



New Mexico  
**Secretary of State**

325 Don Gaspar, Suite 300 · Santa Fe, NM 87501  
(800) 477-3632 · www.sos.state.nm.us

**DOMESTIC PROFIT DISSOLUTION**  
**BY INCORPORATORS**

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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 DISSOLUTION OF A PROFIT CORPORATION  
BY INCORPORATORS

(IF BUSINESS HAS **NOT** COMMENCED AND **NO SHARES** HAVE BEEN ISSUED)  
(53-16-1 NMSA 1978)

FILING FEES: **Articles of Dissolution By Incorporator(s), \$50** (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 Dissolution 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.

FILING PROCEDURE: A corporation that has not commenced business and has not issued any shares may be voluntarily dissolved by its incorporators.

**Step 1:** Contact the following state agencies to request clearance for dissolution (*these clearances must be submitted together with the Articles of Dissolution*):

**Taxation and Revenue Dept.**  
("Certificate of No Tax Due")  
Audit and Compliance  
P.O. Box 5557  
Santa Fe, NM 87503-5557  
Tel: 827-0951

**Dept. of Labor** ("Certificate of Compliance")  
Employment Security Div./Tax Section  
P.O. Box 2281  
Albuquerque, NM 87103-2281  
Tel: (505) 841-8563

**Secretary of State** ("Letter of Clearance")  
Corporations Bureau/Corporate Report Compliance Div.  
325 Don Gaspar, Suite 300  
Santa Fe, NM 87501  
Tel: (800) 477-3632  
(Request form for this clearance is enclosed)

**Step 2:** Upon receipt of the clearances from each agency, the corporation shall file with the Secretary of State:

**(1) the signed original of the Articles of Dissolution By Incorporator(s), together with a duplicate copy** which may be either signed or photocopied; **(2) all three clearances;** and **(3) \$50** 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 Dissolution.

EXECUTION OF DOCUMENTS: The Articles of Dissolution By Incorporator(s) shall be executed (signed) by a majority of the incorporators.

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 business corporation. A copy of the statutes can be obtained from this office at your request. 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](http://www.sos.state.nm.us)*

**SECRETARY OF STATE**

**APPLICATION FOR TAX CLEARANCE FOR  
DISSOLUTION/WITHDRAWAL**

**\*\*\*INFORMATION MUST BE LEGIBLE\*\*\***

DATE: \_\_\_\_\_

RE: \_\_\_\_\_  
(PRINT EXACT CORPORATE NAME AS REGISTERED WITH OUR OFFICE)

NM CORP # \_\_\_\_\_ TAXATION & REVENUE ID # \_\_\_\_\_

**SUBJECT:** TAX CLEARANCE REQUEST FOR DISSOLUTION/WITHDRAWAL

THIS CORPORATION IS IN THE PROCESS OF DISSOLVING/WITHDRAWING FROM  
THE STATE OF NEW MEXICO AND IS REQUESTING TAX CLEARANCE.

FINAL DAY OF BUSINESS: **Month** \_\_\_\_\_ **Day** \_\_\_\_\_ **Year** \_\_\_\_\_.

**NOTE:** THE CORPORATION CANNOT BE ISSUED A TAX CLEARANCE FOR A  
FUTURE DATE OR IF IT IS DELINQUENT IN FILING REPORTS AND/OR PAYING FEES  
DUE. ALSO, A FINAL REPORT MAY BE REQUIRED THROUGH THE FINAL DAY OF  
BUSINESS. YOU WILL BE ADVISED ACCORDINGLY.

\_\_\_\_\_  
SIGNATURE OF OFFICER OR AUTHORIZED AGENT

NAME: \_\_\_\_\_

ADDRESS: \_\_\_\_\_

CITY: \_\_\_\_\_ STATE: \_\_\_\_\_ ZIP CODE: \_\_\_\_\_

TELEPHONE: (\_\_\_\_) \_\_\_\_\_

**MAIL TO:**  
SECRETARY OF STATE  
TAX COMPLIANCE DIVISION  
325 DON GASPAR, SUITE 300  
SANTA FE, NM 87501  
PHONE: (800) 477-3632

## **DOCUMENTS MUST BE TYPED OR PRINTED LEGIBLY**

### **Instructions For Completing Form DPR-DVINC (Articles of Dissolution By Incorporators)**

Article One: Enter the complete name of the corporation and the NM CORP# (charter ID number found on the Certificate of Incorporation).

Article Two: Enter the date of incorporation (date on the Certificate of Incorporation).

Article Three: These statements are required to be set forth in the Articles of Dissolution By Incorporators. By signing this document, the incorporators are affirming these statements.

Date and Execution: Enter the date the document was executed (signed). The Articles of Dissolution must be signed by a majority of the incorporators.

**NOTE**: All three clearances must be submitted with the Articles of Dissolution:

(1) Taxation & Revenue “*Certificate of No Tax Due*”, which must be completed and notarized by a corporate official; (2) Dept. of Labor “*Certificate of Compliance*”; (3) Secretary of State “*Letter of Clearance*”

**SUBMIT ORIGINAL AND A COPY  
TYPE OR PRINT LEGIBLY**