



NAVAJO NATION CORPORATION CODE

(Revised as of October, 12, 2005)

RULES AND REGULATIONS

I. GENERAL PROVISIONS

- A. **Applicable Law** - to ensure compliance with all applicable Navajo Nation laws. All corporate entities organized or registered under the provisions of the Navajo Nation Corporation Act are subject to and must comply with all applicable tribal laws, including, but not limited to;
1. Navajo Preference in Employment Act; which provides for preference in hiring Navajo works and employees.
 2. Navajo Nation Business Opportunity Act, which provides for preference in the purchase of goods and services from certified Navajo owned businesses.
 3. Business Activity Tax.
 4. Possessory Interest Tax.
 5. All other laws and regulations adopted by the Navajo Nation.
- B. **Fee Schedule** - to partially offset the expenses of administering and implementing the Navajo Nation Corporation Code. All corporations organized or registered in accordance with the Navajo Nation Corporation Code shall remit a fee to process and maintain certain corporate documents on file according to the following schedule:

FILING FEE SCHEDULE

1. Filing of Articles of Incorporation (Domestic, Foreign or Co-ops; Profit or non-Profit)	\$10.00
2. Filing Annual Report (Domestic, Foreign or Co-ops; Profit or non-Profit)	\$25.00
3. Registered Agent Filing - Change of address and/or change of R/A; (no fee required for resignation of R/A)	\$15.00
4. Application for Amendment to Articles of Incorporation	\$15.00
5. Application for Articles of Merger	\$25.00
6. Application for Articles of Consolidation	\$25.00
7. Transfer of Assets	\$25.00
8. Reproduction of Documents	.25/ page
9. Application for Reinstatement After Revocation	\$50.00
10. Certificate of Documents	\$ 5.00*
11. Certificate of Good Standing	\$ 5.00
12. Certification of Statements	\$ 5.00
13. Statement of Intent to Dissolve (Domestic Corporation)	\$20.00
14. Application of Withdrawal of Corporation (Foreign Corporation)	\$20.00
15. Resubmission Fee (The Articles of Incorporation and	\$ 5.00

	Application for Certificate of Authority)	
16.	Copy of the Navajo Nation Corporation Code	\$ 7.00
17.	A change of Registered Agent through the Amendment Procedure shall constitute two (2) Separate Transactions.	\$15.00

*Plus .50 per page after five (5) pages. All fees listed above will be non-refundable.

- C. **Public Inspection of Records** - to ensure public access to certain Corporate records and information.
Unless otherwise specifically expressed by law, all corporate documents and information contained therein shall be available for public inspection and copying. Annual Reports and information pertaining to civil investigative demands shall not be open to public inspection, unless disclosure of the facts or information contained therein is required by court order.
- D. **Official Certificate of Incorporation** - the Department shall develop and maintain the following certificate for issuance upon proper application:
1. Certificate of Incorporation for Domestic Corporation.
 2. Certificate of Authority for Foreign Corporation.
 3. Certificate of Incorporation for Agricultural Cooperative.
 4. Certificate of Incorporation for Non-profit Corporation.
 5. Certificate of Copies of Documents.
 6. Certificate of Good Standing.
 7. Certificate of Consolidating.
 8. Certificate of Reinstatement.
 9. Certificate of Voluntary Dissolution.
 10. Certificate of Involuntary Dissolution.
 11. Certificate of Amendment to the Articles of Incorporation
 12. Certificate of Revocation.
 13. Certificate of Merger.
- E. **Time Frame for Review of Documents** - to permit the Department to thoroughly analyze the documents for compliance.
The Department shall make every effort to review the documents and respond to each applicant within 10 calendar days.
- F. **Information Sheets** - to provide general information to the public. The Department shall promulgate and make available to the public information sheets on requirements for incorporating as a corporation and/or cooperative under the Navajo Nation Corporation Code.
- G. **Meaning of "DUPLICATE ORIGINAL"** - to simplify document preparation and submission.
The requirements that duplicate originals be submitted require only original signatures. A copy of a typed original document will be accepted, so long as both the original and the copy contain original signatures.
- H. **Additional Requirements for Articles of Incorporation** - to ensure the Department complete and accurate records for performance of its Registered Agent duties.
In addition to the requirements of Sections 3105, 3107, 3203, 3323 (see Section 3332) and 3408 (see Section 3425), the Articles of Incorporation shall include the following:

1. The Registered Agent's exact address, if none is available, a map indicating his or her exact location within Navajo Indian Country.
2. All corporate entities must appoint a Registered Agent within thirty (30) calendar days after the effective date of the resignation or change.
3. Failure to maintain a Registered Agent (R/A) within the Navajo Nation may subject the corporation to penalties under Section 3155, and Section 3142(a).

