

CHAPTER 13-FOREIGN CORPORATIONS

1301. AUTHORIZATION OF FOREIGN CORPORATIONS

(a) A foreign corporation shall not do business within the territorial jurisdiction of the Nation until it has been authorized to do so as provided in this chapter. A foreign corporation may be authorized to do within the territorial jurisdiction of the Nation any business which may be done lawfully within the territorial jurisdiction of the Nation by a domestic corporation, to the extent that it is authorized to do such business in the jurisdiction of its incorporation, but no other business.

(b) Without excluding other activities which may not constitute doing business within the territorial jurisdiction of the Nation, a foreign corporation shall not be considered to be doing business within the territorial jurisdiction of the Nation, for the purposes of this chapter, by reason of carrying on within the territorial jurisdiction of the Nation any one or more of the following activities:

- (1) Maintaining or defending any action or proceeding, whether judicial, administrative, arbitratve or otherwise, or effecting settlement thereof or the settlement of claims or disputes.
- (2) Holding meetings of its directors or its shareholders.
- (3) Maintaining bank accounts.
- (4) Maintaining offices or agencies only for the transfer, exchange and registration of its securities, or appointing and maintaining trustees or depositaries with relation to its securities.

(c) The specification in paragraph (b) does not establish a standard for activities which may subject a foreign corporation to service of process under this chapter or any other statute of the Nation.

(d) A foreign corporation whose corporate name is not acceptable for authorization pursuant to section 301 and 302 of this chapter, may submit in its application for authority pursuant to section 1304 of this chapter, a fictitious name under which it shall do business in the Nation. A fictitious name submitted pursuant to this section shall be subject to the provisions of subparagraphs (2) through (9) of paragraph (a) of section 301 and 302 of this chapter. A foreign corporation authorized to do business within the territorial jurisdiction of the Nation under a fictitious name pursuant to this section, shall use such fictitious name in all of its dealings with the Nation Clerk and in the conduct of its business within the territorial jurisdiction of the Nation.

1302. APPLICATION TO EXISTING AUTHORIZED FOREIGN CORPORATIONS

Every foreign corporation which on the effective date of this chapter is authorized to do business within the territorial jurisdiction of the Nation under a certificate of authority heretofore issued to it by the Nation Clerk shall continue to have such authority. Such foreign corporation, its shareholders, directors and officers shall have the same rights, franchises and privileges and shall be subject to the same limitations, restrictions, liabilities and penalties as a foreign corporation authorized under this chapter, its shareholders, directors and officers respectively. Reference in this chapter to an application for authority shall, unless the context otherwise requires, include the statement and designation and any amendment thereof required to be filed by the Nation Clerk under prior statutes to obtain a certificate of authority.

1303. VIOLATIONS

The Nation Prosecutor may bring an action to restrain a foreign corporation from doing within the territorial jurisdiction of the Nation without authority any business for the doing of which it is required to be authorized within the territorial jurisdiction of the Nation, or from doing within the territorial jurisdiction of the Nation any business not set forth in its application for authority or certificate of amendment filed by the Nation Clerk. The Nation Prosecutor may bring an action or special proceeding to annul the authority of a foreign corporation doing within the territorial jurisdiction of the Nation any business not set forth in its application for authority or certificate of amendment or the authority of which was obtained through fraudulent misrepresentation or concealment of a material fact or to enjoin or annul the authority of any foreign corporation which within the territorial jurisdiction of the Nation contrary to law has done or omitted any act which if done by a domestic corporation would be a cause for its dissolution under section 1101 (Nation Prosecutor action for judicial dissolution) or to annul the authority of a foreign corporation that has been dissolved or had its authority or existence otherwise terminated or cancelled in the jurisdiction of its incorporation. The Nation Prosecutor shall deliver a certified copy of the order of annulment to the secretary of state. Upon the filing thereof by the Nation Clerk the authority of the foreign corporation to do business within the territorial jurisdiction of the Nation shall be annulled. The Nation Clerk shall continue as agent of the foreign corporation upon whom process against it may be served in any action or special proceeding based upon any liability or obligation incurred by the foreign corporation within the territorial jurisdiction of the Nation prior to the filing of the certified copy of the order of annulment by the Nation Clerk.

