



STATE OF NEW MEXICO
MAGGIE TOULOUSE OLIVER
SECRETARY OF STATE

Requirements and Instructions for Merging into a Corporation (53-14-4 NMSA 1978)

Filing Fees: The filing fee is \$200. Please make the check or money order out to New Mexico Secretary of State or NMSOS.

Filing: The authorized individuals for each party of the merger shall file with the Secretary of State:

1. A Plan of Merger and Articles of Merger drawn up based on the attached statute, 53-14-4 NMSA 1978, signed by one authorized person from each entity involved in the merger.
2. A check or money order in the amount of \$200.00 made payable to NMSOS.

Please refer to 53-14-1 to 53-14-7 NMSA 1978 for the complete statutes governing a merger into a corporation. The Business Services Division can only act in an administrative capacity. We cannot offer you legal advice or opinion on your particular filing. We recommend that you consult with your own attorney and accountant during the process of merging.

Please mail the entire packet to:

New Mexico Secretary of State

Business Services Division

325 Don Gaspar, Suite 300

Santa Fe, NM 87501

53-14-4. Articles of merger, consolidation or exchange.

A. Upon receiving the approvals required by Sections 53-14-1, 53-14-2 and 53-14-3 NMSA 1978, articles of merger or articles of consolidation shall be executed by each corporation by an authorized officer and shall set forth:

- (1) the plan of merger or the plan of consolidation;
- (2) as to each corporation, either:
 - (a) the number of shares outstanding, and, if the shares of any class are entitled to vote as a class, the designation and number of outstanding shares of each such class; or
 - (b) a statement that the vote of shareholders is not required by virtue of Subsection D of Section 53-14-3 NMSA 1978;
- (3) as to each corporation the approval of whose shareholders is required, the number of shares voted for and against the plan, respectively, and, if the shares of any class are entitled to vote as a class, the number of shares of each such class voted for and against the plan, respectively; and
- (4) as to the acquiring corporation in a plan of exchange, a statement that the adoption plan and performance of its terms were duly approved by its board of directors and such other requisite corporate action, if any, as may be required of it.

B. The original of the articles of merger, consolidation or exchange together with a copy, which may be signed, photocopied or conformed, shall be delivered to the commission [secretary of state]. If the commission [secretary of state] finds that the articles conform to law, it shall, when all fees have been paid:

- (1) endorse on the original and copy the word "filed" and the month, day and year of the filing;
- (2) file the original in its office; and
- (3) issue a certificate of merger, consolidation or exchange to which it shall affix the file-stamped copy.

C. The certificate of merger, consolidation or exchange, together with the file-stamped copy of the articles affixed to it shall be returned by the commission [secretary of state] to the surviving, new or acquiring corporation or its representative.



STATE OF NEW MEXICO

MAGGIE TOULOUSE OLIVER

SECRETARY OF STATE

Document Delivery Instruction Form

Please fill out in its entirety

Contact Name: _____

Contact Phone Number: _____

Attention: _____

Mailing Address: _____

City

State

Zip code

Email Address: _____

All documents will be emailed to the email address listed. If an email address is not provided the documents will be mailed to the address listed.

check if you choose to pick up your documents

Documents listed for pick up must be picked up within five business days or documents will be emailed.

325 DON GASPAR, SUITE 300 | SANTA FE, NEW MEXICO 87501
PHONE: (505) 827-3600 or (800) 477-3632 | FAX: (505) 827-8081
WWW.SOS.STATE.NM.US