

OGLALA SIOUX TRIBE
BUSINESS CODE

FORM 14 – ARTICLES OF INCORPORATION (FOR PROFIT)

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Fees & forms/cover sheets are subject to change.

Documents must be typewritten or machine printed.

ABOVE SPACE FOR OFFICE USE ONLY

Articles of Incorporation (For Profit)

1. The entity name of the corporation is:

(The name of a corporation must contain the term or abbreviation "corporation", "incorporated", "company", "limited", "corp.", inc.", "co." or "ltd.". If the corporation is a professional or special purpose corporation, other law may apply.)

(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)

Use of Restricted Words *(if any of these terms are contained in an entity name, true name or assumed name, mark the applicable with an "X")*:

- _____ "bank" or "trust" or any derivative thereof
_____ "credit union"
_____ "savings and loan"
_____ "insurance", "casualty", "mutual", or "surety"

2. The period of duration of the corporation is:

_____ ("X"): Perpetual

OR

_____ ("X"): For a term of years expiring on: _____.
(mm/dd/yyyy hour:minute am/pm)

3. The purpose or purposes for which the corporation is organized are:

_____ ("X"): The transaction of any or all lawful business for which corporations may be incorporated under the Oglala Sioux Tribe Business Corporations Act.

OR

_____ ("X"): set forth on an attachment to this document.

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4. The principal office address of the initial principal office is

Street address: _____
(Street number and name)

(City) (State) (Postal/Zip Code) (Province/Country – if not US)

Mailing address: **(leave blank if same as street address)**

(Street number and name)

(City) (State) (Postal/Zip Code) (Province/Country – if not US)

5. The registered agent name and registered agent address of the initial registered agent are

Name (if an individual) _____
(Last) (First) (Middle) (Suffix)

OR (if an entity) _____

(Caution: Do not provide both an individual and an entity name.)

The person appointed as registered agent above has consented to being so appointed.

Street address: _____
(Street number and name)

(City) PINE RIDGE INDIAN RESERVATION (Postal/Zip Code)

Mailing address **(leave blank if same as street address)**

(Street number and name)

(City) PINE RIDGE INDIAN RESERVATION (Postal/Zip Code)

6. The true name and mailing address of each incorporator are

Name: _____
(Last) (First) (Middle) (Suffix)

Mailing address: _____
(Street number and name)

(City) (State) (Postal/Zip Code) (Province/Country – if not US)

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(If the following statement applies, adopt the statement by marking with an "X" and include an attachment.) _____ ("X"): This document contains the name and address of one or more additional incorporators.

7. The classes of shares and number of shares of each class that the corporation is authorized to issue are as follows.

(If the following statement applies, adopt the statement by marking with an "X" and enter the number of shares.) _____ ("X"): The corporation is authorized to issue _____ common shares that shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

(If the following statement applies, adopt the statement by marking with an "X" and include an attachment.) _____ ("X"): Additional information is included in an attachment.

(Caution: At least one must be marked above. Both may be marked, if applicable.)

8. Mark with an "X" one of the following:

(Caution: One must be marked below. Both may not be marked.)

_____ ("X"): THIS IS A CLOSE CORPORATION. If this corporation is a close corporation, the following notice is included in these Articles:

"THIS IS A CLOSE CORPORATION FORMED PURSUANT TO THE TRIBAL BUSINESS CORPORATIONS CODE, PART 4 OF CHAPTER 44 OF THE OGLALA SIOUX TRIBE LAW AND ORDER CODE. THE RIGHTS OF SHAREHOLDERS IN THIS CORPORATION MAY DIFFER MATERIALLY FROM THE RIGHTS OF SHAREHOLDERS IN OTHER CORPORATIONS. COPIES OF DOCUMENTS WHICH RESTRICT TRANSFERS AND AFFECT VOTING AND OTHER RIGHTS MAY BE OBTAINED BY A SHAREHOLDER ON WRITTEN REQUEST TO THE CORPORATION."

OR

_____ ("X"): THIS IS NOT A CLOSE CORPORATION. If this corporation is not a close corporation, the following notice is included in these Articles:

"THIS IS NOT A CLOSE CORPORATION. THIS CORPORATION IS FORMED PURSUANT TO THE TRIBAL BUSINESS CORPORATIONS CODE, PART 4 OF CHAPTER 44 OF THE OGLALA SIOUX TRIBE LAW AND ORDER CODE. THE RIGHTS OF SHAREHOLDERS IN THIS CORPORATION MAY DIFFER MATERIALLY FROM THE RIGHTS OF SHAREHOLDERS IN OTHER CORPORATIONS. COPIES OF DOCUMENTS WHICH RESTRICT TRANSFERS AND AFFECT VOTING AND OTHER RIGHTS MAY BE OBTAINED BY A SHAREHOLDER ON WRITTEN REQUEST TO THE CORPORATION."