1304. APPLICATION FOR AUTHORITY; CONTENTS

(a) A foreign corporation may apply for authority to do business within the territorial jurisdiction of the Nation. An application, entitled "Application for authority of (name of corporation) under section 1304 of the Business Corporation Code", shall be signed and verified by an officer of or attorney-in-fact for the corporation and delivered to the Nation Clerk. It shall set forth:

- (1) The name of the foreign corporation.

- (2) The fictitious name the corporation agrees to use within the territorial jurisdiction of the Nation pursuant to section 1301 of this chapter, if applicable.
- (3) The jurisdiction and date of its incorporation.
- (4) The purpose or purposes for which it is formed, it being sufficient to state, either alone or with other purposes, that the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under this chapter, provided that it also state that it is not formed to engage in any act or activity requiring the consent or approval of the Nation, department, board, agency or other body without such consent or approval first being obtained. By such statement all lawful acts and activities shall be within the purposes of the corporation, except for express limitations therein or in this chapter, if any.
- (5) The address of its office.
- (6) A designation of the Nation Clerk as its agent upon whom process against it may be served and the post office address to which the Nation Clerk shall mail a copy of any process against it served upon him.
- (7) If it is to have a registered agent, his name and address within the Nation and a statement that the registered agent is to be its agent upon whom process against it may be served.
- (8) A statement that the foreign corporation has not since its incorporation or since the date its authority to do business within the territorial jurisdiction of the Nation was last surrendered, engaged in any activity within the territorial jurisdiction of the Nation, except as set forth in paragraph (b) of section 1301 (Authorization of foreign corporations), or in lieu thereof the consent of the Nation to the filing of the application, which consent shall be attached thereto.

(b) Attached to the application for authority shall be a certificate by an authorized officer of the jurisdiction of its incorporation that the foreign corporation is an existing corporation. If such certificate is in a foreign language, a translation thereof under oath of the translator shall be attached thereto.

1305. APPLICATION FOR AUTHORITY; EFFECT

Upon filing by the Nation Clerk of the application for authority the foreign corporation shall be authorized to do within the territorial jurisdiction of the Nation any business set forth in the application. Such authority shall continue so long as it retains its authority to do such business within the territorial jurisdiction of the Nation has not been surrendered, suspended or annulled in accordance with law.

1306. POWERS OF AUTHORIZED FOREIGN CORPORATIONS

An authorized foreign corporation shall have such powers as are permitted by the laws of the jurisdiction of its incorporation but no greater powers than that of a domestic corporation formed for the business set forth in the application for authority.

1307. TENURE OF REAL PROPERTY

A foreign corporation may acquire and hold real property in the Nation in furtherance of its corporate purposes and may convey the same by deed or otherwise in the same manner as a domestic corporation.

1308. AMENDMENTS OR CHANGES

(a) An authorized foreign corporation may amend or change its application for authority from time to time in any and as many of the following respects as may be desired if the amendments contain only such provisions as might be lawfully contained in an application for authority at the time of making such amendment:

- (1) To change its corporate name if such change has been effected under the laws of the jurisdiction of its incorporation.
- (2) To change its fictitious name filed pursuant to paragraph (d) of section 1301 of this chapter, to another fictitious name, if its true corporate name is not available for use within the territorial jurisdiction of the Nation.
- (3) To delete its fictitious name filed pursuant to paragraph (d) of section 1301 of this chapter, if its true corporate name is now available for use in the Nation.
- (4) To adopt a fictitious name when the corporate name is changed and is not available in the Nation.
- (5) To enlarge, limit or otherwise change the business which it proposes to do in the Nation.
- (6) To change the location of its office in the Nation.
- (7) To specify or change the post office address to which the Nation Clerk shall mail a copy of any process against it served upon him.
- (8) To make, revoke or change the designation of a registered agent or to specify or change his address.
- (9) To change the jurisdiction of its incorporation if such change has been effected under laws permitting such a change to occur.

