

Cherokee Nation Code Annotated

Title 18: Corporations

Chapter 2: Cherokee Nation Limited Liability Company Act

Article 8: Conversion and Mergers

§ 250. Conversion of certain entities to a limited liability company

Cite as: 18 CNCA § 250

A. As used in this section, the term **"other entity"** means a corporation, statutory trust, business trust, real estate investment trust, common law trust, other unincorporated business or entity (including a partnership, whether general or limited), or foreign limited liability company.

B. Any other entity may convert to a domestic limited liability company by complying with subsection (H) of this section and filing with the Office of the Principal Chief in accordance with 18 CNCA § 217 articles of conversion to a limited liability company that have been executed in accordance with 18 CNCA § 216, to which shall be attached articles of organization that comply with 18 CNCA §§ 206 and 214 and have been executed by one or more authorized persons in accordance with 18 CNCA § 216.

C. The articles of conversion to a limited liability company shall state:

1. The date on which the other entity was first formed;
2. The name of the other entity immediately prior to the filing of the articles of conversion to limited liability company; and
3. The name of the limited liability company as set forth in its articles of organization filed in accordance with subsection (B) of this section.

D. Upon the filing in the Office of the Principal Chief of the articles of conversion to a limited liability company and the articles of organization, the other entity shall be converted into a domestic limited liability company and the limited liability company shall thereafter be subject to all of the provisions of this Act, except that notwithstanding 18 CNCA § 213, the existence of the limited liability company shall be deemed to have commenced on the date the other entity was formed.

E. The conversion of any other entity into a domestic limited liability company shall not be deemed to affect any obligations or liabilities of the other entity incurred prior to its conversion to a domestic limited liability company or the personal liability of any person incurred prior to such conversion.

F. When any conversion shall have become effective under this section, for all purposes of the laws of the Cherokee Nation, all of the rights, privileges and powers of the other entity that has converted, and all property, real, personal and mixed, and all debts due to such other entity, as well as all other things and causes of action belonging to such other entity, shall be vested in the domestic limited liability company and shall thereafter be the property of the domestic limited liability company as they were of the other entity that has converted, and the title to any real property vested by deed or otherwise in such other entity shall not revert or be in any way impaired by reason of this Act, but all rights of creditors and all liens upon any property of such other entity shall be preserved unimpaired, and all debts, liabilities and duties of the other entity that has converted shall thenceforth attach to the domestic limited liability company and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it.

G. Unless otherwise agreed or otherwise provided by any laws of the Cherokee Nation applicable to the converting other entity, the converting other entity shall not be required to wind up its affairs or pay its liabilities and distribute its assets, and the conversion shall not be deemed to constitute a dissolution of such other entity and shall constitute a continuation of the existence of the converting other entity in the form of a domestic limited liability company. When an other entity has been converted to a limited liability company pursuant to this section, the limited liability company shall, for all purposes of the laws of the Cherokee Nation, be deemed to be the same entity as the converting other entity.

H. Prior to filing the articles of conversion of an other entity to a limited liability company with the Office of the Principal Chief, the conversion shall be approved in the manner provided for by the document, instrument, agreement or other writing, as the case may be, governing the internal affairs of the other entity and the conduct of its business or by applicable law, as appropriate, and an operating agreement shall be approved by the same authorization required to approve the conversion.

I. The converting other entity should give written notice of the conversion to the jurisdiction in which the converting other entity was formed, provided, however, the failure to give such written notice shall not affect the other entity's conversion into a domestic limited liability company.

Historical Data

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