delivered to the corporation or such later date that tabulation of consents is completed pursuant to an authorization under subsection (d), notice must be given to those shareholders who have not consented in writing or who are not entitled to vote on the action. The notice shall fairly summarize the material features of the authorized action.

(d) A consent signed under this section has the effect of a meeting vote and may be described as such in any document. Unless the articles of incorporation, bylaws, or a resolution of the board of directors provides for a reasonable delay to permit tabulation of written consents, the action taken by written consent shall be effective when written consents signed by shareholders owning a sufficient number of shares required to authorize or take the action have been delivered to the corporation.

(e) In the event that the action to which the shareholders consent is such as would have required the filing of a certificate under any other section of this Title if such action had been voted on by shareholders at a meeting thereof, the certificate filed under such other section shall state that written consent has been given in accordance with the provisions of this section.

(f) Whenever action is taken pursuant to this section, the written consent of the shareholders consenting thereto, or the written reports of inspectors appointed to tabulate such consents shall be filed with the minutes of proceedings of shareholders.

(g) The notice requirements in subsection (c) do not delay the effectiveness of actions taken by written consent, and a failure to comply with such notice requirement does not invalidate actions taken by written consent. This subsection may not be deemed to limit judicial power to fashion any appropriate remedy in favor of a shareholder adversely affected by a failure to give such notice within the required time period.

(h) If a corporation's articles of incorporation authorize shareholders to cumulate their votes when electing directors pursuant to Section 131, directors may not be elected by written consent of the shareholders unless the consent is unanimous.

**Section 1110. Unauthorized Assumption of Corporate Powers**

All persons who assume to act as a corporation without authority so to do shall be jointly and severally liable for all debts and liabilities incurred or arising as a result thereof.

**Section 1111. Application to Foreign and Interstate Commerce**

The provisions of this Title shall apply to commerce with foreign nations, with the United States, and with the several tribes and states only insofar as they may be permitted under the provisions of any of the treaties and agreements between the CAMB Nation and the United States.

**Section 1112. Reservation of Power**

The CAMB Nation shall at all times have power to prescribe such regulations, provisions and limitations as it may deem advisable, which regulations, provisions and limitations shall be binding upon any and all corporations subject to the provisions of this Title, and the CAMB Nation shall have power to amend, repeal or modify this Title at pleasure.

**Section 1113. Effect of Invalidity of Part of This Title**

If a court of competent jurisdiction shall adjudge to be invalid or unconstitutional any clause, sentence, paragraph, section or part of this Title, such judgment or decree shall not affect, impair, invalidate or nullify the remainder of this Title, except for the specific clause, sentence, paragraph, section or part of this Title so adjudged to be invalid or unconstitutional.

**Section 1114. Consent to Tribal Court Jurisdiction**

Every corporation, whether domestic or foreign, and every officer, director, stockholder, and employee of such corporation which is authorized to do business within the Tribal jurisdiction pursuant to this Title and which avails itself of the privilege of doing business within the jurisdiction of the CAMB Nation, shall be conclusively deemed to have consented to the jurisdiction of the Courts of the CAMB Nation.

**Section 1115. Securities Act of 1933 Applicable**

The provisions of the United States Securities Act of 1933, as amended, 15 U. S.C. § 77(a) *et. seq.* and all rules and regulations of the United States in regard thereto, shall apply to any securities issued by any domestic corporation created by this Title.

**Section 1116. Corporations Doing Business at Effective Date of This Title**

Every foreign corporation doing business within the jurisdiction of the CAMB Nation on the effective date of this Title shall be permitted one-hundred and twenty days (120) from the effective date of this Title in which to bring themselves into compliance with this Title. During such period of one-hundred twenty (120) days, no such corporation shall be liable for any fine, penalty, seizure or impoundment of property or assets, and may not be enjoined by reason of failure to comply with this Title, provided, that if such compliance is not achieved within such time, all fines and penalties shall be figured from the effective date of this Title.

**Section 1117. Exemption of Public Service Utility Companies**

(a) The provisions of this Title shall not apply to any public service utility company organized or domesticated pursuant to the laws of the State

and subject to regulation by the Corporation Commission of the State when such corporation's business activities within this jurisdiction consists exclusively of providing one or more of the following services to residents, businesses, the Tribal Government, or other persons lawfully within this jurisdiction:

(1) Telephone, telegraph, and other consumer communications.

(2) Electric service for consumer use.

(3) Natural gas service for consumer use.

(4) Water service for consumer use.

(5) Sewage and trash removal and disposal.

(b) In order to qualify for this exemption, such foreign corporation shall file with the Secretary duplicate originals of an affidavit stating facts sufficient to inform the Secretary that such corporation is entitled to the exemption created by this Section. If the Secretary finds that such corporation is entitled to this exemption, he shall:

(1) Endorse on each affidavit the word "Filed," and the month, day, and year of the filing thereof.

(2) File in his office one duplicate original of the affidavit.

(3) Issue a Certificate of Exemption to which he shall affix the other duplicate original affidavit. Thereafter such foreign corporation shall be entitled and authorized to conduct exclusively, those exempt business operations described in subsection (a) of this section.

(c) If such corporation wishes to also conduct non-exempt business within the jurisdiction, such corporation shall comply with all the provisions of this Title to the extent that it conducts non-exempt business within this jurisdiction.

(d) Nothing in this section contained shall be construed as preventing any public service utility company defined in subsection (a) of this section from, at its option, refusing or failing to obtain a certificate of exemption authorized by this section and electing to comply with the provisions of this Title as if no exemption were provided.

## CHAPTER TWELVE

## NONPROFIT CORPORATIONS

**Section 1201. Definitions**

For the purpose of this Title, unless the context otherwise requires, the terms defined in this section shall have the meanings ascribed to them as follows:

(a) "Corporation" means a nonprofit corporation formed for a purpose not involving pecuniary gain to its shareholders or members, paying no dividends or other pecuniary remuneration, directly or indirectly, to its shareholders or members as such, and having no capital stock.

(b) "Notice" means written notification of a meeting:

(1) stating time, place, and, in the case of a special meeting, purpose;

(2) properly addressed according to the last available corporate records;

(3) sent or delivered by a duly authorized person to each director or member entitled to vote at the meeting; and

(4) delivered or mailed not less than five (5) nor more than thirty (30) days before the meeting, excluding the day of the meeting, or a published notification of a meeting of a corporation having at least one hundred members, if its board of directors should elect to give such notification thereof in lieu of written notification, to be made by publication in a newspaper of general circulation published in the locality of the registered office two (2) successive weeks previous to the date of the meeting, stating the time, place, and, in the case of a special meeting, its purpose.

(c) "Articles" means the original Articles of Incorporation as amended, articles of merger, or articles of consolidation and incorporation, as the case may be;

(d) "By-laws" means the code adopted for the regulation or management of the internal affairs of the corporation, regardless of how designated;

(e) "Member" means an entity, either corporate or natural, having any membership or shareholder rights in a corporation in accordance with its articles, bylaws, or both; and

(f) "Directors" means the persons vested with the general management of the affairs of the corporation, regardless of how they are designated.

**Section 1202. Purposes of a Nonprofit Corporation**

A nonprofit corporation may be formed under this Title for any lawful purpose or purposes.

**Section 1203. Incorporators**

Three or more natural persons legally competent to enter into contracts may form a nonprofit corporation under this Title.

**Section 1204. Articles of Incorporation**

The articles shall be signed by each of the incorporators and acknowledged by at least three of them. The articles of the corporation organized under this Title shall state:

(a) the Name of the corporation;

(b) the purpose of the corporation;

(c) that the corporation does not afford pecuniary gain, incidentally or otherwise, to its members;

(d) the period of duration of corporate existence which may be perpetual;

(e) the location, by city, town, or other community, and the name of its registered agent and registered office;

(f) the name and address of each incorporator; and

(g) the number of directors the constituting the first board of directors, director, and the tenure in office of the name and address of each such first directors.

The Articles of Incorporation may contain any other provision, consistent with the law of the CAMB Nation for regulating the business of the corporation or the conduct of the corporate affairs.

**Section 1205. Corporate Name**

A corporation organized pursuant to this Title may use any corporate name authorized for use pursuant to Section 306 of this Title, provided, that it shall be necessary for a nonprofit corporation to use the word "corporation," "company," "incorporated," or "limited" or an abbreviation of one of those words in its corporate name.

**Section 1206. Corporate Capacity and Powers**

A nonprofit corporation incorporated under this Title shall have general corporate capacity and shall have and possess all the general powers of a domestic corporation incorporated under this Title.

**Section 1207. Filing of Articles**

The Articles of Incorporation shall be filed in the Office of the Secretary. If the articles conform to law, and upon the payment of a fee of Ten Dollars ($10.00), the Secretary shall record the articles and issue and record a certificate of incorporation. The certificate shall state the name

of the corporation and the fact and date of incorporation. Corporate existence shall begin upon issuance by the Secretary of the certificate of incorporation.

**Section 1208. Amendment of Articles**

Every nonprofit corporation wishing to change its name or otherwise amend its Articles of Incorporation shall pay a fee of Ten Dollars ($10.00) and shall make such change or amendment in the following manner: The board of directors shall pass a resolution reciting that such change of name or amendment is advisable, and a certified copy of said resolution under the corporate seal shall be filed in the office of the Secretary. In addition, in the event of a change in the name of such corporation, a notice of such change of name shall be published once in a newspaper having general circulation in the vicinity of the corporation's registered office. The text and application of the amendment shall be set out in the resolution. Upon filing of the resolution, and proof of publication, if necessary, in the office of the Secretary, the Articles of Incorporation shall be deemed amended.

**Section 1209. Organizational Meeting**

After commencement of corporate existence, the first meeting of the board of directors shall be held at the call of the incorporators or the directors, after notice, for the purpose of adopting the initial bylaws, electing officers, performing other acts in the internal organization of the corporation, and for such other purposes as shall be stated in the notice of the meeting. Such meeting shall be held within thirty (30) days after the issuance of a Certificate of Incorporation by the Secretary. The first meeting of the members shall be held at the call of an officer or of the initial board of directors, after notice. The initial bylaws adopted by the board of directors shall remain effective until legally amended or repealed at a membership meeting duly called for the specific purpose of amending or repealing the bylaws.

**Section 1210. Disposition of Assets**

Notwithstanding any provision of Tribal law or in the Articles of Incorporation to the contrary, the Articles of Incorporation of each nonprofit corporation which is an exempt charitable, religious, literary, educational, or scientific organization as described in Section 50l(c)(3) of the Federal Internal Revenue Code of 1954, as amended, shall be conclusively deemed to contain the following provisions: Upon the dissolution of the corporation, the board of trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue Law, as the board of trustees shall determine. Any such assets not so disposed of shall be disposed of by the Tribal Court, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**Section 1211. General Corporate Laws Applicable**

The provisions of this Title shall generally apply to corporations organized pursuant to this Title except where a different rule is provided in this Title; provided, that nonprofit corporations formed exclusively for charitable, religious, literary, educational, or scientific purposes which qualify as a corporation exempt from federal taxation pursuant to Section 501(c)(3) of Title 26 of the United States Code, as amended, or any successor provision to this section, shall be exempt from payment of franchise taxes. The same license fees applicable to corporations for profit apply to nonprofit corporations. Except for the license fee, in no case shall any filing fee required by this Title exceed Ten Dollars ($10.00) for such exempt corporations. Both for profit and exempt nonprofit corporations are required to file an Annual Report with the Secretary and to pay an annual $50.00 fee to maintain its Certificate of Incorporation under CAMB Nation law.

**Section 1300. Effective Date**

A. This Title and Act shall be in full force and effect according to its terms from and after the date of enactment by the CAMB Nation Cochise Legislative Council;

B. Legislative History. This Corporations Act was adopted and authorized pursuant to Cochise Legislative Council Resolution No. 2 on February 24, 2021.

Title 15, Corporations Act, Approved as to Form and Content

*Goyónimo Redfeather*

Goyónimo Redfeather
Attorney General
February 24, 2021

Attorney General & Insurance Commissioner
CAMB Nation
Treaty of 1852

# Chiricahua Apache Mimbres Band Tribal Nation
# Cochise Legislative Council

Cochise Legislative Council Resolution No. **1.00**

Date Authorized: February 24, 2021

Subject: Adoption of Title 15, Corporations Act

**WHEREAS**, the Chiricahua Apache Mimbres Band Tribal Nation ("CAMB Nation" or "Nation") is an historical Indian nation, federally recognized by several Indian treaties with the United States, as follows:

**1.** The Treaty of 1852 in Santa Fe, New Mexico Territory on July 1, 1852 ("Treaty of Santa Fe" or "Treaty with the Apaches"), ratified by the U.S. Senate on March 23, 1853 (10 Stat. , 979), and proclaimed by President Franklin Pierce on March 25, 1853;

**2.** The Treaty with the Comanche, Kiowa, and Apache, 1853;

**3.** The Treaty with the Apache, Cheyenne, and Arapaho, 1865; and

**4.** The Treaty with the Kiowa, Comanche, and Apache, 1867; and

**5.** The Cochise Peace Treaty of 1872 in the Dragoon Mountains, near Council Rock, Arizona, which has been memorialized in an Executive Order signed by President Ulysses S. Grant on December 14, 1872;

**WHEREAS,** none of the above treaties with the United States have been abrogated, rescinded, revoked, repudiated, disavowed, diminished, or terminated;

**WHEREAS**, the Apaches signed several treaties with Mexico or its provinces (now states), as follows:

**1**. The Treaty with the Apache and Province of Chihuahua, entered at the Province of Chihuahua, Mexico, March 31, 1835; transcribed/proclaimed April 3, 1835;

**2.** The Treaty With Mexico and the Apache Mimbres Band 1838;

**3.** The Treaty With Mexico and the Mimbres Bands of Apache, 1838, Addendum, entered at "Town of Our Lady of Guadalupe of El Paso", November 15, 1838, el noticioso/proclaimed January 11, 1839;

**4.** The Treaty with the Mimbres Apache, entered at Village of Paso, Prefect of the District of Chihuahua, Mexico, June 13, 1842, transcribed/proclaimed June 21, 1842;

**5**. The Agreement Between the Chokonen Band of Chiricahua Apache and the Department of Sonora, entered at Arispe, Sonora, April 23, 1850; and

**6.** The treaty Between The Chihenne and Nahnhi Bands of Chiricahua Apache and Chihuahua, 1850, entered at Janos, Mexico, June 24, 1850; transcribed/translated June 25, 1850; proclaimed July 15, 1850.

**WHEREAS,** the treaties referenced above can be viewed on the Nation's website at https://www.cambnation.com/about;

**WHEREAS**, non-recognition of a tribe by, for example, lack of placement on the CFR list of federally-recognized tribes, "can have no impact on vested treaty rights." *Burt Lake Band of Ottawa and Chippewa Indians v. Norton*, 217 F. Supp. 2d 76, 79 (D.D.C. 2002), quoting *United States v. Washington*, 520 F.2d 676, 692-93 (9th Cir. 1975).

**WHEREAS**, implicit in the signing of a treaty is the recognition of a tribe and its inherent sovereignty to enter a treaty. *Timpanogos Tribe v. Conway*, 286 F.3d 1195, 1202 (10th Cir. 2002).

**WHEREAS**, Treaties between Indians and the United States should be interpreted as the Indians understood them (*Worcester v. Georgia*, 31 U.S. (6 Pet.) 515, 551 (1832));

**WHEREAS**, the CAMB Nation desires to advance both its governmental functions and its business functions;

**WHEREAS**, the CAMB Nation desires to advance its economic security and the welfare of its members, and to promote is own self-determination, by deriving revenues from chartering corporations, limited liability companies, non-profit corporations and LLCs, and professional limited liability companies;

**WHEREAS**, the CAMB Nation is a sovereign nation with the power to make our own laws and to be governed by those laws without interference by any state (*Williams v. Lee,* 358 U.S. 217, 221-222 (1959));

**WHEREAS**, the federal government of the United States forbids states to exercise jurisdiction where it would infringe on the rights of Indians to govern themselves (*Williams v. Lee*);

**WHEREAS**, the United Nations has acknowledged the rights of indigenous peoples by promulgation of the United Nations Declaration of Right of Indigenous Peoples ("UNDRIP"), to which the United States (2016) and Mexico (2007) are signatory members;

**WHEREAS**, Mexico is a signatory to the Indigenous and Tribal Peoples Convention (ILO Convention 169), which seeks to protect rights closely associated with

self-determination of indigenous peoples, and Mexico lists protections for indigenous peoples in its Constitution;

**WHEREAS,** we, the Chiricahua Apache Mimbres Band Nation ("CAMB Nation") are a Government based upon a Constitution, dated February 23, 2021, and published at https://www.cambnation.com/constitution;

**WHEREAS**, in the event of any ambiguity or conflict between the wording of any act, code, ordinance of statute, and the CAMB Nation Constitution, the wording of the CAMB Nation Constitution takes precedent and controls;

**WHEREAS,** we, the CAMB Nation, acknowledge that the federal government of the United States regulates the affairs of Indian tribes under the Indian Commerce Clause of the United States Constitution, and as part of that regulation, limits or prohibits state interference or regulation of Indian tribes and nations;

**WHEREAS**, our adoption of any law is an exercise of tribal sovereignty that has a direct effect on the political integrity; economic security; health, safety and welfare of our CAMB Nation;

**WHEREAS**, with respect to licensing of tribally-owned corporations, tribally-owned limited liability companies, or tribally-owned private professional limited liability companies, the various states have no authority, regulatory powers, or jurisdiction over the conduct of such companies, wherever located, and whether on or off lands considered Indian Country (*Kiowa Tribe of Oklahoma v. Manufacturing Tech.*, 523 U.S. 751, 118 S.Ct. 1700 (1998));

**WHEREAS,** with respect to licensing of privately-owned corporations, privately-owned limited liability companies, and privately-owned professional limited liability companies, we, the CAMB Nation, acknowledge that the various states have no authority, regulatory powers, or jurisdiction over the conduct of the governmental or business activities of CAMB Nation on an Indian community's fee titled lands, trust lands, Indian reservation lands, or any other lands of the Indian community, whether within the United States and its territories or in foreign countries, or affecting the members of the Nation where such business does not involve activities occurring elsewhere in the states, and where such business is procured, negotiated and issued exclusively upon Indian land and/or involving only tribal citizens or members conducting tribal business with tribal members or tribal governments, wherever such tribal members and tribal governments are located, so long as all such activities are limited to those seeking membership, or who are existing members, in an Indian tribe or nation, or involving Indian lands or Indian Country; and

**WHEREAS**, we, the CAMB Nation, have not waived our sovereign immunity from suit for governmental or commercial activities conducted on or off of tribally-owned land or other lands, wherever located, when such activities are an expression or exercise of our CAMB Nation's sovereignty, and all sovereignty and sovereign immunity is expressly reserved.

**NOW, THEREFORE, BE IT AUTHORIZED** that, under the authority of the CAMB Nation Constitution, and the authority vested in the Cochise Legislative Committee, the CAMB Nation hereby approves the adoption of the Chiricahua Apache Mimbres Band Nation, Title 15, Corporations Act (or simply "CAMB Nation Corporations Act"), the original of which is attached to this signed Enabling Resolution No. **1.00**.

CERTIFICATION

This is to certify that Cochise Legislative Council Resolution No. **1.00** was approved at a regularly scheduled meeting of the Cochise Legislative Council on February 24, 2021, at which a quorum was present, and that this Resolution was adopted by a vote of 3 For, 0 Opposed, ~~0~~ Absentions. This Resolution has not been rescinded or amended in any way.

Dated this 24 day of FEBRUARY. 2021.

Timothy McKenna Chairperson
Cochise Legislative Council

Dakota River
Dakota River, Recording Secretary
Cochise Legislative Council

Goyónimo Redfeather

Resolution No. **1.00** Approved as to Form and Content
Goyonimo Redfeather
Attorney General

# Title 15

# Courts Act

A Legislative Act of the
**Chiricahua Apache Mimbres Band Tribal Nation**,
an Historical Indian Nation

**Treaty of 1852**

# TITLE 17

# COURTS ACT

CHIRICAHUA APACHE

MIMBRES BAND

TRIBAL NATION

**TITLE 17, COURTS ACT**

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# COURTS ACT

## CHAPTER 1. GENERAL PROVISIONS

SECTION 1.01. PURPOSE

The judicial power of the Chiricahua Apache Mimbres Band Tribal Nation (hereafter simply "Nation") is constitutionally vested in the Tribal Court, which has general authority to adjudicate disputes and express principles of law. Given this power, the Court is the most appropriate entity to establish civil and criminal rules of procedure, rules of evidence, rules of conduct for attorneys and court employees, and other matters of concern to the effective administration of the court system. This Act acknowledges and otherwise grants such powers to the Court, provided the rules adopted by the Court are not in conflict with the Constitution, Acts, Tribal Council resolutions, Legislative Council resolutions, or the Indian Civil Rights Act. The Act also addresses judicial appointment and qualifications as well as standards of judicial conduct.

SECTION 1.02. MAXIMUM JURISDICTION

Notwithstanding any other enactment of law, the Court has jurisdiction to enforce all laws of the Nation against all persons who violate those laws within Indian country and against any tribal member exercising, or claiming to exercise, treaty rights or retained tribal rights. In the event federal law prohibits the exercise of jurisdiction over a non-Indian criminal offense, the Court may exercise civil jurisdiction over the individual for actions that violate either the civil or criminal laws of the Nation provided the act occurs within or is in violation of a lawfully issued order of the Court or Tribal Council.

## CHAPTER 2. JUDICIAL APPOINTMENTS AND QUALIFICATIONS

SECTION 2.01. APPOINTMENT OF JUDGES

The Chief of the Nation shall appoint, and for cause may remove, a Chief Judge for the Nation's Tribal Court and one or more Associate Judges who shall also be empowered to act as Chief Judge in the absence or inability of the Chief Judge. The Chief Judge shall be an enrolled member of the Nation. The Chief Judges so appointed by the Chief of the Nation shall be ratified by resolution of the Tribal Council within one year of such appointment(s).

SECTION 2.02. ELIGIBILITY

A. Any person over 21 years of age shall be eligible to serve as a Chief Judge or Associate Judge.

B. All judges shall serve a probationary one year term. The Chief of the Nation or Tribal Council may appoint any person who has performed satisfactorily during the probationary period and who is otherwise qualified, to a term of two (2) years.

C. No candidate shall ever have been convicted of a felony or, within seven years past, of a misdemeanor involving moral turpitude. An eligible candidate must be of high moral character and physically sound.

D. Any judge presiding over a criminal trial shall be a member in good standing of at least one other tribal court bar and a graduate from a law school.

SECTION 2.03. COMPENSATION

A. The Chief Judge and all Associate Judges shall receive compensation at an hourly rate, or session fees, to be established by the Chief of the Nation or Tribal Council based upon qualifications of each individual Judge. All judges shall be paid from funds obtained by the Tribal Council or from court filing fees for this purpose.

B. The Chief of the Nation or Tribal Council may increase the compensation provided for Judges herein, however, the compensation of a Chief Judge or other Judge may not be decreased during his or her two-year term of office.

SECTION 2.04. PERFORMANCE OF DUTIES

A. The Chief of the Nation or Tribal Council shall evaluate the quality of work performed and the suitability of the appointee. If the Chief of the Nation or Tribal Council is dissatisfied with the performance or deportment of a Judge during his probationary term, he or she may be removed summarily without cause.

B. During their tenure in office, Judges may be removed for cause by the Chief of the Nation or the Tribal Council. A written complaint recommending such removal shall be prepared by the Chief of the Nation or Tribal Council, setting forth the facts and reasons for such proposed action with copies delivered to the Judge. Causes sufficient for such action shall include, but not be limited to: excessive use of intoxicants; immoral behavior; conviction of any offense other than minor traffic violations; use of official position for personal gain; desertion of office; blatant and repeated violations of civil rights of individuals; making political references about tribal, local, national, or international politics; and any other serious violation of the standards of judicial conduct.

C. A hearing shall be held by the Chief of Nation or Tribal Council within ten days from a Judge's receipt of the written complaint. The accused Judge shall have the opportunity to answer charges made against him or her before the Chief of Nation or Tribal Council. An adverse decision may be appealed to the Attorney General whose decision shall be final.

D. The Chief Judge shall be in complete charge of the Court and shall have supervision over the Associate Judges, the Court Clerk and any other Court personnel.

SECTION 2.05. COURT OF APPEALS

A. There is hereby established the Chiricahua Apache Mimbres Band Tribal Nation Tribal Court of Appeals.

B. The Court of Appeals shall have jurisdiction to hear appeals from the final decisions of the Chiricahua Apache Mimbres Band Tribal Nation Tribal Court where permitted by law.

C. Any ruling of the Court of Appeals shall be final and binding on the parties except for those matters where a habeas corpus review by a Federal Court is proper pursuant to 25 U.S.C. §1303.

D. The Judges for the Court of Appeals shall be those persons designated as Judges for the Chiricahua Apache Mimbres Band Tribal NationTribal Court, excluding the Judge who issued the ruling being appealed, sitting together. Visiting Pro Tem Judges can also be used, at the sole discretion of the Chief Judge..

## CHAPTER 3. RULE MAKING AUTHORITY

SECTION 3.01. RULE MAKING GENERALLY

A. The Court may from time to time prescribe rules for the conduct of its business. Such rules shall be consistent with the laws and Constitution of the Confederated Tribes, as well as the Indian Civil Rights Act.

B. Any rule prescribed by the Court shall be prescribed only after giving reasonable public notice and an opportunity for comment unless otherwise directly approved by Board resolution.

C. A rule prescribed by the Court shall remain in effect unless otherwise modified or abrogated by the Court or the Tribal Council.

SECTION 3.02. RULES OF PRACTICE, PROCEDURE AND EVIDENCE

A. The Court shall have the power to prescribe general rules of practice, procedure, and rules of evidence for cases in the Tribal Court and the Court of Appeals. Such rules shall not abridge any substantive right under the Constitution, laws of the Nation, or the Indian Civil Rights Act. All other laws in conflict with such rules shall be of no further force or effect after such rules have taken effect.

B. The Court may authorize the appointment of volunteer committees to assist the Court by recommending rules to be prescribed under this Chapter. Each such committee shall consist of members of the bench and the admitted tribal bar advocates, and trial and appellate judges.

C. The Court shall transmit to the Tribal Council a copy of any proposed rule prescribed under this Chapter not later than 30 days prior to the date upon which it is to take effect unless the rule is otherwise approved directly by Tribal Council resolution. A copy of the rule shall be made available to the public.

D. The Court may fix the extent a rule shall apply to proceedings then pending, except that the Court shall not require the application of such rule to further proceedings then pending to the extent that, in the opinion of the Court, the application of such rule in would not be feasible or would work an injustice, in which event the former rule applies, if any.

## CHAPTER 4. JUDICIAL CONDUCT

SECTION 4.01. A JUDGE SHOULD UPHOLD THE INTEGRITY AND INDEPENDENCE OF THE JUDICIARY

An independent and honorable judiciary is indispensable to justice. As such, a judge should maintain and enforce high standards of personal and professional conduct to preserve the integrity of the judicial system.

SECTION 4.02. A JUDGE SHOULD AVOID IMPROPRIETY AND THE APPEARANCE OF IMPROPRIETY IN ALL ACTIVITIES

A judge should respect and comply with the law and should act at all times in a manner that promotes public confidence in the integrity and impartiality of the judiciary. To this end, a judge should not post questionable social media content or allow family, social, political, financial, or other relationships to influence judicial conduct or judgment. A judge should neither lend the prestige of the judicial office to advance the private interests of the judge or others nor convey or permit others to convey the impression that they are in a special position to influence the judge.

SECTION 4.03. A JUDGE SHOULD PERFORM THE DUTIES OF THE OFFICE FAIRLY, IMPARTIALLY AND DILIGENTLY

The duties of judicial office take precedence over all other activities. In performing the duties prescribed by law, the judge should adhere to the following standards:

A. Adjudicative Responsibilities.

1. A judge should be faithful to, and maintain professional competence in, the law and should not be swayed by partisan interests, public clamor, or fear of criticism.

2. A judge should hear and decide matters assigned, unless disqualified, and should maintain order and decorum in all proceedings.

