



STATE OF NEW MEXICO

MAGGIE TOULOUSE OLIVER

SECRETARY OF STATE

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 need 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 100,000 shares by \$1.00 per 1,000 shares. 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, 53-19-60.1 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. 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 the calculated filing fee 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

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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: _____

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

DBA name(s): _____

(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.) _____

*The corporation elects to be designated as a Benefit Corporation pursuant to 53-12-7 NMSA 1978.

Yes No

If yes, the benefit purpose: _____

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: same as physical address

City

State

Zip code

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(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: same as physical address

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 Seven: *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

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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