



## ORDINANCE NO. 17-03

**AN ORDINANCE OF THE BUSINESS COUNCIL OF THE BLUE LAKE RANCHERIA AMENDING ORDINANCE NO. 06-02, ADOPTED BY THE BUSINESS COUNCIL ON DECEMBER 11, 2006, AUTHORIZING BUSINESS ENTITIES WHOLLY OWNED BY THE TRIBE TO CONVERT TO ANOTHER FORM OF BUSINESS ENTITY, INCLUDING A DIVISION OF THE BLUE LAKE RANCHERIA ECONOMIC DEVELOPMENT CORPORATION, A FEDERALLY CHARTERED CORPORATION OF THE TRIBE**

The Business Council of the Blue Lake Rancheria hereby ordains as follows.

Article 3, entitled: Conversions, in Title 1, Chapter 1 of the Blue Lake Rancheria Tribal Code is hereby amended to read as follows:

### **Article 3**

### **Chapter 1**

### **CONVERSIONS**

**§ 2.1.3. 01. Conversion of a business or business entity wholly owned by the Tribe into another form of business entity authorized under Tribal Law, including a division of Blue Lake Rancheria Economic Development Corporation.**

Any business entity wholly owned by the Tribe, whether a business owned by the Tribe doing business under a fictitious name, an unincorporated government instrumentality, a business division or political subdivision, a corporation, a limited liability company, partnership, limited partnership or trust (collectively "entity form"), may be converted into any other form of business entity authorized by Tribal Law, including a division of the Blue Lake Rancheria Economic Development Corporation ("BLREDC"), as authorized by Article VIII, Section E of the Federal Charter issued on December 29, 2004, for BLREDC by the Secretary of the United States Department of Interior pursuant to 25 U.S.C. §477.

**§ 2.1.3.02. Approval of plan of conversion**

(a) The governing body of the tribally owned business or business entity (“converting entity”) which desires to convert to another form of business entity (“converted entity”) shall, in accordance with the governing documents of the converting entity, approve a plan of conversion which contains the following:

(1) The name of the converting entity.

(2) The name and entity form of the converted entity, which may be the same as the name of the converting entity with any additional designation added to the name as required for the entity form of the converted entity.

(3) The dates any documents required to create the converted entity are adopted or filed, as required by Tribal Law, and the dates of adoption and filing.

**§ 2.1.3.03. Certificate or statement of conversion**

(a) Upon conversion, the approved certificate of conversion shall be filed with the Secretary of the Tribe.

(b) Any certificate of conversion shall be executed and acknowledged by an officer authorized by resolution of the converting entity’s governing body, and shall set forth all of the following:

(1) The name of the converting entity.

(2) A statement that the principal terms of the plan of conversion were approved by the governing body of the converting entity in accordance with that entity’s governing documents.

(3) The name of the converted entity.

(c) The filing with the Secretary of the Tribe of a certificate of conversion shall have the effect of converting the entity into the newly created business entity for all purposes.

**§ 2.1.3.04. Rights and liabilities**

(a) Upon a conversion taking effect, all of the following apply:

(1) All the rights and property, whether real, personal, or mixed, of the converting entity are vested in the converted entity and shall be held separate and apart from the Tribe or the converting entity, and, if converted into a division of BLREDC, from all other rights and property of the BLREDC.

(2) All debts, liabilities, and obligations of the converting entity in existence on the date of conversion continue as debts, liabilities, and obligations of the converted entity.

(3) All employees of the converting entity shall remain the employees of the converted entity.

(4) All authorizations, identification numbers, and accounts held by the converting entity shall remain in full force and effect for the benefit of the converted entity to the extent authorized or permitted by law.

(5) All rights of creditors existing on the date of conversion and liens in effect on the date of conversion upon the property of the converting entity shall be preserved unimpaired and remain enforceable against the converted entity to the same extent as against the converting entity as if the conversion had not occurred.

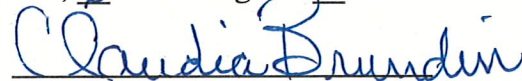
(6) Any action or proceeding pending by or against the converting entity on the date of conversion may be continued against the converted entity as if the conversion had not occurred.

(b) Except as expressly stated above, if converted into a division of BLREDC, the division will operate as a division of BLREDC in accordance with the BLREDC Corporate Charter and the BLREDC Bylaws and the division shall have the status of a federally chartered corporation for all purposes.


### CERTIFICATION

We, the undersigned Chairpersons and Secretary of the Business Council of the Blue Lake Rancheria hereby certify that the foregoing Ordinance was adopted at a duly called meeting of the Blue Lake Rancheria Business Council with a quorum present on June 30, 2017, by a vote of 3 for, 0 against, 0 abstaining and 2 absent.

Dated: 06/30/17

  
\_\_\_\_\_  
Claudia Brundin, Chairperson

Dated: 06/30/17

  
\_\_\_\_\_  
Emily Stokes, Secretary