3. A judge should be patient, dignified, respectful, and courteous to litigants, jurors, witnesses, lawyers, and others with whom the judge deals in an official capacity. A judge should require similar conduct of those subject to the judge’s control, including

court personnel and lawyers to the extent consistent with their role in the adversary process.

4. A judge should accord to every person who has a legal interest in a proceeding, and that person's lawyer, the full right to be heard according to law. Except as set out below, a judge should not initiate, permit, or consider *ex parte* communications or consider other communications concerning a pending or impending matter that are made outside the presence of the parties or their advocates. If a judge receives an unauthorized *ex parte* communication bearing on the substance of a matter, the judge should promptly notify the parties of the subject matter of the communication and allow the parities an opportunity to respond, if requested. A judge may:

   a. Initiate, permit, or consider *ex parte* communications as authorized by law;

   b. When circumstances require it, permit *ex parte* communication for scheduling, administrative, or emergency purposes, but only if the *ex parte* communication does not address substantive matters and the judge reasonably believes that no party will gain a procedural, substantive, or tactical advantage as a result of the *ex parte* communication;

   c. Obtain the written advice of a disinterested expert on the law, but only after giving advance notice to the parties of the person to be consulted and the subject matter of the advice and affording the parties reasonable opportunity to object and respond to the notice and to the advice received; or

   d. With the consent of the parties, confer separately with the parties and their counsel in an effort to mediate or settle pending matters.

5. A judge should dispose promptly of the business of the court.

6. A judge should not make public comment on the merits of a matter pending or impending in any court. A judge should require similar restraint by court personnel subject to the judge's discretion and control. The prohibition on public comment on the merits does not extend to public statements made in the course of the judge's official duties, to explanations of court procedures, or to scholarly presentations made for purposes of legal education.

B. Administrative Responsibilities.

1. A judge should diligently discharge administrative responsibilities, maintain professional competence in judicial administration, and facilitate the performance of the administrative responsibilities of other judges and court personnel.

2. A judge should not direct court personnel to engage in conduct on the judge's behalf or as the judge's representative when that conduct would contravene this Act if undertaken by a judge.

3. A judge with supervisory authority over other judges should take reasonable measures to ensure that they perform their duties timely and effectively.

C. Disqualification/Recusal.

1. A judge shall disqualify/recuse themselves in a proceeding in which the judge's impartiality might reasonably be questioned, including but not limited to instances in which:

   a. The judge has a personal bias or prejudice concerning a party, or personal knowledge of disputed evidentiary facts concerning the proceeding;

   b. The judge served as an advocate or material witness in the matter in controversy;

c. The judge knows they or their spouse or minor child residing in their household has an interest that could be affected substantially by the outcome of the proceeding;

d. The judge or the judge's spouse, or a person related to either within the third degree of relationship (parent, child, grandparent, grandchild, great grandparent, great grandchild, sister, brother, aunt, uncle, niece, or nephew), is:

i. A party to the proceeding, or an officer, director, or trustee of a party;

ii. Acting as an advocate in the proceeding;

iii. Known by the judge to have an interest that could be substantially affected by the outcome of the proceeding; or

iv. To the judge's knowledge likely to be a material witness in the proceeding;

e. The judge has served in governmental employment and in that capacity participated as a judge, counsel, advisor, or material witness concerning the proceeding or has expressed an opinion concerning the merits of the particular case in controversy.

2. Instead of withdrawing from the proceeding, a judge disqualified by this section may disclose on the record the basis of disqualification. The judge may participate in the proceeding if, after that disclosure, the parties and their lawyers have an opportunity to confer outside the presence of the judge, all agree in writing or on the record that the judge should not be disqualified, and the judge is then willing to participate. The agreement should be incorporated in the record of the proceeding.

SECTION 4.04. A JUDGE MAY ENGAGE IN EXTRAJUDICIAL ACTIVITIES THAT ARE CONSISTENT WITH THE OBLIGATIONS OF JUDICIAL OFFICE

A judge may engage in extrajudicial activities, including law related pursuits and civic, charitable, educational, religious, social, financial, fiduciary, and governmental activities, and may speak, write, lecture, and teach on both law-related and non-legal subjects. However, a judge should not participate in extrajudicial activities that detract from the dignity of the judge's office, interfere with the performance of the judge's official duties, reflect adversely on the judge's impartiality, or lead to frequent disqualification.

SECTION 4.05. A JUDGE SHOULD REFRAIN FROM POLITICAL ACTIVITY

A. A judge should not act as a leader or hold any office in a political organization that is engaged in a tribal election.

B. A judge should not make speeches for a political organization or candidate, or publicly endorse or oppose a candidate for a public office of the Nation.

C. With regard to a tribal campaign, a Judge should not solicit funds for, pay an assessment to, or make a contribution to a political organization or candidate, or attend or purchase a ticket for a dinner or other event sponsored by a political organization or candidate.

D. A judge should resign the judicial office if the judge becomes a candidate in a tribal election.

SECTION 5 LICENSING OF TRIBAL COURT ADVOCATES

The Chief Judge shall set the qualifications of advocates to practice in the Tribal Court. The Chief Judge shall administer the advocate's oath and cause to be issued to admitted advocates a licensing certificate, licensing wallet card, and advocate license number. The Chief Judge shall set standards for continuing education hours and pro bono work of the advocates.

SECTION 6 APPOINTMENT OF ICWA REPRESENTATIVES

The Chief Judge shall make appointments of ICWA Representatives to represent the Nation in any matter involving a child custody proceeding of any tribal member that qualifies for protection as an Indian child under the Indian Child Welfare Act, or, where appropriate, under the "Spirit of ICWA".

## TITLE 17, COURT ACT

## LEGISLATIVE HISTORY

The Chief of the Chirichaua Apache Mimbres Band Tribal Nation enacted / adopted this Act under the name "Title 17, Courts Act." See Enabling Authorization No. 5.00 dated February 21, 2021. The purpose of the Act is to recognize the separation of powers between the Tribal Council and the Courts; establish judicial appointment and qualification requirements; establish criteria for professionalism of Tribal Court Advocates; set out a code of judicial conduct; permit the Courts to issue rules governing matters and persons that may come before them; and strengthen the judicial system in its exercise of jurisdiction over all persons in criminal matters including non-Indians in a limited context authorized by both the Indian Civil Rights Act of 1968 "ICRA") and the 2013 Violence Against Women Act ("VAWA"). The adoption of this Courts Act may be ratified by resolution of the Cochise Legislative Council within one (1) year of enactment / adoption by the Chief of the Nation. Lack of ratification by the Cochise Legislative Council shall have no effect upon the validity of this Courts Act.

# Chiricahua Apache Mimbres Band Tribal Nation
# Tribal Enabling Authorization

Tribal Enabling Authorization No. **5.00**

Date Authorized: February 21st, 2021

Subject: Adoption of Title 17, Courts Act

**WHEREAS**, we, the Chiricahua Apache Mimbres Band Tribal Nation (now in modern times abbreviated as "CAMB Nation"), were recognized in 1852 by the United States of America. The CAMB Nation is an historical and heritage Indian nation, federally-recognized by the Treaty of Santa Fe, 1852, along with several other treaties;

**WHEREAS**, our great chief, Chief Mangas Coloradas of the Chiricahua Apache (now in modern times abbreviated as "CAMB Nation"), and the United States signed the Treaty of Santa Fe in New Mexico Territory on July 1, 1852;

**WHEREAS**, the Treaty of Santa Fe was duly ratified by the U.S. Senate on March 23, 1853 (10 Stat., 979) and proclaimed by President of the United States Franklin Pierce on March 25, 1853.

**WHEREAS**, the Treaty of Santa Fe, Article 9, states verbatim that we Apache agreed that the government:

> 9. *"[S]hall at its earliest convenience designate, settle, and adjust their (our) territorial boundaries, and pass and execute in their (our) territory such laws as may be deemed conducive to the prosperity and happiness of said Indians."* [Parenthetical "our" added.]

**WHEREAS**, the federal government of the United States has not yet settled our vested land claims as promised in Article 9 of the Treaty of Santa Fe;

**WHEREAS**, Article 11 of the Treaty of Santa Fe of 1852 was subject to modifications and amendments by the United States government;

**WHEREAS**, despite Article 11 of the Treaty of Santa Fe of 1852, the Treaty has never been modified, amended, rescinded, revised, altered, revoked, disavowed, abrogated, terminated or repudiated;

**WHEREAS**, non-recognition of a tribe by, for example, lack of placement on the CFR list of federally-recognized tribes, "can have no impact on vested treaty rights." *Burt Lake Band of Ottawa and Chippewa Indians v. Norton*, 217 F. Supp. 2d 76, 79 (D.D.C. 2002), quoting *United States v. Washington*, 520 F.2d 676, 692-93 (9th Cir. 1975).

**WHEREAS**, implicit in the signing of a treaty is the recognition of a tribe and its inherent sovereignty to enter a treaty. *Timpanogos Tribe v. Conway*, 286 F.3d 1195, 1202 (10th Cir. 2002).

**WHEREAS**, Treaties between Indians and the United States should be interpreted as the Indians understood them (*Worcester v. Georgia*, 31 U.S. (6 Pet.) 515, 551 (1832));

**WHEREAS**, the CAMB Nation desires to advance both its governmental functions and its business functions;

**WHEREAS**, the CAMB Nation desires to advance its economic security and the welfare of its members, and to promote is own self-determination, by deriving revenues from chartering corporations, limited liability companies, and professional limited liability companies;

**WHEREAS**, the CAMB Nation is a sovereign nation with the power to make our own laws and to be governed by those laws (*Williams v. Lee,* 358 U.S. 217, 221-222 (1959));

**WHEREAS**, the federal government of the United States forbids states to exercise jurisdiction where it would infringe on the rights of Indians to govern themselves (*Williams v. Lee*);

**WHEREAS**, the United Nations has acknowledged the rights of indigenous peoples by promulgation of the United Nations Declaration of Right of Indigenous Peoples ("UNDRIP"), to which the United States (2016) and Mexico (2007) are signatory members;

**WHEREAS**, Mexico is a signatory to the Indigenous and Tribal Peoples Convention (ILO Convention 169), which seeks to protect rights closely associated with self-determination of indigenous peoples, and Mexico lists protections for indigenous peoples in its Constitution;

**WHEREAS,** we, the Chiricahua Apache Mimbres Band Nation ("CAMB Nation") are a Government based upon a Constitution;

**WHEREAS**, in the event of any ambiguity or conflict between the wording of any act, code, ordinance of statute, and the CAMB Nation Constitution, the wording of the CAMB Nation Constitution takes precedent and controls;

**WHEREAS,** we, the CAMB Nation, acknowledge that the federal government of the United States regulates the affairs of Indian tribes under the Indian Commerce Clause of the United States Constitution, and as part of that regulation, limits or prohibits state interference or regulation of Indian tribes and nations;

**WHEREAS**, our adoption of any law is an exercise of tribal sovereignty that has a direct effect on the political integrity; economic security; health and welfare of our CAMB Nation;

**WHEREAS**, with respect to licensing of tribally-owned corporations, tribally-owned limited liability companies, or tribally-owned private professional limited liability companies, the

various states have no authority, regulatory powers, or jurisdiction over the conduct of such companies, wherever located, and whether on or off lands considered Indian Country;

**WHEREAS,** with respect to licensing of privately-owned corporations, privately-owned limited liability companies, and privately-owned professional limited liability companies, we, the CAMB Nation, acknowledge that the various states have no authority, regulatory powers, or jurisdiction over the conduct of the governmental or business activities of CAMB Nation on an Indian community's fee titled lands, trust lands, Indian reservation lands, or any other lands of the Indian community, whether within the United States and its territories or in foreign countries, or affecting the members of the Nation where such business does not involve activities occurring elsewhere in the states, and where such business is procured, negotiated and issued exclusively upon Indian land and/or involving only tribal citizens or members conducting tribal business with tribal members or tribal governments, wherever such tribal members and tribal governments are located, so long as all such activities are limited to those seeking membership, or who are existing members, in an Indian tribe or nation, or involving Indian lands or Indian Country;

**WHEREAS**, we, the CAMB Nation, have not waived our sovereign immunity from suit for governmental or commercial activities conducted on or off of tribally-owned land or other lands, wherever located, when such activities are an expression or exercise of our CAMB Nation's sovereignty;

**WHEREAS**, we, the CAMB Nation, understand that tribal courts are essential to effective government and prosperity of our members; and

**NOW, THEREFORE**, **BE IT AUTHORIZED** that, under the authority of the CAMB Nation Constitution, the CAMB Nation hereby approves the adoption of the Chiricahua Apache Mimbres Band Nation, Title 17, Courts Act (or simply "CAMB Nation Courts Act"), the original of which is attached to this signed Enabling Authorization.

**ENABLING AUTHORIZATION**

By his signature below, Chief Delmus SongBird Jeffery has duly executed this Enabling Authorization on behalf of CAMB Nation. This Tribal Enabling Authorization No. **5.00** has not been rescinded or amended in any way. This Enabling Authorization may be ratified by Resolution of the Cochise Legislative Council within one year from the date hereof, however, lack of any such ratification shall not affect the validity of this Enabling Authorization or the Courts Act itself.

Dated this 21st day of February 2021.

SongBird

Delmus SongBird Jeffery
Tribal Chief

Gregory S. Arnold

Approved as to Form and Content
Gregory S. Arnold, JD, LL.M
Attorney General

Attorney General & Insurance Commissioner
CAMB Nation
Treaty of 1852

**Chiricahua Apache Mimbres Band Tribal Nation**
**Tribal Enabling Authorization**

Tribal Enabling Authorization No. **3.00**

Date Authorized: February 24, 2021

Subject: Adoption of Title 33, Insurance Act

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**WHEREAS**, we, the Chiricahua Apache Mimbres Band Tribal Nation, claim that we were federally recognized in 1848 by the federal government of the Country of Mexico in the Treaty of Guadalupe Hidalgo. We Chiricahua Apache claim that the Treaty's references to "*any savage tribe*" (Article IV), plus "*savage tribes*" and "*Indians*" (Article XI) were references to the Chiricahua Apache;

**WHEREAS**, we, the Chiricahua Apache Mimbres Band Tribal Nation (now in modern times abbreviated as "CAMB Nation"), were recognized in 1852 by the United States of America. The CAMB Nation is an historical Indian nation, federally-recognized by the Treaty of Santa Fe, 1852;

**WHEREAS**, our great chief, Chief Mangas Coloradas of the Chiricahua Apache (now in modern times abbreviated as "CAMB Nation"), and the United States signed the Treaty of Santa Fe in New Mexico Territory on July 1, 1852;

**WHEREAS**, the Treaty of Santa Fe was duly ratified by the U.S. Senate on March 23, 1853 (10 Stat., 979) and proclaimed by President of the United States Franklin Pierce on March 25, 1853.

**WHEREAS**, the Treaty of Santa Fe, Article 9, states verbatim that we Apache agreed that the government:

> 9. *"[S]hall at its earliest convenience designate, settle, and adjust their (our) territorial boundaries, and pass and execute in their (our) territory such laws as may be deemed conducive to the prosperity and happiness of said Indians."* [Parenthetical "our" added.]

**WHEREAS**, the federal government of the United States has not yet settled our vested land claims as promised in Article 9 of the Treaty of Santa Fe;

**WHEREAS**, Article 11 of the Treaty of Santa Fe of 1852 was subject to modifications and amendments by the United States government;

**WHEREAS**, despite Article 11 of the Treaty of Santa Fe of 1852, the Treaty has never been modified, amended, rescinded, revised, altered, revoked, disavowed, abrogated, terminated or repudiated;

**WHEREAS**, non-recognition of a tribe by, for example, lack of placement on the CFR list of federally-recognized tribes, "can have no impact on vested treaty rights." *Burt Lake Band of Ottawa and Chippewa Indians v. Norton*, 217 F. Supp. 2d 76, 79 (D.D.C. 2002), quoting *United States v. Washington*, 520 F.2d 676, 692-93 (9th Cir. 1975).

**WHEREAS**, implicit in the signing of a treaty is the recognition of a tribe and its inherent sovereignty to enter a treaty. *Timpanogos Tribe v. Conway*, 286 F.3d 1195, 1202 (10th Cir. 2002).

**WHEREAS**, Treaties between Indians and the United States should be interpreted as the Indians understood them (*Worcester v. Georgia*, 31 U.S. (6 Pet.) 515, 551 (1832));

**WHEREAS**, the CAMB Nation desires to advance both its governmental functions and its business functions;

**WHEREAS**, the CAMB Nation desires to advance its economic security and the welfare of its members, and to promote is own self-determination, by deriving revenues from chartering corporations, limited liability companies, and professional limited liability companies;

**WHEREAS**, the CAMB Nation is a sovereign nation with the power to make our own laws and to be governed by those laws (*Williams v. Lee,* 358 U.S. 217, 221-222 (1959));

**WHEREAS**, the federal government of the United States forbids states to exercise jurisdiction where it would infringe on the rights of Indians to govern themselves (*Williams v. Lee*);

**WHEREAS**, we Chiricahua Apache continued to be a terror on the frontier even after the ratification of the Treaty of Santa Fe of 1852 and the U.S. Cavalry had an impossible time trying to curtail our raids on horseback and otherwise. Therefore, both the Treaty of Guadalupe Hidalgo and the Treaty of Santa Fe were followed by a third treaty, and the second between Mexico and the United States. This was the Gadsden Purchase Treaty or *Venta de La Mesilla* (1854). Mexico was motivated by further protection by the United States from our raiding Chiricahua Apache, and the U. S. was motivated by a desire for a railroad that could traverse through Arizona to California. As such, we Chiricahua Apache claim credit for three treaties and the final frontier expansion of America by railroad;

**WHEREAS**, the United Nations has acknowledged the rights of indigenous peoples by promulgation of the United Nations Declaration of Right of Indigenous Peoples ("UNDRIP"), to which the United States (2016) and Mexico (2007) are signatory members;

**WHEREAS**, Mexico is a signatory to the Indigenous and Tribal Peoples Convention (ILO Convention 169), which seeks to protect rights closely associated with self-determination of indigenous peoples, and Mexico lists protections for indigenous peoples in its Constitution;

**WHEREAS,** we, the Chiricahua Apache Mimbres Band Tribal Nation ("CAMB Nation") is based upon a Constitution;

**WHEREAS**, in the event of any ambiguity or conflict between the wording of any act, code, ordinance of statute, and the CAMB Nation Constitution, the wording of the CAMB Nation Constitution takes precedent and controls;

**WHEREAS**, fees and taxes may be charged for goods and/or services;

**WHEREAS,** we, the CAMB Nation, acknowledge that the federal government of the United States regulates the affairs of Indian tribes under the Indian Commerce Clause of the United States Constitution, and as part of that regulation, limits or prohibits state interference or regulation of Indian tribes and nations;

**WHEREAS**, our adoption of any law is an exercise of tribal sovereignty that has a direct effect on the political integrity; economic security; health and welfare of our CAMB Nation;

**WHEREAS**, with respect to licensing of tribally-owned corporations, tribally-owned limited liability companies, or tribally-owned private professional limited liability companies, the various states have no authority, regulatory powers, or jurisdiction over the conduct of such companies, wherever located, and whether on or off lands considered Indian Country (*Warm Springs Forest Products Industries, a div. of Confederated Tribes of Warm Springs Reservation of Oregon v. Employers Benefits Ins. Co.*, 703 P.2d 1008, 74 Or.App. 422 (Or.App. 1984);

**WHEREAS,** with respect to licensing of privately-owned corporations, privately-owned limited liability companies, and privately-owned professional limited liability companies, we, the CAMB Nation, acknowledge that the various states have no authority, regulatory powers, or jurisdiction over the conduct of the governmental or business activities of CAMB Nation on an Indian community's fee titled lands, trust lands, Indian reservation lands, or any other lands of the Indian community, whether within the United States and its territories or in foreign countries, or affecting the members of the Nation where such business does not involve activities occurring elsewhere in the states, and where such business is procured, negotiated and issued exclusively upon Indian land and/or involving only tribal citizens or members conducting tribal business with tribal members or tribal governments, wherever such tribal members and tribal governments are located, so long as all such activities are limited to those seeking membership, or who are existing members, in an Indian tribe or nation, or involving Indian lands or Indian Country;

**WHEREAS**, we, the CAMB Nation, have not waived our sovereign immunity from suit for governmental or commercial activities conducted on or off of tribally-owned land or other lands, wherever located, when such activities are an expression or exercise of our CAMB Nation's sovereignty; and

WHEREAS, Tribal Authorization No. 3.00 authorized the creation of both the CAMB Nation Insurance Department and the Office of the Insurance Commissioner of the CAMB Nation

and appointed Gregory S. Redfeather Arnold as the Insurance Commissioner of the CAMB Nation, with authority of the Insurance Commissioner to appoint a Deputy Insurance Commissioner and Administrative Staff to carry out the functions of the CAMB Nation Insurance Department.

**NOW, THEREFORE**, **BE IT AUTHORIZED** that, under the authority of the CAMB Nation Constitution, the CAMB Nation hereby approves the adoption of the Chiricahua Apache Mimbres Band Tribal Nation, Title 33 Insurance Act (or simply "CAMB Nation Insurance Act"), the original of which is attached to this signed Enabling Authorization. This Authorization No. 3.00 also confirms the creation of the CAMB Nation Insurance Department, confirms the creation of the Office of the Insurance Commissioner of the CAMB Nation. This Authorization No. 3.00 also confirms the appointment of Gregory S. Redfeather Arnold as the Insurance Commissioner of the CAMB Nation and his authority to appoint a Deputy Insurance Commissioner and Administrative Staff to carry out the functions of the CAMB Nation Insurance Department.

## CERTIFICATION

This is to certify that Chief Delmus SongBird Jeffery approved this Enabling Authorization on behalf of CAMB Nation on February 24, 2021. This Tribal Enabling Authorization No. **3.00** has not been rescinded or amended in any way.

Dated this 24th day of February 2021

/s/ Delmus SongBird Jeffery

Chief Delmus SongBird Jeffery
On Behalf of CAMB Nation

*Gregory S. Redfeather Arnold*

Approved as to Form and Content
Gregory S. Redfeather Arnold, JD, LL.M
Attorney General and Insurance Commissioner
CAMB Nation

# CAMB NATION INSURANCE ACT

## C H A P T E R  O N E

### Section 100 Title

This Title shall be known and may be cited as the "Chiricahua Apache Mimbres Band Tribal Nation Insurance Act" or simply "CAMB Nation Insurance Act". This law may also be cited as "the CAMB Nation Insurance Code" or "the CAMB Nation Insurance Ordinance", or the "Reinsurance Act".

### Section 101 Supremacy of CAMB Nation Constitution

In the event of any ambiguity or conflict between the wording of any statute, ordinance, code, or act, and the CAMB Nation Constitution, the wording of the Constitution shall take precedence and control.

### Section 102 Sovereign Immunity Not Waived

Nothing in this Insurance Act should be construed or interpreted as a waiver of the CAMB Nation's sovereign immunity. Any such waiver would require an unequivocal express waiver from the Chief, Tribal Council, or the U.S. Congress.

### Section 103 Attorney General May Perform Duties of Insurance Commissioner

The position and function of Commissioner may be performed by the Attorney General of the CAMB Nation. The Commissioner is authorized to commit CAMB Nation to a paid membership in the Tribal Association of Insurance Commissioners Global, Inc. ("TAIC") and to be himself or herself a participating member of TAIC on behalf of CAMB Nation.

### Section 104 Compliance Required

No person shall transact the business of insurance within the jurisdiction of the CAMB Nation, or within the jurisdiction of any other tribal government, without complying with the applicable provisions of this Act.

### Section 105 Application to Insurers

All provisions of this Act shall apply to all insurers transacting the business of insurance as defined by this Act. The Insurance Commissioner has the authority to waive any and all provisions, and an exception to the application of this Act may be provided to the CAMB Nation where this would be in the best interests of the Nation and its members.

### Section 106 Existing Actions, Violations

Repeal by this Act of any law shall not affect or abate any right heretofore accrued, action or proceeding heretofore commenced, or any unlawful act heretofore committed under such laws and punishment or deprivation of license or authority as a consequence thereof as provided by such laws; but all proceedings hereafter taken, with respect thereto, shall conform to the applicable provisions of this Act insofar as possible. All such laws shall be deemed to continue in force to the extent made necessary by this provision.

### Section 107 Particular Provisions Prevail

Provisions of this Act relative to a particular kind of insurance or a particular type of insurer or to a particular matter shall prevail over provisions relating to insurance in general or insurers in general or to such matter in general. The determination of a type of insurance or insurer is the decision of the Insurance Commissioner, and shall be considered the final decision.

### Section 108 General Penalty

In addition to any other penalty which may be applicable thereto, either under this Act or otherwise, violation of any provision of this Act shall constitute a misdemeanor of which the charge shall not be punishable by more than a $500.00 fine.

### Section 109 Forum and Venue For Dispute Resolution

CAMB Nation tribal law will apply to all disputes under this Insurance Act, except where the CAMB Nation specifically and expressly allows other tribal law, federal law, or state law to be used as guidance. All disputes will be resolved in the tribal courts of the CAMB Nation, or in the Insurance Court of Indian Country, or, where agreed among the parties, by special mediation or arbitration proceedings approved by the Attorney General of the CAMB Nation. Litigants in the CAMB Nation Tribal Court or the Insurance Court of Indian Country shall pay the prevailing filing fees and other fees proscribed by the Attorney General and / or the Clerk of the CAMB Nation Tribal Court or the Clerk of the Insurance Court of Indian Country.

## C H A P T E R T W O

### Section 201 Insurance Department

The "Insurance Department" of the CAMB Nation is hereby created. The Department shall consist of the Insurance Commissioner, any Deputy Insurance Commissioners appointed by the Insurance Commissioner, and any administrative staff appointed by the Insurance Commissioner. The powers and duties of the Insurance Commissioner shall be those created by this Act.

### Section 202 Insurance Commissioner

The office of the "Insurance Commissioner" is hereby created. The Insurance Commissioner shall have the authority as set forth in this Act and shall delegate some or all of the duties to a Deputy and / or administrative staff as approved by the Chief or Tribal Council. The Insurance Commissioner shall serve as term of three (3) years, with successive or additional terms permitted at the discretion of the Chief or Tribal Council.

A. At any time when a vacancy occurs in the office of the Commissioner, the office shall be filled by appointment by the Chief or Tribal Council. Once the office of Commissioner is vacated, the Chief shall, within a reasonable time, name an appointee to fill the position, and shall so notify the Chief or Tribal Council. This process shall continue until a person is appointed and properly approved by the Chief or Tribal Council. If there is a Deputy Insurance Commissioner at the time of vacancy, the Chief or Tribal Council may appoint that Deputy to be the new Insurance Commissioner.

B An Interim Commissioner may be selected by the Chief any time a vacancy in the office of Commissioner exists. Such Interim Commissioner shall fill the position until the Chief or Tribal Council provides the approval regarding the Chief's appointment of a person to fill the position. An Interim Commissioner shall serve at the pleasure of the Chief.

C A Commissioner may be removed from office prior to the expiration of the term only for neglect of duty and/or malfeasance and/or other acts that would render the Commissioner unqualified for the position. Removal shall be made by the Chief or a majority vote of the Tribal Council after providing notice of such removal to the Commissioner.

D The minimum requirements for appointment as a Commissioner shall consist of at least one (1) of the following:

1. A Bachelor's degree or higher in any related field, with law degree preferred;
2. Minimum two (2) years' experience in the insurance field;
3. Demonstrated knowledge of the business of insurance.

E The Insurance Commissioner shall not have a financial interest, directly or indirectly, in any insurer or insurance transaction, except as a policyholder or claimant; except this shall be allowed with full disclosure to the Chief and/or Tribal Council.

F. The Commissioner shall be compensated at a rate, or by such means, as set by the Chief and/or Tribal Council.

G. In the event of a vacancy in the office of the Insurance Commissioner, and until a new Insurance Commissioner has been appointed, any insurance companies operating with a Certificate of Authority under CAMB Nation law may be regulated in accordance with the model laws and suggested rules and regulations of the TAIC.

