



New Mexico  
**Secretary of State**

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**FOREIGN PROFIT QUALIFICATION**

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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 QUALIFY A FOREIGN PROFIT CORPORATION  
(53-17-5 TO 53-17-6 NMSA 1978)

**FILING FEES:** Application for Certificate of Authority, \$200 (minimum) and up to \$1000 (maximum) (filing fee is determined by the number of authorized shares of the corporation and the estimated dollar amounts provided in item #10 of the application, calculated as follows: the total of item 10(a) + 10(c) is divided by the total of item 10(b) + 10(d), multiplied by the total number of shares in item 8, divided by 1,000, multiplied by \$1; final dollar amount is the filing fee, but in no case will the fee be less than \$200 nor more than \$1000) (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 Authority 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 an 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:** No foreign corporation shall transact business in this state until it has procured a Certificate of Authority to do so from this Secretary of State. Certain activities do not constitute transacting business, and do not require a Certificate of Authority. For purposes of the Business Corporation Act, and without excluding other activities, a foreign corporation engaged in the following activities shall not be considered to be transacting business in this state:

- a. maintaining or defending any action or suit or any administrative or arbitration proceeding, or effecting the settlement thereof or the settlement of claims or disputes;
- b. holding meetings of its directors or shareholders or carrying on other activities concerning its internal affairs;
- c. maintaining bank accounts;
- d. maintaining offices or agencies for the transfer, exchange and registration of its securities, or appointing and maintaining trustees or depositaries with relation to its securities;
- e. effecting sales through independent contractors;
- f. soliciting or procuring orders, whether by mail or through employees or agents or otherwise, where the orders require acceptance without this state before becoming binding contracts;
- g. creating as borrower or lender, or acquiring indebtedness or mortgages or other security interest in real or personal property;
- h. securing or collecting debts or enforcing any rights in property securing them;
- i. transacting any business in interstate commerce;

- j. conducting an isolated transaction completed within a period of thirty days and not in the course of a number of repeated transactions of like nature; or
- k. investing in or acquiring, in transactions outside New Mexico, royalties and other nonoperating mineral interests and the execution of division orders, contracts of sale and other instruments incidental to the ownership of the nonoperating mineral interests.

A foreign corporation transacting business in New Mexico without a Certificate of Authority shall not be permitted to maintain any action, suit or proceeding in any court of this state, until the corporation has obtained such authority, but the failure to obtain a Certificate of Authority does not impair the validity of any contract or act of the corporation, and does not prevent the corporation from defending any action, suit or proceeding in any court of this state. A foreign corporation transacting business in this state without a Certificate of Authority is liable to this state, for the years or parts thereof during which such business was transacted, an amount equal to all fees and franchise taxes which would have been imposed upon the corporation had it applied for and received a Certificate of Authority and thereafter filed all reports required, plus all penalties for failure to pay the fees and franchise taxes, plus a civil penalty of two hundred dollars (\$200) for each offense. If you are unable to make a determination based upon the foregoing criteria, you will need to consult with your own attorney or certified public accountant. The Secretary of State cannot provide legal advice concerning a corporation's need to qualify to transact business in New Mexico.

**FILING OF APPLICATION FOR CERTIFICATE OF AUTHORITY:** The applying corporation shall file with the Secretary of State: (1) the signed original of the application for Certificate of Authority, together with a duplicate copy which may be either signed or photocopied; (2) a statement executed by the registered agent acknowledging acceptance of that appointment (a foreign corporation authorized to conduct business in New Mexico shall have and continuously maintain a physical registered office address 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 corporate records for the state or country where the corporation originally incorporated (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) 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 Authority.

**EXECUTION OF DOCUMENTS:** The application for Certificate of Authority shall be executed (signed) by an authorized officer of the applying corporation. 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, by an authorized officer of that corporation.

**NOTE:** Please refer to Sections 53-17-1 to 53-17-21 of the New Mexico Business Corporation Act for the complete statutes governing a foreign business corporation 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 qualification as a foreign 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)

**DOCUMENTS MUST BE TYPED OR PRINTED LEGIBLY**

**Instructions For Completing Form FPR (Application for Certificate of Authority)**

Item 1: (Part One) Enter the complete corporate name, exactly as it appears on the certificate of good standing from the domestic state. A “dba” name or “aka” name cannot be included. If the true corporate name is not available in New Mexico, a resolution by the board of directors adopting a fictitious name for use in transacting business in New Mexico must be submitted with the application. The resolution must be signed by an authorized officer and must identify the New Mexico state agency that turned down the true corporate name. (Part Two) Enter the state or country where the corporation originally filed to become incorporated.

Item 2: The New Mexico Business Corporation Act requires the word “corporation”, “company”, “incorporated”, or “limited”, or an abbreviation of one of these words, to be included as part of the corporate name. If the foreign corporate name does not contain one of these words or abbreviations, enter the complete corporate name as it appears in Item 1 with the addition of one of these required words or abbreviations as the name elected for use in New Mexico.

Item 3: (Part One) Enter the date (month, day, and year) the corporation filed its Articles of Incorporation 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. (Part Two) Enter the period of duration (how long the corporation will be in existence in its domestic state). This may be stated as perpetual, or a specific date or number of years.

Item 4: (Part One) Enter the address of the corporation’s registered office in its domestic state. This is the address designated for service of process in the domestic state. (Part Two) Enter the address of the corporation’s principal office (corporate business office), which may be located anywhere. If the principal office address is the same as the registered office address, part two may be left blank.

Item 5: (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 corporation 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 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. Filing corporation cannot be its own registered agent.

Item 6: Enter the specific type of business the corporation will be transacting in New Mexico.

Item 7: Enter the names and titles of the officers and directors of the corporation, and their respective addresses, which may be business or personal addresses. At least one officer or director must be listed.

Item 8: Enter the total number of shares the corporation is authorized to issue by its domestic state as set forth in its Articles of Incorporation. If the corporation has shares designated by class and series, itemize those shares accordingly.

Item 9: Enter the total number of shares that have been issued by the corporation, itemized by class and series, if any. If no shares have been issued, enter "zero" or "none".

Item 10: Enter the applicable dollar amount or "zero" or "none" for each section (a) through (d). All sections must be completed; "N/A" or blank is not acceptable. For purposes of sections (c) and (d), "property" is defined as all property, whether tangible or intangible.

Date and Execution: Enter the date the application was executed (signed). Enter the name of the applying corporation on the line provided. The application must be signed by an authorized officer of the corporation.

#### **Instructions For Completing Form F-STMNT (Statement for Registered Agent)**

On line one, enter the printed name of the individual designated as the New Mexico registered agent, or, if a corporation is the registered agent, the name of the authorized officer who is signing for that corporation. Filing corporation cannot be its own registered agent.

On line two, enter the complete name of the applying corporation, exactly as it is stated in Item 1 of the application.

If the registered agent named in the application is an individual, that individual must sign the statement on the first signature line only.

If the registered agent named in the application is a corporation, only the next signature block must be used. The name of the corporation being appointed as registered agent must be entered, and an authorized officer of that corporation 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.