



## **New Mexico Secretary of State**

Business Services Division

325 Don Gaspar, Suite 300

Santa Fe, NM 87501

1-800-477-3632 [www.sos.state.nm.us](http://www.sos.state.nm.us)

### **Requirements and Instructions for Converting a New Mexico Limited Liability Company (53-19-61 NMSA 1978)**

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

**Filing Fees:** \$100 conversion fee plus the minimum \$100 formation fee. The formation fee will increase after the first 100,00 shares by \$1.00 per 1,000 shares. Please make the check or money order out 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, 53-19-60.1 NMSA 1978. The Articles must contain the statements listed under D (1) - (4).
2. The Articles of Incorporation for a Profit Corporation, page 3-6 of this document.
3. A check or money order in the amount of the calculated filing fee being a minimum of \$200.00 made payable to NMSOS.

Please Mail the entire packet to:

New Mexico Secretary of State

Business Services Division

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**53-19-60.1 Conversions and mergers; conversion of limited liability company to corporation, partnership or limited partnership.**

- A. A limited liability company may be converted to a corporation, partnership or limited partnership pursuant to this section.
- B. The terms and conditions of a conversion of a limited liability company to a corporation, partnership or limited partnership shall be approved by the number or percentage of the members or managers specifically required for conversion in the operating agreement or, in absence of such a provision in the operating agreement, by all the members.
- C. An agreement of conversion shall set forth the terms and conditions of the conversion of the members' interests in the limited liability company into interests in the corporation, partnership or limited partnership or the cash or other consideration to be paid or delivered as a result of the conversion of the members' interests, or a combination of these.
- D. After a conversion is approved under Subsection B of this section, the limited liability company shall file with the commission [secretary of state], if the converted entity is a partnership, a statement containing the items set forth below, if the converted entity is a corporation, articles of incorporation and a statement containing the items set forth below and, if the converted entity is a limited partnership, a certificate of limited partnership and a statement containing the items set forth below:
- (1) a statement that the corporation, partnership or limited partnership was converted from a limited liability company;
  - (2) the former name of the limited liability company;
  - (3) a statement of the number of votes cast by the members or managers entitled to vote for and against the conversion and, if the vote is other than a unanimous vote of the members, the number or percentage of members or managers required to approve the conversion under Subsection B of this section; and
  - (4) a statement that the articles of organization of the limited liability company are to be canceled as of the date the conversion takes effect.
- E. The filing of articles of incorporation for a corporation, a statement for a partnership or a certificate of limited partnership for a limited partnership resulting from a conversion pursuant to this section, cancels the articles of organization of the limited liability company as of the date the conversion takes effect.
- F. A conversion takes effect when articles of incorporation, a certificate of limited partnership or statement required if the converted entity is a partnership, are filed with the commission [secretary of state] or at any later date specified in the filed document.



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Type or Print Legibly  
\$100.00 Min. Filing Fee

**Profit Corporation**  
**Articles of Incorporation**

The undersigned, acting as incorporator(s) to form a corporation under the New Mexico Business Corporation Act,  
adopt the following Articles of Incorporation:

**Article One:** The name of the corporation is:

\_\_\_\_\_ (must contain 'corporation', 'company', 'incorporated', or 'limited' or an abbreviation of such words)

Email Address: \_\_\_\_\_ Phone Number: \_\_\_\_\_

**Article Two:** The aggregate number of shares that the corporation has the authority to issue: (Attach schedule if needed)

\_\_\_\_\_

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

\_\_\_\_\_  
\_\_\_\_\_

**Article Four:** The period of duration is:

Perpetual                      **OR**                       Specific Date or Number of Years \_\_\_\_\_

**Article Five:**

(1) The name of the registered agent is:

\_\_\_\_\_  
Individual First and Last Name                      **OR**                      Registered Corporation Name and Business ID #

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

\_\_\_\_\_  
\_\_\_\_\_

City                                      State                                      Zip code

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

\_\_\_\_\_  
\_\_\_\_\_

City                                      State                                      Zip code

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

\_\_\_\_\_

\_\_\_\_\_

City State Zip code

(5) The mailing address of the corporation is:

\_\_\_\_\_

\_\_\_\_\_

City State Zip code

**Article Six:** The names and complete addresses of the initial board of directors are:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Name Address City State Zip code

**Article Six:** The name and complete address of each incorporator is: (attach a schedule if needed)

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Name Address City State Zip code

Executed Date:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Signature(s) of Incorporator(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, complete **box two**.

**Please Note: the corporation 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  
\_\_\_\_\_  
(Corporation's Name)  
the Corporation which is named in the Articles of Incorporation.  
\_\_\_\_\_  
(Registered Agent's Signature)

**Box Two - Corporation as Registered Agent**

I, \_\_\_\_\_  
(Authorized Person's Printed Name and Title)  
the undersigned individual on behalf of \_\_\_\_\_  
(Registered Agent Corporate Name)  
hereby accept the appointment as initial registered agent of  
\_\_\_\_\_  
(Corporation's Name)  
the Corporation which is named in the Articles of Incorporation.  
\_\_\_\_\_  
(Authorized Person's Signature)



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**Document Delivery Instruction Form**

Contact Name: \_\_\_\_\_

Contact Phone Number: \_\_\_\_\_

Please choose how the document should be returned to you

**Only one option available for delivery**

**Mail to:** Attention: \_\_\_\_\_

Address \_\_\_\_\_ City \_\_\_\_\_ State \_\_\_\_\_ Zip code \_\_\_\_\_

**Email to:** \_\_\_\_\_

**Will Pick Up** ( Must be picked up within five business days or documents will be mailed)