**Section 203 Official Seal of Insurance Commissioner**

The Insurance Commissioner shall have an official seal, which shall be distinguished by the words "Insurance Commissioner – CAMB Nation" inscribed in the circular band surrounding the remainder of the device, and which seal shall be and become the official seal of his office; and the same may be renewed whenever necessary. If the Insurance Commissioner is also the Attorney General, then the seal of "Attorney General – CAMB Nation" will be sufficient for these purposes. Every certificate and other document or paper executed by the Insurance Commissioner in the pursuance of any authority conferred upon him by law, and sealed with the seal of his office, and all copies or photographic copies of papers certified by him and authenticated by said seal, shall, in all cases, be evidence equally and in like manner as the original thereof, and shall have the same force and effect as the original would in any suit or proceedings in any court of this Nation.

**Section 204 Examination and Audit of Foreign Companies**

A Whenever the Insurance Commissioner deems it prudent for the protection of policyholders within the tribal jurisdiction, he shall, in like manner, visit and examine or cause to be visited and examined by some competent person whom he may appoint for that purpose, any foreign or alien insurer applying for admission or already admitted to do business within the jurisdiction of the CAMB Nation. Examinations may include market conduct examinations. The examination of an alien insurer shall include business wherever written in the world, except as otherwise required by the Commissioner. For the purpose aforesaid, the Commissioner or his authorized representative, or the person making the examination,

shall have free access to all the books and papers of the insurer that relate to this business, and to the books and papers kept by any of its agents; and may summon and administer the oath to, and examine as witnesses, the directors, officers, trustees and agents of any such company, and any person or persons relative to its affairs, transactions and condition. Any insurer examined under the provisions of this Article shall pay the proper charges, including reasonable and necessary travel expenses, including plane flights, train trips, auto trips, etc., hotel rooms, meals, and other reasonable and necessary expenses incurred in such examination, including the actual expense of the Commissioner or the expenses and compensation of assistants employed therein. All expenses incurred in such examination shall be verified by affidavit, and a copy shall be filed and kept in his office.

B Whoever, without justifiable cause, neglects, upon due summons, to appear and testify before the Insurance Commissioner or deputy or person appointed by him, as provided in this Article; and whoever obstructs the Insurance Commissioner, his authorized representative or examiner in his examination of insurers, shall be guilty of a misdemeanor, and punished by a fine of not less than Fifty Dollars ($50.00) nor more than Five Hundred Dollars ($500.00).

C In lieu of making his own examination, the Insurance Commissioner may accept a full report of the last recent examination of a foreign or alien insurer, certified to by the insurance supervisory official of another Indian nation or tribe, state, territory, commonwealth, or district of the United States, or of a foreign insurance regulator recognized by the Insurance Commissioner and/or the Tribal Association of Insurance Commissioners.

**Section 205 Reports on Financial Condition**

A The Insurer shall file financial statements and an annual report on a form prescribed by the Commissioner, with the Commissioner for review annually on or before the last week of March of the year following the insurer's or reinsurer's fiscal or calendar year. Such statements shall include all current holdings, any other Certificates of Authority ("COA"), and the current financial condition of the Insurer. Such statements shall be subscribed and sworn to by the president and the secretary, and other proper officers of the company. Failure of any insurer to execute and file such statements or exhibits as required herein shall constitute cause, after notice and hearing, for censure, suspension, or revocation of authority to transact any insurance business within the jurisdiction of the CAMB Nation or a fine of not less than One Hundred Dollars ($100.00) nor more than One Thousand Dollars ($1,000.00) for each occurrence; or both censure, suspension, or revocation, and fine. The Commissioner shall set such cause for hearing; and if he finds that the facts warrant, he shall order said censure, suspension, or revocation of the COA of the insurer found to be in default or said fine, or both said censure, suspension or revocation, and fine. Willful violations, after notice and hearing, may subject the insurer to both censure, suspension or revocation of certificate and a fine of not less than One Hundred Dollars ($100.00) or not more than Five Thousand Dollars ($5,000.00) for each violation. The Commissioner may establish rules or regulations to carry out the purposes of this Section.

B If the Insurer provides such financial statements to the Tribal Association of Insurance Commissioners or another State or Indian Tribe, the Commissioner shall accept copies of those submissions in accordance with the filing requirements of this section, so long as

such copies are received by the Commissioner before the last week of March of the year following the insurer's or reinsurer's fiscal or calendar year.

C Insurers shall use the forms provided by the Commissioner when applying for a COA.

**Section 206 Rates**

The Commissioner shall have authority to set and determine any and all rates, and collect any and all fees and licenses, pursuant to this Act.

**Section 207 Fees and Licenses**

A The Insurance Commissioner shall collect the following fees and licenses:

| | |
|---|---|
| 1. Rating organizations, license application | $ 100.00 |
| 2. Insurance Company or Reinsurance Company license application | $ 100.00 |
| 3. Miscellaneous: | |
| Sealed Certificate of Authority to Transact the Business of Insurance | $ 50.00 |
| Each transaction of filing additional documents | $ 30.00 |
| 4. For each rate filing request: | |
| (a) For an individual insurer | $ 50.00 |
| (b) For an approved rating organization: | |
| (1) Basic Fee | $ 50.00 |
| (2) Additional fee for each member or subscriber insurer (not to exceed $500.00) | $ 25.00 |
| 5. Annual Report Filing Fee, rating organization, insurer or Reinsurer | $ 50.00 |

B All fees and licenses collected by the Commissioner, as provided in this Section, shall be paid to the CAMB Nation when and as due. The fees and licenses imposed by the Commissioner upon persons, firms, associations, or corporations licensed pursuant to this Section shall be payment in full with respect thereto, and in lieu of, all demands for any and all other fees and licenses imposed by the Insurance Ordinance.

C Any costs incurred by the Commissioner in the process of review and analysis of a filing shall be assessed against the company or organization making the filing.

**C H A P T E R T H R E E**

**Section 301 General Qualifications to Obtain a Domestic License in the CAMB Nation and Maintain Reserve**

A To qualify for and hold authority to transact insurance in the CAMB Nation, an insurer must be otherwise in compliance with all provisions of this Act and with its charter powers, and must be incorporated pursuant to tribal, federal or state law; except, that no foreign or alien insurer shall be authorized to transact insurance in the CAMB Nation which does not maintain reserves or guarantees from individuals or companies, as required by CAMB Nation law applicable to the kind or kinds of insurance transacted by such insurer; or,

B To qualify for and hold authority to transact insurance in the CAMB Nation, the Commissioner may deem insurers qualified to hold authority to transact insurance if the insurer successfully completed the application process on forms required by the

Commissioner; and the Commissioner, in his sole discretion, deems the insurer worthy of a Certificate of Insurance from CAMB Nation.

**Section 302 Capital Funds or Minimum Surplus Required**

A The CAMB Nation offers a stepped program for those seeking to do business under its tribal law. To qualify for authority to incorporate an insurance company or to transact any one or more kinds of insurance, an insurer shall possess and maintain, after the effective date of this Act, surplus in regard to policyholders, which is defined as the aggregate of the capital and surplus in an amount not less than (a) for the first year of operation under CAMB Nation law, Five Hundred Dollars ($500.00, or guarantees from individuals or companies in the same amount, or a combination of the two; and (b) for years two through five, One Thousand Dollars ($1,000.00), by way of reserves and/or guarantees; and (c) after year five, One Million, Five Hundred Thousand Dollars ($1,500,000.00) in reserves and/or guarantees. It is anticipated that new insurers will not be operational for the first year or two, so the barriers to entry are shown accordingly. In no event shall an insurer or reinsurer carry loss reserves less than a prudent amount for the settlement of claims. Low capitalization requirements should not be confused with low loss reserve requirements.

B Under CAMB Nation law, a company limited by capital and a company limited by guarantee shall be accorded the same standing and status.

C Wherever the language paid-in capital, capital, capital stock or a similar term (if a stock company) or surplus, expendable surplus or a similar term (if a mutual or reciprocal insurer), reserve or guarantee is used elsewhere in this Act, the term *surplus* in regard to policyholders may be used interchangeably when applicable.

**Section 303 Application for Certificate of Authority ("COA")**

To apply for an original COA, an insurer shall file with the Commissioner its application therefore showing its name, location of its office or principal office in the United States (if an alien insurer), kinds of insurance to be transacted, date of organization or incorporation, form of organization, state, tribal lands or country of domicile, name and address of its registered agent for service of process, and such additional information as the Commissioner may reasonably require, together with the following applicable documents:

A If a foreign or alien insurer, a copy of its corporate charter with all amendments thereto certified by the public officer with whom the originals are on file in the state, tribal jurisdiction or country of domicile.

B A copy of its by-laws, as amended, certified by its secretary or other officer having custody thereof.

C Copy of its annual statement as of December 31 last preceding.

D Copy of report of the last examination, if any, made of the insurer, certified by the insurance supervisory official of its place of domicile or of entry into the United States.

E If a foreign or alien insurer, appointment of the Commissioner as its attorney-in-fact or registered agent to receive service of legal process on its behalf.

F If a foreign or alien insurer, a certificate of the public official having supervision of insurance in its place, state, tribal jurisdiction or country of domicile showing that it is

authorized to transact the kinds of insurance proposed to be transacted in the CAMB Nation.

G If an alien insurer, a copy of the appointment and authority of its United States manager, certified by its officer having custody of its records.

H If a foreign or alien insurer, certificate as to deposit if to be tendered pursuant to tribal, federal and/or state law.

**Section 304 Issuance or Refusal of Certificate**

A If under completion of application the Commissioner finds that the insurer has met the requirements for and is entitled thereto under this Act, he shall issue to the insurer a proper Certificate of Authority; if he does not so find, the Commissioner shall issue his order refusing such certificate. The Commissioner may issue a certificate to an Insurer who is providing insurance to the CAMB Nation or a CAMB Nation entity. The Commissioner shall act upon an application for a Certificate of Authority within thirty (30) days after its completion.

B The Certificate, if issued, shall specify the kind or kinds of insurance the insurer is authorized to transact insurance within the jurisdiction of the CAMB Nation. At the insurer's request, the Commissioner may issue a Certificate of Authority limited to particular types of insurance included within a kind of insurance as defined in this Act.

**Section 305 Expiration, Renewal or Amendment of Certificate**

A All Certificates of Authority shall expire at midnight on the last day of March. If the insurer qualifies therefore, its Certificate shall be renewed annually. Provided, however, that any certificate of authority shall continue in full force and effect until the new Certificate is issued or specifically refused; however, the continuance shall not exceed a period of six (6) months.

B The Commissioner may amend a Certificate of Authority at any time to accord with changes in the insurer's charter or insuring powers.

**Section 306 Report of Net Income; Income Taxes; Penalties**

A Every domestic insurer hereinafter referred to in this Article as an "insurance company," "reinsurance company", or "company," shall, annually, on or before the last day of September, report under oath of the president or secretary or other chief officer of such company, to the Commissioner, the total amount of taxable income (as defined by the United States Internal Revenue Code of 1986, as amended) of the company for the preceding calendar year. Every such insurer shall, at the same time, pay to the Commissioner an income tax equal to 2.3% of such taxable income, or a stepped annual franchise tax of $1,000.00 for the first year, $2,000.00 for the second year, $3,000.00 for the third year, and $4,000.00 per year for the fourth and later years, whichever is greater compared to 2.3% of taxable income.. Any dormant company is exempt from such taxes. CAMB Nation encourages companies to form under its laws and has no requirement that such companies be active by any certain date.

B If any insurance company or other entity liable for the income tax levied pursuant to the provisions of this Section fails to remit such income tax in a timely manner, it shall remain liable therefore, together with interest thereon, at an annual rate equal to the average United

States Treasury Bill rate of the preceding calendar year as certified by the CAMB Nation Chief or Treasurer on the first regular business day in January of each year, plus four percentage points.

C Any domestic insurer failing to make such returns and payments promptly and correctly shall forfeit and pay to the Insurance Commissioner, in addition to the amount of the income taxes and fees and interest, the sum of Five Hundred Dollars ($500.00), or an amount equal to one percent (1%) of the unpaid amount, whichever is greater; and the company so failing or neglecting for sixty (60) days shall thereafter be debarred from transacting any business of insurance within the jurisdiction of the CAMB Nation until the income taxes, fees and penalties are fully paid, and the Insurance Commissioner shall revoke the license or Certificate of Authority granted to the agent or agents of that company to transact business within the jurisdiction of the CAMB Nation.

**Section 307 The Insurance Commissioner Shall Refuse to Renew or Shall Revoke or Suspend an Insurer's COA:**

A If such action is required by any provision of this Act or regulation, suggested rule, or model law of the TAIC that has been adopted by the CAMB Nation; or

B If the insurer no longer meets the requirements for the authority originally granted, on account of deficiency in assets or otherwise.

## C H A P T E R F O U R

**Section 401 Margin of Solvency**

A Subject to this section, an insurance company shall be deemed to be unable to pay its debts as follows:

(i) in the case of an insurance company carrying on long-term business and no general business, where the value of its admissible assets does not exceed the amount of its liabilities by such an amount as is prescribed by regulations;

(ii) in the case of an insurance company carrying on general business and no long-term business, where the value of its assets does not exceed the amount of its liabilities by

(1) $500,000 or an equivalent sum; or

(2) 25% of its premium income in respect of its general business in its last preceding financial year,

whichever is the greater amount;

(iii) in the case of an insurance company carrying on both long-term business and general business, where the value of its total assets does not exceed its total

liabilities by the greater of the amounts specified in Section 401(A)(ii)(1) and (2) hereof; or

(iv) until the contrary is proved, if the company fails to furnish to the Commissioner of the following certificates within four (4) months after the end of the period to which the account, balance sheet, statement or other document relates:

(1) a certificate that the assets of its insurance business are in the aggregate at least of the value shown in the balance sheet; and

(2) where the company carries on:

(a) a life insurance business, a certificate that the value of the assets of the life insurance fund exceeds the liabilities;

(b) a general insurance business but not life insurance business, a certificate that the value of its assets exceeds the amount of its liabilities by whichever is the greater of the amounts specified in subsections (1) and (2) of Section 401(A)(ii); or

(c) where the company carries on both life insurance business and general insurance business, a certificate that the value of its assets, including the life insurance fund, exceeds its liabilities by the amount specified in subsection (2) of Section 401(A)(ii).

B For the purposes of this Section 401,

(i) subject to subsection (1) below, in computing the amount of the liabilities of an insurance company, all contingent and prospective liabilities shall be taken into account, but not liabilities in respect of share capital;

(1) in computing the assets and liabilities of a company carrying on variable insurance business there shall not be included in such computation the assets of any one or more separate accounts maintained by the company in respect of its variable insurance business, or the liabilities chargeable against such accounts in respect of such business; and

(ii) the premium income of an insurance company in respect of its general business in any financial year shall be taken to be the net amount, after deduction of any premiums paid by the company for re-insurance, of the premiums received by that company in that year in respect of all insurance business other than long-term business.

C In this section, "admissible assets" means such assets as the Commissioner may prescribe to be admissible assets but does not include goodwill.

D

## C H A P T E R  F I V E

### Section 501 Authorized Reinsurance

A Except as provided for in subsection C of this Section, an insurer shall reinsure its risks, or any part thereof, only in solvent insurers having surplus to policyholders not less in amount than the paid-in capital required under this Act of a domestic stock insurer authorized to transact like kinds of insurance.

B An insurer shall so reinsure in such alien insurers only as either (1) are authorized to transact insurance in at least one state of the United States; or (2) have in the United States a duly authorized attorney-in-fact to accept service of legal process against the insurer as to any liability which might arise on account of such reinsurance.

C No credit shall be allowed, as an asset or as a deduction from liability, to any ceding insurer for reinsurance, nor increase the amount it is authorized to have at risk unless:

1. the reinsurance is with insurers either authorized to do business in the CAMB Nation; or

2. it is demonstrated by the ceding insurer to the satisfaction of the Commissioner that such reinsurer maintains the standards and meets the financial requirements applicable to an admitted insurer; or to the extent of deposits by or funds withheld from the reinsurer pursuant to express provision therefore in the reinsurance contract as security for the payment of the obligations hereunder, if such deposits or funds are held subject to withdrawal by, and under the control of, the ceding insurer, or are placed in trust for such purposes in a bank which is a member of the Federal Reserve System if withdrawals from the trust cannot be made without the consent of the ceding insurer.

### Section 502 Jurisdiction of Insurance Commissioner under CAMB Nation Insurance Act

A Unless otherwise provided for by law or exempted by the provisions of this Act, any person or other entity which provides coverage within the jurisdiction of the CAMB Nation shall be presumed to be subject to the jurisdiction of the Commissioner, unless the person or other entity shows that, while providing coverage, the person or entity is subject to the jurisdiction of another agency of the CAMB Nation or another Indian Tribe, any state within the United States or any subdivision of a state, or the federal government; and shall comply with the requirements of this Act.

B A person or entity may show that it is subject to the jurisdiction of another agency of the CAMB Nation or another Indian Tribe, any state within the United States or any subdivision of a state, or the federal government by providing to the Commissioner the certificate, license, or other document issued by the other governmental agency which permits or qualifies the person or entity to provide those services.

C Any person or entity which is unable to show that it is subject to the jurisdiction of another agency of the CAMB Nation or another Indian Tribe, any state within the United States or any subdivision of a state, or the federal government shall be required to comply with the provisions of this Act in order to transact insurance within the jurisdiction of the CAMB Nation.

## C H A P T E R  S I X

### Section 601

A. Application Fraud – its shall be a misdemeanor for any applicant for insurance from one or more insurers licensed under this Insurance Act to make a false or misleading statement in the application for insurance, including surety.

B. Claim Fraud – it shall be a misdemeanor for any claimant under an insurance policy or surety bond from one or more insurers or sureties licensed under this Insurance Act who makes a false or misleading statement in pursuance of the proceeds of a policy or bond when making claim against said policy or bond.

## C H A P T E R  S E V E N

### Section 701 Effective Date

A. This Title and Act shall be in full force and effect according to its terms from and after the date of enactment by the CAMB Nation Tribal Council or the CAMB Nation Business Committee.

B. In the alternative, if this Title and Act is approved by the Chief of the CAMB Nation, then his approval shall be ratified by the CAMB Nation Tribal Council or the CAMB Nation Business Committee within two years of the Chief's approval. Under either procedure, this Title and Act will be effective immediately upon methods (a) or (b).

C. To the extent any insurer has been licensed under this Title and Act before the expiration of the period shown in B above, that insurer will be grandfathered in and will lose no license or other rights, and may continue to remain an insured under this Insurance Act, so long as all rules and regulations are honored under this Insurance Act and the insurer or reinsurer make efforts to honor the spirit of any rules and regulations of the TAIC, and so long as all fees and other monies are paid pursuant to this Insurance Act.

D. Legislative History. Original.

# Title 39, Limited Liability Companies Act

An Act of the
**Chiricahua Apache Mimbres Band Tribal Nation**,
an Historical Indian Nation

**Treaty of 1852**

# Chiricahua Apache Mimbres Band Tribal Nation
# Tribal Enabling Authorization

Tribal Enabling Authorization No. **4.00**

Date Authorized: February 24, 2021

Subject: Adoption of Title 39, Limited Liability Companies Act

**WHEREAS**, we, the Chiricahua Apache Mimbres Band Tribal Nation, claim that we were federally recognized in 1848 by the federal government of the Country of Mexico in the Treaty of Guadalupe Hidalgo. We Chiricahua Apache claim that the Treaty's references to "*any savage tribe*" (Article IV), plus "*savage tribes*" and "*Indians*" (Article XI) were references to the Chiricahua Apache;

**WHEREAS**, we, the Chiricahua Apache Mimbres Band Tribal Nation (now in modern times abbreviated as "CAMB Nation"), were recognized in 1852 by the United States of America. The CAMB Nation is an historical Indian nation, federally-recognized by the Treaty of Santa Fe, 1852;

**WHEREAS**, our great chief, Chief Mangas Coloradas of the Chiricahua Apache (now in modern times abbreviated as "CAMB Nation"), and the United States signed the Treaty of Santa Fe in New Mexico Territory on July 1, 1852;

**WHEREAS**, the Treaty of Santa Fe was duly ratified by the U.S. Senate on March 23, 1853 (10 Stat., 979) and proclaimed by President of the United States Franklin Pierce on March 25, 1853.

**WHEREAS**, the Treaty of Santa Fe, Article 9, states verbatim that we Apache agreed that the government:

> 9. *"[S]hall at its earliest convenience designate, settle, and adjust their (our) territorial boundaries, and pass and execute in their (our) territory such laws as may be deemed conducive to the prosperity and happiness of said Indians."* [Parenthetical "our" added.]

**WHEREAS**, the federal government of the United States has not yet settled our vested land claims as promised in Article 9 of the Treaty of Santa Fe;

**WHEREAS**, Article 11 of the Treaty of Santa Fe of 1852 was subject to modifications and amendments by the United States government;

**WHEREAS**, despite Article 11 of the Treaty of Santa Fe of 1852, the Treaty has never been modified, amended, rescinded, revised, altered, revoked, disavowed, abrogated, terminated or repudiated;

**WHEREAS**, non-recognition of a tribe by, for example, lack of placement on the CFR list of federally-recognized tribes, "can have no impact on vested treaty rights." *Burt Lake Band of Ottawa and Chippewa Indians v. Norton*, 217 F. Supp. 2d 76, 79 (D.D.C. 2002), quoting *United States v. Washington*, 520 F.2d 676, 692-93 (9th Cir. 1975).

**WHEREAS**, implicit in the signing of a treaty is the recognition of a tribe and its inherent sovereignty to enter a treaty. *Timpanogos Tribe v. Conway*, 286 F.3d 1195, 1202 (10th Cir. 2002).

**WHEREAS**, Treaties between Indians and the United States should be interpreted as the Indians understood them (*Worcester v. Georgia*, 31 U.S. (6 Pet.) 515, 551 (1832));

**WHEREAS**, the CAMB Nation desires to advance both its governmental functions and its business functions;

**WHEREAS**, the CAMB Nation desires to advance its economic security and the welfare of its members, and to promote is own self-determination, by deriving revenues from chartering corporations, limited liability companies, and professional limited liability companies;

**WHEREAS**, the CAMB Nation is a sovereign nation with the power to make our own laws and to be governed by those laws (*Williams v. Lee,* 358 U.S. 217, 221-222 (1959));

**WHEREAS**, the federal government of the United States forbids states to exercise jurisdiction where it would infringe on the rights of Indians to govern themselves (*Williams v. Lee*);

**WHEREAS**, we Chiricahua Apache continued to be a terror on the frontier even after the ratification of the Treaty of Santa Fe of 1852 and the U.S. Cavalry had an impossible time trying to curtail our raids on horseback and otherwise. Therefore, both the Treaty of Guadalupe Hidalgo and the Treaty of Santa Fe were followed by a third treaty, and the second between Mexico and the United States. This was the Gadsden Purchase Treaty or *Venta de La Mesilla* (1854). Mexico was motivated by further protection by the United States from our raiding Chiricahua Apache, and the U. S. was motivated by a desire for a railroad that could traverse through Arizona to California. As such, we Chiricahua Apache claim credit for three treaties and the final frontier expansion of America by railroad;

**WHEREAS**, the United Nations has acknowledged the rights of indigenous peoples by promulgation of the United Nations Declaration of Right of Indigenous Peoples ("UNDRIP"), to which the United States (2016) and Mexico (2007) are signatory members;

**WHEREAS**, Mexico is a signatory to the Indigenous and Tribal Peoples Convention (ILO Convention 169), which seeks to protect rights closely associated with self-determination of indigenous peoples, and Mexico lists protections for indigenous peoples in its Constitution;

**WHEREAS**, in the event of any ambiguity or conflict between the wording of any act, code, ordinance of statute, and the CAMB Nation Constitution, the wording of the CAMB Nation Constitution takes precedent and controls;

**WHEREAS**, fees and taxes may be charged for goods and/or services;

**WHEREAS,** we, the CAMB Nation, acknowledge that the federal government of the United States regulates the affairs of Indian tribes under the Indian Commerce Clause of the United States Constitution, and as part of that regulation, limits or prohibits state interference or regulation of Indian tribes and nations;

**WHEREAS**, our adoption of any law is an exercise of tribal sovereignty that has a direct effect on the political integrity; economic security; health and welfare of our CAMB Nation;

**WHEREAS**, with respect to licensing of tribally-owned corporations, tribally-owned limited liability companies, or tribally-owned private professional limited liability companies, the various states have no authority, regulatory powers, or jurisdiction over the conduct of such companies, wherever located, and whether on or off lands considered Indian Country;

**WHEREAS,** with respect to licensing of privately-owned corporations, privately-owned limited liability companies, and privately-owned professional limited liability companies, we, the CAMB Nation, acknowledge that the various states have no authority, regulatory powers, or jurisdiction over the conduct of the governmental or business activities of CAMB Nation on an Indian community's fee titled lands, trust lands, Indian reservation lands, or any other lands of the Indian community, whether within the United States and its territories or in foreign countries, or affecting the members of the Nation where such business does not involve activities occurring elsewhere in the states, and where such business is procured, negotiated and issued exclusively upon Indian land and/or involving only tribal citizens or members conducting tribal business with tribal members or tribal governments, wherever such tribal members and tribal governments are located, so long as all such activities are limited to those seeking membership, or who are existing members, in an Indian tribe or nation, or involving Indian lands or Indian Country;

**WHEREAS**, we, the CAMB Nation, have not waived our sovereign immunity from suit for governmental or commercial activities conducted on or off of tribally-owned land or other lands, wherever located, when such activities are an expression or exercise of our CAMB Nation's sovereignty; and

**NOW, THEREFORE**, **BE IT AUTHORIZED** that, under the authority of the CAMB Nation Constitution, the CAMB Nation hereby approves the adoption of the Chiricahua Apache Mimbres Band Tribal Nation, Title 39, Limited Liability Companies Act (or simply "CAMB Nation Limited Liability Companies Act", or "CAMB Nation LLC Act""), the original of which is attached to this signed Enabling Authorization.

## CERTIFICATION

This is to certify that Chief Delmus SongBird Jeffery duly approved this Enabling Authorization on behalf of CAMB Nation on February 24, 2021. This Tribal Enabling Authorization No. **4.00** has not been rescinded or amended in any way.

Dated this 24th day of February 2021.

/S/ Delmus SongBird Jeffery

Chief Delmus SongBird Jeffery
On Behalf of CAMB Nation

*Gregory S. Redfeather Arnold*

Approved as to Form and Content
Gregory S. Redfeather Arnold, JD, LL.M
Attorney General, CAMB Nation

Attorney General & Insurance Commissioner
CAMB Nation
Treaty of 1852

## *PREAMBLE*

**WHEREAS**, the Chiricahua Apache Mimbres Band Tribal Nation claims that it was recognized in 1848 by the federal government of the Country of Mexico in the Treaty of Guadalupe Hidalgo. The Chiricahua Apache claim that the Treaty's references to "***any savage tribe***" (Article IV), plus "***savage tribes***" and "***Indians***" (Article XI) were references to the Chiricahua Apache;

**WHEREAS**, the Chiricahua Apache Mimbres Band Tribal Nation (now in modern times abbreviated as "CAMB Nation") was recognized in 1852 by the United States of America. The CAMB Nation is an historical Indian nation, federally-recognized by the Treaty of Santa Fe, 1852;

**WHEREAS**, Chief Mangas Coloradas of the Chiricahua Apache (now in modern times abbreviated as "CAMB Nation") and the United States signed the Treaty of Santa Fe in New Mexico Territory on July 1, 1852;

**WHEREAS**, the Treaty of Santa Fe was ratified by the U.S. Senate on March 23, 1853 (10 Stat., 979) and proclaimed by President of the United States Franklin Pierce on March 25, 1853.

**WHEREAS**, the Treaty of Santa Fe, Article 9, states verbatim that Apache agree that the government:

> 9. *"[S]hall at its earliest convenience designate, settle, and adjust their territorial boundaries, and pass and execute in their territory such laws as may be deemed conducive to the prosperity and happiness of said Indians."*

**WHEREAS**, the federal government of the United States has not yet settled the land claims of the Chiricahua Apache as promised in Article 9 of the Treaty of Santa Fe;

**WHEREAS**, Article 11 of the Treaty of Santa Fe of 1852 was subject to modifications and amendments by the United States government;

**WHEREAS**, despite Article 11 of the Treaty of Santa Fe of 1852, the Treaty has never been modified, amended, rescinded, revised, altered, revoked, disavowed, abrogated, terminated or repudiated;

**WHEREAS**, non-recognition of a tribe by, for example, lack of placement on the CFR list of federally-recognized tribes, "can have no impact on vested treaty rights." *Burt Lake Bank of Ottawa and Chippewa Indians v. Norton*, 217 F. Supp. 2d 76, 79 (D.D.C. 2002), quoting *United States v. Washington*, 520 F.2d 676, 692-93 (9th Cir. 1975).

