



New Mexico

## Secretary of State

Business Services Division

325 Don Gaspar, Suite 300 · Santa Fe, NM 87501

(800) 477-3632 · [www.sos.state.nm.us](http://www.sos.state.nm.us)

### REQUIREMENTS AND INSTRUCTIONS TO QUALIFY A FOREIGN PROFIT CORPORATION

(53-17-5 TO 53-17-6 NMSA 1978)

**FILING FEES:** \$200 (minimum) and up to \$1000 (maximum) The 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). Payment of fees must be made by check or money order, made payable to the New Mexico Secretary of State.

**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
- 2) The Statement of Acceptance of Designated Initial Registered Agent, signed by the registered agent
- 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 current within thirty days
- 4) The filing fee

**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 and 53-5-1 to 53-5-9 of the New Mexico Business Corporation Act for the statutes governing a foreign corporation in New Mexico. 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 process of qualification as a foreign corporation.

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

## **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 street **AND** mailing 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 name of the registered agent who will accept service of process at the registered office address. **(Part Two)** 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. 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 and one 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 FPR-STMNT**

(Statement For Registered Agent)

### **Individual as RA-Box 1**

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

### **Corporation as RA-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.**



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**SUBMIT AN ORIGINAL  
TYPE OR PRINT LEGIBLY  
SEE INSTRUCTIONS FOR FILING FEE**

## FOREIGN PROFIT CORPORATION APPLICATION FOR CERTIFICATE OF AUTHORITY

The undersigned corporation, in order to apply for a Certificate of Authority to transact business in New Mexico under the Business Corporation Act, submits the following statement to the Secretary of State:

1. The name of the corporation is (Must be identical to the name on the Good Standing Certificate):

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It is incorporated under the laws of: \_\_\_\_\_

2. If the corporate name does not contain the word "corporation," company," "incorporated" or "limited," or an abbreviation of one of the above endings, state the corporate name as above and include the word ending it elects to use in New Mexico:

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3. The date of incorporation in its domestic state is: \_\_\_\_\_

The period of duration is: \_\_\_\_\_

4. The address of the corporation's registered office in its domestic state is:

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The street **AND** mailing address of the principal office, if different from above, are:

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5. The name of the registered agent is (The RA must be an individual resident or a registered entity in NM):

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The New Mexico street address if the initial registered agent is (Must be a physical address):

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6. The purpose that the corporation proposes to pursue in conducting its affairs in New Mexico is  
(State at least one specific purpose. Attach an additional page if needed):

7. The names and addresses of the officers and directors are (Indicate the applicable title of each officer. Minimum of 1 officer and 1 director):

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8. The aggregate number of shares which the corporation has the authority to issue, itemized by class and series, if any, within each class is (Attach an additional page if needed):

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9. The aggregate number of shares that have been issued, itemized by class and series, if any, within each class is (Attach an additional page if needed):

10. Provide an estimate expressed in dollars (or "zero" or "none," if applicable of the following:

(a) The gross amount of business which will be transacted by the corporation during its current fiscal year, at or from places of business located in New Mexico is:

\_\_\_\_\_

(b) The gross amount of business which will be transacted by it during such year, wherever transacted, is:

\_\_\_\_\_

(c) The value of all property to be owned by it and located in New Mexico during such year is:

\_\_\_\_\_

(d) The value of all property to be owned by it during such year, wherever located is:

\_\_\_\_\_

Dated: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_  
Signature(s) of Authorized Officer(s)      Printed Name(s) of Authorized Officer(s)

**FOREIGN PROFIT CORPORATION STATEMENT  
OF ACCEPTANCE OF APPOINTMENT BY  
DESIGNATED INITIAL REGISTERED AGENT**

Complete Box 1 if the Registered Agent is an individual.  
Complete Box 2 if the Registered Agent is a corporation.  
**Only complete the applicable box.**

**Box 1-Individual as Registered Agent**

I, \_\_\_\_\_  
(Registered Agent's Printed Name)  
hereby acknowledge that the undersigned individual accepts the appointment as Initial Registered Agent  
of \_\_\_\_\_  
(Profit's Name)  
the corporation which is named in the application.  
By \_\_\_\_\_  
(Registered Agent's Signature)

**Box 2-Corporation as Registered Agent**

I, \_\_\_\_\_  
(Authorized Person's Printed Name) (Authorized Person's Title)  
of \_\_\_\_\_  
(Registered Agent's/Corporation's Name)  
hereby acknowledge that the undersigned individual accepts the appointment as Initial Registered Agent  
of \_\_\_\_\_  
(Profit's Name)  
the corporation which is named in the application.  
By \_\_\_\_\_  
(Registered Agent's Signature)





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### DOCUMENT DELIVERY INSTRUCTION FORM

(You must have one Document Delivery Instruction Form for **each** filing being submitted. Please type or print legibly.)

Entity Name: \_\_\_\_\_

Mailing Address (Include city, state and zip code): \_\_\_\_\_

Contact Name: \_\_\_\_\_

Contact Phone Number: \_\_\_\_\_

Contact Email: \_\_\_\_\_

Please check how the documents are to be delivered

Will Pick Up

Mail to Address Above

IF YOU HAVE SELECTED TO PICK UP YOUR DOCUMENTS, OUR OFFICE WILL CONTACT YOU WHEN YOUR DOCUMENTS ARE COMPLETED AND READY FOR PICK UP. **DOCUMENTS WILL NOT BE HELD FOR MORE THAN 5 BUSINESS DAYS.** IF YOU HAVE NOT PICKED THEM UP WITHIN THAT TIME FRAME, THEY WILL BE MAILED TO THE ADDRESS LISTED ABOVE. PLEASE CONTACT OUR OFFICE AT 800-477-3632 AND NOTIFY US IF YOU ARE NOT ABLE TO PICK THEM UP WITHIN THAT TIME FRAME.

---THANK YOU