



PLEASE MAIL ALL DOCUMENTS TO:
SECRETARY OF STATE
325 DON GASPAR, SUITE 300, SANTA FE, NM 87501

53-11-11. REGISTERED OFFICE AND REGISTERED AGENT.

Each corporation shall have and continuously maintain in this state:

- A. a registered office which may be, but need not be, the same as its place of business; and
- B. a registered agent, which agent may be either an individual resident in this state whose business office is identical with the registered office, or a domestic corporation, or a foreign corporation authorized to transact business in this state, having a business office identical with the registered office.

53-11-12. FAILURE TO APPOINT AND MAINTAIN REGISTERED AGENT; PENALTY.

If any corporation fails for a period of thirty days to appoint and maintain a registered agent in this state or has failed for thirty days after change of its registered office or registered agent to file in the office of the Secretary of State a statement of the change, the Secretary of State shall notify the corporation of its delinquency by certified letter to the corporation's principal office. If the delinquency is not corrected within thirty days from the date the letter is transmitted, the Secretary of State may commence proceedings to strike the names and records of the delinquent corporation from the files of the Secretary of State after proceedings held pursuant to the terms of this section. The Secretary of State shall issue a notice of dissolution and setting (set) a date for hearing. Service of process and notice of proceedings shall be by certified mail to the principal place of business of the corporation. Any order of the Secretary of State may be appealed to the district court of Santa Fe County, New Mexico, within sixty days of the date it was issued by the Secretary of State.

53-11-13. CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT.

A. A corporation may change its registered office or change its registered agent, or both, upon filing in the office of the Secretary of State a statement setting forth:

- (1) The name of the corporation;
- (2) The address of its then registered office;
- (3) If the address of its registered office is to be changed, the address to which the registered office is to be changed;
- (4) The name of its then registered agent;
- (5) If its registered agent is to be changed:
 - (a) The name of its successor registered agent; and
 - (b) A statement executed by the successor registered agent acknowledging his acceptance of the appointment by the filing corporation as its registered agent, if the agent is an individual, or a statement executed by an authorized officer of a corporation that is the successor registered agent in which the officer acknowledges the corporation's acceptance of the appointment by the filing corporation as its registered agent, if the agent is a corporation; and

(6) That the address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

B. The statement shall be executed by the corporation by an authorized officer and delivered to the Secretary of State. If the Secretary of State finds that the statement conforms to the provisions of the Business Corporation Act, it shall file the statement in its office, and, upon such filing, the change of address of the registered office or the appointment of a new registered agent, or both, as the case may be, becomes effective, and, upon filing, fulfills the requirement to file a supplemental report under Section 53-5-2 NMSA 1978.

C. Any registered agent of a corporation may resign upon filing a written notice of resignation with the Secretary of State. The Secretary of State shall mail a copy immediately to the corporation at its principal place of business as shown on the records of the Secretary of State. The appointment of the resigning agent shall terminate upon the expiration of thirty days after receipt of the notice by the Secretary of State.

D. If a registered agent changes his business address to another place within the same county, he may change the address and the address of the registered office of any corporation of which he is the registered agent by filing a statement as required by this section except that it need be signed only by the registered agent, need not be responsive to Paragraph (5) of Subsection A of this section and shall recite that a copy of the statement has been mailed to the corporation.

E. If a registered agent changes the street address of the registered agent's business office, the registered agent may change the street address of the registered office of any corporation for which the registered agent is the registered agent by notifying the corporation in writing of the change and signing, either manually or in facsimile, and delivering to the Secretary of State for filing a statement that complies with the requirements of Subsection A of this section, and recites that the corporation has been notified of the change. Regulation S 1.18-5:1 provides that all information be typed or printed except for the signature of the executing officer.