**WHEREAS**, implicit in the signing of a treaty is the recognition of a tribe and its inherent sovereignty to enter a treaty. *Timpanogos Tribe v. Conway*, 286 F.3d 1195, 1202 (10th Cir. 2002).

**WHEREAS**, Treaties between Indians and the United States should be interpreted as the Indians understood them (*Worcester v. Georgia*, 31 U.S. (6 Pet.) 515, 551 (1832));

**WHEREAS**, the CAMB Nation desires to advance both its governmental functions and its business functions;

**WHEREAS**, the CAMB Nation desires to advance its economic security and the welfare of its members, and to promote is own self-determination, by chartering corporations, limited liability companies, and professional limited liability companies, and deriving revenues therefrom;

**WHEREAS**, the CAMB Nation is a sovereign nation with the power to make its own laws and to be governed by those laws (*Williams v. Lee,* 358 U.S. 217, 221-222 (1959));

**WHEREAS**, the federal government of the United States forbids states to exercise jurisdiction where it would infringe on the rights of Indians to govern themselves (*Williams v. Lee*);

**WHEREAS**, the Chiricahua Apache continued to be a terror on the frontier even after the ratification of the Treaty of Santa Fe of 1852 and the U.S. Cavalry had an impossible time trying to curtail their raids on horseback and otherwise. Therefore, both the Treaty of Guadalupe Hidalgo and the Treaty of Santa Fe were followed by a third treaty, and the second between Mexico and the United States. This was the Gadsden Purchase Treaty or *Venta de La Mesilla* (1854). Mexico was motivated by further protection by the United States from the raiding Chiricahua Apache, and the U. S. was motivated by a desire for a railroad that could traverse through Arizona to California. As such, the Chiricahua Apache claim credit for three treaties and the final frontier expansion of America by way of railroad;

**WHEREAS**, the United Nations has acknowledged the rights of indigenous peoples by promulgation of the United Nations Declaration of Right of Indigenous Peoples ("UNDRIP"), to which the United States is a signatory member;

**WHEREAS**, fees and taxes may be charged for goods and/or services;

**WHEREAS,** the CAMB Nation acknowledges that the federal government of the United States regulates the affairs of Indian tribes under the Indian Commerce Clause of the United States Constitution, and as part of that regulation limits or prohibits state interference or regulation of Indian tribes and nations;

**WHEREAS**, the CAMB Nation's adoption of any law is an exercise of tribal sovereignty that has a direct effect on the political integrity; economic security; health and welfare of the CAMB Nation;

**WHEREAS**, with respect to licensing of tribally-owned limited liability companies tribally-owned private professional limited liability companies, the various states have no authority, regulatory powers, or jurisdiction over the conduct of such companies, wherever located, and whether on or off lands considered Indian Country;

**WHEREAS,** with respect to licensing of private limited liability companies and private professional limited liability companies, CAMB Nation acknowledges that the various states have no authority, regulatory powers, or jurisdiction over the conduct of the governmental or business activities of CAMB Nation on an Indian community's fee titled lands, trust lands, Indian reservation lands, or any other lands of the Indian community, whether within the United States and its territories or in foreign countries, or affecting the members of the Nation where such business does not involve activities occurring elsewhere in the states, and where such business is procured, negotiated and issued exclusively upon Indian land and/or involving only tribal citizens or members conducting tribal business with tribal members or tribal governments, wherever such tribal members and tribal governments are located, so long as all such activities are limited to those seeking membership, or who are existing members, in an Indian tribe or nation, or involving Indian lands or Indian Country;

**WHEREAS**, the CAMB Nation has not waived its sovereign immunity from suit for governmental or commercial activities conducted on or off of tribally-owned land or other lands, wherever located, when such activities are an expression or exercise of the CAMB Nation's sovereignty;

**NOW, THEREFORE**, CAMB Nation adopts Title 39, Limited Liability Company Act, set forth below:

**TITLE 39**

**LIMITED LIABILITY COMPANY ACT**
**TABLE OF CONTENTS**

# LIMITED LIABILITY COMPANY ACT

## CHAPTER 1. GENERAL PROVISIONS

### SECTION 1.01. GENERAL

Purpose: The Chiricahua Apache Mimbres Band Tribal Nation ("CAMB Nation") is a treaty-tribe, federally recognized by the United States in the Treaty of Santa Fe, *aka* Treaty of 1852, because of their status as Indians and is recognized as possessing powers of self-government, hereby establishes a Limited Liability Company Act for the formation of limited liability companies under tribal law. This Act may be referred to as the "CAMB Nation Limited Liability Company Act," "Code", "Ordinance" or "law".

### SECTION 1.02. DEFINITIONS

As used in this Limited Liability Company Act (the "Act") unless the context otherwise requires:

A. "Bankruptcy" means an event that causes a person to cease to be a member as provided in § 3.04 this Act.

B. "Certificate of formation" means the certificate referred to in § 2.01 of this Act, and the certificate as amended.

C. "Contribution" means any cash, property, services rendered or a promissory note or other obligation to contribute cash or property or to perform services, which a person contributes to a limited liability company in the person's capacity as a member.

D. "Court" means the Tribal Court established by the Nation, including the Insurance Court *of* Indian Country.

E. "Court Clerk" means the clerk of the Court.

F. "Foreign limited liability company" means a limited liability company formed under laws other than the laws of the Nation.

G. "Knowledge" means a person's actual knowledge of a fact, rather than the person's constructive knowledge of the fact.

H. "Limited liability company" and "domestic limited liability company" means a limited liability company formed under the laws of the Nation and having one or more members.

I. "Limited liability company agreement" means any agreement (whether referred to as a limited liability company agreement, operating agreement or otherwise), written, oral or implied, of the member or members as to the affairs of a limited liability company and the conduct of its business. A member or manager of a limited liability company or an assignee of a limited liability company interest is bound by the limited liability company agreement whether or not the member or manager or assignee executes the limited liability company agreement. A limited liability company is not required to execute its

limited liability company agreement. A limited liability company is bound by its limited liability company agreement. A limited liability company agreement of a limited liability company having only 1 member shall not be unenforceable by reason of there being only one person who is a party to the limited liability company agreement. A limited liability company agreement is not subject to any statute of frauds. A limited liability company agreement may provide rights to any person, including a person who is not a party to the limited liability company agreement, to the extent set forth therein. A written limited liability company agreement or another written agreement or writing:

1. May provide that a person shall be admitted as a member of a limited liability company, or shall become an assignee of a limited liability company interest or other rights or powers of a member to the extent assigned:

    a. If such person (or a representative authorized by such person orally, in writing or by other action such as payment for a limited liability company interest) executes the limited liability company agreement or any other writing evidencing the intent of such person to become a member or assignee; or

    b. Without such execution, if such person (or a representative authorized by such person orally, in writing or by other action such as payment for a limited liability company interest) complies with the conditions for becoming a member or assignee as set forth in the limited liability company agreement or any other writing; and

2. Shall not be unenforceable by reason of its not having been signed by a person being admitted as a member or becoming an assignee as provided in Section **7**. of this Act, or by reason of its having been signed by a representative as provided in this chapter.

J. "Limited liability company interest" means a member's share of the profits and losses of a limited liability company and a member's right to receive distributions of the limited liability company's assets.

K. "Liquidating trustee" means a person carrying out the winding up of a limited liability company.

L. "Manager" means a person who is named as a manager of a limited liability company in, or designated as a manager of a limited liability company pursuant to, a limited liability company agreement or similar instrument under which the limited liability company is formed.

M. "Member" means a person who is admitted to a limited liability company as a member as provided in **§**3.01 of this Act or, in the case of a foreign limited liability company, in accordance with the laws of the state or foreign country or other foreign jurisdiction under which the foreign limited liability company is formed.

N. "Person" means a natural person, partnership (whether general or limited), limited liability company, trust (including a common law trust, business trust, statutory trust, voting trust, or any other form of trust), estate, association (including any group, organization, co-tenancy, plan, board, council or committee), corporation, government (including a country, state, county or any other governmental subdivision, agency or instrumentality), custodian, nominee or any other individual or entity (or series thereof) in its own or any representative capacity, in each case, whether domestic or foreign.

O. "Personal representative" means, as to a natural person, the executor, administrator, guardian, conservator or other legal representative thereof and, as to a person other than a natural person, the legal representative or successor thereof.

P. "Secretary" means the Secretary of the Tribal Council or the Attorney General.

Q. "State" means the District of Columbia or the Commonwealth of Puerto Rico or any state, territory, possession or other jurisdiction of the United States other than the Nation.

R. "Tribal Council" means the governing body of the CAMB Nation as enumerated in the Constitution of the CAMB Nation.

S. "Nation" means the Chiricahua Apache Mimbres Band Tribal Nation ("CAMB Nation").

T. "Professional limited liability company" ("PLLC") means a limited liability company which is organized for the purpose of rendering professional service and whose certificate of formation sets forth that it is a professional limited liability company. "Professional service" means the same as defined under the laws of the states of Arizona or Texas.

SECTION 1.03. NAME SET FORTH IN CERTIFICATE

The name of each limited liability company or PLLC as set forth in its certificate of information:

A. Shall contain the words "Limited Liability Company" or the abbreviation "L.L.C." or the designations "LLC" or "PLLC";

B. May contain the name of a member or manager;

C. Must be such as to distinguish it upon the records in the office of the Secretary from the name on such records of any corporation, partnership, limited partnership, statutory trust, limited liability company, or PLLC reserved, registered, formed or organized under the laws of the Nation or qualified to do business or registered as a foreign corporation, limited partnership, foreign statutory trust, foreign partnership, or foreign limited liability company under this Title; provided, however, that a limited liability company may register under any name which is not such as to distinguish it upon the records in the office of the Secretary from the name on such records of any domestic or foreign corporation, partnership, limited partnership, or statutory trust or foreign limited liability company reserved, registered, formed or organized under the laws of the Nation with the written consent of the other corporation, partnership, limited partner hip, statutory trust or foreign limited liability company which written consent shall be filed with the Secretary;

D. May contain the following words: “Company,” “Association,” “Club,” “Foundation,” “Fund,” “Institute,” “Society,” “Union,” “Syndicate,” “Limited” or “Trust” (or abbreviations of like import); and

E. Shall not contain the word “bank,” or any variation thereof, except for the name of a bank reporting to and under the supervision of a state’s Division of Finance & Corporate Securities or a subsidiary of a bank or savings association (as those terms are defined in the Federal Deposit Insurance Act, as amended, at 12 U.S.C. § 1813), or a limited liability company regulated under the Bank Holding Company Act of 1956, as amended, 12 U.S.C. § 1841 *et seq*., or the Home Owners’ Loan Act, as amended, 12 U.S.C. § 1461 *et seq*.; provided, however, that this section shall not be construed to prevent the use of the word “bank,” or any variation thereof, in a context clearly not purporting to refer to a banking business or otherwise likely to mislead the public about the nature of the business of the limited liability company or to lead to a pattern and practice of abuse that might cause harm to the interests of the public or the Nation as determined by the Tribal Council.

SECTION 1.04. RESERVATION OF NAME

A. The exclusive right to the use of a name may be reserved by:

1. Any person intending to organize a limited liability company or PLLC under this Act and to adopt that name;

2. Any domestic limited liability company or PLLC or any foreign limited liability company or PLLC registered under this Title which, in either case, proposes to change its name;

3. Any person intending to organize a foreign limited liability company or PLLC and intending to have it register under this Title and adopt that name; and

4. For purposes of this Act, limited liability company includes PLLC.

B. The reservation of a specified name shall be made by filing with the Secretary an application, executed by the applicant, specifying the name to be reserved and the name and address of the applicant. If the Secretary, in his sole discretion, finds that the name is available for use, the Secretary shall reserve the name for the exclusive use of the applicant for a period of 120 days. Once having so reserved a name, the same applicant may again reserve the same name for successive 120-day periods. The right to the exclusive use of a reserved name may be transferred to any other person by filing in the office of the Secretary a notice of the transfer, executed by the applicant for whom the name was reserved, specifying the name to be transferred and the name and address of the transferee. The reservation of a specified name may be cancelled by filing with the Secretary a notice of cancellation, executed by the applicant or transferee, specifying the name reservation to be cancelled and the name and address of the applicant or transferee. Unless the Secretary finds that any application, notice of transfer, or notice of cancellation filed with the Secretary as required by this subsection does not conform to law, upon receipt of all filing fees required by law the Secretary shall prepare and return

to the person who filed such instrument a copy of the filed instrument with a notation thereon of the action taken by the Secretary.

C. A fee as set forth in § 11.05(A)(1) of this Act shall be paid at the time of the initial reservation of any name, at the time of the renewal of any such reservation and at the time of the filing of a notice of the transfer or cancellation of any such reservation.

SECTION 1.05. REGISTERED OFFICE; REGISTERED AGENT

A. Each limited liability company shall have and maintain under this Title:

1. A registered office; and

2. A registered agent for service of process on the limited liability company, having a business office identical with such registered office, which agent may be any of:

a. The limited liability company itself,

b. An individual,

c. A domestic limited liability company (other than the limited liability company itself), a domestic corporation, a domestic partnership (whether general (including a limited liability partnership) or limited (including a limited liability limited partnership)), or a domestic statutory trust, or

d. A foreign corporation, a foreign partnership (whether general (including a limited liability partnership) or limited (including a limited liability limited partnership)), a foreign limited liability company, or a foreign statutory trust.

B. A registered agent may change the address of the registered office of the limited liability company(ies) for which it is registered agent to another address by paying a fee as set forth in § 11.05(A)(2) of this Act and filing with the Secretary a certificate, executed by such registered agent, setting forth the address at which such registered agent has maintained the registered office for each of the limited liability companies for which it is a registered agent, and further certifying to the new address to which each such registered office will be changed on a given day, and at which new address such registered agent will thereafter maintain the registered office for each of the limited liability companies for which it is a registered agent. Upon the filing of such certificate, the Secretary shall furnish to the registered agent a certified copy of the same under the Secretary's hand and seal of office, and thereafter, or until further change of address, as authorized by law, the registered office of each of the limited liability companies for which the agent is a registered agent shall be located at the new address of the registered agent thereof as given in the certificate. In the event of a change of name of any person acting as a registered agent of a limited liability company, such registered agent shall file with the Secretary a certificate executed by such registered agent setting forth the new name of such registered agent, the name of such registered agent before it was changed, and the address at which such registered agent has maintained the registered office for each of the

limited liability companies for which it is a registered agent, and shall pay a fee as set forth in § 11.05(A)(2) of this Act. Upon the filing of such certificate, the Secretary shall furnish to the registered agent a certified copy of the certificate under the Secretary's hand and seal of office. A change of name of any person acting as a registered agent of a limited liability company as a result of a merger or consolidation of the registered agent with or into another person which succeeds to its assets and liabilities by operation of law shall be deemed a change of name for purposes of this section. Filing a certificate under this section shall be deemed to be an amendment of the certificate of formation of each limited liability company affected thereby, and each such limited liability company shall not be required to take any further action with respect thereto to amend its certificate of formation under § 2.02 of this Act. Any registered agent filing a certificate under this section shall promptly, upon such filing, deliver a copy of any such certificate to each limited liability company affected thereby.

C. The registered agent of 1 or more limited liability companies may resign and appoint a successor registered agent by paying a fee as set forth in § 11.05(A)(2) of this Act and filing a certificate with the Secretary, stating that it resigns and the name and address of the successor registered agent. There shall be attached to such certificate a statement of each affected limited liability company ratifying and approving such change of registered agent. Upon such filing, the successor registered agent shall become the registered agent of such limited liability companies as have ratified and approved such substitution, and the successor registered agent's address, as stated in such certificate, shall become the address of each such limited liability company's registered office. The Secretary shall then issue a certificate that the successor registered agent has become the registered agent of the limited liability companies so ratifying and approving such change and setting out the names of such limited liability companies. Filing of such certificate of resignation shall be deemed to be an amendment of the certificate of formation of each limited liability company affected thereby, and each such limited liability company shall not be required to take any further action with respect thereto to amend its certificate of formation under § 2.02 of this Act.

D. The registered agent of 1 or more limited liability companies may resign without appointing a successor registered agent by paying a fee as set forth in § 11.05(A)(2) of this Act and filing a certificate of resignation with the Secretary, but such resignation shall not become effective until 30 days after the certificate is filed. The certificate shall contain a statement that written notice of resignation was given to each affected limited liability company at least 30 days prior to the filing of the certificate by mailing or delivering such notice to the limited liability company at its address last known to the registered agent and shall set forth the date of such notice. After receipt of the notice of the resignation of its registered agent, the limited liability company for which such registered agent was acting shall obtain and designate a new registered agent, to take the place of the registered agent so resigning. If such limited liability company fails to obtain and designate a new registered agent as aforesaid prior to the expiration of the period of 30 days after the filing by the registered agent of the certificate of resignation, the certificate of formation of such limited liability company shall be canceled. After the resignation of the registered agent shall have become effective as provided in this section and if no new registered agent shall have been obtained and designated in the time and

manner aforesaid, service of legal process against each limited liability company for which the resigned registered agent had been acting shall thereafter be upon the Secretary in accordance with § 1.06 of this Act.

E. Every registered agent shall:

1. If an entity, maintain a business office which is generally open, or if an individual, be generally present at a designated location, at sufficiently frequent times to accept service of process and otherwise perform the functions of a registered agent;

2. [RESERVED];

3. Accept service of process and other communications directed to the limited liability companies and foreign limited liability companies for which it serves as registered agent and forward same to the limited liability company or foreign limited liability company to which the service or communication is directed; and

4. RESERVED].

5. [RESERVED]

6. [RESERVED].

7. [RESERVED].

8. [RESERVED].

F. The Secretary is authorized to make a list of registered agents available to the public, and to establish such qualifications and issue such rules and regulations with respect to such listing as the Secretary deems necessary or appropriate.

G. As contained in any certificate of formation, application for registration as a foreign limited liability company, or other document filed in the office of the Secretary under this chapter, the address of a registered agent or registered office shall include the street, number, city and postal code.

SECTION 1.06. SERVICE OF PROCESS ON DOMESTIC LIMITED LIABILITY COMPANIES

A. Service of legal process upon any domestic limited liability company shall be made by delivering a copy personally to the registered agent of the limited liability company, or by leaving it at the dwelling house or usual place of abode of registered agent (if the registered agent be an individual), or at the registered office or other place of business of such registered agent. If the registered agent be a corporation, service of process upon it as such may be made by serving a copy thereof on the president, vice-president, secretary, assistant secretary or any director of the corporate registered agent. Service by copy left at the dwelling house or usual place of abode of a registered agent, or at the

registered office, to be effective, must be delivered thereat at least six (6) days before the return date of the process, and in the presence of an adult person, and the officer serving the process shall distinctly state the manner of service in the officer's return thereto. Process returnable forthwith must be delivered personally to the manager or registered agent.

B. In case the officer whose duty it is to serve legal process cannot by due diligence serve the process in any manner provided for by subsection (A) of this section, it shall be lawful to serve the process against the limited liability company upon the Secretary, and such service shall be as effectual for all intents and purposes as if made in any of the ways provided for in subsection (A) of this section. Process may be served upon the Secretary under this subsection by means of electronic transmission but only as prescribed by the Secretary. The Secretary is authorized to issue such rules and regulations with respect to such service as the Secretary deems necessary or appropriate. In the event that service is effected through the Secretary in accordance with this subsection, the Secretary shall forthwith notify the limited liability company by letter, directed to the limited liability company at its address as it appears on the records relating to such limited liability company on file with the Secretary or, if no such address appears, at its last registered office. Such letter shall be sent by a mail or courier service that includes a record of mailing or deposit with the courier and a record of delivery evidenced by the signature of the recipient. Such letter shall enclose a copy of the process and any other papers served on the Secretary pursuant to this subsection. It shall be the duty of the plaintiff in the event of such service to serve process and any other papers in duplicate, to notify the Secretary that service is being effected pursuant to this subsection, and to pay the Secretary the sum of $50 for the use of the Nation, which sum shall be taxed as part of the costs in the proceeding if the plaintiff shall prevail therein. The Secretary shall maintain an alphabetical record of any such service setting forth the name of the plaintiff and defendant, the title, docket number and nature of the proceeding in which process has been served upon the Secretary, the fact that service has been effected pursuant to this subsection, the return date thereof, and the day and hour when the service was made. The Secretary shall not be required to retain such information for a period longer than 5 years from the Secretary's receipt of the service of process.

SECTION 1.07. NATURE OF BUSINESS PERMITTED; POWERS

A. A limited liability company may carry on any lawful business, purpose or activity, whether or not for profit, with the exception of the business of banking.

B. A limited liability company shall possess and may exercise all the powers and privileges granted by this chapter or by any other law or by its limited liability company agreement, together with any powers incidental thereto, including such powers and privileges as are necessary or convenient to the conduct, promotion or attainment of the business, purposes or activities of the limited liability company.

C. Notwithstanding any provision of this chapter to the contrary, without limiting the general powers enumerated in subsection (B) of this section, a limited liability company shall, subject to such standards and restrictions, if any, as are set forth in its limited

liability company agreement, have the power and authority to make contracts of guaranty and suretyship and enter into interest rate, basis, currency, hedge or other swap agreements or cap, floor, put, call, option, exchange or collar agreements, derivative agreements, or other agreements similar to any of the foregoing.

D. Unless otherwise provided in a limited liability company agreement, a limited liability company has the power and authority to grant, hold or exercise a power of attorney, including an irrevocable power of attorney.

SECTION 1.08. BUSINESS TRANSACTIONS OF MEMBER OR MANAGER WITH THE LIMITED LIABILITY COMPANY

Except as provided in a limited liability company agreement, a member or manager may lend money to, borrow money from, act as a surety, guarantor or endorser for, guarantee or assume one (1) or more obligations of, provide collateral for, and transact other business with, a limited liability company and, subject to other applicable law, has the same rights and obligations with respect to any such matter as a person who is not a member or manager.

SECTION 1.09. INDEMNIFICATION

Subject to such standards and restrictions, if any, as are set forth in its limited liability company agreement, a limited liability company may, and shall have the power to, indemnify and hold harmless any member or manager or other person from and against any and all claims and demands whatsoever.

SECTION 1.10. SERVICE OF PROCESS ON MANAGERS AND LIQUIDATING TRUSTEES

A. A manager or a liquidating trustee of a limited liability company may be served with process in the manner prescribed in this section in all civil actions or proceedings brought within the Reservation involving or relating to the business of the limited liability company or a violation by the manager or the liquidating trustee of a duty to the limited liability company or any member of the limited liability company, whether or not the manager or the liquidating trustee is a manager or a liquidating trustee at the time suit is commenced. A manager's or a liquidating trustee's serving as such constitutes such person's consent to the appointment of the registered agent of the limited liability company (or, if there is none, the Secretary) as such person's agent upon whom service of process may be made as provided in this section. Such service as a manager or a liquidating trustee shall signify the consent of such manager or liquidating trustee that any process when so served shall be of the same legal force and validity as if served upon such manager or liquidating trustee within the Reservation and such appointment of the registered agent (or, if there is none, the Secretary) shall be irrevocable. As used in this subsection (A) and in subsections (B), (C) and (D) of this section, the term "manager" refers (i) to a person who is a manager as defined in § 1.02(L) of this Act and 1.02(N) to a person, whether or not a member of a limited liability company, who, although not a manager as defined in § 1.02(L) of this Act, participates materially in the management of the limited liability company; provided however, that the power to elect or otherwise

select or to participate in the election or selection of a person to be a manager as defined in § 1.02(L) of this Act shall not, by itself, constitute participation in the management of the limited liability company.

B. Service of process shall be effected by serving the registered agent (or, if there is none, the Secretary) with 1 copy of such process in the manner provided by law of the Nation for service of writs of summons or, if there is no manner provided by law of the Nation for service of a writ of summons, then by registered United States mail. In the event service is made under this subsection upon the Secretary, the plaintiff shall pay to the Secretary the sum of $50 for the use of the Nation, which sum shall be taxed as part of the costs of the proceeding if the plaintiff shall prevail therein. In addition, the Court Clerk in which the civil action or proceeding is pending shall, within seven (7) days of such service, deposit in the United States mails, by registered mail, postage prepaid, true and attested copies of the process, together with a statement that service is being made pursuant to this section, addressed to such manager or liquidating trustee at the registered office of the limited liability company and at the manager's or liquidating trustee's address last known to the party desiring to make such service.

C. In any action in which any such manager or liquidating trustee has been served with process as hereinabove provided, the time in which a defendant shall be required to appear and file a responsive pleading shall be computed from the date of mailing by the Court Clerk as provided in subsection (B) of this section; however, the Court in which such action has been commenced may order such continuance or continuances as may be necessary to afford such manager or liquidating trustee reasonable opportunity to defend the action.

D. Subject to paragraph 2 of this subsection, in a written limited liability company agreement or other writing, a manager or member must, at a minimum, consent to be subject to the non-exclusive jurisdiction of the Court and may, in addition, consent to be subject to the nonexclusive jurisdiction of the courts of, or arbitration in, a specified jurisdiction, or the exclusive jurisdiction of the Court, or the exclusivity of arbitration in a specified jurisdiction, and to be served with legal process in the manner prescribed in such limited liability company agreement or other writing. Except by agreeing to arbitrate any arbitrable matter in a specified jurisdiction, a member who is not a manager may not waive its right to maintain a legal action or proceeding in the Court with respect to matters relating to the organization or internal affairs of a limited liability company.

1. Paragraph 1 of this subsection does not apply to any limited liability company in which the Nation, a Section 17 Corporation wholly owned or partially owned by the Nation ("Section 17 Corporation"), or an instrumentality of the Nation or wholly-owned entity of the Nation is a member. As to such limited liability companies, in a written limited liability company agreement or other writing, a manager or member must, at a minimum consent to be subject to the nonexclusive jurisdiction of the Court and may, in addition, consent to be subject to the no nonexclusive jurisdiction courts of, or arbitration in, a specified jurisdiction or the exclusive jurisdiction on of the Court, of the exclusivity of arbitration in a specified jurisdiction, and to be served with legal process in the manner p escribed

in such limited liability company agreement or other writing, but only as to suits to arbitration between or among the limited liability company its member or the Nation, and not as to any third parties. Any such limited liability company, or a member of such limited liability company that is in the Nation, a Section 17 Corporation, or an instrumentality of the Nation or wholly-owned entity of the Nation, may consent to suit by third parties pursuant to § 3.03(C) of this Act.

E. Nothing herein contained limits or affects the right to serve process in any other manner now or hereafter provided by law. This section is an extension of and not limitation upon the right otherwise existing of service of legal process upon nonresidents.

F. The Court may make all necessary rules respecting the form of process, the manner of issuance and return thereof and such other rules which may be necessary to implement this section and are not inconsistent with this section.

SECTION 1.11. CONTESTED MATTERS RELATING TO MANAGERS; CONTESTED VOTES

A. Upon application of any member or manager, the Court may hear and determine the validity of any admission, election, appointment, removal or resignation of a manager of a limited liability company, and the right of any person to become or continue to be a manager of a limited liability company, and, in case the right to serve as a manager is claimed by more than 1 person, may determine the person or persons entitled to serve as managers; and to that end make such order or decree in any such case as may be just and proper, with power to enforce the production of any books, papers and records of the limited liability company relating to the issue. In any such application, the limited liability company shall be named as a party and service of copies of the application upon the registered agent of the limited liability company shall be deemed to be service upon the limited liability company and upon the person or persons whose right to serve as a manager is contested and upon the person or persons, if any, claiming to be a manager or claiming the right to be a manager; and the registered agent shall forward immediately a copy of the application to the limited liability company and to the person or persons whose right to serve as a manager is contested and to the person or persons, if any, claiming to be a manager or the right to be a manager, in a postpaid, sealed, registered letter addressed to such limited liability company and such person or persons at their post-office addresses last known to the registered agent or furnished to the registered agent by the applicant member or manager. The Court may make such order respecting further or other notice of such application as it deems proper under these circumstances.