1309. CERTIFICATE OF AMENDMENT; CONTENTS, EFFECT

(a) to accomplish such amendment a certificate, entitled "Certificate of amendment of application for authority of (name of corporation) under section 1309 of the Business Corporation Code", shall be signed and verified by an officer of or attorney-in-fact for the foreign corporation and delivered to the Nation Clerk. It shall set forth:

- (1) The name of the foreign corporation as it appears on the index of names of existing domestic and authorized foreign corporations of any type or kind in the Nation Clerk, division of corporations and the fictitious name the corporation has agreed to use in the Nation pursuant to paragraph (d) of section 1301 of this chapter.
 - (2) The jurisdiction of its incorporation. If the jurisdiction of its incorporation has been changed, a statement that the change of jurisdiction has been effected under laws permitting such a change to occur, citing such laws, and including the date the change in jurisdiction was so effected; and a statement that annexed to this certificate of amendment of application for authority is the certificate required by paragraph (b) of this section.
 - (3) The date it was authorized to do business in the Nation.
 - (4) Each amendment effected thereby.
 - (5) If the true corporate name of the foreign corporation is to be changed, a statement that the change of name has been effected under the laws of the jurisdiction of its incorporation and the date the change was so effected.
 - (6) If the business it proposes to do in the Nation is to be enlarged, limited or otherwise changed, a statement that it is authorized to do in the jurisdiction of its incorporation the business which it proposes to do in the Nation.
- (b) If the jurisdiction of its incorporation has been changed, annexed to the certificate of amendment of application for authority shall be a certificate by an authorized officer of the new jurisdiction of its incorporation that such foreign corporation is an existing corporation domiciled in that jurisdiction. If the annexed certificate by an authorized officer is not in the Oneida or English language, there shall be attached thereto a translation thereof in the Oneida or English language under oath of the translator.
- (c) If an authorized foreign corporation has changed its name in the jurisdiction of its incorporation, or has changed its jurisdiction of incorporation, it shall deliver to the secretary of state within twenty days after the change became effective in that jurisdiction a certificate of amendment under paragraph (a) of this section. Upon its failure to deliver such certificate, its authority to do business within the territorial jurisdiction of the Nation shall upon the expiration of said twenty days be

suspended. The filing by the Nation Clerk of a certificate of amendment changing the corporate name or jurisdiction of incorporation within one hundred twenty days after the effective date of the change of name in the jurisdiction of its incorporation or of the change of jurisdiction of its incorporation effected under laws permitting such a change to occur shall annul the suspension and its authority to do business within the territorial jurisdiction of the Nation shall be restored and continue as if no suspension had occurred. The Nation Clerk shall continue as agent of the foreign corporation upon whom process against the foreign corporation may be served in the manner set forth in paragraph (b) of section 306 (Service of process), in any action or special proceeding based upon any liability or obligation incurred by it within the territorial jurisdiction of the Nation before the filing of the certificate of amendment changing the corporate name or changing the jurisdiction of incorporation.

1309-A. CERTIFICATE OF CHANGE; CONTENTS

(a) In lieu of a certificate of amendment, an authorized foreign corporation, upon compliance with this section, may make any or all of the following changes in its application for authority:

- (1) To change the location of its office in the Nation.
- (2) To specify or change the post office address to which the Nation Clerk shall mail a copy of any process against it served upon him.
- (3) To make, revoke or change the designation of a registered agent or specify or change his address.

(b) To accomplish such change, a certificate entitled "Certificate of change of application for authority of (name of corporation) under section 1309-A of the Business Corporation Code" shall be signed and verified by an officer or attorney-in-fact for the foreign corporation and delivered to the Nation Clerk.

