



New Mexico
Secretary of State

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

FOREIGN LLC REGISTRATION

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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 TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY
(53-19-47 TO 53-19-56)

FILING FEES: Application for Certificate of Registration, \$100 (submit a signed original of the application, together with a duplicate copy which may be either signed or photocopied; the duplicate copy and a Certificate of Registration will be returned for the company'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: Before transacting business in New Mexico, a foreign limited liability company shall register with the Secretary of State. The following activities of a foreign limited liability company, among others, do not constitute transacting business within the meaning of the New Mexico Limited Liability Company Act:

- a. maintaining, defending or settling any proceeding;
- b. holding meetings of its members or carrying on any other activities concerning its internal affairs;
- c. maintaining bank accounts;
- d. maintaining offices or agencies for the transfer, exchange and registration of the foreign limited liability company's own securities or interests or appointing and maintaining trustees or depositories with respect to those securities or interests;
- e. selling through independent contractors;
- f. soliciting or obtaining orders whether by mail or through employees or agents or otherwise, if the orders require acceptance outside New Mexico before they become contracts;
- g. creating as borrower or lender or acquiring indebtedness or mortgages or other security interests in real or personal property;
- h. securing or collecting debts or enforcing rights in property securing debts;
- i. investing in or acquiring, in transactions outside New Mexico, royalties and other nonoperating mineral interests; executing division orders, contracts of sale and other instruments incidental to the ownership of such nonoperating mineral interests; and, in general, owning, without more, real or personal property;

- j. conducting an isolated transaction that is completed within thirty days and that is not one in the course of repeated transactions of a like nature; or
- k. transacting business in interstate commerce.

Nor shall a foreign limited liability company be considered to be transacting business in New Mexico solely because it:

- 1) owns a controlling interest in a corporation or a foreign corporation that transacts business in New Mexico;
- 2) is a limited partner of a limited partnership or foreign limited partnership that is transacting business in New Mexico; or
- 3) is a member or manager of a limited liability company or foreign limited liability company that is transacting business in New Mexico.

A foreign limited liability company that transacts business in New Mexico without a valid registration may not maintain an action, suit or proceeding in a court of New Mexico, but the failure to register does not impair validity of any contract or act of the foreign limited liability company, and does not affect the right of any other party to a contract to maintain any action, suit or proceeding on the contract, or prevent the foreign limited liability company from defending any action, suit or proceeding in any court of New Mexico. A foreign limited liability company that transacts business in New Mexico without a valid registration shall be liable to New Mexico in an amount equal to all fees that would have been imposed by the Limited Liability Company Act for the years or parts of years during which the foreign limited liability company transacted business in New Mexico without registration, had it obtained such registration. A foreign limited liability company that transacts business in New Mexico without a valid registration shall be subject to a civil penalty not to exceed two hundred dollars (\$200) per year or any part thereof during which business was transacted, which civil penalty may be recovered in an action brought by the attorney general. If you are unable to make a determination regarding the need to register in New Mexico as a foreign limited liability company based upon the foregoing criteria, please consult with your own attorney or certified public accountant. The Secretary of State cannot provide legal advice concerning this matter.

FILING OF APPLICATION FOR REGISTRATION: The applying limited liability company shall file with the Secretary of State: **(1) the signed original of the application for Registration of a Foreign Limited Liability Company, together with a duplicate copy** which may be either signed or photocopied; **(2) a statement** signed by the registered agent acknowledging acceptance of that appointment (a foreign limited liability company registered for the transaction of business in New Mexico shall have and continuously maintain a physical registered office address in New Mexico and a registered agent for service of process at that address); **(3) a certificate of good standing / existence**, issued by the appropriate official custodian of limited liability company records for the state or country where the limited liability company originally formed (certificate must be original or electronically issued; certificate must be current within thirty days, or has not expired, upon submission to the Secretary of State); and **(4) \$100** filing fee. If the Secretary of State determines that the documents delivered for filing conform with the provisions of the Limited Liability Company 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 Registration.

EXECUTION OF DOCUMENTS: The application for Registration of Foreign Limited Liability Company shall be executed (signed) by a person with authority to do so under the laws of the state or country of its organization. The statement of acceptance of appointment of the registered agent shall be executed by the person designated in the application as registered agent, if the agent is an individual, or, if the designated registered agent is a corporation, limited liability company, or partnership, by an authorized person of that entity.

NOTE: Please refer to sections 53-19-47 to 53-19-74 of the New Mexico Limited Liability Company Act for the complete statutes governing a foreign limited liability company in New Mexico. 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 during the process of registering as a foreign limited liability company.

**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 FLLC (Application for Registration of Foreign Limited Liability Company)

Item 1: Enter the complete company name, exactly as it appears on the certificate of good standing from the state of organization. If the foreign limited liability company name does not contain the words "limited liability company", or "limited company", or the abbreviation "L.L.C.", or "LLC", or "L.C.", or "LC", as required by the New Mexico Limited Liability Company Act, or if its true name is not available in New Mexico, it must adopt a name for use in New Mexico that does contain one of these words or abbreviations. If applicable, enter the adopted name in item 2 of the application.

Item 2: A foreign limited liability company may register with the Secretary of State under any name. If the company will transact business in New Mexico under a name other than its true limited liability company name, enter that name in Item 2. A name entered in Item 2 must contain the words "limited liability company" or "limited company" or the abbreviation "L.L.C.", "LLC", or "L.C." or "LC". The word "limited" may be abbreviated as "ltd." And the word "company" may be abbreviated as "co."

Item 3: Enter the state or country where the company originally filed to become organized as a limited liability company.

Item 4: Enter the date (month, day, and year) the company filed its Articles of Organization in its domestic state. This date must concur with the date as stated on the certificate of good standing, if that information is provided on the certificate.

Item 5: If the laws of the domestic state require an office to be maintained by the company in that state, enter the address of that office.

Item 6: If Item 5 does not apply, enter the address of the company's principal office, wherever it may be located.

Item 7: (Part One) Enter the address (street, city and state) of the New Mexico registered office. This is the address designated for service of process in New Mexico. This must be a street address, or geographical description of the physical location if outside a municipality where a street address does not exist; a post office box is not acceptable. (Part Two) Enter the name of the registered agent who will accept service of process at the registered office address. The duty of the registered agent is to forward to the company any notice, process or demand that is served on the corporation. A registered agent must be either an individual resident of New Mexico, or a domestic corporation, limited liability company, or partnership having a place of business in New Mexico, or a foreign corporation, limited

liability company, or partnership authorized to transact business in New Mexico and having a place of business in New Mexico. Filing Limited Liability Company cannot be its own registered agent.

Item 8: Enter the names of the persons in whom management of the company is vested.

Date and Execution: Enter the date the application was executed (signed). Enter the name of the applying limited liability company on the line provided. The application must be signed by a person with the authority to do so under the laws of the state or country of its organization.

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

On line one, enter the printed name of the individual designated as registered agent, or, if a corporation, Limited Liability Company, or partnership is the registered agent, the name of the authorized person who is signing for that entity. Filing Limited Liability Company cannot be its own registered agent.

On line two, enter the complete name of the limited liability company, exactly as it is stated in item 1 of the application.

If the registered agent named in the articles is an individual, that individual must sign the statement on the first signature line only. If the registered agent named in the articles is an entity, only the next signature block must be used. The name of the entity being appointed as registered agent must be entered, and an authorized person of that entity must sign on the "By____" line. ***Use only the signature lines that apply. If the individual signature line is used, the other signature block must be left blank, and vice versa.***