B. Upon application of any member or manager, the Court may hear and determine the result of any vote of members or managers upon matters as to which the members or managers of the limited liability company, or any class or group of members or managers, have the right to vote pursuant to the limited liability company or PLLC or agreement or other agreement or this Act (other than the admission, election, removal appointment, removal or resignation of managers). In any such application, the limited liability company shall be named as a party and service of the application upon the registered agent of the limited liability company shall be deemed to be service upon the

limited lability company, and no other pa ty need be joined in order for the Court to adjudicate the result of the vote. The Court may make such order respecting further or as other notice of such application as it deems.

C. As used in this section, the term "manager" refers to a person:

1. Who is a manager as defined in § 1.02(J) of this Act; and

2. Whether or not a member of a limited liability company or PLLC, who, although not a manager a defined in § 1.02(J) of this Ac participates the materially in the management of the limited liability company; provided however, that the power to elect or otherwise select or to participate in the person election or selection of a person to be a manager as defined in § 1.02(J) of this Act shall not, by itself, constitute participation in the management.

D. Nothing herein contained limits or affects the right to serve process in any other manner now or hereafter provided by la w. This section is an extension of and not a limitation upon the right otherwise existing of service of legal process upon nonresidents.

SECTION 1.12. INTERPRETATION AND ENFORCEMENT OF LIMITED LIABILITY COMPANY AGREEMENT

A. Any action to interpret, apply or enforce the provisions of a limited liability company agreement, or the duties, obligations or liabilities of a limited liability company to the members or managers of the limited liability company, or the duties, obligations or liabilities among members or managers and of members or managers to the limited liability company, or the rights or powers of, or restrictions on, the limited liability company, members or managers, or any provision of this chapter, or any other instrument, document, agreement or certificate contemplated by any provision of this chapter, may be brought in the Court.

B. As used in this section, the term "manager" refers to a person:

1. Who is a manager as defined in § 1.02 (M) of this Act; and

2. Whether or not a member of a limited liability company, who, although not a manager as defined in § 1.02(M) of this Act, participates materially in the management of the limited liability company; provided however, that the power to elect or otherwise select or to participate in the election or selection of a person to be a manager as defined in § 1.02(L) of this Act shall not, by itself, constitute participation in the management of the limited liability company.

## CHAPTER 2. FORMATION; CERTIFICATE OF FORMATION

SECTION 2.01. CERTIFICATE OF FORMATION

A. In order to form a non-tribally-owned limited liability company or PLLC, one or more authorized persons must execute a certificate of formation. The certificate of formation shall be filed in the office of the Secretary or Attorney General, along with the filing fee of $90.00 and set forth:

1. The name of the limited liability company

2. The address of the registered office and the name and address of the registered agent for service of process required to be maintained by § 1.05 of this Act;

3. Subject to § 1.10(D) of this Act, a statement that the Company and each Manager or Member consents to at least be subject to the non-exclusive jurisdiction of the Court;

4. Any other matters the members determine to include therein; and.

5. Payment of the **$90.00** filing fee and **$50.00** for issuance of Certificate of Formation from tribe, multi-color and suitable for framing.

B. In order to establish a tribally-owned limited liability company or PLLC:

1. The Secretary of the Tribal Council shall, at the next regular meeting or special meeting of the Tribal Council, request a motion determining whether or not such a tribally-owned limited lability company or PLLC may be formed;

2. The Tribal Council in its sole discretion, may decide by a Tribal Council resolution or motion whether or not such a tribally owned limited liability be company or PLLC may be formed; and

3. A tribally owned limited liability company or PLLC is formed at the time of passage of a Tribal Council resolution approving the initial certificate of forma ion filed in the office of the Secretary of the Tribal Council or at any later date or time specified in the certificate of formation if, in either case, there has been substantial compliance with the requirements of this section. A tribally-owned limited liability company formed under his chapter shall be a separate legal entity and business are of the Nation, he existence of which as a separate legal entity shall continue until cancellation of the tribally-owned limited liability company's certificate of formation. In lieu of resolution by Tribal Council, the Attorney General is authorized by this Act to accept such tribally-owned LLC's or PLLC's.

4. All Act fees shall be waived for LLC's or PLLC's owned and approved by the Nation, and for LLC's or PLLC's owned by enrolled tribal members.

C. A privately-owned, or non-tribally-owned LLC or PLLC shall require the approval of the Attorney General and not a resolution by the Tribal Council.

D. A limited liability company or PLLC agreement shall be entered into or otherwise existing either before, after or at the time of the filing of a certificate of formation and,

whether entered into or otherwise existing before, after or at the time of such filing, may be made effective as of the effective time of such filing or at such other time or date as provided in or reflected by the limited liability company or PLLC agreement.

SECTION 2.02. AMENDMENT TO CERTIFICATE OF FORMATION

A. A certificate of formation is amended by filing a certificate of amendment thereto in the office of the Secretary or Attorney General. The certificate of amendment shall set forth:

1. The name of the limited liability company or PLLC; and

2. The amendment to the certificate of formation.

B. A manager or, if there is no manager, then any member who becomes aware that any statement in a certificate of formation was false when made, or that any matter described has changed making the certificate of formation false in any material respect, shall promptly amend the certificate of formation.

C. A certificate of formation may be amended at any time for any other proper purpose.

D. Unless otherwise provided in this Act or unless a later effective date or time (which shall be a date or time certain) is provided for in the certificate of amendment, a certificate of amendment shall be effective at the time of its filing with the Secretary

SECTION 2.03. CANCELLATION OF CERTIFICATE

A. A certificate of formation shall be canceled upon the dissolution and the completion of winding up of a limited liability company or PLLC, or as provided in § 1.05(D) of the Act, or upon the filing of a certificate of merger or consolidation or a certificate of ownership and merger if the limited liability company or PLLC is not the surviving or resulting entity in a merger or consolidation or upon the future effective date or time of a certificate of merger or consolidation or a certificate of ownership and merger if the limited liability company or PLLC is no the surviving or resulting entity in a merger or a consolidation, or upon the filing of a certificate of transfer or upon the future effective date or time of a certificate of transfer, or upon the filing of a certificate of conversion to non-tribal entity or upon the future effective date or time of a certificate of conversion to non-tribal entity. A certificate of cancellation shall be filed in the office of the Secretary or Attorney General to accomplish the cancellation of certificate of formation upon the dissolution and the completion of winding up of a limited liability company or PLLC and shall set forth:

1. The name of the limited liability company or PLLC;

2. The date of filing of its certificate of formation;

3. The future effective date or time (which shall be a date or time certain) of cancellation if it is not to be effective upon the filing of the certificate; and

4. Any other information the person filing the certificate of cancellation determines.

B. A certificate of cancellation that is filed in the office of the Secretary or Attorney General prior to the dissolution or the completion of winding up of a limited liability company or PLLC may be corrected as an erroneously executed certificate of cancellation by filing with the office of the Secretary or Attorney General a certificate of correction of such certificate of cancellation in accordance with § 2.11 of this Act.

C The Secretary or Attorney General shall not issue a certificate of good standing with respect to a limited liability company or PLLC if its certificate of formation is cancelled.

SECTION 2.04. EXECUTION

A. Each certificate required by this chapter to be filed in the office of the Secretary or Attorney General shall be more executed by one or more authorized persons of a or, in the of case of a certificate of conversion to limited liability company or PLLC or certificate of limited liability company or PLLC domestication, by any person authorized to execute such certificate on behalf of the other entity or non-United States entity, respectively except that a certificate of merger or consolidation filed by a or surviving or resulting other business entity shall be executed any by any person authorized execute to execute such certificate on behalf of such other business entity.

B. Unless otherwise provided in a limited liability company or PLLC agreement, any person may sign any certificate or amendment thereof or enter into a limited liability company o PLLC agreement or amendment thereof by an agent, including an attorney-in-fact. An authorization, including a power of attorney, to sign any certificate or amendment thereof or to enter into a limited liability company or PLLC agreement or amendment thereof need not be in writing need not be sworn to, verified or acknowledged, and need not be filed in the office of the Secretary or Attorney General, but if in writing, must be retained by the limited liability company.

C. For all purposes or the laws or the Nation, a power of attorney with respect to matters relating to the organization internal affairs or termination of a of limited liability company or PLLC or granted by a person as a member or assignee of a limited liability company or PLLC interest or by a person seeking to become a member or assignee of a limited liability company or PLLC interest shall be irrevocable if it states that it is irrevocable and it is coupled with an interest sufficient in law to support an irrevocable power. Such irrevocable power of attorney, unless otherwise provided therein, shall not be affected by subsequent death, disability, incapacity, dissolution, termination of existence or bankruptcy of, or any other event concerning, the principal. A power of attorney with respect to matters relating to the organization, internal affairs or termination of a limited liability company or PLLC or granted by a person as a member or an assignee of a limited liability company or PLLC interest or by a person seeking to become a member or an assignee of a limited liability company or PLLC interest and, in either case, granted to the limited liability company or PPLC, a manager or member thereof, or any of their respective officers, directors, managers, members, partners,

trustees, employees or agents shall be deemed coupled with an interest sufficient in law to support an irrevocable power.

D. The execution of a certificate by aa person who is authorized by this chapter to execute such certificate constitutes an oath or affirmation under the penalties of perjury in the third degree that to the best of such person's knowledge and belief the facts stated therein are true.

SECTION 2.05. EXECUTION; AMENDMENT OR CANCELLATION BY JUDICIAL ORDER

A. If a person required to execute a certificate required by this chapter fails or refuses to do so, any other person who is adversely affected by the failure or refusal may petition the Court to direct the execution of the certificate. If the Court finds that the execution of the certificate is proper and that any person so designated has failed or refused to execute the certificate, it shall order the Secretary or Attorney General to record an appropriate certificate.

B. If a person required to execute a limited liability company or PLLC agreement or amendment thereof fails or refuses to do so, any other person who is adversely affected by the failure or refusal may petition the Court to direct the execution of the limited liability company or PLLC agreement or amendment thereof. If the Court finds that the limited liability company or PLLC agreement or amendment thereof should be executed and that any person required to execute the limited liability company or PLLC agreement or amendment thereof has failed or refused to do so, it shall enter an order granting appropriate relief.

SECTION 2.06. FILING

A. The signed copy of the certificate of formation and of any certificates of amendment, correction, amendment of a certificate with a future effective date or time, termination of a certificate with a future effective date or time or cancellation (or of any judicial decree of amendment or cancellation), and of any certificate of merger or consolidation, any certificate of ownership and merger, any restated certificate, any corrected certificate, any certificate of conversion to limited liability company or PLLC, any certificate of conversion to a nontribal entity any certificate of transfer, any certificate of transfer and domestic continuance, any certificate of limited liability company or PLLC domestication, and of any certificate of revival shall be delivered to the Secretary or Attorney General. A person who executes a certificate as an agent or fiduciary need not exhibit evidence of that person's authority as a prerequisite to filing. Any signature on any certificate authorized to be filed with the Secretary to or Attorney General under any provision of this chapter may be a facsimile a conformed signature or an electronically transmitted signature. Upon delivery of any certificate, the Secretary or Attorney General shall record the date and time of its delivery. Unless the Secretary or Attorney General finds that any certificate does not conform to law, upon receipt of all filing fee required by law the Secretary or Attorney General shall:

1. Certify that the certificate of formation, the certificate of amendment, the certificate of correction, the certificate of amendment of a certificate with a future effective date or time, the certificate of termination of a certificate with a future effective date or time, the certificate of cancellation (or of any judicial decree of amendment or cancellation), the certificate of merger or consolidation, the certificate of ownership and merger, the restated certificate, the corrected certificate, the certificate of conversion to limited liability company or PLLC, the certificate of conversion to non-tribal entity, the certificate of transfer, the certificate of transfer and domestic continuance, the certificate of limited liability company or PLLC domestication or the certificate of in the revival has been filed in the Secretary's or Attorney General's office by and endorsing upon the signed certificate the word "Filed" and the date and time of the filing. This endorsement is conclusive of the date and time of its filing in the absence of actual fraud. Except as provided in subdivision (a)(5) or (a)(6) of this section, such date and time of filing of delivery of the certificate;

2. File and index the endorsed certificate;

3. Prepare and return to the person who filed it or that person's representative a copy of the signed certificate, similarly endorsed, and shall certify such copy as true copy of the signed certificate; and

4. Cause to be entered such information from the certificate as the Secretary or Attorney General deem appropriate into the records of the office of the Secretary or Attorney General. The Secretary and Attorney General are authorized to grant direct access to such system to registered agents subject to the execution of an operating agreement between the Secretary or Attorney General and such registered agent. Any registered agent granted such access shall demonstrate the existence of policies to ensure that information entered into the system accurately reflects the content of certificates in the possession of the registered agent at the time of entry.

5. Upon request made upon o prior to delivery, the Secretary or Attorney General may, to the extent deemed practicable, establish as the date of and time of filing of a certificate a date and time after its delivery If the Secretary or Attorney General refuse to file to any error, certificate due to an error, omission or other imperfection, the Secretary or Attorney in General may hold such suspension and in such event upon delivery of a replacement certificate in proper form for filing and tender of the required fees within 5 business days after notice of such General shall establish as the date and time of filing of such certificate the date and time of that of would have been the date and time of filing that of the rejected been the certificate had to been accepted for filing The Secretary or Attorney General shall not issue a certificate of good standing with respect to any limited lability company to or PLLC with a certificate held in suspension pursuant to this subsection. The Secretary or Attorney General may establish as the date and time of filing of a certificate the date and time at which information from such certificate is entered pursuant to subdivision (A)(4) of this section if such

certificate is delivered on the same date and time of filing of a certificate the date and time at which information from such certificate is entered pursuant to subdivision (A)(4) of this section if such certificate is delivered on the same date and within 4 hours after such information is entered.

6. If:

a. Together with the actual delivery of a certificate and tender of the required fees, there is delivered to the Secretary a separate affidavit (which in its heading shall be designated as an affidavit of extraordinary condition) attesting, on the basis of personal knowledge of the affiant or a reliable source of knowledge identified in the affidavit, that an earlier effort to deliver such certificate and tender such fees was made in good faith, specifying the nature, date and time of such good faith effort and requesting that the Secretary establish such date and time as the date and time of filing of such certificate; or

b. Upon the actual delivery of a certificate and tender of the required fees, the Secretary in the Secretary's own discretion provides a written waiver of the requirement for such an affidavit stating that it appears to the Secretary that an earlier effort to deliver such certificate and tender such fees was made in good faith and specifying the date and time of such effort; and

c. The Secretary determines that an extraordinary condition existed at such date and time, that such earlier effort was unsuccessful as a result of the existence of such extraordinary condition, and that such actual delivery and tender were made within a reasonable period (not to exceed 2 business days) after the cessation of such extraordinary condition, then the Secretary may establish such date and time as the date and time of filing of such certificate. No fee shall be paid to the Secretary for receiving an affidavit of extraordinary condition. For purposes of this subsection, an extraordinary condition means: any emergency resulting from an attack on, invasion or occupation by foreign military forces of, or disaster, catastrophe, war or other armed conflict, revolution or insurrection or rioting or civil commotion in, the United States or a locality in which the Secretary conducts its business or in which the good faith effort to deliver the certificate and tender the required fees is made, or the immediate threat of any of the foregoing; or any malfunction or outage of the electrical or telephone service to the Secretary's office, or weather or other condition in or about a locality in which the Secretary conducts its business, as a result of which the Secretary's office is not open for the purpose of the filing of certificates under this chapter or such filing cannot be effected without extraordinary effort. The Secretary may require such proof as it deems necessary to make the determination required under this subparagraph of subdivision (a)(6), and any such determination shall be conclusive in the absence of actual fraud. If the Secretary establishes the date and time of

filing of a certificate pursuant to this subsection, the date and time of delivery of the affidavit of extraordinary condition or the date and time of the Secretary's written waiver of such affidavit shall be endorsed on such affidavit or waiver and such affidavit or waiver, so endorsed, shall be attached to the filed certificate to which it relates. Such filed certificate shall be effective as of the date and time established as the date and time of filing by the Secretary pursuant to this subsection, except as to those persons who are substantially and adversely affected by such establishment and, as to those persons, the certificate shall be effective from the date and time endorsed on the affidavit of extraordinary condition or written waiver attached thereto.

B. Notwithstanding any other provision of this chapter, any certificate filed under this chapter shall be effective at the time of its filing with the Secretary or at any later date or time (not later than a time on the one hundred and eightieth day after the date of its filing if such date of filing is on or after January 1, 2012) specified in the certificate. Upon the filing of a certificate of amendment (or judicial decree of amendment), certificate of correction, corrected certificate or restated certificate in the office of the Secretary, or upon the future effective date or time of a certificate of amendment (or judicial decree thereof) or restated certificate, as provided for therein, the certificate of formation shall be amended, corrected or restated as set forth therein. Upon the filing of a certificate of cancellation (or a judicial decree thereof), or a certificate of merger or consolidation or a certificate of ownership and merger which acts as a certificate of cancellation or a certificate of transfer, or a certificate of conversion to a non-Tribal entity, or upon the future effective date or time of a certificate of cancellation (or a judicial decree thereof) or of a certificate of merger or consolidation or a certificate of ownership and merger which acts as a certificate of cancellation or a certificate of transfer, or a certificate of conversion to a non- Tribal entity, as provided for therein, or as specified in § 1.05(D) of this Act, the certificate of formation i canceled. Upon the fling of a certificate of limited liability company domestication or upon the future effective date or time of a certificate of limited liability company domestication, the entity filing the certificate of limited liability company domestication is domesticated as a limited liability company. Upon the filing of a certificate of conversion to limited liability company or upon the future effective date or time of a certificate of conversion to limited liability company, the entity filing the certificate of conversion to limited liability company is converted to a limited liability company. Upon the filing of a certificate of revival, the limited liability company is revived with the effect provided in § 11.09 of this Act. Upon the filing of a certificate of transfer and domestic continuance, or upon the future effective date or time of a certificate of transfer and domestic continuance, as provided for therein, the limited liability company filing the certificate of transfer and domestic continuance shall continue to exist as a limited liability company.

C. If any certificate filed in accordance with this chapter provides for a future effective date or time and if, prior to such future effective date or time set forth in such certificate, the transaction is terminated or its terms are amended to change the future effective date or time or any other matter described in such certificate so as to make such certificate false or inaccurate in any respect, such certificate shall, prior to the future effective date or

time set forth in such certificate, be terminated or amended by the filing of a certificate of termination or certificate of amendment of such certificate, executed in accordance with § 2.04 of this Act, which shall identify the certificate which has been terminated or amended and shall state that the certificate has been terminated or the manner in which it has been amended. Upon the filing of a certificate of amendment of a certificate with a future effective date or time, the certificate identified in such certificate of amendment is amended. Upon the filing of a certificate of termination of a certificate with a future effective date or time, the certificate identified in such certificate of termination is terminated.

D. A fee as set forth in § 11.05(A)(3) of this Act shall be paid at the time of the filing of a certificate of formation, a certificate of amendment, a certificate of correction, a certificate of amendment of a certificate with a future effective date or time, a certificate of termination of a certificate with a future effective date or time, a certificate of cancellation, a certificate of merger or consolidation, a certificate of ownership and merger, a restated certificate, a corrected certificate, a certificate of conversion to limited liability company, a certificate of conversion to a non- Tribal entity, a certificate of transfer, a certificate of transfer and domestic continuance, a certificate of limited liability company domestication or a certificate of revival.

E. [RESERVED].

F. A fee as set forth in § 11.05(A)(4) of this Act shall be paid for a certified copy of any paper on file as provided for by this chapter, and a fee as set forth in § 11.05(A)(5) of this Act shall be paid for each page copied.

G. Notwithstanding any other provision of this Act, i shall not be necessary for any limited liability company or foreign limited liability company to amend its certificate of formation, its application for registration as a foreign limited liability company, or any other document that has been filed in the office of the Secretary prior to December 23, 2013, to comply with § 1.05(K) of this title; notwithstanding the foregoing, any certificate or other document filed under this chapter on or after January 1, 2013, and changing the address of a registered agent or registered office shall comply with § 1.05(K) of this title.

SECTION 2.07. NOTICE

The fact that a certificate of formation is on file in the office of the Secretary is notice that the entity formed in connection with the filing of the certificate of formation is a limited liability company formed under the laws of the Nation and is notice of all other facts set forth therein which are required to be set forth in a certificate of formation by § 2.01(A)(1) and (2) of this Act.

SECTION 2.08. RESTATED CERTIFICATE

A. A limited liability company or PLLC may, whenever desired, integrate into a single all instrument all of the provisions of its certificate of formation which are then in effect and operative as a result of their having theretofore been filed with the Secretary or Attorney General one or more certificates or other instruments pursuant to any of the sections

referred to in this chapter, and it may at the same time also further amend its a certificate of formation.

B. If a restated certificate of formation merely restates and integrates but does not further amend the initial certificate of formation, as theretofore amended or supplemented by any instrument that was executed and filed pursuant to any of the sections in this chapter, it shall be specifically designated in its heading as a "Restated Certificate of Formation" together with such other words as the limited liability company may deem appropriate and shall be executed by an authorized person and filed as provided in § 2.06 of this Act in the office of the Secretary. If a restated certificate restates and integrates and also further amends in any respect the certificate of formation, as theretofore amended or supplemented, it shall be specifically designated in its heading as an "Amended and Restated Certificate of Formation" together with such other words as the limited liability company may deem appropriate and shall be executed by at least 1 authorized person, and filed as provided in § 2.06 of this Act in the office of the Secretary.

C. A restated certificate of formation shall state, either in its heading or in an introductory paragraph, the limited liability company's present name, and, if it has been changed, the name under which it was originally filed, and the date of filing of its original certificate of formation with the Secretary, and the future effective date or time (which shall be a date or time certain) of the restated certificate if it is not to be effective upon the filing of the restated certificate. A restated certificate shall also state that it was duly executed and is being filed in accordance with this section. If a restated certificate only restates and integrates and does not further amend a limited liability company's certificate of formation as theretofore amended or supplemented and there is no discrepancy between those provisions and the restated certificate, it shall state that fact as well.

D. Upon the filing of a restated certificate of formation with the Secretary, or upon the future effective date or time of a restated certificate of formation as provided for therein, the initial certificate of formation, as theretofore amended or supplemented, shall be superseded; thenceforth, the restated certificate of formation, including any further amendment or changes made thereby, shall be the certificate of formation of the limited liability company, but the original effective date of formation shall remain unchanged.

E. Any amendment or change effected in connection with the restatement and integration of the certificate of formation shall be subject any other provision of this Act not inconsistent with this section, which would apply if a separate certificate of amendment were filed to effect such amendment or change.

SECTION 2.09. MERGER AND CONSOLIDATION

A. As used in this section and in § 2.04 of this Act, "other business entity" means a corporation, a statutory trust, a business trust, an association, a real estate investment trust, a common-law trust, or any other unincorporated business or entity, including a partnership (whether general (including a limited liability partnership) or limited (including a limited liability limited partnership)), and a foreign limited liability company, but excluding a domestic limited liability company. As used in this section and

in § 2.10 and § 3.01 of this Act, "plan of merger" means a writing approved by a domestic limited liability company, in the form of resolutions or otherwise, that states the terms and conditions of a merger under subsection (I) of this section.

B. Pursuant to an agreement of merger or consolidation, 1 or more domestic limited liability companies may merge or consolidate with or into 1 or more domestic limited liability companies or 1 or more other business entities formed or organized under the laws of the Nation or any other tribe, Nation or any state or the United States or any foreign country or other foreign jurisdiction, or any combination thereof, with such domestic limited liability company or other business entity as the agreement shall provide being the surviving or resulting domestic limited liability company or other business entity. Unless otherwise provided in the limited liability company agreement, an agreement of merger or consolidation or a plan of merger shall be approved by each domestic limited liability company which is to merge or consolidate by the members or, if there is more than one class or group of members, then by each class or group of members, in either case, by members who own more than 50 percent of the then current percentage or other interest in the profits of the domestic limited liability company owned by all of the members or by the members in each class or group, as appropriate. In connection with a merger or consolidation hereunder, rights or securities of, or interests in, a domestic limited liability company or other business entity which is a constituent party to the merger or consolidation may be exchanged for or converted into cash, property, rights or securities of, or interests in, the surviving or resulting domestic limited liability company or other business entity or, in addition to or in lieu thereof, may be exchanged for or converted into cash, property, rights or securities of, or interests in, a domestic limited liability company or other business entity which is not the surviving or resulting limited liability company or other business entity in the merger or consolidation or may be canceled. Notwithstanding prior approval, an agreement of merger or consolidation or a plan of merger may be terminated or amended pursuant to a provision for such termination or amendment contained in the agreement of merger or consolidation or plan of merger.

C. Except in the case of a merger under subsection (I) of this section, if a domestic limited liability company is merging or consolidating under this section, the domestic limited liability company or other business entity surviving or resulting in or from the merger or consolidation shall file a certificate of merger or consolidation executed by 1 or more authorized persons on behalf of the domestic limited liability company when it is the surviving or resulting entity in the office of the Secretary. The certificate of merger or consolidation shall state:

1. The name, jurisdiction of formation or organization and type of entity of each of the domestic limited liability companies and other business entities which is to merge or consolidate;

2. That an agreement of merger or consolidation has been approved and executed by each of the domestic limited liability companies and other business entities which is to merge or consolidate;

3. The name of the surviving or resulting domestic limited liability company or other business entity;

4. In the case of a merger in which a domestic limited liability company is the surviving entity, such amendments, if any, to the certificate of formation of the surviving domestic limited liability company to change its name, registered office or registered agent as are desired to be effected by the merger;

5. The future effective date or time (which shall be a date or time certain) of the merger or consolidation if it is not to be effective upon the filing of the certificate of merger or consolidation;

6. That the agreement of merger or consolidation is on file at a place of business of the surviving or resulting domestic limited liability company or other business entity, and shall state the address thereof;

7. That a copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited liability company or other business entity, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge or consolidate; and

8. If the surviving or resulting entity is not a domestic limited liability company, or a corporation, partnership (whether general (including a limited liability partnership) or limited (including a limited liability limited partnership)) or statutory trust organized under the laws of the Nation, a statement that such surviving or resulting other business entity agrees that it may be served with process in any action, suit or proceeding for the enforcement of any obligation of any domestic limited liability company which is to merge or consolidate, irrevocably appointing the Secretary as its agent to accept service of process in any such action, suit or proceeding and specifying the address to which a copy of such process shall be mailed to it by the Secretary. Process may be served upon the Secretary under this subsection by means of electronic transmission but only as prescribed by the Secretary. The Secretary is authorized to issue such rules and regulations with respect to such service as the Secretary deems necessary or appropriate. In the event of service hereunder upon the Secretary, the procedures set forth in § 1.06(B) of this Code shall be applicable, except that the plaintiff in any such action, suit or proceeding shall furnish the Secretary with the address specified in the certificate of merger or consolidation provided for in this section and any other address which the plaintiff may elect to furnish, together with copies of such process as required by the Secretary, and the Secretary shall notify such surviving or resulting other business entity at all such addresses furnished by the plaintiff in accordance with the procedures set forth in § 1.06(B) of this Code.

D. Unless a future effective date or time is provided in a certificate of merger or consolidation, or in the case of a merger under subsection (I) of this section in a certificate of ownership and merger, in which event a merger or consolidation shall be

effective at any such future effective date or time, a merger or consolidation shall be effective upon the filing in the office of the Secretary of a certificate of merger or consolidation or a certificate of ownership and merger.

E. A certificate of merger or consolidation or a certificate of ownership and merger shall act as a certificate of cancellation for a domestic limited liability company which is not the surviving or resulting entity in the merger or consolidation. A certificate of merger that sets forth any amendment in accordance with subsection (C)(4) of this section shall be deemed to be an amendment to the certificate of formation of the limited liability company, and the limited liability company shall not be required to take any further action to amend its certificate of formation under § 2.02 of this Code with respect to such amendments set forth in the certificate of merger. Whenever this section requires the filing of a certificate of merger or consolidation, such requirement shall be deemed satisfied by the filing of an agreement of merger or consolidation containing the information required by this section to be set forth in the certificate of merger or consolidation.

