



STATE OF NEW MEXICO

MAGGIE TOULOUSE OLIVER

SECRETARY OF STATE

Requirements and Instructions for Converting a New Mexico Profit Corporation (53-19-60 NMSA 1978)

The following instructions will assist you in converting your domestic profit corporation to a domestic limited liability company. If you need assistance after reviewing these instructions please contact the Business Services Division at 1-800-477-3632.

Filing Fees: \$100 conversion fee plus the \$50 formation fee. Please make the check or money order payable to New Mexico Secretary of State or NMSOS.

Filing: An authorized officer of the corporation shall file with the Secretary of State:

1. The signed Articles of Conversion drawn up based on the attached statute, 53-19-60 NMSA 1978. The Articles must contain the statements listed under D (1) - (4).
2. The Articles of Organization for a Limited Liability Company, page 3-5 of this document. The application must be filled out in its entirety. All fields with an asterisk * are required.
3. A check or money order in the amount of \$150.00 made payable to NMSOS.

Please mail the entire packet to:

New Mexico Secretary of State

Business Services Division

325 Don Gaspar, Suite 300

Santa Fe, NM 87501

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

53-19-60. Conversions and mergers; conversion of corporation, partnership or limited partnership to limited liability company.

- A. A corporation, partnership or limited partnership may be converted to a limited liability company pursuant to this section.
- B. The terms and conditions of a conversion of a corporation, partnership or limited partnership to a limited liability company shall be approved in the manner specifically provided for by the document, instrument, agreement or other writing governing the internal affairs of the corporation, partnership or limited partnership concerning conversions or, in the absence of such a provision, by all of the shareholders or partners, as the case may be.
- C. An agreement of conversion shall set forth the terms and conditions of the conversion of the owners' interests in the converting entity into interests in the converted entity or the cash or other consideration to be paid or delivered as a result of the conversion of the owners' interests or a combination of these.
- D. After a conversion is approved pursuant to Subsection B of this section, the corporation, partnership or limited partnership being converted shall file articles of organization with the commission [secretary of state] that satisfy the requirements of Section 53-19-8 NMSA 1978 and a statement containing the items set forth below:

(1) a statement that the corporation or partnership was converted to a limited liability company from a corporation, partnership or limited partnership;

(2) its former name;

(3) a statement of the number of votes cast by the shareholders or partners entitled to vote for and against the conversion and, if the vote is less than unanimous, the number or percentage required to approve the conversion pursuant to Subsection B of this section; and

(4) in the case of a corporation or a limited partnership, a statement that the certificate of incorporation or certificate of limited partnership is to be canceled as of the date the conversion takes effect.

- E. In the case of a corporation or a limited partnership, the filing of articles of organization pursuant to Subsection D of this section cancels its certificate of incorporation or certificate of limited partnership as of the date the conversion took effect.
- F. A conversion takes effect when articles of organization are filed with the commission [secretary of state] or at any later date specified in the articles of organization.
- G. A general partner who becomes a member of a limited liability company as a result of a conversion remains liable as a partner for an obligation incurred by the partnership or limited partnership before the conversion takes effect.
- H. A general partner's liability for all obligations of the limited liability company incurred after the conversion takes effect is that of a member of the company. A limited partner who becomes a member as a result of a conversion remains liable only to the extent the limited partner was liable for an obligation incurred by the limited partnership before the conversion took effect.



STATE OF NEW MEXICO

MAGGIE TOULOUSE OLIVER

SECRETARY OF STATE

Type or Print Legibly
\$50 Filing Fee

Limited Liability Company

Articles of Organization

The undersigned, acting as organizer(s) to form a limited liability company under the New Mexico Limited Liability Act, adopt the following Articles of Organization:

Article One: *The name of the company is: (must contain 'limited liability company', or 'limited company', or an abbreviation of such words)

Doing business as (DBA) name(s): (must contain 'limited liability company', or 'limited company', or an abbreviation of such words)

Email Address: _____ Phone Number: _____

Article Two: The purpose for which the company is incorporated: (Please list a specific purpose for which the company is organized i.e. the type of activities conducted or services performed.)

Article Three: *The period of duration is:

Perpetual

OR

Specific Date or Number of Years

Article Four:

(1) *The name of the registered agent is:

Individual First and Last Name

OR

Registered Corporation or LLC Name and Business ID #

(2) *The New Mexico street address of the initial registered agent is: (must be a valid physical address)

City

State

Zip code

(3) The New Mexico mailing address of the initial registered agent is:

City

State

Zip code

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

(4) *The principal place of business of the company is: (must be a physical address)

City State Zip code

(5) The mailing address of the company is:

City State Zip code

Article Five: *The management of the business and affairs of company is vested in a manager(s)

Yes No

If yes, the name and address of each manager: (optional)

Name Address City State Zip code

Article Six: *The limited liability company is a single member limited liability company:

Yes No

The name and address of each member: (optional)

Name Address City State Zip code

Article Seven: *The name and address of each organizer

Name Address City State Zip code

*Executed Date:

Future Effective Date: (optional)

*Signature(s) of Organizer(s)

*Printed Name(s)

**Statement of Acceptance of Appointment by
Designated Initial Registered Agent**

If the Registered Agent listed on Article Five is an **individual**, complete **box one**.

If the Registered Agent listed on Article Five is a **corporation or LLC**, complete **box two**.

Please Note: the limited liability company filing these articles cannot be listed as their own registered agent.

Box One - *Individual as Registered Agent

I, _____
(Registered Agent's Printed Name)
the undersigned individual, hereby accept the appointment as initial registered agent of
_____,
(Company's Name)
the Limited Liability Company which is named in the Articles of Organization.

(Registered Agent's Signature)

Box Two - *Corporation or LLC as Registered Agent

I, _____
(Authorized Person's Printed Name and Title)
the undersigned individual on behalf of _____,
(Registered Agent Corporate/ Company Name)
hereby accept the appointment as initial registered agent of
_____,
(Company's Name)
the Limited Liability Company which is named in the Articles of Organization.

(Authorized Person's Signature)



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