

Navajo Nation
Division of Economic Development
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NAVAJO NATION CORPORATION CODE

INFORMATION ON INCORPORATING AGRICULTURAL COOPERATIVES (NNCC, CHAPTER 19)

An Agricultural Cooperative is formed on the Navajo Nation by filing Articles of Incorporation in DUPLICATE ORIGINALS, with this office, together with the appropriate filing fee of \$10.00. 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 that must be in compliance with all applicable Navajo Nation laws, the Department will issue a Certificate of Incorporation.

1. The Articles of Incorporation of an agricultural cooperative must include the information contained in the sample Articles of Incorporation on the next page.
2. The Articles of Incorporation may contain other provisions 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 sufficed, so long as both contain original signatures.
4. In addition a filing fee of \$10.00 in 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, and nonprofit corporations, domestic profit corporations,) have different requirements. Separate information sheets are available for these types of corporations.

THIS INFORMATION SHEET IS SUPERSEDED BY THE CORPORATION AND ANY APPROVED IMPLEMENTING REGULATIONS, TO THE EXTENT THEY ARE INCONSISTENT HEREWITH.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:

ARTICLES OF INCORPORATION
OF

The undersigned natural person(s), acting as incorporator(s) of an agricultural association under the Navajo Nation Corporation Act, hereby adopt(s) the following Articles of Incorporation for such association:

ARTICLE I

[The name of the association. (Sections 3408(a), 3105)]
[Federal Employee ID Number (FEIN)]

ARTICLE II

[The purpose for which it is formed. (Section 3408(b))]

ARTICLE III

[The place where its principal business will be transacted. (Section 3408(c))]

ARTICLE IV

[The term for which it is to exist, which may be perpetual. (Section 3408(d)).]

ARTICLE V

[The number of directors thereof, which must not be less than five (5) and may be any number in excess thereof, and the term of office of such directors. (Section 3408(e))]

ARTICLE VI

[The provisions governing members' ownership rights and interests if the association is organized without capital stock (Section 3408(f)) or with capital stock (Section 3408(g))]

ARTICLE VII

[The association's initial Registered Agent including his or her mailing address and the exact street address or, if necessary, a map (Section 3152)]

ARTICLE VIII

[Other provisions consistent with law. (Section 3107(a)(6))]

ARTICLE IX

[A provision stating that the corporation will agree to abide by all criminal, civil and regulatory laws of the Navajo Nation. (Sections 3197(a)(10)).]

(Incorporator)

(Incorporator)

ACKNOWLEDGMENT OF THE REGISTERED AGENT

I. _____, having been designated 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

(Address of Registered Agent –The address must be an exact street address. If there is no street address, a map must be included on exact location of Registered Agent. Reg. § 1.1.2(c).)

STATE OF _____)

COUNTY OF _____)

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

(Notary Public)

My Commission Expires: _____

ATTACHMENT "A"

SELECTED PROVISION OF NNCA FOR AGRICULTURAL COOPERATIVES

3408. ARTICLES OF INCORPORATION

Each association formed under this chapter must prepare and file Articles of Incorporation, setting forth:

- (a) The name of the association;
- (b) The purpose for which it is formed;
- (c) The place where its principal business will be transacted;
- (d) The term for which it is to exist, which may be perpetual;
- (e) The number of directors thereof, which must not be less than five (5) and may be any number in excess thereof, and the term of office of such directors;
- (f) If organized without capital stock, whether the property rights and interests of each member shall be equal or unequal; and if unequal, the property rights and interests of each member shall be set forth the general rule or rules applicable to all members by which the property rights and interest, respectively, of each member may and shall be determined and fixed; and the association shall have the power to admit new members who shall be entitled to share in the property of the association with the old members who shall be entitled to share in the property of the association with the old members, in accordance with such general rule or rules. This provision of the Articles of Incorporation shall not be altered, amended or repealed except by the written consent or the vote of three-fourths of the members; and
- (g) If organized with capital stock, the amount of such capital stock and the number of shares into which it is divided into preferred and common stock. If so divided, the Articles of Incorporation must contain a statement of the number of shares of stock to which preference is granted and the nature and extent of the preferences and privileges granted to each. The incorporators must sign and file in duplicate the articles in accordance with the provisions of the general nonprofit corporation law of the Navajo Nation; and when so filed the said Articles of Incorporation, or certified copies thereof, shall be received in the courts, and other places, as prima facie evidence of the facts contained therein, and of the incorporation of such association. No part of such capital stock shall be required to be subscribed and/or paid in as a prerequisite to the filing of such Articles of Incorporation; provided further that such associations may, from time to time, sell and issue to their member or stockholders, shares of capital stock in such manner as provided in the bylaws.

3425. APPLICATION OF GENERAL CORPORATION LAW

The provision of the general corporation laws of the Navajo Nation, and all powers, rights and duties thereunder shall apply to associations organized hereunder except when in conflict with the provisions of this chapter. Provided however, that any cooperative marketing association incorporated under the laws of the Navajo Nation may apply for and be granted a permit to do business as a foreign corporation under laws organized for a similar purpose. Provided further, that such foreign cooperative marketing associations shall not be required to have a paid-up capital or any portion of the capital paid-up in order to be entitled to such permit.

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 the 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.