F. An agreement of merger or consolidation or a plan of merger approved in accordance with subsection (B) of this section may:

1. Effect any amendment to the limited liability company agreement; or

2. Effect the adoption of a new limited liability company agreement, for a limited liability company if it is the surviving or resulting limited liability company in the merger or consolidation.

Any amendment to a limited liability company agreement or adoption of a new limited liability company agreement made pursuant to the foregoing sentence shall be effective at the effective time or date of the merger or consolidation and shall be effective notwithstanding any provision of the limited liability company agreement relating to amendment or adoption of a new limited liability company agreement, other than a provision that by its terms applies to an amendment to the limited liability company agreement or the adoption of a new limited liability company agreement, in either case, in connection with a merger or consolidation. The provisions of this subsection shall not be construed to limit the accomplishment of a merger or of any of the matters referred to herein by any other means provided for in a limited liability company agreement or other agreement or as otherwise permitted by law, including that the limited liability company agreement of any constituent limited liability company to the merger or consolidation (including a limited liability company formed for the purpose of consummating a merger or consolidation) shall be the limited liability company agreement of the surviving or resulting limited liability company.

G. When any merger or consolidation shall have become effective under this section, for all purposes of the laws of the Nation, all of the rights, privileges and powers of each of the domestic limited liability companies and other business entities that have merged or consolidated, and all property, real, personal and mixed, and all debts due to any of said domestic limited liability companies and other business entities, as well as all other things

and causes of action belonging to each of such domestic limited liability companies and other business entities, shall be vested in the surviving or resulting domestic limited liability company or other business entity, and shall thereafter be the property of the surviving or resulting domestic limited liability company or other business entity as they were of each of the domestic limited liability companies and other business entities that have merged or consolidated, and the Act to any real property vested by deed or otherwise, under the laws of the Nation, in any of such domestic limited liability companies and other business entities, shall not revert or be in any way impaired by reason of this chapter; but all rights of creditors and all liens upon any property of any of said domestic limited liability companies and other business entities shall be preserved unimpaired, and all debts, liabilities and duties of each of the said domestic limited liability companies and other business entities that have merged or consolidated shall thenceforth attach to the surviving or resulting domestic limited liability company or other business entity, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Unless otherwise agreed, a merger or consolidation of a domestic limited liability company, including a domestic limited liability company which is not the surviving or resulting entity in the merger or consolidation, shall not require such domestic limited liability company to wind up its affairs under § 803 of this Act or pay its liabilities and distribute its assets under § 804 of this Act and the merger or consolidation shall not constitute a dissolution of such limited liability company.

H. A limited liability company agreement may provide that a domestic limited liability company shall not have the power to merge or consolidate as set forth in this section.

I. In any case in which (i) at least 90% of the outstanding shares of each class of the stock of a corporation or corporations, of which class there are outstanding shares that would be entitled to vote on such merger, is owned by a domestic limited liability company, (ii) one or more of such corporations is a corporation of the Nation, and (iii) any corporation that is not a corporation of the Nation is a corporation of any state or the District of Columbia or another jurisdiction, the laws of which do not forbid such merger, the domestic limited liability company having such stock ownership may either merge the corporation or corporations into itself and assume all of its or their obligations, or merge itself, or itself and 1 or more of such corporations, into 1 of the other corporations, pursuant to a plan of merger. If a domestic limited liability company is causing a merger under this subsection, the domestic limited liability company shall file a certificate of ownership and merger executed by 1 or more authorized persons on behalf of the domestic limited liability company in the office of the Secretary. The certificate of ownership and merger shall certify that such merger was authorized in accordance with the domestic limited liability company's limited liability company agreement and this chapter, and if the domestic limited liability company shall not own all the outstanding stock of all the corporations that are parties to the merger, shall state the terms and conditions of the merger, including the securities, cash, property, or rights to be issued, paid, delivered or granted by the surviving domestic limited liability company or corporation upon surrender of each share of the corporation or corporations not owned by the domestic limited liability company, or the cancellation of some or all of such shares. If a corporation surviving a merger under this subsection is not a corporation organized

under the laws of the Tribe, then the terms and conditions of the merger shall obligate such corporation to agree that it may be served with process in any proceeding for enforcement of any obligation of the domestic limited liability company or any obligation of any constituent corporation of the Tribe, as well as for enforcement of any obligation of the surviving corporation, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings, and to irrevocably appoint the Secretary as its agent to accept service of process in any such suit or other proceedings, and to specify the address to which a copy of such process shall be mailed by the Secretary. Process may be served upon the Secretary under this subsection by means of electronic transmission but only as prescribed by the Secretary. The Secretary is authorized to issue such rules and regulations with respect to such service as the Secretary deems necessary or appropriate. In the event of such service upon the Secretary in accordance with this subsection, the Secretary shall forthwith notify such surviving corporation thereof by letter, directed to such surviving corporation at its address so specified, unless such surviving corporation shall have designated in writing to the Secretary a different address for such purpose, in which case it shall be mailed to the last address so designated. Such letter shall be sent by a mail or courier service that includes a record of mailing or deposit with the courier and a record of delivery evidenced by the signature of the recipient. Such letter shall enclose a copy of the process and any other papers served on the Secretary pursuant to this subsection. It shall be the duty of the plaintiff in the event of such service to serve process and any other papers in duplicate, to notify the Secretary that service is being effected pursuant to this subsection and to pay the Secretary the sum of $50 for the use of the Nation, which sum shall be taxed as part of the costs in the proceeding, if the plaintiff shall prevail therein. The Secretary shall maintain an alphabetical record of any such service setting forth the name of the plaintiff and the defendant, the title, docket number and nature of the proceeding in which process has been served, the fact that service has been effected pursuant to this subsection, the return date thereof, and the day and hour service was made. The Secretary shall not be required to retain such information longer than 5 years from receipt of the service of process.

SECTION 2.10. CONTRACTUAL APPRAISAL RIGHTS

A limited liability company agreement or an agreement of merger or consolidation or a plan of merger may provide that contractual appraisal rights with respect to a limited liability company interest or another interest in a limited liability company shall be available for any class or group or series of members or limited liability company interests in connection with any amendment of a limited liability company agreement, any merger or consolidation in which the limited liability company is a constituent party to the merger or consolidation, any conversion of the limited liability company to another business form, any transfer to or domestication or continuance in any jurisdiction by the limited liability company, or the sale of all or substantially all of the limited liability company's assets. The Court shall have jurisdiction to hear and determine any matter relating to any such appraisal rights.

SECTION 2.11. CERTIFICATE OF CORRECTION

A. Whenever any certificate authorized to be filed with the office of the Secretary under any provision of this Code has been so filed and is an inaccurate record of the action therein referred to, or was defectively or erroneously executed, such certificate may be corrected by filing with the office of the Secretary a certificate of correction of such certificate. The certificate of correction shall specify the inaccuracy or defect to be corrected, shall set forth the portion of the certificate in corrected form, and shall be executed and filed as required by this Code. The certificate of correction shall be effective as of the date the original certificate was filed, except as to those persons who are substantially and adversely affected by the correction, and as to those persons the certificate of correction shall be effective from the filing date.

B. In lieu of filing a certificate of correction, a certificate may be corrected by filing with the Secretary a corrected certificate which shall be executed and filed as if the corrected certificate were the certificate being corrected, and a fee equal to the fee payable to the Secretary if the certificate being corrected were then being filed shall be paid and collected by the Secretary for the use of the Tribe in connection with the filing of the corrected certificate. The corrected certificate shall be specifically designated as such in its heading, shall specify the inaccuracy or defect to be corrected and shall set forth the entire certificate in corrected form. A certificate corrected in accordance with this section shall be effective as of the date the original certificate was filed, except as to those persons who are substantially and adversely affected by the correction and as to those persons the certificate as corrected shall be effective from the filing date.

SECTION 2.12. [RESERVED]

SECTION 2.13. [RESERVED]

SECTION 2.14. CONVERSION OF CERTAIN ENTITIES TO A LIMITED LIABILITY COMPANY

A. As used in this section and in § 2.04 of this Code, the term "other entity" means a corporation, a statutory trust, a business trust, an association, a real estate investment trust, a common-law trust or any other unincorporated business or entity, including a partnership (whether general (including a limited liability partnership) or limited (including a limited liability limited partnership)) or a foreign limited liability company.

B. Any other entity may convert to a domestic limited liability company by complying with subsection (h) of this section and filing in the office of the Secretary in accordance with § 2.06 of this Code:

1. A certificate of conversion to limited liability company that has been executed in accordance with § 2.04 of this Code; and

2. A certificate of formation that complies with § 2.01 of this Code and has been executed by 1 or more authorized persons in accordance with § 2.04 of this Code.

Each of the certificates required by this subsection (B) shall be filed simultaneously in the office of the Secretary and, if such certificates are not to become effective upon their

filing as permitted by § 2.06(b) of this Code, then each such certificate shall provide for the same effective date or time in accordance with § 2.06(B) of this Code.

C. The certificate of conversion to limited liability company shall state:

1. The date on which and jurisdiction where the other entity was first created, incorporated, formed or otherwise came into being and, if it has changed, its jurisdiction immediately prior to its conversion to a domestic limited liability company;

2. The name and type of entity of the other entity immediately prior to the filing of the certificate of conversion to limited liability company;

3. The name of the limited liability company as set forth in its certificate of formation filed in accordance with subsection (b) of this section; and

4. The future effective date or time (which shall be a date or time certain) of the conversion to a limited liability company if it is not to be effective upon the filing of the certificate of conversion to limited liability company and the certificate of formation.

D. Upon the filing in the office of the Secretary of the certificate of conversion to limited liability company and the certificate of formation or upon the future effective date or time of the certificate of conversion to limited liability company and the certificate of formation, the other entity shall be converted into a domestic limited liability company and the limited liability company shall thereafter be subject to all of the provisions of this chapter, except that notwithstanding § 2.01 of this Code, the existence of the limited liability company shall be deemed to have commenced on the date the other entity commenced its existence in the jurisdiction in which the other entity was first created, formed, incorporated or otherwise came into being.

E. The conversion of any other entity into a domestic limited liability company shall not be deemed to affect any obligations or liabilities of the other entity incurred prior to its conversion to a domestic limited liability company or the personal liability of any person incurred prior to such conversion.

F. When any conversion shall have become effective under this section, for all purposes of the laws of the Tribe, all of the rights, privileges and powers of the other entity that has converted, and all property, real, personal and mixed, and all debts due to such other entity, as well as all other things and causes of action belonging to such other entity, shall remain vested in the domestic limited liability company to which such other entity has converted and shall be the property of such domestic limited liability company, and the title to any real property vested by deed or otherwise in such other entity shall not revert or be in any way impaired by reason of this chapter; but all rights of creditors and all liens upon any property of such other entity shall be preserved unimpaired, and all debts, liabilities and duties of the other entity that has converted shall remain attached to the domestic limited liability company to which such other entity has converted, and may be enforced against it to the same extent as if said debts, liabilities and duties had originally

been incurred or contracted by it in its capacity as a domestic limited liability company. The rights, privileges, powers and interests in property of the other entity, as well as the debts, liabilities and duties of the other entity, shall not be deemed, as a consequence of the conversion, to have been transferred to the domestic limited liability company to which such other entity has converted for any purpose of the laws of the Tribe.

G. Unless otherwise agreed, for all purposes of the laws of the Tribe, the converting other entity shall not be required to wind up its affairs or pay its liabilities and distribute its assets, and the conversion shall not be deemed to constitute a dissolution of such other entity. When another entity has been converted to a limited liability company pursuant to this section, for all purposes of the laws of the Tribe, the limited liability company shall be deemed to be the same entity as the converting other entity and the conversion shall constitute a continuation of the existence of the converting other entity in the form of a domestic limited liability company.

H. Prior to filing a certificate of conversion to limited liability company with the office of the Secretary, the conversion shall be approved in the manner provided for by the document, instrument, agreement or other writing, as the case may be, governing the internal affairs of the other entity and the conduct of its business or by applicable law, as appropriate and a limited liability company agreement shall be approved by the same authorization required to approve the conversion.

I. In connection with a conversion hereunder, rights or securities of or interests in the other entity which is to be converted to a domestic limited liability company may be exchanged for or converted into cash, property, or rights or securities of or interests in such domestic limited liability company or, in addition to or in lieu thereof, may be exchanged for or converted into cash, property, or rights or securities of or interests in another domestic limited liability company or other entity or may be cancelled.

J. The provisions of this section shall not be construed to limit the accomplishment of a change in the law governing, or the domicile of, another entity to the Tribe by any other means provided for in a limited liability company agreement or other agreement or as otherwise permitted by law, including by the amendment of a limited liability company agreement or other agreement.

SECTION 2.15. [RESERVED]

SECTION 2.16. APPROVAL OF CONVERSION OF A LIMITED LIABILITY COMPANY

A. Upon compliance with this section, a domestic limited liability company may convert to a corporation, a statutory trust, a business trust, an association, a real estate investment trust, a common-law trust or any other unincorporated business or entity, including a partnership (whether general (including a limited liability partnership) or limited (including a limited liability limited partnership)) or a foreign limited liability company.

B. If the limited liability company agreement specifies the manner of authorizing a conversion of the limited liability company, the conversion shall be authorized as

specified in the limited liability company agreement. If the limited liability company agreement does not specify the manner of authorizing a conversion of the limited liability company and does not prohibit a conversion of the limited liability company, the conversion shall be authorized in the same manner as is specified in the limited liability company agreement for authorizing a merger or consolidation that involves the limited liability company as a constituent party to the merger or consolidation. If the limited liability company agreement does not specify the manner of authorizing a conversion of the limited liability company or a merger or consolidation that involves the limited liability company as a constituent party and does not prohibit a conversion of the limited liability company, the conversion shall be authorized by the approval by the members or, if there is more than 1 class or group of members, then by each class or group of members, in either case, by members who own more than 50 percent of the then current percentage or other interest in the profits of the domestic limited liability company owned by all of the members or by the members in each class or group, as appropriate.

C. Unless otherwise agreed, the conversion of a domestic limited liability company to another entity or business form pursuant to this section shall not require such limited liability company to wind up its affairs under § 8.03 of this Code or pay its liabilities and distribute its assets under § 8.04 of this Code, and the conversion shall not constitute a dissolution of such limited liability company. When a limited liability company has converted to another entity or business form pursuant to this section, for all purposes of the laws of the Tribe, the other entity or business form shall be deemed to be the same entity as the converting limited liability company and the conversion shall constitute a continuation of the existence of the limited liability company in the form of such other entity or business form.

D. In connection with a conversion of a domestic limited liability company to another entity or business form pursuant to this section, rights or securities of or interests in the domestic limited liability company which is to be converted may be exchanged for or converted into cash, property, rights or securities of or interests in the entity or business form into which the domestic limited liability company is being converted or, in addition to or in lieu thereof, may be exchanged for or converted into cash, property, rights or securities of or interests in another entity or business form or may be cancelled.

E. If a limited liability company shall convert in accordance with this section to another entity or business form organized, formed or created under the laws of a jurisdiction other than the Tribe, a certificate of conversion to non-Tribal entity executed in accordance with § 2.04 of this Code, shall be filed in the office of the Secretary in accordance with § 2.06 of this Code. The certificate of conversion to non-Tribal entity shall state:

1. The name of the limited liability company and, if it has been changed, the name under which its certificate of formation was originally filed;

2. The date of filing of its original certificate of formation with the Secretary;

3. The jurisdiction in which the entity or business form, to which the limited liability company shall be converted, is organized, formed or created, and the name of such entity or business form;

4. The future effective date or time (which shall be a date or time certain) of the conversion if it is not to be effective upon the filing of the certificate of conversion to non-Tribal entity;

5. That the conversion has been approved in accordance with this section;

6. The agreement of the limited liability company that it may be served with process in any action, suit or proceeding for enforcement of any obligation of the limited liability company arising while it was a limited liability company of the Tribe, and that it irrevocably appoints the Secretary as its agent to accept service of process in any such action, suit or proceeding;

7. The address to which a copy of the process referred to in paragraph (E)(6) of this section shall be mailed to it by the Secretary. Process may be served upon the Secretary under paragraph (E)(6) of this section by means of electronic transmission but only as prescribed by the Secretary. The Secretary is authorized to issue such rules and regulations with respect to such service as the Secretary deems necessary or appropriate. In the event of service hereunder upon the Secretary, the procedures set forth in § 1.0.6(B) of this Code shall be applicable, except that the plaintiff in any such action, suit or proceeding shall furnish the Secretary with the address specified in this subdivision and any other address that the plaintiff may elect to furnish, together with copies of such process as required by the Secretary, and the Secretary shall notify the limited liability company that has converted at all such addresses furnished by the plaintiff in accordance with the procedures set forth in § 1.06(B) of this Code.

F. Upon the filing in the office of the Secretary of the certificate of conversion to non-Tribal entity or upon the future effective date or time of the certificate of conversion to non-Tribal entity and payment to the Secretary of all fees prescribed in this chapter, the Secretary shall certify that the limited liability company has filed all documents and paid all fees required by this chapter, and thereupon the limited liability company shall cease to exist as a limited liability company of the Tribe. Such certificate of the Secretary shall be prima facie evidence of the conversion by such limited liability company out of the Reservation.

G. The conversion of a limited liability company out of the Nation in accordance with this section and the resulting cessation of its existence as a limited liability company of the Tribe pursuant to a certificate of conversion to non-Tribal entity shall not be deemed to affect any obligations or liabilities of the limited liability company incurred prior to such conversion or the personal liability of any person incurred prior to such conversion, nor shall it be deemed to affect the choice of law applicable to the limited liability company with respect to matters arising prior to such conversion.

H. When any conversion shall have become effective under this section, for all purposes of the laws of the Tribe, all of the rights, privileges and powers of the limited liability company that has converted, and all property, real, personal and mixed, and all debts due to such limited liability company, as well as all other things and causes of action belonging to such limited liability company, shall remain vested in the other entity or business form to which such limited liability company has converted and shall be the property of such other entity or business form, and the title to any real property vested by deed or otherwise in such limited liability company shall not revert or be in any way impaired by reason of this chapter; but all rights of creditors and all liens upon any property of such limited liability company shall be preserved unimpaired, and all debts, liabilities and duties of the limited liability company that has converted shall remain attached to the other entity or business form to which such limited liability company has converted, and may be enforced against it to the same extent as if said debts, liabilities and duties had originally been incurred or contracted by it in its capacity as such other entity or business form. The rights, privileges, powers and interests in property of the limited liability company that has converted, as well as the debts, liabilities and duties of such limited liability company, shall not be deemed, as a consequence of the conversion, to have been transferred to the other entity or business form to which such limited liability company has converted for any purpose of the laws of the Tribe.

I. A limited liability company agreement may provide that a domestic limited liability company shall not have the power to convert as set forth in this section.

## CHAPTER 3. MEMBERS

### SECTION 3.01. ADMISSION OF MEMBERS

A. In connection with the formation of a limited liability company, a person is admitted as a member of the limited liability company upon the later to occur of:

1. The formation of the limited liability company; or

2. The time provided in and upon compliance with the limited liability company agreement or, if the limited liability company agreement does not so provide, when the person's admission is reflected in the records of the limited liability company.

B. After the formation of a limited liability company, a person is admitted as a member of the limited liability company:

1. In the case of a person who is not an assignee of a limited liability company interest, including a person acquiring a limited liability company interest directly from the limited liability company and a person to be admitted as a member of the limited liability company without acquiring a limited liability company interest in the limited liability company at the time provided in and upon compliance with the limited liability company agreement or, if the limited liability company agreement does not so provide, upon the consent of all members and when the person's admission is reflected in the records of the limited liability company;

2. In the case of an assignee of a limited liability company interest, as provided in § 7.04(A) of this Code and at the time provided in and upon compliance with the limited liability company agreement or, if the limited liability company agreement does not so provide, when any such person's permitted admission is reflected in the records of the limited liability company; or

3. In the case of a person being admitted as a member of a surviving or resulting limited liability company pursuant to a merger or consolidation approved in accordance with § 2.09(B) of this Code as provided in the limited liability company agreement of the surviving or resulting limited liability company or in the agreement of merger or consolidation, and in the event of any inconsistency, the terms of the agreement of merger or consolidation shall control; and in the case of a person being admitted as a member of a limited liability company pursuant to a merger or consolidation in which such limited liability company is not the surviving or resulting limited liability company in the merger or consolidation, as provided in the limited liability company agreement of such limited liability company.

C. [RESERVED].

D. A person may be admitted to a limited liability company as a member of the limited liability company and may receive a limited liability company interest in the limited liability company without making a contribution or being obligated to make a contribution to the limited liability company. Unless otherwise provided in a limited liability company agreement, a person may be admitted to a limited liability company as a member of the limited liability company without acquiring a limited liability company interest in the limited liability company. Unless otherwise provided in a limited liability company agreement, a person may be admitted as the sole member of a limited liability company without making a contribution or being obligated to make a contribution to the limited liability company or without acquiring a limited liability company interest in the limited liability company.

E. Unless otherwise provided in a limited liability company agreement or another agreement, a member shall have no preemptive right to subscribe to any additional issue of limited liability company interests or another interest in a limited liability company.

SECTION 3.02. CLASSES AND VOTING

A. A limited liability company agreement may provide for classes or groups of members having such relative rights, powers and duties as the limited liability company agreement may provide, and may make provision for the future creation in the manner provided in the limited liability company agreement of additional classes or groups of members having such relative rights, powers and duties as may from time to time be established, including rights, powers and duties senior to existing classes and groups of members. A limited liability company agreement may provide for the taking of an action, including the amendment of the limited liability company agreement, without the vote or approval of any member or class or group of members, including an action to create under the

provisions of the limited liability company agreement a class or group of limited liability company interests that was not previously outstanding. A limited liability company agreement may provide that any member or class or group of members shall have no voting rights.

B. A limited liability company agreement may grant to all or certain identified members or a specified class or group of the members the right to vote separately or with all or any class or group of the members or managers, on any matter. Voting by members may be on a per capita, number, financial interest, class, group or any other basis.

C. A limited liability company agreement may set forth provisions relating to notice of the time, place or purpose of any meeting at which any matter is to be voted on by any members, waiver of any such notice, action by consent without a meeting, the establishment of a record date, quorum requirements, voting in person or by proxy, or any other matter with respect to the exercise of any such right to vote.

D. Unless otherwise provided in a limited liability company agreement, meetings of members may be held by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this subsection shall constitute presence in person at the meeting. Unless otherwise provided in a limited liability company agreement, on any matter that is to be voted on, consented to or approved by members, the members may take such action without a meeting, without prior notice and without a vote if consented to, in writing or by electronic transmission, by members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted. Unless otherwise provided in a limited liability company agreement, on any matter that is to be voted on by members, the members may vote in person or by proxy, and such proxy may be granted in writing, by means of electronic transmission or as otherwise permitted by applicable law. Unless otherwise provided in a limited liability company agreement, a consent transmitted by electronic transmission by a member or by a person or persons authorized to act for a member shall be deemed to be written and signed for purposes of this subsection. For purposes of this subsection, the term "electronic transmission" means any form of communication not directly involving the physical transmission of paper that creates a record that may be retained, retrieved and reviewed by a recipient thereof and that may be directly reproduced in paper form by such a recipient through an automated process.

E. If a limited liability company agreement provides for the manner in which it may be amended, including by requiring the approval of a person who is not a party to the limited liability company agreement or the satisfaction of conditions, it may be amended only in that manner or as otherwise permitted by law, including as permitted by § 2.09(F) of this Code (provided that the approval of any person may be waived by such person and that any such conditions may be waived by all persons for whose benefit such conditions were intended). Unless otherwise provided in a limited liability company agreement, a supermajority amendment provision shall only apply to provisions of the limited liability company agreement that are expressly included in the limited liability company

agreement. As used in this section, "supermajority amendment provision" means any amendment provision set forth in a limited liability company agreement requiring that an amendment to a provision of the limited liability company agreement be adopted by no less than the vote or consent required to take action under such latter provision.

F. If a limited liability company agreement does not provide for the manner in which it may be amended, the limited liability company agreement may be amended with the approval of all of the members or as otherwise permitted by law, including as permitted by § 2.09(F) of this Code. This subsection shall only apply to a limited liability company whose original certificate of formation was filed with the Secretary or Attorney General on or after January 1, 2019.

SECTION 3.03. LIABILITY TO THIRD PARTIES; NO WAIVERS OF TRIBAL SOVEREIGN IMMUNITY

A. Except as otherwise provided by this Code, the debts, obligations and liabilities of a limited liability company, whether arising in contract, tort or otherwise, shall be solely the debts, obligations and liabilities of the limited liability company, and no member or manager of a limited liability company shall be obligated personally for any such debt, obligation or liability of the limited liability company solely by reason of being a member or acting as a manager of the limited liability company. The LLC may sue and be sued.

B. Notwithstanding the provisions of subsection (A) of this section, under a limited liability company agreement or under another agreement, a member or manager may agree to be obligated personally for any or all of the debts, obligations and liabilities of the limited liability company.

C. Notwithstanding any other provision contained in this Code:

1. any limited liability company in which the Tribe, a Section 17 Corporation, or an instrumentality of the Tribe or wholly-owned entity of the Tribe is a member shall have the power to consent in writing to such limited liability company being sued in courts or to have claims against it resolved through arbitration, but shall not have the power to consent to suit against the Tribe or any other tribal entity, and

2. no suit may be brought against any limited liability company in which the Tribe, a Section 17 Corporation, or an instrumentality of the Tribe or wholly-owned entity of the Tribe is a member except insofar as consent has been given in writing pursuant to this subsection of this Code. Any such consent shall be strictly construed.

D. Notwithstanding any other provision contained in this Code, limited liability companies may not dispose of, mortgage, or otherwise encumber real or personal property of the Tribe, except that such limited liability companies may grant a leasehold mortgage or other security interest in such limited liability companies' leasehold interest in any lease of real or personal property of the Tribe to such limited liability company.

SECTION 3.04. EVENTS OF BANKRUPTCY

A. A person ceases to be a member of a limited liability company upon the happening of any of the following events:

1. Unless otherwise provided in a limited liability company agreement, or with the written consent of all members, a member:

a. Makes an assignment for the benefit of creditors;

b. Files a voluntary petition in bankruptcy;

c. Is adjudged a bankrupt or insolvent, or has entered against the member an order for relief, in any bankruptcy or insolvency proceeding;

d. Files a petition or answer seeking for the member any reorganization, arrangement, composition, readjustment, liquidation, dissolution or similar relief under any statute, law or regulation;

e. Files an answer or other pleading admitting or failing to contest the material allegations of a petition filed against the member in any proceeding of this nature;

f. Seeks, consents to or acquiesces in the appointment of a trustee, receiver or liquidator of the member or of all or any substantial part of the member's properties; or

2. Unless otherwise provided in a limited liability company agreement, or with the written consent of all members, 120 days after the commencement of any proceeding against the member seeking reorganization, arrangement, composition, readjustment, liquidation, dissolution or similar relief under any statute, law or regulation, if the proceeding has not been dismissed, or if within ninety (90) days after the appointment without the member's consent or acquiescence of a trustee, receiver or liquidator of the member or of all or any substantial part of the member's properties, the appointment is not vacated or stayed, or within ninety (90) days after the expiration of any such stay, the appointment is not vacated.

SECTION 3.05. ACCESS TO AND CONFIDENTIALITY OF INFORMATION; RECORDS

A. Each member of a limited liability company has the right, subject to such reasonable standards (including standards governing what information and documents are to be furnished at what time and location and at whose expense) as may be set forth in a limited liability company agreement or otherwise established by the manager or, if there is no manager, then by the members, to obtain from the limited liability company from time to time upon reasonable demand for any purpose reasonably related to the member's interest as a member of the limited liability company:

1. True and full information regarding the status of the business and financial condition of the limited liability company;

2. Promptly after becoming available, a copy of the limited liability company's federal, tribal, state and local income tax returns for each year;

3. A current list of the name and last known business, residence or mailing address of each member and manager;

4. A copy of any written limited liability company agreement and certificate of formation and all amendments thereto, together with executed copies of any written powers of attorney pursuant to which the limited liability company agreement and any certificate and all amendments thereto have been executed;

5. True and full information regarding the amount of cash and a description and statement of the agreed value of any other property or services contributed by each member and which each member has agreed to contribute in the future, and the date on which each became a member; and

6. Other information regarding the affairs of the limited liability company as is just and reasonable.

B. Each manager shall have the right to examine all of the information described in subsection (A) of this section for a purpose reasonably related to the position of manager.