9. *(If the corporation is a close corporation, one or both of the restrictions on transfer set forth in Section 44-4-1.01(b) shall apply as provided in the Articles. Mark an "X" where indicated to include one or both of the restrictions on transfer or a statement waiving the restrictions on transfer if the corporation is not a*

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close corporation.)

All of the issued shares of the corporation are to be subject to one or both of the following restrictions on transfer:

____ (“X”): (1) Obligating a shareholder to offer (mark “X” if applicable:) ____ (“X”) to the corporation and/or (mark “X” if applicable:) ____ (“X”) to one or more shareholders of the corporation and/or (mark “X” if applicable:) ____ (“X”) to any designated person, a prior opportunity to acquire such shares; or

____ (“X”): (2) Requiring (mark “X” if applicable:) ____ (“X”) the corporation, and/or (mark “X” if applicable:) ____ (“X”) the holders of shares of a particular class of the corporation, to consent to any proposed transferee to the shares.

OR,

(If the corporation is not a close corporation and has elected to waive the restrictions on transfer, mark an “X” to adopt the following statement.) ____ (“X”): “The restrictions on transfer set forth in Section 44-4-1.01(b)(1) and (b)(2) of the Oglala Sioux Tribe Business Corporations Act do not apply to this corporation.”

10. *(The number of directors constituting the initial board of directors and the true name and mailing address of each person who is to serve as director until the first annual meeting of shareholders or until their successors be elected and qualify; **OR** a statement that all persons who have agreed to purchase shares shall enter into a written agreement under Section 44-4-1.22 of the OST Business Code to operate the corporation without a board of directors.)*

The number of directors constituting the initial board of directors is: _____

The true name and mailing address of each initial director is:

Name: _____
(Last) (First) (Middle) (Suffix)

Mailing address:

(Street number and name)

(City) (State) (Postal/Zip Code) (Province/Country – if not US)

(If the following statement applies, adopt the statement by marking with an “X” and include an attachment.) ____ (“X”): This document contains the name and address of one or more additional initial directors.

11. *(If the corporation is a professional corporation, mark an “X”):* ____ (“X”): This corporation is a professional corporation governed by the Oglala Sioux Tribe Professional Corporation and entities Act (Section 44-4-7.01 et seq. of the OST Business Code).

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12. *(If the following statement applies, adopt the statement by marking with an “X” and include an attachment.)*

____ (“X”): This document contains additional information as provided by law.

13. **(Caution:** *Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.) (If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)*

The delayed effective date and, if applicable, time of this document is/are

(mm/dd/yyyy hour:minute am/pm)

Notice: Causing this document to be delivered for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of subpart 2.4 of Chapter 44 of the Oglala Sioux Tribe Law and Order Code, the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that subpart, the constituent documents, and the organic statutes. This perjury notice applies to each individual who causes this document to be delivered to the Oglala Sioux Tribe, whether or not such individual is named in the document as one who has caused it to be delivered.

14. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

(Last) (First) (Middle) (Suffix)

(Street name and number or Post Office Box information)

(City) (State) (Postal/Zip Code) (Province/Country – if not US)

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark below with an “X” and include an attachment stating the name and address of each such individuals.)

“X”

Disclaimer: This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user’s attorney.

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FORM 14 – ARTICLES OF INCORPORATION FOR PROFIT INSTRUCTIONS

**Instructions for completing
Articles of Incorporation (For Profit)**

Use these instructions when completing Articles of Incorporation (For Profit) pursuant to subpart 4.1 and subpart 2.4 of Chapter 44 of the OST Law and Order Code.

Provide only information required or permitted to be included in the document by OST law. Information included in the document must be typewritten, in English and must state the name(s) and address(es) of at least one individual causing the document to be delivered for filing. The required form/cover sheet must be used when filing the document.

You may include additional information in an attachment to the form/cover sheet. Any attachment becomes part of the document. If there is a conflict between information in the attachment and the form/cover sheet, the information in the form/cover sheet controls. Information provided in a case-sensitive format will be retrieved and displayed in the same format.

Include a self-addressed stamped envelope and extra copy of the document for return mailing of the file stamped copy.

Line-by-line Instructions:

Entity Name. State the name of the corporation. The name of a corporation must contain the term or abbreviation “corporation”, “incorporated”, “company”, “limited”, “corp.”, “inc.”, “co.” or “ltd”; If the corporation is a professional corporation, it must contain the term or abbreviation “professional corporation”, “p.c.”, or “pc”.

