



New Mexico

Secretary of State

Business Services Division

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REQUIREMENTS AND INSTRUCTIONS FOR INCORPORATING A NEW MEXICO PROFIT CORPORATION (53-12-1 TO 53-12-6 NMSA 1978)

FILING FEES: **\$100** (minimum) and up to **\$1000** (maximum) (based on \$1 for each 1,000 shares of the total amount of authorized shares, but in no case will the filing fee be less than \$100, nor more than \$1000.) Payment of fees must be made by check or money order, made payable to the New Mexico Secretary of State.

FILING FEE CALCULATION

1 to 100,000 shares filing fee \$100.00

Based on \$1.00 for each 1,000 shares of the total amount of authorized shares, but in no case will the filing fee be less than \$100.00, for more than \$1,000.00.

Add \$1.00 for each additional 1,000 shares (over 100,000 shares), rounded up to the nearest dollar.

\$1,000.00 maximum filing fee

FILING: The incorporator(s) of a corporation shall file with the Secretary of State:

- 1) The signed original Articles of Incorporation
- 2) The Statement of Acceptance of Appointment by Designated Initial Registered Agent, signed by the registered agent
- 3) The filing fee

EXECUTION OF DOCUMENTS: The Articles of Incorporation shall be executed (signed) by the person forming the corporation (the incorporator). The Statement of Acceptance of Appointment of the Designated Initial Registered Agent shall be executed by the person designated in the Articles of Incorporation as the registered agent. A registered agent may be an individual resident in New Mexico, or, a domestic or foreign corporation authorized to transact business in New Mexico, signed by an authorized officer of that corporation.

NOTE: Please refer to the New Mexico Business Corporation Act (53-11-1 to 53-18-12 and 53-5-1 to 53-6-14 NMSA 1978) for the complete statutes governing a business 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 incorporation process.

INCLUDED IN THIS PACKET ARE INSTRUCTIONS FOR COMPLETING OUR FORMS PLEASE FOLLOW THESE INSTRUCTIONS CAREFULLY

Instructions for Completing Form SOS - DPR (Articles of Incorporation)

Article One: Enter the complete corporate name, which must contain the separate word “**Corporation**”, “**Company**”, “**Incorporated**”, or “**Limited**”, or a separate abbreviation of one of these words, if a regular business corporation, or “**Limited**”, “**Chartered**”, “**Professional Association**” or “**Professional Corporation**”, or a separate abbreviation of one of these words, if a professional corporation. Please note that the official corporate name is determined from Article One, exactly as set forth including punctuation. A “dba” name or “aka” name cannot be included as part of the corporate name in Article One.

Article Two: If the corporation is to have a period of existence other than perpetual, enter the desired period of duration, upon which date corporate existence would automatically expire. If no entry is made, the duration is assumed to be perpetual.

Article Three: Enter a specific purpose for which the corporation is organized (i.e., the type of business to be conducted).

Article Four: Enter the number of shares the corporation will have the authority to issue and if the shares are to be divided into classes, the number of shares of each class. Refer to the Filing Fee Calculation on the first page for further information required to be included in the articles, if applicable.

SHARES

Note 1: If the shares are to be divided into classes, provide a statement of the number of shares of each class, the designation of each class, and the preferences, limitations and relative rights of the shares of each class.

Note 2: If the corporation is to issue the shares of any preferred or special class in series, provide a statement of the designation of each series, and of the variations in the relative rights and preferences as between series insofar as they are to be fixed in the Articles of Incorporation, and of any authority to be vested in the board of directors to establish series and fix and determine the variations in the relative rights and preferences as between series.

Note 3: If there is any provision limiting or denying to shareholders the preemptive right to acquire unissued shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares, provide a statement to that effect.

Article Five: A New Mexico corporation must continually maintain a registered agent and registered office address. A registered agent must be either an individual resident of New Mexico, or a domestic corporation having a place of business in New Mexico, or a foreign corporation authorized to transact business in New Mexico and having a place of business in New Mexico. A corporation cannot be its own registered agent.

- 1) Enter the name of the registered agent, who must be located at the registered office address.
- 2) Enter the complete physical street address, if within a municipality, of the registered office located in New Mexico. If the registered office is outside a municipality where a street address does not exist, provide a description of the geographical location, using well-known landmarks.
- 3) Enter the mailing address of the registered agent, if different from the physical address.

Article Six: A New Mexico profit corporation is required to have at least one director. Enter the name(s) and address(es) of the person(s) who have consented to serve as director(s) until the first annual meeting of shareholders or until their successor(s) are elected.

Article Seven: Enter the name and address of each incorporator(s), the person or persons forming the corporation. The person forming the corporation need not be an officer, director, or shareholder of the corporation.

Date and Execution: Enter the date the document was executed (signed). Each person named as incorporator in Article Seven must sign the Articles of Incorporation.

Instructions For Completing Form DPR-STMNT
(Statement For Registered Agent)

Individual as Registered Agent-Box 1

If the registered agent is an **individual resident** of New Mexico, enter the person's name on line 1, the profit's name on line 2 and the registered agent's signature on line 3.

Corporation as Registered Agent-Box 2

If the registered agent is a **registered corporation** in New Mexico, enter the name and title of the person authorized to sign for the corporation on line 1, the name of the corporation acting as registered agent on line 2, the profit's name on line 3, and the signature of the authorized person on line 4.

Do not fill out both boxes, only the one that's applicable.