

Cherokee Nation Code Annotated

Title 18: Corporations

Chapter 1: Cherokee Nation General Corporation Act

Article 11: Sale of Assets, Dissolution and Winding Up

§ 100.1. Notice to claimants—Filing of claims

Cite as: 18 CNCA § 100.1

A. 1. After a corporation has been dissolved in accordance with the procedures set forth in the Cherokee Nation General Corporation Act, the corporation or any successor entity may give notice of the dissolution requesting all persons having a claim against the corporation to present their claims against the corporation in accordance with such notice. Such notice shall state:

- a. that all claims must be presented in writing and must contain sufficient information reasonably to inform the corporation or successor entity of the identity of the claimant and the substance of the claim;
- b. the mailing address to which a claim must be sent;
- c. the date by which a claim must be received by the corporation or successor entity, which date shall be no earlier than sixty (60) days from the date thereof; and
- d. that the corporation or a successor entity may make distributions to other claimants and the corporation's shareholders or persons interested as having been such without further notice to the claimant.

2. Such notice shall also be published at least once a week for two (2) consecutive weeks in a newspaper of general circulation in the county in which the office of the corporation's last registered agent in Cherokee Nation is located and in the corporation's principal place of business and, in the case of a corporation having Ten Million Dollars (\$10,000,000.00) or more in total assets at the time of its dissolution, at least once in the newspaper *Cherokee Phoenix*. On or before the date of the first publication of such notice, the corporation or successor entity shall mail a copy of such notice by certified or registered mail, return receipt requested, to each known claimant of the corporation.

3. A corporation or successor entity may reject, in whole or in part, any claim made by a claimant pursuant to this subsection by mailing notice of such rejection by certified mail return receipt requested to the claimant within ninety (90) days after receipt of such claim and, in all events, at least one hundred fifty (150) days before the expiration of the period described in 18 CNCA § 99. A notice sent by a corporation or successor entity pursuant to this subsection shall be accompanied by a copy of 18 CNCA §§ 99 through 100.3.

B. 1. A corporation or successor entity electing to follow the procedures described in subsection (A) of this section shall also give notice of the dissolution of the corporation to persons with claims contingent upon the occurrence or nonoccurrence of future events or otherwise conditional or unmatured, and request that such persons present such claims in accordance with the terms of such notice. Such notice shall be in substantially the form, and sent and published in the same manner, as described in paragraph (1) of subsection (A) of this section.

2. The corporation or successor entity shall offer any claimant whose claim is contingent, conditional or unmatured, such security as the corporation or successor entity determines is sufficient to provide compensation to the claimant if the claim matures. The corporation or successor entity shall mail such offer to the claimant by certified mail, return receipt requested, within ninety (90) days of receipt of such claim and, in all events, at least one hundred fifty (150) days before the expiration of the period described in 18 CNCA § 99. If the claimant offered such security does not deliver in writing to the corporation or successor entity a notice rejecting the offer within one hundred twenty (120) days after receipt of such offer for security, the claimant shall be deemed to have accepted such security as the sole source from which to satisfy his claim against the corporation.

C. 1. A corporation or successor entity which has given notice in accordance with subsections (A) and (B) of this section shall petition the District Court to determine the amount and form of security that will be sufficient to provide compensation to any claimant who has rejected the offer for security made pursuant to paragraph (2) of subsection (B) of this section.

2. A corporation or successor entity which has given notice in accordance with subsection (A) of this section shall petition the district court to determine the amount and form of security which will be sufficient to provide compensation to claimants whose claims are known to the corporation or successor entity but whose identities are unknown. The District Court shall appoint a guardian ad litem to represent all claimants whose identities are unknown in any proceeding brought under this subsection. The reasonable fees and expenses of such guardian, including all reasonable expert witness fees, shall be paid by the petitioner in such proceeding.

D. The giving of any notice or making of any offer pursuant to the provisions of this section shall not revive any claim then barred or constitute acknowledgment by the corporation or successor entity that any person to whom such notice is sent is a proper claimant and shall not operate as a waiver of any defense or counterclaim in respect of any claim asserted by any person to whom such notice is sent.

E. As used in this section, the term "**successor entity**" shall include any trust, receivership or other legal entity governed by the laws of Cherokee Nation to which the remaining assets and liabilities of a dissolved corporation are transferred and which exists solely for the purposes of prosecuting and defending suits, by or against the dissolved corporation, enabling the dissolved corporation to settle and close the business of the dissolved corporation, to dispose of and convey the property of the dissolved corporation, to discharge the liabilities of the dissolved corporation, and to distribute to the dissolved corporation's shareholders any remaining assets, but not for the purpose of continuing the business for which the dissolved corporation was organized.

Historical Data

LA 16-96, eff. July 15, 1996.