C. The manager of a limited liability company shall have the right to keep confidential from the members, for such period of time as the manager deems reasonable, any information which the manager reasonably believes to be in the nature of trade secrets or other information the disclosure of which the manager in good faith believes is not in the best interest of the limited liability company or could damage the limited liability company or its business or which the limited liability company is required by law or by agreement with a 3rd party to keep confidential.

D. A limited liability company may maintain its records in other than a written form if such form is capable of conversion into written form within a reasonable time.

E. Any demand by a member under this section shall be in writing and shall state the purpose of such demand.

F. Any action to enforce any right arising under this section shall be brought in the Court. If the limited liability company refuses to permit a member to obtain or a manager to examine the information described in subsection (A) of this section or does not reply to the demand that has been made within 5 business days (or such shorter or longer period of time as is provided for in a limited liability company agreement but not longer than 30 business days) after the demand has been made, the demanding member or manager may apply to the Court for an order to compel such disclosure. The Court is hereby vested with exclusive jurisdiction to determine whether or not the person seeking such information is entitled to the information sought. The Court may summarily order the

limited liability company to permit the demanding member to obtain or manager to examine the information described in subsection (A) of this section and to make copies or abstracts therefrom, or the Court may summarily order the limited liability company to furnish to the demanding member or manager the information described in subsection (a) of this section on the condition that the demanding member or manager first pay to the limited liability company the reasonable cost of obtaining and furnishing such information and on such other conditions as the Court deems appropriate. When a demanding member seeks to obtain or a manager seeks to examine the information described in subsection (A) of this section, the demanding member or manager shall first establish (1) that the demanding member or manager has complied with the provisions of this section respecting the form and manner of making demand for obtaining or examining of such information, and (2) that the information the demanding member or manager seeks is reasonably related to the member's interest as a member or the manager's position as a manager, as the case may be. The Court may, in its discretion, prescribe any limitations or conditions with reference to the obtaining or examining of information, or award such other or further relief as the Court may deem just and proper. The Court may order books, documents and records, pertinent extracts therefrom, or duly authenticated copies thereof, to be brought within the Nation and kept within the Nation upon such terms and conditions as the order may prescribe.

G. The rights of a member or manager to obtain information as provided in this section may be restricted in an original limited liability company agreement or in any subsequent amendment approved or adopted by all of the members or in compliance with any applicable requirements of the limited liability company agreement. The provisions of this subsection shall not be construed to limit the ability to impose restrictions on the rights of a member or manager to obtain information by any other means permitted under this chapter.

SECTION 3.06. REMEDIES FOR BREACH OF LIMITED LIABILITY COMPANY AGREEMENT BY MEMBER

A. A limited liability company agreement may provide that:

1. A member who fails to perform in accordance with, or to comply with the terms and conditions of, the limited liability company agreement shall be subject to specified penalties or specified consequences; and

2. At the time or upon the happening of events specified in the limited liability company agreement, a member shall be subject to specified penalties or specified consequences. Such specified penalties or specified consequences may include and take the form of any penalty or consequence set forth in § 5.02(C) of this Code.

## CHAPTER 4. MANAGERS

SECTION 4.01. APPOINTMENT OF MANAGERS

A person may be named or designated as a manager of the limited liability company as provided in § 1.02(L) of this Code.

SECTION 4.02. MANAGEMENT OF LIMITED LIABILITY COMPANY

Unless otherwise provided in a limited liability company agreement, the management of a limited liability company shall be vested in its members in proportion to the then current percentage or other interest of members in the profits of the limited liability company owned by all of the members, the decision of members owning more than 50 percent of the said percentage or other interest in the profits controlling; provided, however, that if a limited liability company agreement provides for the management, in whole or in part, of a limited liability company by a manager, the management of the limited liability company, to the extent so provided, shall be vested in the manager who shall be chosen in the manner provided in the limited liability company agreement or similar instrument. The manager shall also hold the offices and have the responsibilities accorded to the manager by or in the manner provided in a limited liability company agreement. Subject to § 6.02 of this Code, a manager shall cease to be a manager as provided in a limited liability company agreement. A limited liability company may have more than 1 manager. Unless otherwise provided in a limited liability company agreement, each member and manager has the authority to bind the limited liability company.

SECTION 4.03. MEMBERS AS MANAGERS

A manager of a limited liability company may or may not be a member of such limited liability company. A person who is both a manager and a member has the rights and powers, and is subject to the restrictions and liabilities, of a manager and, except as provided in a limited liability company agreement or other instrument, also has the rights and powers, and is subject to the restrictions and liabilities, of a member to the extent of the manager's participation in the limited liability company as a member.

SECTION 4.04. VOTING

A. In a manager-managed limited liability company, the following rules apply:

   1. Each manager has equal rights in the management and conduct of the company's activities and affairs.

   2. Except as expressly provided in this Title, a matter relating to the activities and affairs of the limited liability company shall be decided by the manager; if there is more than one manager, by the affirmative vote or consent of a majority of the managers; or if the action is taken without a meeting, by the managers' unanimous consent in a record.

B. A limited liability company agreement may grant to all or certain identified managers or a specified group of the managers the right to vote, separately or with all or any class or group of managers or members, on any matter.

C. A limited liability company agreement may set forth provisions relating to notice of the time, place or purpose of any meeting at which any matter is to be voted on by any

manager or group of managers, waiver of any such notice, action by consent without a meeting, the establishment of a record date, quorum requirements, or any other matter with respect to the exercise of any such right to vote.

D. Unless otherwise provided in a limited liability company agreement, meetings of managers may be held by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this subsection shall constitute presence in person at the meeting. Unless otherwise provided in a limited liability company agreement, on any matter that is to be voted on, consented to or approved by managers, the managers may take such action without a meeting, without prior notice and without a vote if the action is unanimously approved by the managers in a record. Unless otherwise provided in a limited liability company agreement, a consent transmitted by electronic transmission by a manager or by a person or persons authorized to act for a manager shall be deemed to be written and signed for purposes of this subsection. For purposes of this subsection, the term "electronic transmission" means any form of communication not directly involving the physical transmission of paper that creates a record that may be retained, retrieved and reviewed by a recipient thereof and that may be directly reproduced in paper form by such a recipient through an automated process.

SECTION 4.05. REMEDIES FOR BREACH OF LIMITED LIABILITY COMPANY AGREEMENT BY MANAGER

A limited liability company agreement may provide that:

1. A manager who fails to perform in accordance with, or to comply with the terms and conditions of, the limited liability company agreement shall be subject to specified penalties or specified consequences; and

2. At the time or upon the happening of events specified in the limited liability company agreement, a manager shall be subject to specified penalties or specified consequences.

SECTION 4.06. RELIANCE ON REPORTS AND INFORMATION BY MEMBER OR MANAGER

A. A member, manager or liquidating trustee of a limited liability company shall be fully protected in relying in good faith upon the records of the limited liability company and upon information, opinions, reports or statements presented by another manager, member or liquidating trustee, an officer or employee of the limited liability company, or committees of the limited liability company, members or managers, or by any other person as to matters the member, manager or liquidating trustees reasonably believes are within such other person's professional or expert competence, including information, opinions, reports or statements as to the value and amount of the assets, liabilities, profits or losses of the limited liability company, or the value and amount of assets or reserves or contracts, agreements or other undertakings that would be sufficient to pay claims and obligations of the limited liability company or to make reasonable provision to pay such

claims and obligations, or any other facts pertinent to the existence and amount of assets from which distributions to members or creditors might properly be paid.

SECTION 4.07. DELEGATION OF RIGHTS AND POWERS TO MANAGE

Unless otherwise provided in the limited liability company agreement, a member or manager of a limited liability company has the power and authority to delegate to 1 or more other persons the member's or manager's, as the case may be, rights and powers to manage and control the business and affairs of the limited liability company, including to delegate to agents, officers and employees of a member or manager or the limited liability company, and to delegate by a management agreement or another agreement with, or otherwise to, other persons. Unless otherwise provided in the limited liability company agreement, such delegation by a member or manager of a limited liability company shall not cause the member or manager to cease to be a member or manager, as the case may be, of the limited liability company or cause the person to whom any such rights and powers have been delegated to be a member or manager, as the case may be, of the limited liability company.

## CHAPTER 5. FINANCE

SECTION 5.01. FORM OF CONTRIBUTION

The contribution of a member to a limited liability company may be in cash, property or services rendered, or a promissory note or other obligation to contribute cash or property or to perform services.

SECTION 5.02. LIABILITY FOR CONTRIBUTION

A. Except as provided in a limited liability company agreement, a member is obligated to a limited liability company to perform any promise to contribute cash or property or to perform services, even if the member is unable to perform because of death, disability or any other reason. If a member does not make the required contribution of property or services, the member is obligated at the option of the limited liability company to contribute cash equal to that portion of the agreed value (as stated in the records of the limited liability company) of the contribution that has not been made. The foregoing option shall be in addition to, and not in lieu of, any other rights, including the right to specific performance, that the limited liability company may have against such member under the limited liability company agreement or applicable law.

B. Unless otherwise provided in a limited liability company agreement, the obligation of a member to make a contribution or return money or other property paid or distributed in violation of this Code may be compromised only by consent of all the members. Notwithstanding the compromise, a creditor of a limited liability company who extends credit, after the entering into of a limited liability company agreement or an amendment thereto which, in either case, reflects the obligation, and before the amendment thereof to reflect the compromise, may enforce the original obligation to the extent that, in extending credit, the creditor reasonably relied on the obligation of a member to make a contribution or return. A conditional obligation of a member to make a contribution or

return money or other property to a limited liability company may not be enforced unless the conditions of the obligation have been satisfied or waived as to or by such member. Conditional obligations include contributions payable upon a discretionary call of a limited liability company prior to the time the call occurs.

C. A limited liability company agreement may provide that the interest of any member who fails to make any contribution that the member is obligated to make shall be subject to specified penalties for, or specified consequences of, such failure. Such penalty or consequence may take the form of reducing or eliminating the defaulting member's proportionate interest in a limited liability company, subordinating the member's limited liability company interest to that of non-defaulting members, a forced sale of that limited liability company interest, forfeiture of the defaulting member's limited liability company interest, the lending by other members of the amount necessary to meet the defaulting member's commitment, a fixing of the value of the defaulting member's limited liability company interest by appraisal or by formula and redemption or sale of the limited liability company interest at such value, or other penalty or consequence.

SECTION 5.03. ALLOCATION OF PROFITS AND LOSSES

The profits and losses of a limited liability company shall be allocated among the members, and among classes or groups of members, in the manner provided in a limited liability company agreement. If the limited liability company agreement does not so provide, profits and losses shall be allocated on the basis of the agreed value (as stated in the records of the limited liability company) of the contributions made by each member to the extent they have been received by the limited liability company and have not been returned.

SECTION 5.04. ALLOCATIONS OF DISTRIBUTIONS

Distributions of cash or other assets of a limited liability company shall be allocated among the members, and among classes or groups of members, in the manner provided in a limited liability company agreement. If the limited liability company agreement does not so provide, distributions shall be made on the basis of the agreed value (as stated in the records of the limited liability company) of the contributions made by each member to the extent they have been received by the limited liability company and have not been returned.

SECTION 5.05. DEFENSE OF USURY NOT AVAILABLE

No obligation of a member or manager of a limited liability company to the limited liability company, or to a member or manager of the limited liability company, arising under the limited liability company agreement or a separate agreement or writing, and no note, instrument or other writing evidencing any such obligation of a member or manager, shall be subject to the defense of usury, and no member or manager shall interpose the defense of usury with respect to any such obligation in any action.

## CHAPTER 6. DISTRIBUTIONS AND RESIGNATION

SECTION 6.01. INTERIM DISTRIBUTIONS

Except as provided in this chapter, to the extent and at the times or upon the happening of the events specified in a limited liability company agreement, a member is entitled to receive from a limited liability company distributions before the member's resignation from the limited liability company and before the dissolution and winding up thereof.

SECTION 6.02. RESIGNATION OF MANAGER

A manager may resign as a manager of a limited liability company at the time or upon the happening of events specified in a limited liability company agreement and in accordance with the limited liability company agreement. A limited liability company agreement may provide that a manager shall not have the right to resign as a manager of a limited liability company. Notwithstanding that a limited liability company agreement provides that a manager does not have the right to resign as a manager of a limited liability company, a manager may resign as a manager of a limited liability company at any time by giving written notice to the members and other managers. If the resignation of a manager violates a limited liability company agreement, in addition to any remedies otherwise available under applicable law, a limited liability company may recover from the resigning manager damages for breach of the limited liability company agreement and offset the damages against the amount otherwise distributable to the resigning manager.

SECTION 6.03. RESIGNATION OF MEMBER

A member may resign from a limited liability company only at the time or upon the happening of events specified in a limited liability company agreement and in accordance with the limited liability company agreement. Notwithstanding anything to the contrary under applicable law, unless a limited liability company agreement provides otherwise, a member may not resign from a limited liability company prior to the dissolution and winding up of the limited liability company. Notwithstanding anything to the contrary under applicable law, a limited liability company agreement may provide that a limited liability company interest may not be assigned prior to the dissolution and winding up of the limited liability company.

SECTION 6.04. DISTRIBUTION UPON RESIGNATION

Except as provided in this chapter, upon resignation any resigning member is entitled to receive any distribution to which such member is entitled under a limited liability company agreement and, if not otherwise provided in a limited liability company agreement, such member is entitled to receive, within a reasonable time after resignation, the fair value of such member's limited liability company interest as of the date of resignation based upon such member's right to share in distributions from the limited liability company.

SECTION 6.05. DISTRIBUTION IN KIND

Except as provided in a limited liability company agreement, a member, regardless of the nature of the member's contribution, has no right to demand and receive any distribution from a limited liability company in any form other than cash. Except as provided in a limited liability company agreement, a member may not be compelled to accept a distribution of any asset in kind from a limited liability company to the extent that the percentage of the asset distributed exceeds a percentage of that asset which is equal to the percentage in which the member shares in

distributions from the limited liability company. Except as provided in the limited liability company agreement, a member may be compelled to accept a distribution of any asset in kind from a limited liability company to the extent that the percentage of the asset distributed is equal to a percentage of that asset which is equal to the percentage in which the member shares in distributions from the limited liability company.

SECTION 6.06. RIGHT TO DISTRIBUTION

Subject to §§ 6.07 and 8.04 of this Code, and unless otherwise provided in a limited liability company agreement, at the time a member becomes entitled to receive a distribution, the member has the status of, and is entitled to all remedies available to, a creditor of a limited liability company with respect to the distribution. A limited liability company agreement may provide for the establishment of a record date with respect to allocations and distributions by a limited liability company.

SECTION 6.07. LIMITATIONS OF DISTRIBUTION

A. A limited liability company shall not make a distribution to a member to the extent that at the time of the distribution, after giving effect to the distribution, all liabilities of the limited liability company, other than liabilities to members on account of their limited liability company interests and liabilities for which the recourse of creditors is limited to specified property of the limited liability company, exceed the fair value of the assets of the limited liability company, except that the fair value of property that is subject to a liability for which the recourse of creditors is limited shall be included in the assets of the limited liability company only to the extent that the fair value of that property exceeds that liability. For purposes of this subsection (a), the term “distribution” shall not include amounts constituting reasonable compensation for present or past services or reasonable payments made in the ordinary course of business pursuant to a bona fide retirement plan or other benefits program.

B. A member who receives a distribution in violation of subsection (A) of this section, and who knew at the time of the distribution that the distribution violated subsection (A) of this section, shall be liable to a limited liability company for the amount of the distribution. A member who receives a distribution in violation of subsection (A) of this section, and who did not know at the time of the distribution that the distribution violated subsection (A) of this section, shall not be liable for the amount of the distribution. Subject to subsection (C) of this section, this subsection shall not affect any obligation or liability of a member under an agreement or other applicable law for the amount of a distribution.

C. Unless otherwise agreed, a member who receives a distribution from a limited liability company shall have no liability under this Code or other applicable law for the amount of the distribution after the expiration of three (3) years from the date of the distribution unless an action to recover the distribution from such member is commenced prior to the expiration of the said three (3) year period and an adjudication of liability against such member is made in the said action.

## CHAPTER 7. ASSIGNMENT OF LIMITED LIABILITY COMPANY INTERESTS

### SECTION 7.01. NATURE OF LIMITED LIABILITY COMPANY INTEREST

A limited liability company interest is personal property. A member has no interest in specific limited liability company property.

### SECTION 7.02. ASSIGNMENT OF LIMITED LIABILITY COMPANY INTEREST

A. A limited liability company interest is assignable in whole or in part except as provided in a limited liability company agreement. The assignee of a member's limited liability company interest shall have no right to participate in the management of the business and affairs of a limited liability company except as provided in a limited liability company agreement or, unless otherwise provided in the limited liability company agreement, upon the affirmative vote or written consent of all of the members of the limited liability company.

B. Unless otherwise provided in a limited liability company agreement:

1. An assignment of a limited liability company interest does not entitle the assignee to become or to exercise any rights or powers of a member;

2. An assignment of a limited liability company interest entitles the assignee to share in such profits and losses, to receive such distribution or distributions, and to receive such allocation of income, gain, loss, deduction, or credit or similar item to which the assignor was entitled, to the extent assigned; and

3. A member ceases to be a member and to have the power to exercise any rights or powers of a member upon assignment of all of the member's limited liability company interest. Unless otherwise provided in a limited liability company agreement, the pledge of, or granting of a security interest, lien or other encumbrance in or against, any or all of the limited liability company interest of a member shall not cause the member to cease to be a member or to have the power to exercise any rights or powers of a member.

C. Unless otherwise provided in a limited liability company agreement, a member's interest in a limited liability company may be evidenced by a certificate of limited liability company interest issued by the limited liability company. A limited liability company agreement may provide for the assignment or transfer of any limited liability company interest represented by such a certificate and make other provisions with respect to such certificates. A limited liability company shall not have the power to issue a certificate of limited liability company interest in bearer form.

D. Unless otherwise provided in a limited liability company agreement and except to the extent assumed by agreement, until an assignee of a limited liability company interest becomes a member, the assignee shall have no liability as a member solely as a result of the assignment.

E. Unless otherwise provided in the limited liability company agreement, a limited liability company may acquire, by purchase, redemption or otherwise, any limited liability company interest or other interest of a member or manager in the limited liability company. Unless otherwise provided in the limited liability company agreement, any such interest so acquired by the limited liability company shall be deemed canceled.

SECTION 7.03. MEMBER'S LIMITED LIABILITY COMPANY INTEREST SUBJECT TO CHARGING ORDER

A. On application by a judgment creditor of a member or of a member's assignee, the Court having jurisdiction may charge the limited liability company interest of the judgment debtor to satisfy the judgment. To the extent so charged, the judgment creditor has only the right to receive any distribution or distributions to which the judgment debtor would otherwise have been entitled in respect of such limited liability company interest.

B. A charging order constitutes a lien on the judgment debtor's limited liability company interest.

C. This Code does not deprive a member or member's assignee of a right under exemption laws with respect to the judgment debtor's limited liability company interest.

D. The entry of a charging order is the exclusive remedy by which a judgment creditor of a member or of a member's assignee may satisfy a judgment out of the judgment debtor's limited liability company interest.

E. No creditor of a member or of a member's assignee shall have any right to obtain possession of, or otherwise exercise legal or equitable remedies with respect to, the property of the limited liability company.

F. The Court shall have jurisdiction to hear and determine any matter relating to any such charging order.

SECTION 7.04. RIGHT OF ASSIGNEE TO BECOME MEMBER

A. An assignee of a limited liability company interest may become a member:

1. As provided in the limited liability company agreement; or

2. Unless otherwise provided in the limited liability company agreement, upon the affirmative vote or written consent of all of the members of the limited liability company.

B. An assignee who has become a member has, to the extent assigned, the rights and powers, and is subject to the restrictions and liabilities, of a member under a limited liability company agreement and this Code. Notwithstanding the foregoing, unless otherwise provided in a limited liability company agreement, an assignee who becomes a member is liable for the obligations of the assignor to make contributions as provided in § 5.02 of this Code, but shall not be liable for the obligations of the assignor under

Chapter 6 of this Code. However, the assignee is not obligated for liabilities, including the obligations of the assignor to make contributions as provided in § 5.02 of this Code, unknown to the assignee at the time the assignee became a member and which could not be ascertained from a limited liability company agreement.

C. Whether or not an assignee of a limited liability company interest becomes a member, the assignor is not released from liability to a limited liability company under Chapters 5 and 6 of this Code.

SECTION 7.05. POWERS OF ESTATE OF DECEASED OR INCOMPETENT MEMBER

If a member who is an individual dies or a Court or a state court of competent jurisdiction adjudges the member to be incompetent to manage the member's person or property, the member's personal representative may exercise all of the member's rights for the purpose of settling the member's estate or administering the member's property, including any power under a limited liability company agreement of an assignee to become a member. If a member is a corporation, trust or other entity and is dissolved or terminated, the powers of that member may be exercised by its personal representative.

## CHAPTER 8. DISSOLUTION

SECTION 8.01. DISSOLUTION

A. A limited liability company is dissolved and its affairs shall be wound up upon the first to occur of the following:

1. At the time specified in a limited liability company agreement, but if no such time is set forth in the limited liability company agreement, then the limited liability company shall have a perpetual existence;

2. Upon the happening of events specified in a limited liability company agreement;

3. Unless otherwise provided in a limited liability company agreement, upon the affirmative vote or written consent of the members of the limited liability company or, if there is more than 1 class or group of members, then by each class or group of members, in either case, by members who own more than two-thirds of the then-current percentage or other interest in the profits of the limited liability company owned by all of the members or by the members in each class or group, as appropriate;

4. At any time there are no members; provided, that the limited liability company is not dissolved and is not required to be wound up if:

a. Unless otherwise provided in a limited liability company agreement, within 90 days or such other period as is provided for in the limited liability company agreement after the occurrence of the event that terminated the continued membership of the last remaining member, the

personal representative of the last remaining member agrees in writing to continue the limited liability company and to the admission of the personal representative of such member or its nominee or designee to the limited liability company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member; provided, that a limited liability company agreement may provide that the personal representative of the last remaining member shall be obligated to agree in writing to continue the limited liability company and to the admission of the personal representative of such member or its nominee or designee to the limited liability company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member, or

b. A member is admitted to the limited liability company in the manner provided for in the limited liability company agreement, effective as of the occurrence of the event that terminated the continued membership of the last remaining member, within 90 days or such other period as is provided for in the limited liability company agreement after the occurrence of the event that terminated the continued membership of the last remaining member, pursuant to a provision of the limited liability company agreement that specifically provides for the admission of a member to the limited liability company after there is no longer a remaining member of the limited liability company.

5. The entry of a decree of judicial dissolution under § 8.02 of this Code.

B. Unless otherwise provided in a limited liability company agreement, the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event that terminates the continued membership of any member shall not cause the limited liability company to be dissolved or its affairs to be wound up, and upon the occurrence of any such event, the limited liability company shall be continued without dissolution.

SECTION 8.02. JUDICIAL DISSOLUTION

On application by or for a member or manager the Court may decree dissolution of a limited liability company whenever it is not reasonably practicable to carry on the business in conformity with a limited liability company agreement.

SECTION 8.03. WINDING UP

A. Unless otherwise provided in a limited liability company agreement, a manager who has not wrongfully dissolved a limited liability company or, if none, the members or a person approved by the members or, if there is more than 1 class or group of members, then by each class or group of members, in either case, by members who own more than 50 percent of the then current percentage or other interest in the profits of the limited liability company owned by all of the members or by the members in each class or group,

as appropriate, may wind up the limited liability company's affairs; but the Court, upon cause shown, may wind up the limited liability company's affairs upon application of any member or manager, or the member's personal representative or assignee, and in connection therewith, may appoint a liquidating trustee.

B. Upon dissolution of a limited liability company and until the filing of a certificate of cancellation as provided in § 2.03 of this Code, the persons winding up the limited liability company's affairs may, in the name of, and for and on behalf of, the limited liability company, prosecute and defend suits, whether civil, criminal or administrative, gradually settle and close the limited liability company's business, dispose of and convey the limited liability company's property, discharge or make reasonable provision for the limited liability company's liabilities, and distribute to the members any remaining assets of the limited liability company, all without affecting the liability of members and managers and without imposing liability on a liquidating trustee.

SECTION 8.04. DISTRIBUTION OF ASSETS

A. Upon the winding up of a limited liability company, the assets shall be distributed as follows:

1. To creditors, including members and managers who are creditors, to the extent otherwise permitted by law, in satisfaction of liabilities of the limited liability company (whether by payment or the making of reasonable provision for payment thereof) other than liabilities for which reasonable provision for payment has been made and liabilities for distributions to members and former members under § 6.01 or § 6.04 of this Code;

2. Unless otherwise provided in a limited liability company agreement, to members and former members in satisfaction of liabilities for distributions under § 6.01 or § 6.04 of this Code; and

3. Unless otherwise provided in a limited liability company agreement, to members first for the return of their contributions and second respecting their limited liability company interests, in the proportions in which the members share in distributions.

B. A limited liability company which has dissolved:

1. Shall pay or make reasonable provision to pay all claims and obligations, including all contingent, conditional or unmatured contractual claims, known to the limited liability company;

2. Shall make such provision as will be reasonably likely to be sufficient to provide compensation for any claim against the limited liability company which is the subject of a pending action, suit or proceeding to which the limited liability company is a party; and

3. Shall make such provision as will be reasonably likely to be sufficient to provide compensation for claims that have not been made known to the limited liability company or that have not arisen but that, based on facts known to the limited liability company, are likely to arise or to become known to the limited liability company within ten (10) years after the date of dissolution.

4. If there are sufficient assets, such claims and obligations shall be paid in full and any such provision for payment made shall be made in full. If there are insufficient assets, such claims and obligations shall be paid or provided for according to their priority and, among claims of equal priority, ratably to the extent of assets available therefor. Unless otherwise provided in the limited liability company agreement, any remaining assets shall be distributed as provided in this Code. Any liquidating trustee winding up a limited liability company's affairs who has complied with this section shall not be personally liable to the claimants of the dissolved limited liability company by reason of such person's actions in winding up the limited liability company.

C. A member who receives a distribution in violation of subsection (A) of this section, and who knew at the time of the distribution that the distribution violated subsection (A) of this section, shall be liable to the limited liability company for the amount of the distribution. For purposes of the immediately preceding sentence, the term "distribution" shall not include amounts constituting reasonable compensation for present or past services or reasonable payments made in the ordinary course of business pursuant to a bona fide retirement plan or other benefits program. A member who receives a distribution in violation of subsection (A) of this section, and who did not know at the time of the distribution that the distribution violated subsection (A) of this section, shall not be liable for the amount of the distribution. Subject to subsection (D) of this section, this subsection shall not affect any obligation or liability of a member under an agreement or other applicable law for the amount of a distribution.

D. Unless otherwise agreed, a member who receives a distribution from a limited liability company to which this section applies shall have no liability under this Code or other applicable law for the amount of the distribution after the expiration of three (3) years from the date of the distribution unless an action to recover the distribution from such member is commenced prior to the expiration of the said three (3) year period and an adjudication of liability against such member is made in the said action.

E. Section 6.07 of this Code shall not apply to a distribution to which this section applies.

SECTION 8.05. TRUSTEES OR RECEIVERS FOR LIMITED LIABILITY COMPANIES; APPOINTMENT; POWERS; DUTIES

When the certificate of formation of any limited liability company formed under this chapter shall be canceled by the filing of a certificate of cancellation pursuant to § 2.03 of this Code, the Court, on application of any creditor, member or manager of the limited liability company, or any other person who shows good cause therefor, at any time, may either appoint 1 or more of the managers of the limited liability company to be trustees, or appoint 1 or more persons to be

receivers, of and for the limited liability company, to take charge of the limited liability company's property, and to collect the debts and property due and belonging to the limited liability company, with the power to prosecute and defend, in the name of the limited liability company, or otherwise, all such suits as may be necessary or proper for the purposes aforesaid, and to appoint an agent or agents under them, and to do all other acts which might be done by the limited liability company, if in being, that may be necessary for the final settlement of the unfinished business of the limited liability company. The powers of the trustees or receivers may be continued as long as the Court shall think necessary for the purposes aforesaid.