I. **Procedures for Articles of Incorporation** - to ensure a timely and accurate processing procedure.

1. Articles of Incorporation submitted for filing with the Department shall be processed in accordance with Section 3156 of the Navajo Nation Corporation Code. If the Articles are determined not to comply with the provision of each respective Act, they shall be returned to the applicant an explanation of the reason(s) they are deemed not to comply.
2. An applicant whose Articles are returned must refile a corrected application together with a resubmission fee of \$5.00 for each occurrence.

J. **Annual Report** - to determine the nature and character of corporate operation during the preceding year; to update the department's records.

All corporations and cooperatives, in accordance with the Navajo Nation Corporation Code Section 3175, shall submit and file an Annual Financial Report with Business Regulatory Department.

1. All new corporate entities receive an Annual Report Form, with Certificate of Incorporation.
2. Each corporate entity shall Designate a Fiscal Year Ending, submit its Annual Report to Business Regulatory Department for filing, after the close of their fiscal year.
3. A \$25.00 filing fee shall accompany the Annual Report, made payable to Navajo Nation, Business Regulatory Department.
4. If a corporation or a cooperative is unable to file a timely Annual Report, as prescribed by this section, it may, but only on or before the due date, file its written request for an extension of time, not to exceed forty-five (45) calendar days, in which to file its Annual Report.

II. DOMESTIC PROFIT CORPORATION

A. **Definition of Domestic Profit Corporation** - a Domestic Profit Corporation is a corporation organized for profit under the provisions of Chapter 1, Navajo Nation Corporation Code.

B. **Notice to Department of Change in Corporate Operations** - to ensure accurate records and documents.

All domestic Corporation will be required to submit a written notice to Business Regulatory Department of any substantial changes or alterations of their corporate structure or operations.

1. A written notice in duplicate originals, shall be delivered to Business Regulatory Department on or before thirty (30) calendar days after the measure has been duly adopted by the corporation.
2. Business Regulatory Department shall file one of the duplicate original.
3. Business Regulatory Department shall send the other duplicate original to the Corporation or its Registered Agent.

- C. **Annual Reports** All Domestic Profit Corporation shall submit Annual Reports under the procedure set forth in Section J of General Provisions of these regulations.

III. FOREIGN CORPORATIONS

- A. **Definition** - "Foreign Corporation" means a corporation for profit or not for profit organized under State laws other than the laws of the Navajo Nation.

- B. **Application for Certificate of Authority** - To register all Foreign Corporations and to provide necessary data for the Department's records.
All corporate entities organized under the State laws or authority other than Navajo Nation law must complete and submit an Application for Certificate of Authority to the Business Regulatory Department.

1. The Application for Certificate of Authority shall contain the following information on a form to be devised and promulgated by the Department that will be substantial equivalent to the form attached as Exhibit "A".
 - a. The name of the Corporation, and, if the name does not comply with the provisions of the Navajo Nation Corporation Code Section 3168, then the name which the Corporation will use within Navajo Indian Country to comply with that section;
 - b. The date on which the corporation's fiscal year ends;
 - c. The name of the jurisdiction under the laws of which the Corporation is incorporated;
 - d. The date and duration (if not perpetual) of its incorporation;
 - e. The address of the Corporation's principal office in the jurisdiction in which it is incorporated;
 - f. The address of the Corporation's proposed known place of business within Navajo Indian Country;
 - g. The name and street address of the proposed registered agent within Navajo Indian Country; or attach a map of location.
 - h. A brief statement of the character of business in which the Corporation initially intends to conduct within the Navajo Nation and the purposes for which the Corporation is organized;
 - i. The names and address of the Corporation's directors and principal officers;
 - j. Unless the Corporation is a non-profit corporation, a listing of the aggregate number of shares which it is authorized to issue, itemized by class, par value shares, shares without par value, and services, if any, within a class;
 - k. Unless the Corporation is a non-profit corporation, the aggregate number of its issued shares itemized by class, par value of shares, shares without par value, and series, if any, within a class;
 - l. Unless the Corporation is a non-profit corporation, the amount of the Corporation's stated capital as defined in Navajo Nation Corporation Code Section 3102;
 - m. A statement as to whether any person(s): (a) serving either by election or appointment as an officer, director, trustee, or incorporator of the Corporation, or (b) a shareholder controlling or holding 20% or more of the proprietary, beneficial, or membership interest in the corporation, has served in any such capacity or held any such interest in any corporation which has been placed in bankruptcy or receivership or had its charter revoked. If such is the case, the applicant must provide the following information for each such corporation;
 - (i) The name and address of the incorporation,
 - (ii) The full name, including aliases and addresses, of each person involved,

