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AN ACT

RELATING TO BUSINESS ENTITIES; REQUIRING THAT CERTAIN
BUSINESS ENTITIES CONFIRM THAT THE ENTITY HAS RESIGNED AS A
REGISTERED AGENT OR IS NOT CURRENTLY A REGISTERED AGENT FOR
ANY ENTITY REGISTERED IN NEW MEXICO IN ORDER TO BE ELIGIBLE
FOR DISSOLUTION, WITHDRAWAL OR CANCELLATION OF REGISTRATION.

BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF NEW MEXICO:

SECTION 1. Section 53-8-51 NMSA 1978 (being Laws 1975,
Chapter 217, Section 51, as amended) is amended to read:

"53-8-51. ARTICLES OF DISSOLUTION.--If voluntary
dissolution proceedings have not been revoked, then when all
debts, liabilities and obligations of the corporation are
paid and discharged, or adequate provision has been made
therefor, and all of the remaining property and assets of the
corporation are transferred, conveyed or distributed in
accordance with the provisions of the Nonprofit Corporation
Act, articles of dissolution shall be executed by the
corporation by two authorized officers of the corporation,
which statement shall set forth:

- A. the name of the corporation;
- B. if there are members entitled to vote thereon:

(1) a statement setting forth the date of
the meeting of members at which the resolution to dissolve
was adopted, that a quorum was present at the meeting and

1 that the resolution received at least two-thirds of the votes
2 that members present at the meeting or represented by proxy
3 were entitled to cast; or

4 (2) a statement that the resolution was
5 adopted by a consent in writing signed by all members
6 entitled to vote with respect thereto;

7 C. if there are no members, or no members entitled
8 to vote thereon, a statement of such fact, the date of the
9 meeting of the board of directors at which the resolution to
10 dissolve was adopted and a statement of the fact that the
11 resolution received the vote of a majority of the directors
12 in office;

13 D. that all debts, obligations and liabilities of
14 the corporation have been paid and discharged or that
15 adequate provision has been made therefor;

16 E. a copy of the plan of distribution, if any, as
17 adopted by the corporation or a statement that no plan was so
18 adopted;

19 F. that all the remaining property and assets of
20 the corporation have been transferred, conveyed or
21 distributed in accordance with the provisions of the
22 Nonprofit Corporation Act;

23 G. that there are no suits pending against the
24 corporation in any court or that adequate provision has been
25 made for the satisfaction of any judgment, order or decree

1 that may be entered against it in any pending suit; and

2 H. confirmation that the corporation has resigned
3 as a registered agent or is not currently a registered agent
4 for any entity registered in New Mexico."

5 SECTION 2. Section 53-8-77 NMSA 1978 (being Laws 1975,
6 Chapter 217, Section 77, as amended) is amended to read:

7 "53-8-77. WITHDRAWAL OF FOREIGN CORPORATION.--

8 A. A foreign corporation authorized to conduct
9 affairs in New Mexico may withdraw from this state upon
10 procuring from the secretary of state a certificate of
11 withdrawal. In order to procure the certificate of
12 withdrawal, the foreign corporation shall deliver to the
13 secretary of state an application for withdrawal, which shall
14 set forth:

15 (1) the name of the corporation and the
16 state or country under the laws of which it is incorporated;

17 (2) that the corporation is not conducting
18 affairs in New Mexico;

19 (3) that the corporation surrenders its
20 authority to conduct affairs in New Mexico;

21 (4) that the corporation revokes the
22 authority of its registered agent in New Mexico to accept
23 service of process and consents that service of process in
24 any action, suit or proceeding based upon any cause of action
25 arising in this state during the time the corporation was

1 authorized to conduct affairs in this state may thereafter be
2 made on the corporation by service thereof on the secretary
3 of state;

4 (5) a post office address to which the
5 secretary of state may mail a copy of any process against the
6 corporation that may be served on it; and

7 (6) confirmation that the corporation has
8 resigned as a registered agent or is not currently a
9 registered agent for any entity registered in New Mexico.