It shall set forth:

- (1) The name of the foreign corporation as it appears on the index of names of existing domestic and authorized foreign corporations of any type or kind in the Nation Clerk, division of corporations and the fictitious name the corporation has agreed to use within the territorial jurisdiction of the Nation pursuant to paragraph (d) of section 1301 of this chapter.
- (2) The jurisdiction of its incorporation.
- (3) The date it was authorized to do business in the Nation.
- (4) Each change effected thereby.

(c) A certificate of change of application for authority which changes only the post address to which the Nation Clerk shall mail a copy of any process against an authorized foreign corporation served upon him or which changes the address of its registered agent, provided such address is the address of a person, partnership or other corporation whose address, as agent, is the address to be changed or who has been designated as registered agent for such authorized foreign corporation, may be signed, verified and delivered to the Nation Clerk by such agent. The certificate of change of application for authority shall set forth the statements required under subparagraphs (a)(1), (2), (3) and (4) of this section; that a notice of the proposed change was mailed by the party signing the certificate to the authorized foreign corporation not less than thirty days prior to the date of delivery to the secretary and that such corporation has not objected thereto; and that the party signing the certificate is the agent of such foreign corporation to whose address the Nation Clerk is required to mail copies of process or the registered agent, if such be the case. A certificate signed, verified and delivered under this paragraph shall not be deemed to effect a changed of location of the office of the corporation in whose behalf such certificate is filed.

1310. SURRENDER OF AUTHORITY

(a) An authorized foreign corporation may surrender its authority. A certificate, entitled "Certificate of surrender of authority of (name of corporation) under section 1310 of the Business Corporation Code", shall be signed, verified by an officer of or attorney-in-fact for the foreign corporation or by a trustee, receiver or other liquidator of such corporation, and delivered to the Nation Clerk. It shall set forth:

- (1) The name of the foreign corporation as it appears on the index of names of existing domestic and authorized foreign corporations of any type or kind in the Nation Clerk, division of corporations or, the fictitious name the corporation has agreed to use in the Nation pursuant to paragraph (d) of section 1301 of this chapter.
- (2) The jurisdiction of its incorporation.
- (3) The date it was authorized to do business in the Nation.
- (4) That it surrenders its authority to do business within the territorial jurisdiction of the Nation.
- (5) That it revokes the authority of its registered agent, if any, previously designated and consents that process against it in any action or special proceeding based upon any liability or obligation incurred by it within the Nation before the filing of the certificate of surrender may be served on the Nation Clerk after the filing thereof in the manner set forth in paragraph (b) of section 306 (Service of process).
- (6) A post office address within or without the Nation to which the Nation Clerk shall mail a copy of any process against it served upon him.

(b) The Nation Clerk shall not file such certificate unless the consent of the Oneida Indian Nation to the surrender of authority is attached thereto.

(c) The authority of the foreign corporation to do business in the Nation shall terminate on the filing by the Nation Clerk of the certificate of surrender of authority.

(d) The post office specified under subparagraph (a)(6) may be changed. A certificate, entitled "Certificate of amendment of certificate of surrender of authority of(name of corporation) under section 1310 of the Business Corporation Code", shall be signed, verified as provided in paragraph (a) and delivered to the Nation Clerk. It shall set forth:

(1) The name of the foreign corporation.

(2) The jurisdiction of its incorporation.

(3) The date its certificate of surrender of authority was filed by the Nation Clerk.

(4) The changed post offices address to which the Nation Clerk shall mail a copy of any process against it served upon him.

