

**Cherokee Nation Code Annotated**

**Title 18: Corporations**

**Chapter 2: Cherokee Nation Limited Liability Company Act**

**Article 1: General Provisions**

**§ 211. Nature of business and powers**

Cite as: 18 CNCA § 211

A. A limited liability company may be organized under this chapter and may conduct business in any state for any lawful purpose, subject to any law of Cherokee Nation governing or regulating business.

B. A limited liability company organized under this chapter has a consensual civil relationship to Cherokee Nation and is subject to the jurisdiction of Cherokee Nation courts.

C. Unless its articles of organization provide otherwise, a limited liability company has the same powers as an individual to do all things necessary or convenient to carry on its business or affairs, including the power to:

1. sue and be sued, and defend in its name, except as provided in Article 11 with respect to government-owned limited liability companies;
2. purchase, receive, lease, or otherwise acquire, and own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located;
3. sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of all or any part of its property;
4. purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, grant a security interest in, or otherwise dispose of and deal in and with, shares or other interests in or obligations of any other entity;
5. make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations, which may be convertible into or include the option to purchase other securities of the limited liability company, and secure any of its obligations by a mortgage on or a security interest in any of its property, franchises, or income;
6. lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;
7. be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust, or other entity;

8. conduct its business, locate offices, and exercise the powers granted by this chapter within or without Cherokee Nation;
9. elect managers and appoint officers, employees, and agents of the limited liability company, define their duties, fix their compensation, and lend them money and credit;
10. pay pensions and establish pension plans, pension trusts, profit sharing plans, bonus plans, option plans, and benefit or incentive plans for any or all of its current or former members, managers, officers, employees, and agents;
11. make donations for the public welfare or for charitable, scientific, or educational purposes;
12. make payments or donations, or do any other act, not inconsistent with law, that furthers the business of the limited liability company;
13. Indemnify and hold harmless any member, agent, or employee from and against any and all claims and demands whatsoever, except in the case of action or failure to act by the member, agent, or employee which constitutes willful misconduct or recklessness, and subject to the standards and restrictions, if any, set forth in the articles of organization or operating agreement;
14. Make and alter operating agreements, not inconsistent with its articles of organization or with the laws of Cherokee Nation, for the administration and regulation of the affairs of the limited liability company;
15. Cease its activities and dissolve; and
16. Do every other act not inconsistent with law which is appropriate to promote and attain the purposes set forth in its articles of organization.

#### Historical Data

LA 32-04, eff. July 16, 2004.