

Committee: Rules
Date: 1-22-08 Committee Date: 1-31-08

Author: Todd Hembree
Sponsor: Julia Coates

Resolution No. 19-08

COUNCIL OF THE CHEROKEE NATION

**A RESOLUTION APPROVING ARTICLES OF INCORPORATION OF CHEROKEE
NATION COMMUNITY ASSOCIATION CORPORATION**

BE IT RESOLVED BY THE CHEROKEE NATION COUNCIL:

WHEREAS, the Cherokee Nation since time immemorial has exercised the sovereign rights of self-government on behalf of the Cherokee people; and

WHEREAS, the Cherokee Nation is a federally recognized Indian Nation with a historic and continual government to government relationship with the United States of America; and

WHEREAS, the Cherokee Nation desires to form a nonprofit corporation for the promotion of continuing organizations among Cherokee citizens and advocates of the Cherokee Nation.

WHEREAS, Title 18 of the Cherokee Nation Code Annotated, which authorizes the formation of nonprofit corporations by the Cherokee Nation, requires Cherokee Nation Council approval of the articles of incorporation of said corporations. Including approval of the persons named to serve on the first Board of Directors of the corporation.


NOW THEREFORE BE IT RESOLVED, that the attached articles of incorporation of the Cherokee Nation Community Association Corporation, are hereby approved.

CERTIFICATION

The foregoing resolution was adopted by the Council of the Cherokee Nation at a duly called meeting on the 10th day of March, 2008, having 17 members present, constituting a quorum, by the vote of 17 yea; 0 nay; 0 abstaining.


Meredith A. Frailey, Speaker
Council of the Cherokee Nation

ATTEST:

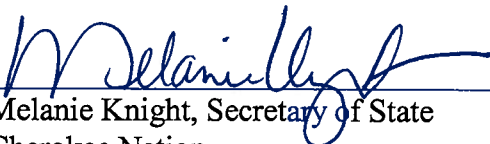

Don Garvin, Secretary
Council of the Cherokee Nation

Approved and signed by the Principal Chief this 12th day of March, 2008.



Chadwick Smith, Principal Chief
Cherokee Nation

ATTEST:



Melanie Knight, Secretary of State
Cherokee Nation

ARTICLES OF INCORPORATION
Of the
Cherokee Nation Community Association Corporation

ARTICLE I

Name

The name of this corporation shall be the Cherokee Nation Community Association Corporation.

ARTICLE II

Registered Office/Agent

The address of the registered office shall be: 17675 S. Muskogee, Tahlequah, Oklahoma 74464. The mailing address shall be: P.O. Box 948, Tahlequah, Oklahoma 74465. The registered agent shall be the person who is holding the office of the Principal Chief of the Cherokee Nation.

ARTICLE III

Purpose

The corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code. In furtherance of such purpose may;

- a) make distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or to individuals, or on behalf of community groups under the provisions of the Cherokee Nation Education Corporation within the meaning of section 501(c)(3) of the U.S. Internal Revenue Code;
- b) to promote and preserve the Cherokee language, culture and history of the Cherokee people.

ARTICLE IV

Powers

The corporation shall have and possess all of the general powers of a domestic corporation incorporated under Title 18 of the Cherokee Nation Code Annotated, which are consistent with these Articles of Incorporation.

At all times the following conditions shall restrict the operations and activities of the corporation.

1. The corporation shall not afford pecuniary profit, nor shall it have any power to issue certificates of stock or declare dividends, incidentally or otherwise to its members. NO part of the net earnings of this corporation shall inure to the benefit of any member, director,, trustee of the corporation, or other private persons, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set forth in Article III above.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any campaign on behalf of, or in opposition to, any candidate for public office or for office of the Cherokee Nation.
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as now enacted or hereafter amended.
4. The board of directors shall adopt bylaws consistent with these Articles and such bylaws shall include without limitation procedures for carrying out the purposes of the corporation.

ARTICLE V

Duration

The duration of the corporate existence shall be perpetual.

ARTICLE VI

Directors

The management of the affairs of the corporation shall be vested in the Board of Directors, as defined in the corporation bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

ARTICLE VII
Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officers, or directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VIII
Dissolution

At the time of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of all of the assets of the corporation. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine.

The undersigned registered agent of the corporation certifies execution of the amendments to these articles for the purposes herein stated.

Chad Smith, Principal Chief of the Cherokee Nation

Date

ATTEST:

Secretary-Treasurer of CNEC

Date