1311. TERMINATION OF EXISTENCE

When an authorized foreign corporation is dissolved or its authority or existence is otherwise terminated or cancelled in the jurisdiction of its incorporation or when such foreign corporations is merged into or consolidated with another foreign corporation, a certificate of the Nation Clerk, or official performing the equivalent function as to corporate records, of the jurisdiction of incorporation if such foreign corporation attesting to the occurrence of any such event or a certified copy of an order or decree of a court of such jurisdiction directing the dissolution of such foreign corporation, the termination of its existence or the cancellation of its authority shall be delivered to the Nation Clerk. The filing of the certificate, order or decree shall have the same effect as the filing of a certificate of surrender of authority under section 1310 (Surrender of authority). The Nation Clerk shall continue as agent of the foreign corporation upon whom process against it may be served in the manner set forth in paragraph (b) of section 306 (Service of process), in any action or special proceeding based upon any liability or obligation incurred by the foreign corporation within the territorial jurisdiction of the Nation prior to the filing of such certificate, order of decree and he shall promptly cause a copy of any such process to be mailed by registered mail, return receipt requested, to such foreign corporation at the post office address on file in his office specified for such purpose. The post office address may be changed by signing, verifying and delivering to the Nation Clerk a certificate of change setting forth the statements required under section 1309-A (Certificate of change; contents) to effect a change in the post office address under subparagraph (a)(4) of section 1308 (Amendments or changes).

1312. ACTIONS OR SPECIAL PROCEEDINGS BY UNAUTHORIZED FOREIGN CORPORATIONS

(a) A foreign corporation doing business within the territorial jurisdiction of the Nation without authority shall not maintain any action or special proceeding in the Nation unless and until such corporation has been authorized to do business in the Nation and it has paid to the Nation all fees and taxes imposed under the law, as well as penalties and interest charges related thereto, accrued against the corporation. This prohibition shall apply to any successor in interest of such foreign corporation.

(b) The failure of a foreign corporation to obtain authority to do business in the Nation shall not impair the validity of any contract or act of the foreign corporation or the right of any other party to the contract to maintain any action or special proceeding thereon, and shall not prevent the foreign corporation from defending any action or special proceeding in the Nation.

1313. ACTIONS OR SPECIAL PROCEEDING BY FOREIGN CORPORATIONS

An action or special proceeding may be maintained by a foreign corporation, in like manner and subject to the same limitations, as an action or special proceeding brought by a domestic corporation, except as otherwise prescribed by statute.

1314. ACTIONS OR SPECIAL PROCEEDINGS AGAINST FOREIGN CORPORATIONS

(a) An action or special proceeding against a foreign corporation may be maintained by a resident of the Nation or by a domestic corporation of any type or kind for any cause of action.

(b) Except as otherwise provided in this article, an action or special proceeding against a foreign corporation may be maintained by another foreign corporation of any type or kind or by a non-resident in the following cases only:

- (1) Where it is brought to recover damages for the breach of a contract made or to be performed within the territorial jurisdiction of the Nation, or relating to property situated within territorial jurisdiction of the Nation at the time of the making of the contract.
- (2) Where the subject matter of the litigation is situated within the territorial jurisdiction of the Nation.
- (3) Where the cause of action arose within the Nation, except where the object of the action or special proceeding is to affect the title of real property situated outside the territorial jurisdiction of the Nation.
- (4) Where, in any case not included in the preceding subparagraphs, a non-domiciliary would be subject to the personal jurisdiction of the Nation court under section 302 of the civil practice law and rules.

- (5) Where the defendant is a foreign corporation doing business or authorized to do business in the Nation.

1315. RECORD OF SHAREHOLDERS

(a) Any resident of the Nation who shall have been a shareholder of record, for at least six months immediately preceding his demand, of a foreign corporation doing business within the territorial jurisdiction of the Nation, or any resident of the Nation holding, or thereunto authorized in writing by the holders of, at least five percent of any class of the outstanding shares, upon at least five days' written demand may require such foreign corporation to produce a record of its shareholders setting forth the names and addresses of all shareholders, the number and class of shares held by each and the dates when they respectively became the owners of record thereof and shall have the right to examine in person or by agent or attorney at the office of the foreign corporation in the Nation or at the office of its transfer agent or registrar in the Nation in which the foreign corporation is doing business as may be designated by the foreign corporation, during the usual business hours, the record of shareholders or an exact copy thereof certified as correct by the corporate officer or agent responsible for keeping or producing such record and to make extracts therefrom. Resident holders of voting trust certificates representing shares of the foreign corporation shall for the purpose of this section be regarded as shareholders.

