



National Association of Judiciary Interpreters & Translators
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Atlanta, GA 30319
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NAJIT Board of Directors

Resolution to Move the State of Incorporation from New York to Delaware

Whereas, the National Association of Judiciary Interpreters and Translators (NAJIT) is currently incorporated under the laws of the State of New York and subject to the New York Not-for-Profit Corporation Law (“N-PCL”);

Whereas, N-PCL §603 requires that a meeting of the members shall be held annually for the election of directors, and that meetings of members may be held at such place, within or without the State of New York, as may be fixed by or under the bylaws or, if not so fixed, at the office of the corporation in this state;

Whereas, in light of the COVID-19 pandemic, N-PCL §603 is amended (per 2019 New York Senate Bill No. 8412) to permit meetings of members be held partially or solely by means of electronic communication until December 31, 2021;

Whereas, the NAJIT Board of Directors believe it serve the best interests of the Association and its members to have the option to hold meetings of members partially or solely by means of electronic communication indefinitely, and acknowledge that the amended N-PCL§603 is set to expire on December 31, 2021;

Whereas, the NAJIT Board of Directors has conducted the appropriate research to find a state better suited for the Association’s operation and management ;

Whereas, the research conducted by the NAJIT Board of Directors has led this Board to conclude that the State of Delaware is the best option for NAJIT’s legal domicile at this time, therefore, be it

Resolved, that the National Association of Judiciary Interpreters and Translators (NAJIT) intends to seek approval from the New York State Attorney General office pursuant to N-PCL§907-b with the following proposed transaction:

1. Incorporate a new corporation in the State of Delaware in accordance with the General Corporation Law of the State of Delaware
2. Merge the existing New York corporation into the new Delaware corporation pursuant to N-PCL§901-§910, whereby the new Delaware corporation will become the surviving corporation and continue to carry on NAJIT’s programs and activities;
3. Report domicile change to IRS on NAJIT’s Form 990, Schedule O

4. Prepare and submit additional documents instructed by the New York State Attorney General Office, the New York Department of State, Division of Corporations, the Delaware Division of Corporations, and the IRS to accomplish the change of NAJIT's legal domicile from the State of New York to the State of Delaware

Moved by:

Seconded by:

Approved on: