

# PROCEDURES FOR COMPLETING THE CERTIFICATE OF INCORPORATION

This information is intended as an aid in completing the certificate of incorporation forms provided by the Secretary of the Nation's office. Title 3 of the Muscogee (Creek) Nation Code Annotated, commonly known as the Muscogee (Creek) Nation General Corporation Act, applies to all corporations except those expressly excluded and those for which special statutes are in existence with which the provisions of Title 3 may conflict. PLEASE CONSULT THE STATUTES CAREFULLY.

It may be to your benefit to contact the INTERNAL REVENUE SERVICE concerning federal tax requirements, and the MUSCOGEE (CREEK) NATION TAX COMMISSION concerning tribal tax requirements prior to filing with the Secretary of the Nation.

The availability of the proposed corporate name may be checked by telephoning in advance the Secretary of the Nation's office directly at (918)-732-7615. PRIOR to incorporating, a name may be reserved for a period of sixty (60) days by filing a name reservation application and paying a fee of \$10.00.

## PROCEDURES

1. Prepare and file with the Secretary of the Nation ONE signed certificate of incorporation.
2. Pay to the Secretary of the Nation a filing fee of one-tenth of one percent (1/10 of 1%) of the authorized capital stock of the corporation. The MINIMUM FEE is \$50.00. (Title 3, Section 1142).
3. Make the check or money order payable to the Muscogee (Creek) Nation Secretary of the Nation. The certificate of incorporation may be mailed or delivered in person to: Secretary of the Nation, Highway 75 and Loop 56, Solomon McCombs Building, Okmulgee, OK 74447. Documents to be PROCESSED in person must be delivered to the Secretary of the Nation's Office between 8:00 a.m. and 4:00 p.m. (Monday - Friday).

## INSTRUCTIONS

1. NAME - The name of the corporation MUST contain one of the following words: association, company, corporation, club, foundation, fund, incorporated, institute, society, union, syndicate or limited or one of the abbreviations co., corp., inc. or ltd., or words or abbreviations of like import in other languages provided that such abbreviations are written in Roman characters or letters. (Title 3, Section 1006).
2. REGISTERED AGENT AND REGISTERED OFFICE - Every corporation must maintain a registered office and a registered agent. The agent may be either the corporation itself, an individual resident of this Nation, a domestic or qualified foreign corporation, limited liability company, or limited partnership. Each registered agent shall maintain a business office identical with the registered office which is open during regular business hours to accept service of process and otherwise perform the functions of a registered agent. The registered office address must be a physical address and cannot be a post office address (Title 3, Section 1021 and 1022).

3. DURATION - The duration of the corporation is the life span of the corporation. Perpetual means continuous. All domestic corporations shall have a perpetual duration unless otherwise stated.
4. PURPOSE - The purpose of the corporation is the type of business the corporation intends to conduct. It shall be sufficient to state, either alone or with other business purposes, that the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the general corporation law of the Muscogee (Creek) Nation.
5. AUTHORIZED CAPITAL - Every business corporation must have authorized capital consisting of shares of stock and par value. The par value is the value assigned to each share. A definition of Common Stock and Preferred Stock may be found in a dictionary.
6. DIRECTORS - If the incorporators are not to continue as the directors once the certificate of incorporation is filed, the name(s) and addresses of the first board of directors must be set out. A minimum of one director is required (Title 3, Section 1027).
7. INCORPORATORS - Any person, partnership, association or corporation, singly or jointly with others, and without regard to his or their residence, domicile or state or incorporation, may incorporate or organize a corporation pursuant to the provisions of the Muscogee (Creek) Nation General Corporation Act. The incorporators are the original signers of the certificate of incorporation. The incorporators are not necessarily officers, directors or shareholders, although it does not exclude them from being such. A minimum of one incorporator is required for a profit corporation. (Title 3, Section 1007).