



New Mexico
Secretary of State
Corporations Bureau

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

DOMESTIC PROFIT INCORPORATION

REQUIREMENTS FOR INCORPORATING A NEW MEXICO CORPORATION FOR PROFIT (53-12-1 TO 53-12-6 NMSA 1978) (SOS-DPR)

FILING FEES: Articles of Incorporation, \$100 (minimum) and up to **\$1000** (maximum) (based on \$1 for each 1,000 shares of the total amount of authorized shares, but in no case will the filing fee be less than \$100, nor more than \$1000.) Submit a signed original of the articles, together with a duplicate copy which may be either signed or photocopied. A Certificate of Incorporation and a duplicate copy of the Articles of Incorporation will be returned for the corporation's records. Payment of fees **must** be made by check or money order, made payable to the New Mexico Secretary of State.

FORMATION: One or more persons may act as incorporator or incorporators of a corporation by signing the Articles of Incorporation. **The person forming the corporation need not be an officer, director, or shareholder of the corporation.**

FILING: The incorporator(s) of a corporation shall file with the Secretary of State:

- (1) The signed original **Articles of Incorporation**
- (2) A **duplicate copy** of the Articles of Incorporation, which may be either signed or a photocopy of the original
- (3) A **Statement of Acceptance of Appointment by Designated Initial Registered Agent**
- (4) **Filing fee**, made payable to the New Mexico Secretary of State
- (5) A completed **Document Delivery Instruction Form**

EXECUTION OF DOCUMENTS: The **Articles of Incorporation** shall be executed (signed) by the person forming the corporation (the incorporator). The Statement of Acceptance of Appointment of the Designated Initial Registered Agent shall be executed by the person designated in the Articles of Incorporation as the registered agent. A registered agent may be an individual resident in New Mexico, or, a domestic or foreign corporation authorized to transact business in New Mexico, signed by an authorized officer of that corporation.

DOCUMENT DELIVERY INSTRUCTION: Please complete this form with your contact information to advise our office how the documents will be returned to you. This form must be submitted with your application.

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 Articles of Incorporation and Statement of Acceptance of Appointment of the Designated Initial Registered Agent in the files of the Secretary of State and return a duplicate together with a Certificate of Incorporation.

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 viewed on our website at www.sos.state.nm.us/Business_Services/Corporations_Statutes. 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 incorporation process.

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



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Instructions for Completing Form SOS - DPR (Articles of Incorporation)

Article One: Enter the complete corporate name, which must contain the separate word “**Corporation**”, “**Company**”, “**Incorporated**”, or “**Limited**”, or a separate abbreviation of one of these words, if a regular business corporation, or “**Limited**”, “**Chartered**”, “**Professional Association**” or “**Professional Corporation**”, or a separate abbreviation of one of these words, if a professional corporation. Please note that the official corporate name is determined from Article One, exactly as set forth including punctuation. A “dba” name or “aka” name cannot be included as part of the corporate name in Article One.

Article Two: If the corporation is to have a period of existence other than perpetual, enter the desired period of duration, upon which date corporate existence would automatically expire. If no entry is made, the duration is assumed to be perpetual.

Article Three: Enter a specific purpose for which the corporation is organized (i.e., the type of business to be conducted). The statement may include “the transaction of any lawful business for which corporations may be incorporated under the Business Corporation Act [Chapter 53, Articles 11 to 18 NMSA 1978]” however this statement must have more detailed information provided when used. The statement CANNOT be used alone.

Article Four: Enter the number of shares the corporation will have the authority to issue. Refer to the Filing Fee Calculation on the next page for further information required to be included in the articles, if applicable.

Article Five: A New Mexico corporation must continually maintain a registered agent and 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. A corporation cannot be its own registered agent.

1. Enter the complete physical street address, if within a municipality, of the registered office located in New Mexico. If the registered office is outside a municipality where a street address does not exist, provide a description of the geographical location, using well-known landmarks.
 - 1a If a geographical location has been provided, provide a mailing address. A post office box is acceptable in this section only.
2. Enter the name of the registered agent, who must be located at the registered office address.

Article Six: A New Mexico profit corporation is required to have at least one director. Enter the name and address of each director(s).

Article Seven: Enter the name and address of each incorporator(s), the person or persons forming the corporation. The person forming the corporation need not be an officer, director, or shareholder of the corporation.

Date and Execution: Enter the date the document was executed (signed). Each person named as incorporator in Article Seven must sign the Articles of Incorporation.



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**Instructions for Completing Form SOS-DPR
(Articles of Incorporation)**
(Continued)

SHARES

Note 1: If the shares are to be divided into classes, provide a statement of the number of shares of each class, the designation of each class, and the preferences, limitations and relative rights of the shares of each class.

Note 2: If the corporation is to issue the shares of any preferred or special class in series, provide a statement of the designation of each series, and of the variations in the relative rights and preferences as between series insofar as they are to be fixed in the Articles of Incorporation, and of any authority to be vested in the board of directors to establish series and fix and determine the variations in the relative rights and preferences as between series.

Note 3: If there is any provision limiting or denying to shareholders the preemptive right to acquire unissued shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares, provide a statement to that effect.

FILING FEE CALCULATION

1 to 100,000 shares filing fee \$100.00

Based on \$1.00 for each 1,000 shares of the total amount of authorized shares, but in no case will the filing fee be less than \$100.00, for more than \$1,000.00.

Add \$1.00 for each additional 1,000 shares (over 100,000 shares), rounded up to the nearest dollar.

\$1,000.00 maximum filing fee

DOCUMENTS MUST BE TYPED OR PRINTED LEGIBLY