



CENTRAL COUNCIL
Tlingit and Haida Indian Tribes of Alaska
Edward K. Thomas Building
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Executive Council of the Central Council
TLINGIT AND HAIDA INDIAN TRIBES OF ALASKA

Resolution EC/16-40

Title: Adding Chapter 14, Conversion of Limited Liability Companies,
to Title 3 of the CCTHITA Statute Code.

WHEREAS, Central Council Tlingit Haida Indian Tribes of Alaska (CCTHITA) is a federally recognized tribe of more than 30,000 tribal citizens worldwide; and

WHEREAS, pursuant to the inherent authority of the Central Council Tlingit Haida Indian Tribes of Alaska (the “Tribe”), the Tribe has designated the Tribal Assembly or the Executive Council when not in session (“Executive Council”) as the governing body of the Tribe; and

WHEREAS, the Executive Council has authority to regulate the conduct of commerce within the Tribe’s jurisdiction and to charter or otherwise establish entities to promote the good of the Tribe; and

WHEREAS, the Executive Council has identified business development and revenue generation as major goals for the Tribe, and that said goals are consistent with the Tribe’s priorities of maintaining a strong, self-sufficient and stable society; and

WHEREAS, the Executive Council adopted the uniform LLC Code under Title 3, Chapter 2 through Chapter 13, Limited Liability Company statutes on January 2, 2014; and

WHEREAS, most states have conversion provisions in their statute that allow domestic LLCs to become foreign LLCs and foreign LLCs to become domestic LLCs but they require the other jurisdiction to have similar conversion provisions in their LLC code.

NOW THEREFORE BE IT RESOLVED, that the Executive Council hereby approves the following shall be added as a new Chapter 14 of Title 3 of the CCTHITA Statute Code:

CHAPTER XIV – CONVERSION OF LIMITED LIABILITY COMPANIES

Sec. 03.14.001 Definitions.

As used in this Chapter 14 of Title 3, the following terms shall have the meanings set forth below unless the context otherwise requires:

- A. “Constituent documents” mean, as applicable, the: (1) articles of incorporation, articles of organization, certificate of organization, certificate of limited partnership, articles of association, statement of registration, or other document of similar import filed or recorded by or for an entity in the jurisdiction under the law of which the entity is formed; and (2) shareholder agreement, bylaws, operating agreement, limited liability company agreement, or partnership agreement or a particular entity.

- B. "Converting entity," means the entity that converts into a resulting entity pursuant to this Chapter 14 of Title 3.
- C. "Domestic limited liability company" means a limited liability organized pursuant to this Title 3.
- D. "Foreign entity" means a corporation, cooperative, general partnership, limited liability partnership, limited liability company, limited partnership, limited liability limited partnership, nonprofit corporation, or any other organization or association that is formed under a statute or common law of a jurisdiction other than this Tribe.
- E. "Jurisdiction" includes the United States, a state of the United States, any Tribe, a foreign country or other foreign governmental authority, and any agency, instrumentality, or subdivision thereof.
- F. "Organic statutes" means, with respect to any entity:
 - 1. This Title 3;
 - 2. The statute, whether of this state or of another jurisdiction, under which the entity is formed; and
 - 3. All other statutes of this state or such other jurisdiction that govern the organization and internal affairs of the entity.
- G. "Resulting entity" means the entity that results from the conversion of an entity pursuant to this Chapter 14 of Title 3.
- H. "Statement of conversion" means a statement of conversion as described in section Sec. 03.14.005.

Sec. 03.14.002 Conversion

Pursuant to a plan of conversion approved in accordance with section 03.14.004:

- A. A domestic limited liability company may be converted into any form of foreign entity recognized in the jurisdiction under the law of which the entity will be considered to have been formed after the conversion.
- B. A foreign entity may be converted into a domestic limited liability company if the conversion is not prohibited by the constituent documents or organic statutes and if the foreign entity complies with all of the requirements, if any, of its constituent documents and organic statutes in effecting the conversion.

