



STATE OF NEW MEXICO

MAGGIE TOULOUSE OLIVER

SECRETARY OF STATE

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

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

Filing: An authorized individual shall file with the Secretary of State:

1. A certified copy of the merger that took place in the domestic state.
2. A Certificate of Good Standing, for the surviving entity, issued by their domestic state **dated within 30 days** of being received and accepted by our office. Some states refer to it as a Certificate of Existence or Certificate of Fact.
3. 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.



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**Merger Agreement and Irrevocable Appointment of the
Secretary of State of New Mexico as Agent For Service of Process**

(Please note this form is only required if the surviving corporation is not qualified to do business in the State of New Mexico)

Name of the Surviving Corporation:

Names, DBA names and Business ID numbers of Affected Corporations Merged Out in New Mexico:

Pursuant to section 53-19-1 NMSA 1978 of the New Mexico Business Corporation Act, the commission has the power and authority reasonably necessary to enable it to administer the Business Corporation Act efficiently and to perform the duties therein imposed upon it. Therefore, this commission hereby requires that concurrent with the filing of this merger agreement by the surviving corporation that it hereby irrevocably appoints the Secretary of State of New Mexico as its registered agent to accept service of process in any proceeding on behalf of the merged out corporation affected in New Mexico.

The name and address of surviving corporation for forward of service of process is:

Name:

Address:

City

State

Zip Code

Executed Date:

Authorized Officer Printed Name and Title

Signature

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



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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.

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