10 B. The application for withdrawal shall be made on
11 forms prescribed and furnished by the secretary of state and
12 shall be executed by the corporation by two authorized
13 officers of the corporation or, if the corporation is in the
14 hands of a receiver or trustee, shall be executed on behalf
15 of the corporation by the receiver or trustee."

16 SECTION 3. Section 53-16-11 NMSA 1978 (being Laws 1967,
17 Chapter 81, Section 89, as amended) is amended to read:

18 "53-16-11. ARTICLES OF DISSOLUTION.--If voluntary
19 dissolution proceedings have not been revoked, then, when all
20 debts, liabilities and obligations of the corporation have
21 been paid and discharged or adequate provision has been made
22 therefor and all of the remaining property and assets of the
23 corporation have been distributed to its shareholders,
24 articles of dissolution shall be executed by the corporation
25 by an authorized officer, which statement shall set forth:

- 1 A. the name of the corporation;
- 2 B. that the secretary of state has
- 3 previously filed a statement of intent to dissolve the
- 4 corporation and the date on which the statement was filed;
- 5 C. that all debts, obligations and liabilities of
- 6 the corporation have been paid and discharged or that
- 7 adequate provision has been made therefor;
- 8 D. that all the remaining property and assets of
- 9 the corporation have been distributed among its shareholders
- 10 in accordance with their respective rights and interests;
- 11 E. that there are no suits pending against the
- 12 corporation in any court or that adequate provision has been
- 13 made for the satisfaction of any judgment, order or decree
- 14 that may be entered against it in any pending suit; and
- 15 F. confirmation that the corporation has resigned
- 16 as a registered agent or is not currently a registered agent
- 17 for any entity registered in New Mexico."

18 SECTION 4. Section 53-17-15 NMSA 1978 (being Laws 1967,

19 Chapter 81, Section 116, as amended) is amended to read:

20 "53-17-15. WITHDRAWAL OF FOREIGN CORPORATION.--

- 21 A. A foreign corporation authorized to transact
- 22 business in this state may withdraw from this state upon
- 23 procuring from the secretary of state a certificate of
- 24 withdrawal. In order to procure the certificate of
- 25 withdrawal, the foreign corporation shall deliver to the

1 secretary of state an application for withdrawal, which shall
2 set forth:

3 (1) the name of the corporation and the
4 state or country under the laws of which it is incorporated;

5 (2) a statement that the corporation is not
6 transacting business in this state;

7 (3) a statement that the corporation
8 surrenders its authority to transact business in this state;

9 (4) a statement that the corporation revokes
10 the authority of its registered agent in this state to accept
11 service of process and consents that service of process in an
12 action, suit or proceeding based upon a cause of action
13 arising in this state during the time the corporation was
14 authorized to transact business in this state may thereafter
15 be made on the corporation by service thereof on the
16 secretary of state;

17 (5) an address to which the secretary of
18 state may mail a copy of a process against the corporation
19 that may be served on it;

20 (6) a statement of the aggregate number of
21 shares that the corporation has authority to issue, itemized
22 by class and by series, if any, within each class, as of the
23 date of the application;

24 (7) a statement of the aggregate number of
25 issued shares, itemized by class and by series, if any,

1 within each class, as of the date of the application;

2 (8) a statement confirming that the
3 corporation has resigned as a registered agent or is not
4 currently a registered agent for any entity registered in
5 New Mexico; and

6 (9) additional information as necessary or
7 appropriate in order to enable the secretary of state to
8 determine and assess any unpaid fees payable by the foreign
9 corporation.

10 B. The application for withdrawal shall be made on
11 forms prescribed by the secretary of state or on forms
12 containing substantially the same information as forms
13 prescribed by the secretary of state and shall be executed by
14 the corporation by an authorized officer of the corporation
15 or, if the corporation is in the hands of a receiver or
16 trustee, shall be executed on behalf of the corporation by
17 the receiver or trustee."

