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 ARTICLES OF DISSOLUTION.--If voluntary dissolution proceedings have not been revoked, then when all debts, liabilities and obligations of the corporation are paid and discharged, or adequate provision has been made therefor, and all of the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..."
that the resolution received at least two-thirds of the votes
that members present at the meeting or represented by proxy
were entitled to cast; or

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

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

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

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

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

G. that there are no suits pending against the
corporation in any court or that adequate provision has been
made for the satisfaction of any judgment, order or decree
that may be entered against it in any pending suit; and

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

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

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

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

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

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

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

(4) that the corporation revokes the
authority of its registered agent in New Mexico to accept
service of process and consents that service of process in
any action, suit or proceeding based upon any cause of action
arising in this state during the time the corporation was
authorized to conduct affairs in this state may thereafter be
made on the corporation by service thereof on the secretary
of state;

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

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

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

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

"53-16-11. ARTICLES OF DISSOLUTION.--If voluntary
dissolution proceedings have not been revoked, then, when all
debts, liabilities and obligations of the corporation have
been paid and discharged or adequate provision has been made
therefor and all of the remaining property and assets of the
corporation have been distributed to its shareholders,
articles of dissolution shall be executed by the corporation
by an authorized officer, which statement shall set forth:
A. the name of the corporation;
B. that the secretary of state has previously filed a statement of intent to dissolve the corporation and the date on which the statement was filed;
C. that all debts, obligations and liabilities of the corporation have been paid and discharged or that adequate provision has been made therefor;
D. that all the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests;
E. that there are no suits pending against the corporation in any court or that adequate provision has been made for the satisfaction of any judgment, order or decree that may be entered against it in any pending suit; and
F. confirmation that the corporation has resigned as a registered agent or is not currently a registered agent for any entity registered in New Mexico."

SECTION 4. Section 53-17-15 NMSA 1978 (being Laws 1967, Chapter 81, Section 116, as amended) is amended to read:

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

A. A foreign corporation authorized to transact business in this state may withdraw from this state upon procuring from the secretary of state a certificate of withdrawal. In order to procure the certificate of withdrawal, the foreign corporation shall deliver to the
secretary of state an application for withdrawal, which shall set forth:

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

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

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

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

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

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

(7) a statement of the aggregate number of issued shares, itemized by class and by series, if any,
within each class, as of the date of the application;

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

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

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

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

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

A. On the dissolution of a limited liability company, persons with authority pursuant to the provisions of Subsection A of Section 53-19-42 NMSA 1978 to wind up its business and affairs shall sign and deliver, to the office of the 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) confirmation that the limited liability company has resigned as a registered agent or is not currently a registered agent for any entity registered in New Mexico;

(7) 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 53-19-42 NMSA 1978; and

(8) 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 any time and, unless an amendment or revocation states
otherwise, it shall be effective upon delivery to the office
of the secretary of state for filing."

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

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

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

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

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

(3) that the foreign limited liability
company surrenders its registration to transact business in
New Mexico;

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

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

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

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

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

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