



New Mexico
Secretary of State

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DOMESTIC PROFIT AMENDMENT

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SECRETARY OF STATE
CORPORATIONS BUREAU
CHARTERED DOCUMENTS DIVISION
325 DON GASPAR, SUITE 300
SANTA FE, NEW MEXICO 87501
(800) 477-3632

REQUIREMENTS FOR AMENDING THE ARTICLES OF INCORPORATION
OF A PROFIT CORPORATION
(53-13-1 TO 53-13-13 NMSA 1978)

FILING FEES: Articles of Amendment to the Articles of Incorporation, if not amending to increase the total amount of authorized shares, **\$100**; if amending to increase the total amount of authorized shares, compute the difference between the proposed increase of total number of authorized shares and the current number of authorized shares, and apply to that difference the rate of \$1.00 for each 1,000 shares to determine the filing fee, which in no case will be less than \$100 nor more than \$1000. (Example: proposed increase totals 1,000,000 authorized shares and current number of authorized shares is 100,000; 1,000,000 minus 100,000 = 900,000; 900,000 divided by 1,000 = 900; 900 times \$1.00 = \$900 filing fee). Submit a signed original of the articles, together with a duplicate copy which may be either signed or photocopied; the duplicate copy and a Certificate of Amendment will be returned for the corporation's records. ***The following fees apply only if you want an additional copy or copies to be certified: \$25*** per certified copy; if you do not provide the extra copy, a reproduction fee of **\$1** per page, minimum **\$10** is charged in addition to the \$25 certification fee. Payment of fees must be made by **check or money order**, made payable to the New Mexico Secretary of State. The New Mexico Secretary of State does not accept cash payment for any fees.

PURPOSE OF FILING: A corporation must amend its Articles of Incorporation to change its corporate name; change its period of duration; change, enlarge or diminish its corporate purpose; increase or decrease the number of authorized shares; and other respects as may be desired, so long as the Articles of Incorporation as amended contain only provisions that may be lawfully contained in Articles of Incorporation at the time of making the amendment. It is **not** necessary to file Articles of Amendment for the purpose of changing the registered office address or registered agent, or to change the names and addresses of the officers or directors of the corporation. A supplemental report, with a filing fee of \$25, must be filed with the Secretary of State to record these changes.

PROCEDURE TO AMEND ARTICLES OF INCORPORATION: **If shares have been issued**, the amendment must be adopted by a majority vote of the shareholders entitled to vote. **If no shares have been issued**, the amendment must be adopted by a resolution of the board of directors.

FILING: The corporation shall file with the Secretary of State: **(1) a signed original of the Articles of Amendment, together with a duplicate copy** which may be either signed or photocopied; and **(2) filing fee**. If the Secretary of State determines that the documents delivered for filing conform with the provisions of the Business Corporation Act, it shall, when all required filing fees have been paid, retain the signed original in the files of the Secretary of State and return the duplicate together with a Certificate of Amendment.

EXECUTION OF DOCUMENTS: The Articles of Amendment to the Articles of Incorporation shall be executed (signed) by an authorized officer of the corporation.

NOTE: Please refer to the New Mexico Business Corporation Act (53-11-1 to 53-18-12, NMSA 1978) for the complete statutes governing a profit corporation. The Corporations Bureau 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 if you have any legal questions concerning your corporation.

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

Please visit our website at: www.sos.state.nm.us

DOCUMENTS MUST BE TYPED OR PRINTED LEGIBLY

Instructions For Completing Form DPR-AM (Articles of Amendment to the Articles of Incorporation)

Article One: Enter the complete name of the corporation, as it currently appears on the records of the Secretary of State, and the NM CORP# (charter ID number on the Certificate of Incorporation). **NOTE:** If amending to change the corporate name, do not enter the proposed new name in Article One. The proposed new name must be set forth only in Article Two, where it must be identified as an amended article.

Article Two: Enter the amended articles. Provide the text of only the particular articles that are being amended. Identify each amended article with its corresponding article number as set forth in the original Articles of Incorporation (example: “amended Article # ___ (text of amended article would follow)”. If new articles are being added, provide the text of the new article with an identifying article number (example: “adding new Article # ___ (text of new article would follow)”. If articles are being deleted from the Articles of Incorporation, identify the deleted article number (example: “deleting Article # ___”).

Article Three: Select the statement that describes the method of adoption of the amendment by the corporation, and enter the information required in the statement selected.

Article Four: If the amendment provides for an exchange, reclassification or cancellation of issued shares, and the manner in which such action shall be effected is not set forth in the amendment, complete the statement in Article Four. If such provision does not apply, Article Four may be left blank.

Article Five: The Articles of Amendment will be effective on the Secretary of State’s file date, or at a later date not more than thirty days subsequent to the delivery of the articles to the Secretary of State, if specified.

Date and Execution: Enter the date the document was executed (signed). In the blank provided enter the name of the corporation as it appears in Article One of the Articles of Amendment. The Articles of Amendment must be signed by an authorized officer of the corporation.