18 SECTION 5. Section 53-19-41 NMSA 1978 (being Laws 1993,
19 Chapter 280, Section 41) is amended to read:

20 "53-19-41. ARTICLES OF DISSOLUTION.--

21 A. On the dissolution of a limited liability
22 company, persons with authority pursuant to the provisions of
23 Subsection A of Section 53-19-42 NMSA 1978 to wind up its
24 business and affairs shall sign and deliver, to the office of
25 the secretary of state for filing, articles of dissolution.

1 B. The articles of dissolution shall state:

2 (1) the name of the limited liability
3 company;

4 (2) the dates of filing the articles of
5 organization and all amendments and restatements to the
6 articles of organization;

7 (3) the event causing the dissolution;

8 (4) the effective date, which shall be a
9 date certain, of the articles of dissolution if the articles
10 of dissolution are not to be effective on filing;

11 (5) the name and address of each person who
12 has the authority to act for the limited liability company in
13 connection with the winding up of its business and affairs;

14 (6) confirmation that the limited liability
15 company has resigned as a registered agent or is not
16 currently a registered agent for any entity registered in
17 New Mexico;

18 (7) whether the winding up of the business
19 and affairs of the limited liability company is being
20 supervised by a court pursuant to the provisions of Paragraph
21 (2) of Subsection A of Section 53-19-42 NMSA 1978; and

22 (8) any other information persons signing
23 the articles of dissolution choose to include.

24 C. After the articles of dissolution have been
25 filed, only a person named in the articles of dissolution as

1 having authority to act for the limited liability company in
2 connection with the winding up of its business and affairs
3 shall have such authority, including the authority to bind
4 the limited liability company, transact business on its
5 behalf, act as its agent and execute any instrument for it
6 and in its name.

7 D. Articles of dissolution that have been filed
8 may be amended at any time and from time to time or revoked
9 at any time and, unless an amendment or revocation states
10 otherwise, it shall be effective upon delivery to the office
11 of the secretary of state for filing."

12 SECTION 6. Section 53-19-52 NMSA 1978 (being Laws 1993,
13 Chapter 280, Section 52) is amended to read:

14 "53-19-52. CANCELLATION OF REGISTRATION.--

15 A. A foreign limited liability company authorized
16 to transact business in New Mexico may cancel its
17 registration by application to the secretary of state for a
18 certificate of cancellation. The application for
19 cancellation shall set forth:

20 (1) the name of the foreign limited
21 liability company and the state or other jurisdiction under
22 the laws of which it is organized;

23 (2) that the foreign limited liability
24 company is not transacting business in New Mexico;

25 (3) that the foreign limited liability

1 company surrenders its registration to transact business in
2 New Mexico;

3 (4) that the foreign limited liability
4 company confirms the authority of its registered agent for
5 service of process in New Mexico and consents that service of
6 process in any action, suit or proceeding based upon any
7 cause of action arising in New Mexico during the time
8 that the foreign limited liability company was authorized to
9 transact business in New Mexico also may be made on the
10 foreign limited liability company by service upon the
11 secretary of state;

12 (5) an address to which a person may mail a
13 copy of any process against the foreign limited liability
14 company; and

15 (6) confirmation that the foreign limited
16 liability company has resigned as a registered agent or is
17 not currently a registered agent for any entity registered in
18 New Mexico.

19 B. The application for cancellation shall be in
20 the form specified by the secretary of state and shall be
21 executed for the foreign limited liability company by a
22 person with authority to do so under the laws of the state or
23 other jurisdiction of its organization or, if the foreign
24 limited liability company is in the hands of a receiver or
25 trustee, by the receiver or trustee on behalf of the foreign

1 limited liability company.

2 C. A cancellation does not terminate the authority
3 of the secretary of state to accept service of process on the
4 foreign limited liability company with respect to causes of
5 action arising out of its having done business in
6 New Mexico."

7 SECTION 7. EFFECTIVE DATE.--The effective date of the
8 provisions of this act is July 1, 2019. _____

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