

INFORMATION AND INSTRUCTIONS

Submit to:

**Waganakising Odawak Department of Commerce
7500 Odawa Circle
Harbor Springs, MI 49740**

Filing of Articles of Incorporation.

The Articles must be signed by one person who will be a member. Print the name of person signing beneath their signature and indicate the date signed.

Duplicate originals of the articles of incorporation shall be delivered to the Director of Commerce. If the Director of Commerce finds that the articles of incorporation conform to this Code, he/she shall, when all the fees have been paid in accordance with this Code:

- (a) Endorse on each of such originals the word "Filed" and the effective date of the filing thereof.
- (b) File one of such originals.
- (c) Issue a certificate of incorporation to which the other original shall be affixed.

The certificate of incorporation together with the original articles of incorporation affixed thereto shall be returned to the incorporators or their representatives.

Upon the filing of the articles of incorporation, the corporate existence shall begin, and the certificate of incorporation shall be conclusive evidence that all conditions precedent required to be performed by the incorporators have been complied with and that the corporation has been incorporated under this Code, except as against the Tribe in a proceeding to cancel or revoke the certificate of incorporation or for involuntary dissolution of the corporation.

Articles of incorporation shall include the following minimum Articles:

Article I - The name of a domestic corporation is required to contain one of the following words or abbreviations: "Incorporated," "Inc." Corporation, "Corp," or any other name that indicates the status of incorporation and is approved by the Department of Commerce.

Article II - Duration of the organization.

Article III - It is sufficient to state substantially, alone or with specifically enumerated purposes, that the corporation is formed to engage in any activity within the purposes for which a corporation may be formed under the Act.

Article IV - The aggregate number of shares that the corporation shall have authority to issue, and if such shares are divided into classes, the number of shares in each class.

1. If the shares are divided into classes, the designation of each class and a statement to the preference, limitation and relative rights in respect of the shares of each class.
2. If the corporation is to issue the shares of any preferred or special class in series, then the designation of each series and a statement of the variations in the relative rights and preferences as between series insofar as the same are fixed in the articles of incorporation, and a statement of any authority to be vested in the board of directors to establish series and fix and determine the variations in the relative rights and preferences as between series.

Article V - Any provision limiting or denying to shareholders the preemptive right to acquire additional shares of the corporation.

Article VI - The name and address of its initial registered agent and the address of its principal office and mailing address if different.

Article VII - A description of any election to operate without a board of directors under Section 3.122 of this Code.

Article VIII - The number of directors constituting the initial board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify; provided, however, that if all persons who have agreed to purchase shares shall enter into a written agreement under Section 3.122 of this Code to operate the corporation without a board of directors, that fact shall be recited in the articles of incorporation and the names and addresses of the persons who are to be voting shareholders shall be listed instead.

Article IX - The name and address of each incorporator.

Article X - One or more of the restrictions on the transfer of shares described in Section 3.101 of this Code and all other restrictions on the transfer of shares.

Article XI - The following notice, conspicuously displayed:

THIS IS A CLOSE CORPORATION FORMED PURSUANT TO THE LTBB ODAWA TRIBAL COMPREHENSIVE BUSINESS CODES, TITLE XX. THE RIGHTS OF SHAREHOLDERS IN THIS CORPORATION MAY DIFFER MATERIALLY FROM THE RIGHTS OF SHAREHOLDERS IN OTHER CORPORATIONS. COPIES OF DOCUMENTS WHICH RESTRICT TRANSFERS AND AFFECT VOTING AND OTHER RIGHTS MAY BE OBTAINED BY A SHAREHOLDER ON WRITTEN REQUEST TO THE CORPORATION.

In addition to the provisions required under this section, the articles of incorporation may also contain provisions not inconsistent with Tribal law regarding:

- (1) The direction of the management of the business and the regulation of the affairs of the corporation;
 - (2) The definition, limitation, and regulation of the powers of the corporation, the directors, and the shareholders, or any class of the shareholders;
 - (3) The par value of any authorized shares of class of shares; and
 - (4) Any other provision that this Code requires or permits to be set forth in the corporation's bylaws.
- (c) It shall not be necessary to set forth in the articles of incorporation any of the corporate powers enumerated in this Code.