- (iii) A list including each state in which the corporation was incorporated or authorized to transact business,
 - (iv) The dates of corporate operation, charter revocation, including the date, the court or agency involved, and the file number of the case;
 - n. Signatures under oath of the president and secretary of the Corporation and acknowledgment of those signature before a notary public;
 - o. Such other information as the Department reasonably deems necessary to facilitate the application process and ensure compliance with the provisions of the Navajo Nation Corporation Code.
 - 2. Certified copies of the Articles of Incorporation. Each Application for Certificate of Authority shall be accompanied by duplicate copies of the Corporation's Articles of Incorporation and all amendments thereto, duly authenticated by the proper officer of the jurisdiction under the laws of which the Corporation is organized.
- C. **Processing Procedures for Application for Certificate of Authority** - to ensure a timely and accurate processing procedure.
 - 1. Application for Certificate of Authority submitted for filing with the Department shall be processed in accordance with Section 3156 of the Navajo Nation Corporation Code. If the Application for Certificate of Authority is determined not to comply with the provisions of each respective Act, it shall be returned to the applicant with an explanation of the reason(s) they are deemed not to comply.
 - 2. An applicant whose Application for Certificate of Authority are returned must refile a corrected application together with a resubmission fee of \$5.00.
- D. **Notice to Department of Change in Corporate Operations** - to ensure accurate records and documents.

All Foreign Corporation will be required to submit a written notice to Business Regulatory Department of any substantial changes or alterations of their corporate structure or operations.

 - 1. A written notice in duplicate originals, shall be delivered to Business Regulatory Department on or before thirty (30) calendar days after the measure has been duly adopted by the corporation.
 - 2. Business Regulatory Department shall stamp "FILED" with the date, month and year on the duplicate originals.
 - 3. Business Regulatory Department shall file one of the duplicate original.
 - 4. Business Regulatory Department shall send the other duplicate original to the Corporation or its Registered Agent.
- E. **Annual Report** All Foreign Corporation shall submit Annual Reports under the procedure set forth in Section J General Provisions of these regulations.

IV. CLOSE CORPORATIONS

- A. **Close Corporation Defined** - a close corporation is a corporation organized for profit pursuant to the special rules of Chapter two (2) of the Navajo Nation Corporation Code.
- B. **Meaning of "Duplicate Originals"** See General Provisions, Section G of these regulations.

- C. **Processing of Articles of Incorporation** Articles submitted for filing will be processed in accordance with Section 3156 of the Corporation Code and General Provisions, Section I of these regulations.
- D. **Annual Reports** All Close Corporation shall submit Annual Reports under the procedure set forth in General Provisions, Section J of these regulations.

V. NONPROFIT CORPORATIONS

- A. **Nonprofit Corporation Defined**
A Nonprofit Corporation is a corporation, organized under the provisions of Chapter 3 of the Navajo Nation Corporation Code, no part of the income or profit of which is distributable to its members, directors or officers, except as otherwise provided in the Code.
- B. **Meaning of "This State" in Section 3323 (a)(4)** - clarify an ambiguity in the Code.
The words "this state" in Section 3323 (a)(4) of the Navajo Nation Corporation Code shall be deemed to mean the Navajo Indian Country.
- C. **Meaning of "DUPLICATE ORIGINALS"** See General provisions, Section G of these regulations.
- D. **Processing of Articles of Incorporation** Articles submitted for filing will be processed in accordance with Section 3156 of the Corporation Code and General Provisions, Section I of these regulations.
- E. **Annual Reports** All Nonprofit Corporations shall submit Annual Reports under the procedure set forth in General Provisions, Section J of these regulations.
- F. **Special Requirements for Nonprofit Corporations Organized by Recognized Navajo Nation Chapters** - to ensure proper authorization from the Chapters.
The Articles of Incorporation of a Nonprofit Corporation organized by a recognized Chapter of the Navajo Nation, when submitted for filing, must be accompanied by a Chapter Resolution:
 - 1. Approving the Articles; and
 - 2. Authorizing the Incorporators to prepare and file the Articles.

VI. AGRICULTURAL COOPERATIVES

- A. **Agricultural Cooperative Defined** An Agricultural Cooperative is a corporation organized for the purposes stated in, and under the provisions of, Chapter 4 of the Navajo Nation Corporation Code.
- B. **Meaning of "DUPLICATE ORIGINALS"** See General Provisions, Section G of these regulations.
- C. **Processing of Articles of Incorporation** Articles submitted for filing will be processed in accordance with Section 3156 of the Corporation Code and General Provisions, Section I of these regulations.
- D. **Annual Reports** All Agricultural Cooperatives shall submit Annual Reports under the procedure set forth in General Provisions, Section J of these regulations.

- E. **Clarification of Section 3422** The reference to "Section 3407 in Section 3422 of the Navajo Nation Corporation Code shall be deemed to refer to Section 3408".