(b) An examination authorized by paragraph (a) may be denied to such shareholder or other person upon his refusal to furnish to the foreign corporation or its transfer agent or registrar an affidavit that such inspection is not desired for a purpose which is in the interest of a business or object other than the business of the foreign corporation and that such shareholder or other person has not within five years sold or offered for sale any list of shareholders of any corporation of any type or kind, whether or not formed under the laws of the Nation, or aided or abetted any person in procuring any such record of shareholders for any such purpose.

(c) Upon refusal by the foreign corporation or by an officer or agent of the foreign corporation to produce for examination or to permit an examination of the record of shareholders as herein provided, the person making the demand for production and examination may apply to the Oneida Indian Nation upon such notice as the court may direct, for an order directing the foreign corporation, its officer or agent, to show cause why an order should not be granted directing such production and permitting such examination by the applicant. Upon the return day of the order to show cause, the court shall hear the parties summarily, by affidavit or otherwise, and if it appears that the applicant is qualified and entitled to such examination, the court shall grant an order compelling such production for examination and awarding such further relief as to the court may seem just and proper.

(d) Nothing herein contained shall impair the court to compel the production for examination of the books of a foreign corporation. The record of shareholders specified in paragraph (a) shall be prima facie evidence of the facts therein stated in favor of the plaintiff in any action or special proceeding against such foreign corporation or any of its officer, directors or shareholders.

1316. VOTING TRUST RECORDS

(a) A voting trustee, appointed under a voting trust agreement to vote the shares of a foreign corporation doing business in the Nation, who either has an office in the Nation or has designated a transfer agent within the Nation, shall produce for examination and permit to be examined in the Nation, at the office of the foreign corporation or at his office or at the office of such transfer agent, a record of voting trust certificate holders setting forth their names, alphabetically arranged, and addresses, the number and class of shares represented by the certificates held by them respectively and the dates when they respectively became the owners thereof, upon the written demand of any resident of the Nation who shall have been a voting trust certificate holder or a shareholder of the foreign corporation for at least six months immediately preceding his demand, or of any resident of this state holding, or thereunto authorized in writing by the holders of, at least five percent of any class of the outstanding shares of such foreign corporation, either directly or as holders of voting trust certificates for such shares, subject to the same terms and conditions set forth with respect to the right of examination of the record of shareholders of the foreign corporation in section 1315 (Record of shareholders).

(b) The voting trustee shall deposit an exact copy of the voting trust agreement with the foreign corporation at its office in the Nation or at the office of the transfer agent in the Nation.

(c) The copy of the voting trust agreement shall be subject to the same right of examination by voting trust certificate holders and by shareholders of the foreign corporation as is the record of shareholders of a corporation under section 624 (Books and records; right of inspection, prima facie evidence).

(d) Upon refusal by a voting trustee or his transfer agent to produce for examination or to permit an examination of the record of voting trust certificate holders or of such copy of the voting trust agreement as herein provided, the person making the demand may apply to the Nation court, upon such notice as the court may direct, for an order directing the voting trustee or his transfer agent to show cause why an order should not be granted directing such production and permitting such examination. Upon the return day of the order to show cause, the court shall hear the parties summarily, by affidavit or otherwise, and if it appears that the applicant is entitled to such examination, the court shall grant an order compelling such production for examination and awarding such further relief as to the court may seem just and proper.

