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## NAVAJO NATION CORPORATION CODE

INFORMATION ON INCORPORATING A DOMESTIC FOR PROFIT CORPORATION (NNCC, CHAPTER 19)

A Corporation is formed on the Navajo Nation by filing Articles of Incorporation in duplicate originals, with this office, together with the appropriate filing fee. The following information may be of assistance to you.

**YOU SHOULD NOT RELY SOLELY ON THIS INFORMATION SHEET. YOU SHOULD CONSULT LEGAL COUNSEL. SPECIAL REQUIREMENTS MAY APPLY TO THE TYPE OF CORPORATION YOU WISH TO ORGANIZE. FORMING A CORPORATION WILL HAVE SIGNIFICANT LEGAL AND TAX CONSEQUENCES FOR YOU, WHICH SHOULD BE CAREFULLY CONSIDERED. THE INFORMATION PROVIDED HERE DOES NOT COVER THE COMPLEX LEGAL CONSEQUENCES OF OPERATING YOUR BUSINESS AS A CORPORATION. ONLY AFTER CONSULTATION WITH A KNOWLEDGEABLE ATTORNEY, ADVOCATE AND/OR ACCOUNTANT, WILL YOU BE ABLE TO DETERMINE IF A CORPORATION IS APPROPRIATE FOR YOU.**

Upon filing of the Articles of Incorporation and are considered in compliance with applicable rules and regulations, the Department will issue a Certificate of Incorporation.

1. The Articles of Incorporation must include what is contained in the sample Articles of Incorporation on the next page.
2. The Articles of Incorporation may include additional provisions governing the corporation so long as they are consistent with the corporation code and other applicable laws.
3. Duplicate originals must be filed - one typed original and one photocopy will be sufficient, so long as both contain original signatures.
4. In addition to the duplicate Articles of Incorporation, a filing fee of \$10.00 by money order or business check payable to the Navajo Nation Business Regulatory Department must be remitted with the Articles.

Other types of corporations allowed under the code (foreign corporations, close corporations, nonprofit corporations, and agricultural cooperatives) have different requirements. Separate information sheets are available for these types of corporations.

THIS INFORMATION SHEET IS SUPERSEDED BY THE CORPORATION CODE AND ITS IMPLEMENTING REGULATIONS TO THE EXTENT THEY ARE INCONSISTENT HEREWITH. AGAIN, IT IS ESSENTIAL THAT YOU CONSULT LEGAL COUNSEL.

The following format is generally used for Articles of Incorporation. The information in brackets indicates what should be included in each Article. The Articles need not appear in the order in which they appear here. The Articles should be drafted in complete sentences, for example:

ARTICLE I

The name of the Corporation is XYZ Corporation.

The Corporation Code sections referred to in this form contain relevant information in each of the Articles of Incorporation.

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ARTICLES OF INCORPORATION  
OF

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The undersigned natural person(s), acting as incorporator(s) of a corporation under the Navajo Nation Corporation Code, hereby adopt(s) the following Articles of Incorporation for such Corporation.

ARTICLE I

[Name of Corporation. (See Chapter 19, Sections 3105, 3107 (A)(1))]  
[Federal Employer ID Number (FEIN)]

ARTICLE II

[The period of duration, which may be perpetual. (Chapter 19, Section 3107 (A)(2))]

ARTICLE III

[The purpose or purposes for which the corporation is organized. (Chapter 19, Section 3107 (A)(3))]

ARTICLE IV

[A brief statement of the character of the business which the corporation initially intends to conduct. (Chapter 19, Section 3107 (A)(4))]

ARTICLE V

[The class and aggregate number of shares which the corporation shall have the authority to issue and the par value of each of said shares, or a statement that all of said shares are without par value. (Chapter 19, Section 3107 (A)(5))]

ARTICLE VI

[Any provision(s), not inconsistent with the law, which the incorporators elect to set forth in the Articles of Incorporation for the regulation of the internal affairs of the corporation. (Chapter 19, Section 3107 (A)(6))]

ARTICLE VII

[The address, including street and number, if any, of its principal office, and the name of its initial registered agent at such address. (Chapter 19, Section 3107 (A)(7)). If the principal office is outside Navajo Indian Country, a registered agent within Navajo Indian Country must be named (Reg. § 1.1.2(7)).]

ARTICLE VIII

[The number of directors constituting the initial board of directors and the names and addresses, including street and number, if any, of the persons who are to serve as directors until the first annual meeting of the shareholders; or until their successors are elected and qualified. The minimum number of directors constituting the initial board shall be one. (Chapter 19, Section 3107 (A)(8))]

ARTICLE IX

[The name and address, including street and number, if any, of each incorporator. (Chapter 19, Section 3107 (A)(9))]

ARTICLE X

[A provision stating that the corporation will agree to abide by all criminal, civil and regulatory laws of the Navajo Nation. (Chapter 19, Section 3107 (A)(10))]

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(Incorporator)

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(Incorporator)

ACKNOWLEDGMENT OF THE REGISTERED AGENT

I. \_\_\_\_\_, having been designed to act as Registered Agent, hereby consent to act in that capacity until removed or until a resignation is submitted in accordance with the Navajo Nation Corporation Act.

\_\_\_\_\_  
(Signature of Registered Agent)

\_\_\_\_\_  
Mailing Address of Registered Agent

\_\_\_\_\_  
Street Address of Registered Agent -  
Mailing Address and exact street address. If there is no street address, a map must be included on exact location of Registered Agent. See Reg. § 1.1.2(B.)

STATE OF \_\_\_\_\_)

COUNTY OF \_\_\_\_\_)

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
(Notary Public)

My Commission Expires: \_\_\_\_\_

"Attachment A"

3107. CONTENTS OF ARTICLES OF INCORPORATION

(A) The Articles of Incorporation shall set forth:

- (1) The name of the Corporation;
- (2) The period of duration, which may be perpetual;
- (3) The purpose or purposes for which the corporation is organized;
- (4) A brief statement of the character of the business which the corporation initially intends to conduct;
- (5) The class and aggregate number of shares which the corporation shall have the authority to issue and the par value of each of said shares, or a statement that all of said shares are without par value;
- (6) Any provision, not inconsistent with law, which the incorporators elect to set forth in the Articles of Incorporation for the regulation of the internal affairs of the corporation;
- (7) The address, including street and number, if any, of its principal office, and the name of its initial registered agent at such address;
- (8) The number of directors constituting the initial board of directors and the names and addresses, including street and number, if any, of the persons who are to serve as directors until the first annual meeting of shareholders; or until their successors are elected and qualified. The minimum number of directors constituting the initial board shall be one (1);
- (9) The name and address, including street and number, if any, of each incorporator; and
- (10) A provision stating that the corporation will agree to abide by all criminal, civil and regulatory laws of the Navajo Nation.

(B) It shall not be necessary to set forth in the Articles of Incorporation any of the corporate powers enumerated in this chapter. Whenever a provision of the Articles of Incorporation is inconsistent with a bylaw, the provision of the Articles of Incorporation shall be controlling.

(C) The Articles of Incorporation may provide for arbitration of any deadlock or dispute involving the internal affairs of the corporation.