SECTION 8.06. REVOCATION OF DISSOLUTION

Notwithstanding the occurrence of an event set forth in § 8.01(A)(1), (2), (3) or (4) of this Code, the limited liability company shall not be dissolved and its affairs shall not be wound up if, prior to the filing of a certificate of cancellation in the office of the Secretary, the limited liability company is continued, effective as of the occurrence of such event, pursuant to the affirmative vote or written consent of all remaining members of the limited liability company or the personal representative of the last remaining member of the limited liability company if there is no remaining member (and any other person whose approval is required under the limited liability company agreement to revoke a dissolution pursuant to this section); provided, however, if the dissolution was caused by a vote or written consent, the dissolution shall not be revoked unless each member and other person (or their respective personal representatives) who voted in favor of, or consented to, the dissolution has voted or consented in writing to continue the limited liability company. If there is no remaining member of the limited liability company and the personal representative of the last remaining member votes in favor of or consents to the continuation of the limited liability company, such personal representative shall be required to agree in writing to the admission of the personal representative of such member or its nominee or designee to the limited liability company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member.

## CHAPTER 9. FOREIGN LIMITED LIABILITY COMPANIES [RESERVED]

## CHAPTER 10. DERIVATIVE ACTIONS

SECTION 10.01. RIGHT TO BRING ACTION

Subject to § 3.03(C) of this Code, a member or an assignee of a limited liability company interest may bring an action in the Court in the right of a limited liability company to recover a judgment in its favor if managers or members with authority to do so have refused to bring the action or if an effort to cause those managers or members to bring the action is not likely to succeed.

SECTION 10.02. PROPER PLAINTIFF

A. In a derivative action, the plaintiff must be a member or an assignee of a limited liability company interest at the time of bringing the action and:

   1. At the time of the transaction of which the plaintiff complains; or

2. The plaintiff's status as a member or an assignee of a limited liability company interest had devolved upon the plaintiff by operation of law or pursuant to the terms of a limited liability company agreement from a person who was a member or an assignee of a limited liability company interest at the time of the transaction.

SECTION 10.03. COMPLAINT

In a derivative action, the complaint shall set forth with particularity the effort, if any, of the plaintiff to secure initiation of the action by a manager or member or the reasons for not making the effort.

SECTION 10.04. EXPENSES

If a derivative action is successful, in whole or in part, as a result of a judgment, compromise or settlement of any such action, the Court may award the plaintiff reasonable expenses, including reasonable attorney's fees, from any recovery in any such action or from a limited liability company.

## CHAPTER 11. MISCELLANEOUS

SECTION 11.01. CONSTRUCTION AND APPLICATION OF CODE AND LIMITED LIABILITY COMPANY AGREEMENT

A. The rule that statutes in derogation of the common law are to be strictly construed shall have no application to this Code.

B. It is the policy of this Code to give the maximum effect to the principle of freedom of contract and to the enforceability of limited liability company agreements.

C. To the extent that, at law or in equity, a member or manager or other person has duties (including fiduciary duties) to a limited liability company or to another member or manager or to another person that is a party to or is otherwise bound by a limited liability company agreement, the member's or manager's or other person's duties may be expanded or restricted or eliminated by provisions in the limited liability company agreement; provided, that the limited liability company agreement may not eliminate the implied contractual covenant of good faith and fair dealing.

D. Unless otherwise provided in a limited liability company agreement, a member or manager or other person shall not be liable to a limited liability company or to another member or manager or to another person that is a party to or is otherwise bound by a limited liability company agreement for breach of fiduciary duty for the member's or manager's or other person's good faith reliance on the provisions of the limited liability company agreement.

E. A limited liability company agreement may provide for the limitation or elimination of any and all liabilities for breach of contract and breach of duties (including fiduciary duties) of a member, manager or other person to a limited liability company or to another member or manager or to another person that is a party to or is otherwise bound by a

limited liability company agreement; provided, that a limited liability company agreement may not limit or eliminate liability for any act or omission that constitutes a bad faith violation of the implied contractual covenant of good faith and fair dealing.

F. Unless the context otherwise requires, as used herein, the singular shall include the plural and the plural may refer to only the singular. The use of any gender shall be applicable to all genders. The captions contained herein are for purposes of convenience only and shall not control or affect the construction of this chapter.

G. Sections 9-406 and 9-408 of Article Nine of the Uniform Commercial Code (including that of the Tribe or any other jurisdiction) do not apply to any interest in a limited liability company, including all rights, powers and interests arising under a limited liability company agreement or this chapter. This provision prevails over §§ 9-406 and 9-408 of the Uniform Commercial Code.

H. Action validly taken pursuant to 1 provision of this chapter shall not be deemed invalid solely because it is identical or similar in substance to an action that could have been taken pursuant to some other provision of this chapter but fails to satisfy 1 or more requirements prescribed by such other provision.

I. A limited liability company agreement that provides for the application of Tribal law shall be governed by and construed under the laws of the Tribe in accordance with its terms.

SECTION 11.02. TITLE

This Code may be cited as the "CAMB Nation Limited Liability Company Act".

SECTION 11.03. SEVERABILITY

If any provision of this Code or its application to any person or circumstances is held invalid, the invalidity does not affect other provisions or applications of the Code which can be given effect without the invalid provision or application, and to this end, the provisions of this Code are severable.

SECTION 11.04. CASES NOT PROVIDED FOR IN THIS CODE AND PERSUASIVE AUTHORITY

In any case not provided for in this Code, the rules of law and equity, including the law merchant, shall constitute persuasive authority, and with the laws of the Tribe, shall govern. This Code is based in large part on the Limited Liability Act of the State of Delaware in effect on January 1, 2013, and the judicial construction of such law shall also constitute persuasive authority in the interpretation and application of this Code by the Court.

SECTION 11.05. FEES

A. No document required to be filed under this chapter shall be effective until the applicable fee required by this section is paid. The following fees shall be paid to and collected by the Secretary for the use of the Tribe:

1. Upon the receipt for filing of an application for reservation of name, an application for renewal of reservation or a notice of transfer or cancellation of reservation pursuant to § 1.04(B) of this Code, a fee in the amount of $100.00.

2. Upon the receipt for filing of a certificate under § 1.05(B) of this Code, a fee in the amount of $200, upon the receipt for filing of a certificate under § 1.05(C) of this Code, a fee in the amount of $200, and upon the receipt for filing of a certificate under § 1.05(D) of this Code, a fee in the amount of $2.00 for each limited liability company whose registered agent has resigned by such certificate.

3. Upon the receipt for filing of a certificate of formation under § 2.01 of this Code, a fee in the amount of $70, a certificate of conversion to limited liability company under § 2.14 of this Code, a certificate of conversion to a non-Tribal entity under § 2.16 of this Code, a certificate of amendment under § 2.02 of this Code (except as otherwise provided in paragraph (a)(1 1) of this section), a certificate of cancellation under § 2.03 of this Code, a certificate of merger or consolidation or a certificate of ownership and merger under § 2.09 of this Code, a restated certificate of formation under § 2.08 of this Code, a certificate of amendment of a certificate with a future effective date or time under § 2.06(C) of this Code, a certificate of termination of a certificate with a future effective date or time under § 2.06(C) of this Code, a certificate of correction under § 2.11 of this Code, or a certificate of revival under § 11.09 of this Code, a fee in the amount of $180.

4. For certifying copies of any paper on file as provided for by this chapter, a fee in the amount of $50 for each copy certified.

5. The Secretary may issue photocopies or electronic image copies of instruments on file, as well as instruments, documents and other papers not on file, and for all such photocopies or electronic image copies, whether certified or not, a fee of $ 10 shall be paid for the 1st page and $2 for each additional page. The Secretary may also issue microfiche copies of instruments on file as well as instruments, documents and other papers not on file, and for each such microfiche a fee of $2 shall be paid therefor. Notwithstanding any Freedom of Information Act of the Tribe or other provision of this Code granting access to public records, the Secretary shall issue only photocopies, microfiche or electronic image copies of records in exchange for the fees described above.

6. [RESERVED]

7. [RESERVED]

8. For preclearance of any document for filing, a fee in the amount of $250.

9. For preparing and providing a written report of a record search, a fee in the amount of $50.

10. For issuing any certificate of the Secretary, including but not limited to a certificate of good standing, other than a certification of a copy under paragraph (a)(4) of this section, a fee in the amount of $50, except that for issuing any certificate of the Secretary that recites all of a limited liability company's filings with the Secretary, a fee of $175 shall be paid for each such certificate.

11. For receiving and filing and/or indexing any certificate, affidavit, agreement or any other paper provided for by this chapter, for which no different fee is specifically prescribed, a fee in the amount of $200. For filing any instrument submitted by a limited liability company or foreign limited liability company that only changes the registered office or registered agent and is specifically captioned as a certificate of amendment changing only the registered office or registered agent, a fee in the amount of $50 provided that no fee shall be charged pursuant to § 2.06(E) of this Code.

12. The Secretary may in the Secretary's own discretion charge a fee of $60 for each check received for payment of any fee that is returned due to insufficient funds or the result of a stop payment order.

B. In addition to those fees charged under subsection (A) of this section, there shall be collected by and paid to the Secretary the following:

1. For all services described in subsection (A) of this section that are requested to be completed within 30 minutes on the same day as the day of the request, an

additional sum of up to $7,500 and for all services described in subsection (a) of this section that are requested to be completed within 1 hour on the same day as the day of the request, an additional sum of up to $1,000 and for all services described in subsection (A) of this section that are requested to be completed within 2 hours on the same day of the request, an additional sum of up to $500;

2. For all services described in subsection (A) of this section that are requested to be completed within the same day as the day of the request, an additional sum of up to $300; and

3. For all services described in subsection (A) of this section that are requested to be completed within a 24-hour period from the time of the request, an additional sum of up to $150.

The Secretary shall establish (and may from time to time amend) a schedule of specific fees payable pursuant to this subsection.

C. The Secretary may in his or her discretion permit the extension of credit for the fees required by this section upon such terms as the secretary shall deem to be appropriate.

D. The Secretary shall retain from the revenue collected from the fees required by this section a sum sufficient to provide at all times a fund of at least $500, but not more than $1,500, from which the secretary may refund any payment made pursuant to this section to the extent that it exceeds the fees required by this section. The funds shall be deposited in a financial institution which is a legal depository of the Tribe's moneys to the credit of the Secretary and shall be disbursable on order of the Secretary.

E. [RESERVED]

SECTION 11.06. RESERVE POWER OF THE TRIBE TO ALTER OR REPEAL ACT

All provisions of this chapter may be altered from time to time or repealed and all rights of members and managers are subject to this reservation. Unless expressly stated to the contrary in this chapter, all amendments of this chapter shall apply to limited liability companies and members and managers whether or not existing as such at the time of the enactment of any such amendment.

SECTION 11.07. [RESERVED]

SECTION 11.08. [RESERVED]

SECTION 11.09. REVIVAL OF DOMESTIC LIMITED LIABILITY COMPANY

A. A domestic limited liability company whose certificate of formation has been canceled pursuant to § 1.05(D) of this Code may be revived by filing in the office of the Secretary a certificate of revival accompanied by the payment of the fee required by § 11.05(A)(3) of this Code. The certificate of revival shall set forth. The certificate of revival shall set forth:

1. The name of the limited liability company at the time its certificate of formation was canceled and, if such name is not available at the time of revival, the name under which the limited liability company is to be revived;

2. The date of filing of the original certificate of formation of the limited liability company;

3. The address of the limited liability company's registered office within the Reservation and the name and address of the limited liability company's registered agent;

4. A statement that the certificate of revival is filed by one (1) or more persons authorized to execute and file the certificate of revival to revive the limited liability company; and

5. Any other matters the persons executing the certificate of revival determine to include therein.

B. The certificate of revival shall be deemed to be an amendment to the certificate of formation of the limited liability company, and the limited liability company shall not be required to take any further action to amend its certificate of formation under § 202 of this Code with respect to the matters set forth in the certificate of revival.

C. Upon the filing of a certificate of revival, a limited liability company shall be revived with the same force and effect as if its certificate of formation had not been canceled pursuant to § 1.05(D) of this Code. Such revival shall validate all contracts, acts, matters and things made, done and performed by the limited liability company, its members, managers, employees and agents during the time when its certificate of formation was canceled pursuant to § 1.05(D) of this Code, with the same force and effect and to all intents and purposes as if the certificate of formation had remained in full force and effect. All real and personal property, and all rights and interests, which belonged to the limited liability company at the time its certificate of formation was canceled pursuant to § 1.05(D) of this Code or which were acquired by the limited liability company following the cancellation of its certificate of formation pursuant to § 1.05(D) of this Code, and which were not disposed of prior to the time of its revival, shall be vested in the limited liability company after its revival as fully as they were held by the limited liability company at, and after, as the case may be, the time its certificate of formation was canceled pursuant to § 1.05(D) of this Code. After its revival, the limited liability company shall be as exclusively liable for all contracts, acts, matters and things made, done or performed in its name and on its behalf by its members, managers, employees and agents prior to its revival as if its certificate of formation had at all times remained in full force and effect.

**APPLICATION FOR RESERVATION OF NAME,
RENEWAL OF RESERVATION OF NAME,
NOTICE OF TRANSFER OR CANCELLATION OF RESERVATION OF NAME
(CAMB Nation LLC)**

TO: Attorney General Secretary
CAMB Nation

___**New** Reservation of Name
___**Renewal** of Reservation of Name

The undersigned hereby requests that the following name be reserved for a period of **60 days**:

_____

**(Type or Print Name to be Reserved)**

This name will be used for the following: **(CHECK ONE)**

___Corporation
___Limited Partnership
___Limited Liability Company
___Other

___The undersigned hereby requests that the following reservation of name be **transferred** to:

_____

___The undersigned hereby requests that the reservation of the above name be **cancelled**.

_____
Signature of Applicant

_____
Print Name of Applicant

_____
Address City State Zip Code

**CHANGE OF REGISTERED AGENT ADDRESS**
**(CAMB Nation LLC)**

TO: Attorney General
CAMB Nation

The undersigned registered agent, for the purpose of changing the registered agent address of a limited liability company pursuant to § 1.05, hereby executes the following statement of such change:

1. The name of the limited liability company is:

_____

2. The old address of the registered agent is:

_____

3. The new address for the registered agent for service of process:

_____
Street Address City County Zip Code
**(P.O. BOXES ARE NOT ACCEPTABLE)**

4. The date on which the change is effective, if to be effective after the filing date:

_____

Dated: _____

_____
Signature

_____
Type or Print Name
(List title, if applicable)

**CHANGE OF REGISTERED AGENT NAME**
**(A CAMB Nation Tribal L LLC)**

TO: Attorney General
CAMB Nation

The undersigned manager, for the purpose of changing the registered agent of a limited liability company pursuant to § 1.05, hereby executes the following statement of such change:

1. The name of the limited liability company is:

_____

2. The name of the registered agent being changed is:

_____

3. The new name of the registered agent is:

_____

4. The new address for the registered agent for service of process:

_____
Street Address City County Zip Code
**(P.O. BOXES ARE NOT ACCEPTABLE)**

3. The date on which the change is effective, if to be effective after the filing date:

_____

Dated: _____

_____
Signature

_____
Type or Print Name
(List title, if applicable)

**RESIGNATION OF REGISTERED AGENT WITH SUCCESOR**
**(A CAMB NATION TRIBAL LLC)**

TO: Attorney General
CAMB Nation

Pursuant to § 1.04, the undersigned, designated registered agent for:

_____

A limited liability company, hereby declares that he/she/it is unwilling to continue to act as agent of said limited liability company for service of process.

On the _____ day of , 20___, which is at least thirty (30) days prior to the filing of this resignation, due notice of such resignation of registered agent was mailed or delivered to the limited liability company at the last known address of such company as follows:

_____

Said agent requests that his capacity as such agent shall terminate thirty (30) days after the filing of this statement or at the following later time:

The following shall become the successor Registered Agent as authorized by official action of Company (see attached resolution):

Name _____

Address _____
(No P.O. Boxes)

Dated: _____

_____
Type or Print Registered Agent's Complete Name

**RESIGNATION OF REGISTERED AGENT – NO SUCCESSOR**
**(A CAMB Nation Tribal LLC)**

TO: Attorney General
CAMB Nation

1. Pursuant to § 1.04, the undersigned, designated registered agent for:

_____

A limited liability company, hereby declares that he/she/it is unwilling to continue to act as agent of said limited liability company for service of process.

2. The name of the registered agent is: _____

3. On the _____ day of , 20___, which is at least thirty (30) days prior to the filing of this resignation, due notice of such resignation of registered agent was mailed or delivered to the limited liability company at the last known address of such company as follows:

_____

4. Said agent requests that his capacity as such agent shall terminate thirty (30) days after the filing of this statement or at the following later time: _____

Dated: _____

_____
Type or Print Registered Agent's Complete Name

_____
Signature
(List title, if applicable)

**LIMITED LIABILITY COMPANY**
**CERTIFICATE OF FORMATION**
**(A CAMB Nation LLC)**

TO: Attorney General
CAMB Nation

Fees: Make Check for $_____ payable to CNDC

- **First:** The name of the limited liability company is (name shall contain the words "Limited Liability Company" or the abbreviation "L.L.C." or the designation "LLC"):

  _____.

- **Second:** The address of its registered office within Tribal jurisdiction is:

  _____

  _____

  _____.

  The name of its Registered Agent at such address is:

  _____.

- **Third:** Use this paragraph only if the company is to have a specific effective date of dissolution: "The latest date on which the limited liability company is to dissolve is _____, 20___."

- **Fourth:** (Insert any other matters the members determine to include herein. Attach additional pages, if necessary.)

  _____

  _____

  _____

  _____.

**CERTIFICATE OF DOMESTICATION**
**(A CAMB Nation LLC)**

TO: Attorney General
CAMB Nation

1. Name of the LLC: _____

2. Home jurisdiction of formation: _____

3. Date of original formation: _____

4. Principal place of business:
(Address must be a street address. A post office box is unacceptable.)

_____
Street address

_____
City State Zip

5. Resident agent and registered office:

_____

_____
Street address (P.O. Box is NOT acceptable) City State Zip

The above-named entity hereby domesticates itself in the CAMB Nation as a limited liability company.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on the _____ of _____, 20___.

_____
Authorized officer

**CERTIFICATE OF AMENDMENT**
**(A CAMB Nation LLC)**

TO: Attorney General
CAMB Nation

1. Name of Limited Liability Company:

_____

2. The Certificate of Formation of the limited liability company is hereby amended as follows (attach additional pages, if necessary):

_____

_____

_____

_____

_____

_____

**IN WITNESS WHEREOF**, the undersigned have executed this Certificate on the _____ day of _____, 20___.

By: _____
Authorized Persons(s)

Name: _____
Print or Type

**CERTIFICATE OF CANCELLATION**
**(A CAMB Nation LLC)**

TO: Attorney General
CAMB Nation

1. Name and Address of Limited Liability Company:

_____

_____

2. A Limited Liability Company, hereby certifies that said Limited Liability Company was or shall be dissolved as of _____.
(Date)

3. I hereby certify under penalty of perjury that the business affairs have been concluded, assets distributed, and liabilities provided for pertaining to the aforesaid company have been conducted in accordance with the requirements of the CAMB National Limited Liability Company Act.

_____ _____
Authorized Representative Date

_____
Print Name

**RESTATED CERTIFICATE OF FORMATION**
**(A CAMB Nation LLC)**

TO: Attorney General
CAMB Nation

This form may be used to restate the Certificate of Formation of a Limited Liability Company or PLLC on file with the Tribal Council Secretary or Attorney General, as previously amend supplemented by any instrument that was executed and filed pursuant the CAMB Nation Limited Liability Company Act.

1. Name of Limited Liability Company or PLLC:

   _____

2. Identification Number: _____

3. Other Provisions: _____

4. Attachments: _____

The undersigned represent(s) that they are authorized to sign this form on behalf of the LLC or PLLC. The undersigned also attest that this restated certificate ONLY RESTATES AND INTEGRATES previous filings, and that this certificate DOES NOT further amend in any respect, the Certificate of Formation, as previously amended or supplemented, which is of record.

_____ _____
Authorized Representative Date

_____
Print Name

**CERTIFICATE OF MERGER OR CONSOLIDATION**
**(A CAMB Nation LLC)**

TO: Attorney General
CAMB Nation

1. The name and jurisdiction of formation of each of the constituent company:

**NAME OF COMPANY** **JURISDICTION OF FORMATION**

_____

_____

_____

2. An agreement of merger or consolidation has been approved, adopted, certified, executed, and acknowledged by each of the constituent companies in accordance with the provisions of CAMB Nation Limited Liability Company Act. In the case of each foreign company, agreement shall be adopted, approved, executed and acknowledged in accordance with the laws under which it is formed.

3. The name of the surviving or resulting company is:

_____

4. Check the statement applicable to the merger or consolidation:

_____ No amendments or changes are desired to be made so that the certificate of formation of the surviving limited liability company shall be its certificate of formation.
_____ Any amendments or changes in the certificate of formation of the surviving limited liability company as are desired to be effected by the merger are set out in an **attachment hereto**.
_____ The certificate of formation of the limited liability company resulting from the consolidation is set forth in an **attachment hereto**.

5. The executed agreement of consolidation or merger is on file at the principal place of business of the surviving limited liability company at the following address:

_____
_____
_____

**IN WITNESS WHEREOF**, the surviving or resulting company has caused this certificate of merger or consolidation to be executed by its Manager or Managing Member this _____day of _____, 20____.

_____
Signature:

_____
Print Name and Title

ATTEST:

_____
Signature

_____
Print Name and Title

**CERTIFICATE OF AMENDMENT WITH A FUTURE EFFECTIVE DATE**
**(A CAMB Nation LLC)**

TO: Attorney General
CAMB Nation

1. Name of the Limited Liability Company:

_____

2. The Certificate of Formation of the limited liability company is hereby amended as follows:

_____

_____

_____

_____

_____

_____

3. The effective date of said Certificate of Amendment shall be the ___ day of _____, 20__.

**IN WITNESS WHEREOF**, the undersigned have executed this Certificate on the ___ day of _____, 20__.

By: _____
Authorized Person(s)

Name: _____
Print or Type

**CERTIFICATE OF TERMINATION**
**(TERMINATING THE EFFECT OF A PRIOR CERTIFICATE OR FILING WITH A FUTURE EFFECTIVE DATE)**
**(A CAMB Nation LLC)**

TO: Attorney General
CAMB Nation

3. Name and Address of the Limited Liability Company:

_____

_____

4. Certificate or filing being terminated:

_____

5. Date of Prior Filing: _____.

6. I hereby certify that the effective date of the above-stated certificate or filing has not passed, and

a. _____ that conditions have changed enough to warrant termination if said certificate or filing; or

b. _____ that inaccuracies would result if such certificate or filing were not terminated.

7. I hereby request that the above-stated certificate or filing be terminated.

_____ _____
Authorized Representative Date

_____
Print Name

**CERTIFICATE OF CORRECTION**
**OF A LIMITED LIABILITY COMPANY**
**(A CAMB Nation LLC)**

TO: Attorney General
CAMB Nation

1. The name of the Limited Liability Company is: _____
_____

2. That a Certificate of _____ was filed by the Tribal Council Secretary or Attorney General on _____, and that said Certificate requires correction as permitted under the CAMB Nation Limited Liability Company Act.

3. The inaccuracy or defect of said Certificate is: _____

_____

_____

_____
(must give specific reason)

4. The Certificate is hereby corrected to read as follows:

**IN WITNESS WHEREOF**, the undersigned have executed this Certificate on the _____ day of _____, 20____.

By: _____
Authorized Person

Name: _____
Print or Type

**CERTIFICATE OF CONVERSION TO LLC**
**(A CAMB Nation LLC)**

TO: ATTORNEY GENERAL
CAMB Nation

1. The name and principal business address of the converting domestic limited liability company is: _____.

2. The converting limited liability company was formed in _____; its date of formation is: _____
(month/day/year)

3. The converting corporation is being converted to a domestic limited liability company, and the name of the domestic limited liability company as set forth in its article of organization is: _____.

4. The plan of conversion is attached to this certificate of conversion and is incorporated herein by reference.

5. The terms and conditions of the conversion have been approved by the unanimous vote of the shareholders; all required approvals of the conversion have been obtained by the converting corporation.

6. The number of members of the limited liability company at the date of conversion is _____.

7. If the conversion is not to be effective upon the filing of the certificate of conversion and articles of organization, then the future effective date and time of the conversion is: _____.
(Date/Time)

_____ _____
Signature Date

_____
Name (printed or typed)

**CERTIFICATE OF REVIVAL**
**(A CAMB Nation LLC)**

TO: Attorney General
CAMB Nation

1. Name of the Limited Liability Company:

_____.

2. Date of the original filing with the Tribal Secretary:

_____.

3. The name and address of the Registered Agent is:

_____.

4. (Insert any other matters the members determine to include herein):

_____.

5. This Certificate of Revival is being filed by one or more persons authorized to execute and file the Certificate of Revival.

IN WITNESS WHEREOF, the above-named Limited Liability Company does hereby certify that the Limited Liability Company or PLLC is paying all annual taxes, penalties and interest due to the CAMB Nation.

By: _____
Authorized Person

Name: _____
Print or Type

| | **FILING FEES** | |
|---|---|---|
| 1. | Application for Reservation of Name, Renewal of Reservation of Name, Notice of Transfer or Cancellation of Reservation of Name § 11.05.A | $100.00 |
| 2. | Change of Registered Address § 1.05(B) | $250.00 |
| 3. | Change of Registered Agent Name § 1.05(B) | $250.00 |
| 4. | Resignation of Registered Agent § 1.05(C) | $250.00 |
| 5. | Resignation of Registered Agent, no Successor § 1.05(D) | $20.00 |
| 6. | Additional fee for each LLC or PLLC affected by No 4 o No. 5 | $20.00 |
| 7. | Request for Formation - Review and Filing Fee § 2.01.5 | $90.00 |
| 8. | Certificate of Domestication § 2.01 | $200.00 |
| 9. | Certificate of Amendment § 2.02 | $200.00 |
| 10. | Certificate of Cancellation § 2.03 | $200.00 |
| 11. | Restated Certificate of Formation § 2.08 | $200.00 |
| 12. | Certificate of Merger or Consolidation § 2.09 | $200.00 |
| 13. | Certificate of Amendment with a Future Effective Date or Time § 206(C) | $200.00 |
| 14. | Certificate of Termination of any other certificate with a Future Effective Date or Time § 2.06(C) | $200.00 |
| 15. | Certificate of Correction § 2.11 | $200.00 |
| 16. | Certificate of Conversion to LLC § 2.14 | $200.00 |
| 17. | Certificate of Revival § 11.09 | $200.00 |
| | **SPECIAL SERVICES** | |
| 18. | Issuing Certificate of Formation 2.01.5; Certifying Copies of any Paper on File | $50.00 |
| 19. | Copies of Instruments on File | $ 10.00 first page<br>$2.00 / additional page |
| 20. | Drafting of documents to be filed - you or your own attorney. | |
| 21. | Preclearance of any Document for Filing | $250.00 |
| 22. | Preparation and Provision of Report on Record Search | $50.00 |
| 23. | Issuance of any Certificate (*i.e.*, "Certificate of Status")(*except* certifying of copy [No. 18]) | $50.00 |
| 24. | Issuance of any Certificate that recites all of an LLC's or PLL | $175.00 |
| 25. | Returned Checks or Stopped Payments | $80.00 |
| 26. | Thirty-minute Processing | $7,750.00 |
| 27. | One-hour Processing | $5,000.00 |
| 28. | Two-hour Processing | $3,000.00 |
| 29. | Same Day Processing | $600.00 |
| 30. | Forty-eight hour Processing | $300.00 |
| 31. | Filing or Indexing of any Certificate, Affidavit, Agreement or any other Paper for which no other fee is prescribed § 105(a)(11) | $75.00 |