Restricted Words. Inclusion of any of these terms: “bank” or “trust” or any derivative thereof, “credit union”, “savings and loan”, “insurance”, “casualty”, “mutual”, or “surety” may be prohibited or restricted by applicable law, and may be regulated by other agencies. Mark only one. If more than one term appears in the name, choose the term that best describes the organizational structure of the entity.

Period of Duration. Mark an “X” where indicated to state the period of the corporation as perpetual or for a stated term of years.

Purposes of the Corporation. Mark an “X” to state the purpose or purposes of the corporation or that the purpose of the corporation is the

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transaction of any or all lawful business for which corporations may be incorporated under the Oglala Sioux Tribe Business Corporations Act.

Principal Office Street Address. List the complete street address of the entity's principal office, including zip code.

Principal Office Mailing Address. If mail cannot be delivered to the street address, please provide an address where mail may be delivered. If mail can be delivered to the street address, leave blank. Do not put "same", "same as above", "n/a", etc.

Registered Agent. List the name of the registered agent. A registered agent must be an individual age 21 years or older whose primary residence or usual place of business is on the Reservation and who is a member of the Oglala Sioux Tribe Bar (attorney or lay advocate). If the entity has a usual place of business on the Reservation, it may serve as its own registered agent.

Statement Regarding Registered Agent Consent. A statement is required that the person appointed as the registered agent in the document has consented to being so appointed.

Registered Agent Street Address. Please list the complete street address (physical location) of the entity's registered agent, including zip code. This may be the address of the registered agent's primary residence or usual place of business on the Reservation.

Registered Agent Mailing Address. If mail cannot be delivered to the street address, please provide an address where mail may be delivered. If mail can be delivered to the street address, leave blank. Do not put "same", "same as above", "n/a", etc.

Name(s) and Address(es) of Incorporator(s). List the name and address of each incorporator of the corporation. The incorporator must be an individual who is age 21 years or older. Only one incorporator is required, however, if there are more than three incorporators, mark an "X" where indicated and include an attachment stating the additional incorporator information.

Number and Class of Each Type of Stock/Shares. List the number of common shares of stock the corporation is authorized to issue. This field cannot be left blank. If the corporation is authorized to issue classes other than common, classes in addition to common, or there is additional information regarding the corporation's stock, mark an "X"

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where indicated and include an attachment stating the additional classes or information.

Close Corporation Election. The corporation must elect to be either a close corporation or not a close corporation, mark an “X” where indicated by whichever statement is true for the corporation.

Restrictions on Transfer. If the corporation is a close corporation, one or both of the restrictions on transfer set forth in Section 44-4-1.01(b) shall apply as provided in the Articles. Mark an “X” where indicated to include one or both of the restrictions on transfer, and to tailor the restrictions to the corporation’s charter, or a statement waiving the restrictions on transfer if the corporation is not a close corporation. Such waiver must be a statement in the Articles that “The restrictions on transfer set forth in Section 44-4-1.01(b)(1) and (b)(2) do not apply to this corporation.” Specific restrictions on transfer provisions may be included as an attachment in addition to marking “X” where required.

Name(s) and Address(es) of Initial Directors. List the name and address of each initial director of the corporation. The incorporator must be an individual who is age 21 years or older. Mark an “X” where indicated and include an attachment stating the additional initial director information.

Additional Information. If additional information is to be included, mark the box and include an attachment stating the additional information. Section 44-4-1.04 of the OST Business Code sets forth additional provisions that may be included in the Articles.

Delayed Effective Date. The effective date of this document may be delayed up to 90 days after filing. The delayed effective date may also specify a particular time of day Mountain Time. If no time of day is specified, it defaults to close of business on that date. Close of business is 11:59:59 PM Mountain Time.

Notice. Causing this document to be delivered to the Tribe for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of subpart 2.4 of Chapter 44 of the OST Law and Order Code, the constituent documents, and the organic statutes, and that the individual in good faith believes the facts

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stated in the document are true and the document complies with the requirements of that Subpart, the constituent documents, and the organic statutes. This perjury notice applies to each individual who causes this document to be delivered to the Tribe, whether or not such individual is named in the document as one who has caused it to be delivered.

Filing Information. State the name(s) and address(es) of the individual(s) causing this document to be delivered for filing. This information is required for the Tribe to deliver notice if the filing of the document is refused. The individual(s) listed will be held responsible for complying with the above notice. The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark an “X” below and include an attachment stating the name and address of such individuals.

“X” _____

Disclaimer. These instructions, and the related form, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While the related form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user’s attorney.