

CHAPTER 11-MISCELLANEOUS

1101. FEES

Except as otherwise provided, the Nation Clerk shall collect the following fees pursuant to this Code:

- (a) For the reservation of a limited liability company name pursuant to section two hundred five of this Code, twenty dollars.
- (b) For the change of address of the post office address to which the Nation Clerk shall mail a copy of any process against the limited liability company served upon him or her pursuant to section three hundred one of this Code, twenty dollars.
- (c) For the statement of address of the post office address to which the Nation Clerk shall mail a copy of any process against the limited liability company served upon him or her pursuant to section three hundred one of this Code, nine dollars.
- (d) For the change of address of a registered agent for service of process by such registered agent pursuant to section three hundred two of this Code, twenty dollars.
- (e) For the resignation of a registered agent for service of process pursuant to section three hundred two of this Code, twenty dollars.
- (f) For filing articles of organization pursuant to section two hundred nine of this Code, two hundred dollars.
- (g) For filing a certificate of amendment pursuant to section two hundred eleven of this Code, sixty dollars.
- (h) For filing articles of dissolution pursuant to section seven hundred five of this Code, sixty dollars.
- (i) For filing restated articles of organization pursuant to section two hundred fourteen of this Code, sixty dollars.
- (j) For filing, a judicial dissolution pursuant to section seven hundred two of this Code, sixty dollars.
- (k) For filing an application for authority pursuant to section eight hundred two of this Code, two hundred fifty dollars.
- (l) For filing an amendment to an application for authority pursuant to section eight hundred four of

this Code, sixty dollars.

- (m) For filing a certificate of surrender of authority pursuant to section eight hundred six of this Code, sixty dollars.
- (n) For filing a certificate of termination of existence pursuant to section eight hundred seven of this Code, sixty dollars.
- (o) For filing a certificate of merger or consolidation pursuant to section ten hundred three of this Code, sixty dollars.

1102. RECORDS

- (a) Each domestic limited liability company shall maintain the following records, which may, but need not, be maintained in the Nation:
 - (1) if the limited liability company is managed by a manager or managers, a current list of the full name set forth in alphabetical order and last known mailing address of each such manager;
 - (2) a current list of the full name set forth in alphabetical order and last known mailing address of each member together with the contribution and the share of profits and losses of each member or information from which such share can be readily derived;
 - (3) a copy of the articles of organization and all amendments thereto or restatements thereof, together with executed copies of any powers of attorney pursuant to which any certificate or amendment has been executed;
 - (4) a copy of the operating agreement, any amendments thereto and any amended and restated operating agreement; and
 - (5) a copy of the limited liability company's federal, state and local income tax or information returns and reports, if any, for the three most recent fiscal years.
- (b) Any member may, subject to reasonable standards as may be set forth in, or pursuant to, the operating agreement, inspect and copy at his or her own expense, for any purpose reasonably related to the member's interest as a member, the records referred to in subdivision (a) of this section, any financial statements maintained by the limited liability company for the three most recent fiscal years and other information regarding the affairs of the limited liability company as is just and reasonable.
- (c) If provided in the operating agreement, certain members or managers shall have the right to keep confidential from other members for such period of time as such certain members or the managers deem reasonable, any information which such certain members or the managers

reasonably believe to be in the nature of trade secrets or other information the disclosure of which such certain members or the managers in good faith believe is not in the best interest of the limited liability company or its business or which the limited liability company is required by law or by agreement with a third party to keep confidential.

- (d) A limited liability company may maintain its records in other than a written form if such form is capable of conversion into written form within reasonable time.

1103. TRANSACTIONS OF BUSINESS OUTSIDE THE NATION

- (a) It is the intention of the Oneida Indian Nation by the enactment of this Code that the legal existence of a limited liability company formed under this Code be recognized beyond the limits of the Nation and that, subject to any reasonable registration requirements, any such limited liability company transacting business outside the Nation shall be granted the protection of full faith and credit.
- (b) The provisions of this Code shall determine the rights and obligations of a domestic limited liability company, organized under this Code, in commerce with foreign nations and among the several states, except as prohibited by applicable law.

1104. LIMITED LIABILITY COMPANIES PROHIBITED FROM INTERPOSING DEFENSE OF USURY

- (a) No domestic or foreign limited liability company shall hereafter interpose the defense of usury in any action.
- (b) The provisions of subdivision (a) of this section shall not apply to a domestic foreign limited liability company, the principal asset of which is the ownership of a one or two family dwelling, where it appears either that such limited liability company was formed, or that the controlling interest therein was acquired, within a period of six months prior to the execution by such limited liability company of a bond or note evidencing indebtedness, and a mortgage creating a lien for such indebtedness on such one or two family dwelling.

Any provision of any contract, or any separate written instrument executed prior to, simultaneously with or within sixty days after the delivery of any moneys to any borrower in connection with such indebtedness, whereby the defense of usury is waived or any such limited liability company estopped from asserting it, is hereby declared to be contrary to public policy and absolutely void.

- (c) The provisions of subdivision (a) of this section shall not apply to any action in which a limited liability company interposes a defense of criminal usury as described in the penal Code.