

## PROCEDURES FOR QUALIFYING A FOREIGN CORPORATION IN MUSCOGEE (CREEK) NATION

This outline is intended as an aid to qualifying a foreign corporation to do business in the Muscogee (Creek) Nation pursuant to the provisions of Title 3 of the Muscogee (Creek) Nation General Corporation Act. **PLEASE CONSULT THE ACT CAREFULLY.**

The Muscogee (Creek) Nation General Corporation Act applies to all corporations except those expressly excluded (see reverse side of this instruction sheet) and those for which special statutes are in existence with which the provisions of Title 3 may conflict. NO foreign corporation shall be formed or licensed under this act for the purpose of engaging in farming or ranching or for the purpose of owning or leasing any interest in land to be used in the business of farming or ranching.

### **FILING PROCEDURE:**

1. **Prepare and file** with the Secretary of the Nation **one** signed copy of the certificate of qualification.
2. **File** with the certificate of qualification an **original** certificate issued by an authorized officer of the jurisdiction of its incorporation evidencing its corporate existence. This certificate is most commonly known as a **Certificate of Good Standing** or a **Certificate of Existence** and is usually issued by the Secretary of the Nation. This certificate **must** be dated within the last **60 days**. If such certificate is in a foreign language, a translation thereof, under oath of the translator, shall be attached.
3. **Pay** to the Secretary of the Nation - **Profit Corporation**: a fee of \$1.00 per \$1,000.00 on the total authorized capital (number of total authorized shares multiplied by the par value) **or** on the amount of capital to be invested in the Muscogee (Creek) Nation during the current fiscal year. **MINIMUM FEE: \$300.00** (If the invested capital is more than the total authorized capital, pay **ONLY** on the authorized.) No par value stock is computed at \$50.00 per share for determining filing fees only. (Title 3, Section 1142) **Not for Profit Corporation**: a fee of \$300.00.
4. Make checks payable to the Muscogee (Creek) Nation Secretary of the Nation. Instruments may be mailed or delivered in person to:

Muscogee (Creek) Nation Secretary of the Nation, P.O. Box 580, Okmulgee, OK 74447, Telephone (918) 732-7615

### **INSTRUCTIONS FOR PREPARING CERTIFICATE OF QUALIFICATION:**

1. **NAME** - The name shall be such as to distinguish it upon the records in the office of the Secretary from the names of: (1) corporations, both domestic and foreign, then existing or which have existed at any time during the preceding three (3) years; or (2) then existing domestic and foreign limited partnerships; or (3) then existing domestic and foreign limited liability companies; or (4) trade names or fictitious names; or (5) corporate, limited partnership or limited liability company names reserved with the Secretary of the Nation.

You may check the **availability** of a name in advance by telephoning the Secretary of the Nation Office at (918) 732-7615, in person or at the above address. Prior to filing a certificate of qualification, 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**.

2. **REGISTERED AGENT AND REGISTERED OFFICE** - Every foreign corporation transacting business in this state shall have and maintain the Secretary of the Nation as its registered agent in the Nation. In addition, such foreign corporation may have and maintain in Oklahoma a registered agent, which agent may be either: (1) an individual resident of Oklahoma; or (2) a domestic 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. If such additional registered agent is designated, service of process shall be on such agent and not on the Secretary of the Nation. The registered office address must be a physical address and cannot be a post office address. (Title 3, Sections 1021 and 1022).

3. **SERVICE AGENT FEE** - A registered agent fee in the amount of \$100.00 per year is payable upon qualification and July 1 of each subsequent year. Your check **MUST** be made **payable** and **MAILED** to the **MUSCOGEE (CREEK) NATION SECRETARY OF THE NATION**, P.O. Box 580, Okmulgee, OK 74447 (Title 3, Section 1142).

4. **ADDITIONAL REQUIREMENTS** - Every foreign corporation admitted to do business in this state which shall change its corporate name, the mailing address of its principal office or its authorized capital, or shall enlarge, limit or otherwise change the business which it proposes to do in this Nation, within **THIRTY (30) DAYS** after the time the change becomes effective, **SHALL FILE** with the Secretary of the Nation an amended certificate of qualification. **You may contact this office to request the proper amended qualification form.**

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#### **EXCEPTIONS TO REQUIREMENTS**

PLEASE NOTE: The following is Section 1132 of Title 3 pertaining to foreign corporations that are exceptions to the requirement of filing a certificate of qualification with the Secretary of the Nation. **Please be advised that this office cannot make the determination as to whether a corporation conforms to one of the exceptions listed. That decision is the responsibility of the corporation.**

A. No foreign corporation shall be required to comply with the provisions of Section 1130 and 1131 of this act if:

1. It is the mail order or a similar business, merely receiving orders by mail or otherwise in pursuance of letters, circulars, catalogs, or other forms of advertising or solicitation, accepting the orders outside this Nation, and filing them with goods shipped into this Nation; or
2. It employs salesmen, either resident or traveling, to solicit orders in this state, either by display of samples or otherwise, whether or not maintaining sales offices in this Nation, all orders being subject to approval at the offices of the corporation without this Nation, and all goods applicable to the orders being shipped in pursuance thereof from without this Nation to the vendee or to the seller or his agent for delivery to the vendee, and if any samples kept within this Nation are for display or advertising purposes only, and no sales, repairs, or replacements are made from stock on hand in this Nation; or
3. It sells, by contract consummated outside this Nation, and agrees by the contract, to deliver into this Nation, machinery, plants or equipment, the construction, erection or installation of which within this Nation requires the supervision of technical engineers or skilled employees performing services not generally available, and as a part of the contract of sale agrees to furnish such services, and such services only, to the vendee at the time of construction, erection or installation; or
4. Its business operations within this Nation are wholly interstate in character; or
5. It is an insurance company doing business in this Nation; or
6. It creates, as borrower or lender, or acquires, evidences of debt, mortgages or liens on real or personal property; or
7. It secures or collects debts or enforces any rights in property securing the same.

B. The provisions of this section shall have no application to the question of whether any foreign corporation is:

1. Subject to service of process and suit in this Nation pursuant to the provisions of Section 1136 of this act or any other law of this Nation; or
2. Subject to the taxation laws of this Nation.