(e) Where the voting trust agreement shall vest in the voting trustee the right to vote the shares of a foreign corporation which has an office in the Nation for the doing of business where the principal business operation of which is conducted within the Nation or the greater part of its property is located within the Nation, and the voting trust agreement is an express trust created under the laws of the Nation, Oneida Nation Court upon the petition of a voting trust certificate holder, may exercise such power over the trustee named therein.

1317. LIABILITIES OF DIRECTORS AND OFFICERS OF FOREIGN CORPORATIONS

(a) Except as otherwise provided in this chapter, the directors and officers of a foreign corporation doing business within the territorial jurisdiction of the Nation are subject, to the same extent as directors and officers of a domestic corporation, to the provisions of:

- (1) Section 719 (Liability of directors in certain cases) except subparagraph (a)(3) thereof, and
- (2) Section 720 (Action against directors and officers for misconduct.)

(b) Any liability imposed by paragraph (a) may be enforced in, and such relief granted by, the Nation court, in the same manner as in the case of a domestic corporation.

1318. LIABILITY OF FOREIGN CORPORATIONS FOR FAILURE TO DISCLOSE REQUIRED INFORMATION

(a) A foreign corporation doing business in the Nation shall, in the same manner as a domestic corporation, disclose to its shareholders of record who are residents of the Nation the information required under paragraph (c) of section 510 (Dividends or other distributions in cash or property), paragraphs (f) and (g) of section 511 (Share distributions and changes), paragraph (d) of section 515 (Reacquired shares), paragraph (c) of section 516 (Reduction of stated capital in certain cases), subparagraph (a)(4) of section 517 (Special provisions relative to surplus and reserves) or paragraph (f) of section 519 (Convertible shares and bonds), and shall be liable as provided in section 520 (Liability for failure to disclose required information) for failure to comply in good faith with these requirements.

(b) For the purposes of this section, an authorized foreign corporation may by board action determine the amount of its earned surplus before the declaration of its first dividend after either (1) the effective date of this chapter or (2) the date of filing of its application for authority under this chapter, whichever is later; and such determination if made in good faith shall be conclusive. Thereafter such foreign corporation may determine the amount or availability of its earned surplus in the same manner as a domestic corporation.

1319. APPLICABILITY OF OTHER PROVISIONS

(a) In application to 1 (Short title; definitions; application; certificates; miscellaneous) and 3 (Corporate name and service of process) and the other sections of Chapter 13, the following provisions, to the extent provided therein, shall apply to a foreign corporation doing business within the territorial jurisdiction of the Nation, its directors, officers and shareholders:

- (1) Section 623 (Procedure to enforce shareholder's right to receive payment for shares).
- (2) Section 626 (Shareholders' derivative action brought in the right of the corporation to

procure a judgment in its favor).

- (3) Section 627 (Security for expenses in shareholders' derivative action brought in the right of the corporation to procure a judgment in its favor).
- (4) Section 721 (Exclusivity of statutory provisions for indemnification of directors and officers) through 727 (Insurance for indemnification of directors and officers), inclusive.
- (5) Section 808 (Reorganization under act of congress).
- (6) Section 907 (Merger or consolidation of domestic and foreign corporations).

1320. EXEMPTION FROM CERTAIN PROVISIONS

(a) Notwithstanding any other provision of this chapter, a foreign corporation doing business within the territorial jurisdiction of the Nation which is authorized under this chapter, its directors, officers and shareholders, shall be exempt from the provisions of paragraph (e) of section 1316 (Voting trust records), subparagraph (a)(1) of section 1317 (Liabilities of directors and officers of foreign corporations), section 1318 (Liability of foreign corporations for failure to disclose required information) and subparagraph (a)(4) of section 1319 (Applicability of other provisions) if when such provision would otherwise apply:

- (1) Shares of such corporation were listed on a national securities exchange, or
- (2) Less than one-half of the total of its business income for the preceding three fiscal years, or such portion thereof as the foreign corporation was in existence, was allocable to the Nation for franchise tax purposes under any tax law.