

Navajo Nation
Division of Economic Development
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NAVAJO NATION CORPORATION CODE

INFORMATION ON INCORPORATING A NONPROFIT 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 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 a nonprofit corporation must include the information contained in the sample Articles of Incorporation on the next page.
2. The Articles of Incorporation may include other provisions so long as they are consistent with the Corporation Code and other laws.
3. Duplicate originals must be filed - one typed original and one photocopy will suffice, 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 (domestic profit corporations, foreign corporations, close 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THIS INFORMATION SHEET IS SUPERSEDED BY THE CORPORATION CODE AND ANY APPROVED IMPLEMENTING REGULATIONS, TO THE EXTENT THEY ARE INCONSISTENT HEREWITH.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:

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.

ARTICLES OF INCORPORATION
OF

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. (Sections 3323(a)(1); 3105,)]
[Federal Employer ID Number FEIN)]

ARTICLE II

[The period of duration, if less than perpetual. (Section 3323(a)(2))]

ARTICLE III

[The purpose or purposes for which the corporation is organized, which may be stated to include conducting any or all lawful affairs for which corporation may be incorporated of nonprofit organizations. (Section 3323(a)(3))]

ARTICLE IV

[A brief statement of the character of affairs which the corporation initially intends to actually conduct in the Navajo Nation. Such statement shall not limit the character of affairs which the corporation ultimately conducts. (Section 3323(a)(4))]

ARTICLE V

[The name and address of its initial Registered Agent. (Section 3323(a)(5)). By regulation, the address must be an exact street address, or if none is available, a map must be included.]

ARTICLE VI

[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 election of directors or until their successors are elected and qualified. (Section 3323(a)(6));.

ARTICLE VII

[The name and address of each incorporator. (Section 3323(a)(7))]

ARTICLE VIII

[Any other provisions consistent with the law which the incorporators elect to set forth. (Section 3323(a)(8))]

ARTICLE IX

[A provision stating that the corporation will agree to abide by all criminal, civil and regulatory laws of the Navajo Nation. (Sections 3332, 3107(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 Code.

(Signature of Registered Agent)

Mailing Address of Registered Agent

Street Address of Registered Agent -
Mailing Address and the exact street
address. If there is no street address, a
map must be included on exact location of
Registered Agent.)

STATE OF _____)

COUNTY OF _____)

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

(Notary Public)

My Commission Expires: _____