Sec. 03.14.003 Plan of Conversion

A plan of conversion shall state:

- A. The entity name or, for an entity that has no entity name, the true name, the jurisdiction under the law of which the entity is formed, and the form of entity of the converting entity;
- B. The entity name or, for an entity that has no entity name, the true name, the jurisdiction under the law of which the entity is formed, and the form of the resulting entity;
- C. The terms and conditions of the conversion, including the manner and basis of changing the owners' interests of each converting entity into owners' interests or obligations of the resulting entity or into money or other property in whole or in part.

Sec. 03.14.004 Approval of Plan of Conversion

- A. In the case of a conversion of a domestic limited liability company into a foreign entity, the plan of conversion shall be approved by all of the Members unless the limited liability company agreement of the domestic limited liability company otherwise provides.
- B. In the case of a conversion of a foreign entity into a domestic limited liability company, the plan of conversion shall be approved in the manner set forth in the organic statutes of the foreign entity, if any.

Sec. 03.14.005 Statement of Conversion

- A. After the conversion of a domestic limited liability company into a foreign entity has been approved in accordance with section 03.14.004, the converting entity shall cause a statement of conversion to be delivered to the Tribal Secretary, for filing pursuant to this Title 3, that shall state as follows:
 - 1. The entity name of the converting entity, its principal office address, the jurisdiction under the law of which it is formed, and its form of entity;
 - 2. The true name of the resulting entity, its principal address, the jurisdiction under the law of which it is formed, and its form of entity;
 - 3. A statement that the converting entity has been converted into the resulting entity pursuant to this section; and
 - 4. Any other matters relating to the conversion that the converting entity determines to include therein.
- B. After the conversion of a foreign entity into a domestic limited liability company has been approved in accordance with section 03.14.004, the converting entity shall deliver to the Tribal Secretary, for filing pursuant to this Title 3, a certificate of formation in accordance with Section 03.02.001 of this Title and statement of conversion that shall state as follows:
 - 1. The entity name or, for an entity that has no entity name, the true name of the converting entity, its principal address, the jurisdiction under the law of which it is formed, and its form of entity;
 - 2. The entity name of the resulting entity;
 - 3. A statement that the converting entity has been converted into the resulting entity pursuant to this section; and
 - 4. Any other matters relating to the conversion that the entity filing the statement of conversion determines to include therein.
- C. The conversion shall become effective as specified by the organic statutes. If the organic statutes do not specify an effective date, the conversion shall become effective upon such date as the statement of conversion is properly filed with the Tribal Secretary pursuant this section.

Sec. 03.14.006 Effect of Conversion--Entity Unchanged

- A. At the time the conversion becomes effective, the converting entity shall be converted into the resulting entity, and the resulting entity shall thereafter be subject to all of the provisions of the organic statutes.

- B. Unless otherwise agreed, the conversion of any converting entity into a resulting entity shall not be deemed to affect any obligations of the converting entity incurred prior to the conversion to the resulting entity or the personal liability of any person incurred prior to such conversion.
- C. Unless otherwise agreed or otherwise provided by the organic statutes, other than this chapter, the converting entity shall not be required to wind up the entity's affairs or pay obligations and distribute the entity's assets, and the conversion shall not be deemed to constitute a dissolution of the converting entity and shall constitute a continuation of the existence of the converting entity in the form of the resulting entity.
- D. The resulting entity is the same entity as the converting entity.

Sec. 03.14.007 Foreign Entity Resulting from Conversion

Upon the conversion of a domestic limited liability company into a foreign entity, the foreign entity shall:

- A. Shall appoint a registered agent if the foreign entity has no registered agent and maintain a registered agent pursuant to this Title, whether or not the foreign entity is otherwise required to do so, to accept service in any proceeding based on a cause of action arising with respect to any domestic limited liability company party to the conversion;
- B. Shall comply with Chapter 12 of this Title if it is to transact business or conduct activities in this Tribe.

ADOPTED this 14th day of July 2016, by the Executive Council of Central Council of Tlingit and Haida Indian Tribes of Alaska by a vote of 5 yeas, 0 nays, 1 abstentions, and 0 absences.

CERTIFY



 President Richard J. Peterson

ATTEST



 Tribal Secretary Ralph Wolfe