

**53-19-41 . Articles of dissolution.**

A. On the dissolution of a limited liability company, persons with authority under Subsection A of Section 42 [[53-19-42](#) NMSA 1978] of the Limited Liability Company Act to wind up its business and affairs shall sign and deliver, to the office of the commission [secretary of state] for filing, articles of dissolution.

B. The articles of dissolution shall state:

- (1) the name of the limited liability company;
- (2) the dates of filing the articles of organization and all amendments and restatements to the articles of organization;
- (3) the event causing the dissolution;
- (4) the effective date, which shall be a date certain, of the articles of dissolution if the articles of dissolution are not to be effective on filing;
- (5) the name and address of each person who has the authority to act for the limited liability company in connection with the winding up of its business and affairs;
- (6) whether the winding up of the business and affairs of the limited liability company is being supervised by a court pursuant to the provisions of Paragraph (2) of Subsection A of Section 42 [[53-19-42](#) NMSA 1978] of the Limited Liability Company Act; and
- (7) any other information persons signing the articles of dissolution choose to include.

C. After the articles of dissolution have been filed, only a person named in the articles of dissolution as having authority to act for the limited liability company in connection with the winding up of its business and affairs shall have such authority, including the authority to bind the limited liability company, transact business on its behalf, act as its agent and execute any instrument for it and in its name.

D. Articles of dissolution that have been filed may be amended at any time and from time to time or revoked at anytime and, unless an amendment or revocation states otherwise, it shall be effective upon delivery to the office of the commission [secretary of state] for filing.

**History:** Laws 1993, ch. 280, § 41.