

PUBLIC REGULATION COMMISSION
CORPORATIONS BUREAU
CHARTERED DOCUMENTS DIVISION
P.O. BOX 1269
SANTA FE, NEW MEXICO 87504-1269
(505) 827-4511

REQUIREMENTS FOR DISSOLUTION OF A NONPROFIT CORPORATION
(53-8-47 TO 53-8-52 NMSA 1978)

FILING FEES: Articles of Dissolution, \$10 (submit a signed original, together with a duplicate copy which may be either signed or photocopied; the duplicate copy and a Certificate of Dissolution will be returned for the corporation's records). ***The following fees apply only if you want an additional copy or copies to be certified: \$10*** per certified copy; if you do not provide the extra copy, a reproduction fee of **\$1** per page, minimum **\$5** is charged in addition to the \$10 certification fee. Payment of fees must be made by **check or money order**, made payable to the New Mexico Public Regulation Commission or NMPRC. The PRC does not accept cash payment for any fees.

FILING PROCEDURE: A nonprofit corporation may dissolve and wind up its affairs in accordance with sections 53-8-47 (Voluntary Dissolution), 53-8-48 (Distribution of Assets) and 53-8-49 (Plan of Distribution). A **request for clearance for dissolution** must be submitted to the Public Regulation Commission Report Compliance Division at the above letterhead address (*request form for this clearance is enclosed in this packet*). Upon completion of voluntary dissolution proceedings, and upon issuance of the PRC clearance for dissolution, the corporation shall file with the commission: **(1) the signed original of the Articles of Dissolution, together with a duplicate copy** which may be either signed or photocopied; **(2) the PRC clearance for dissolution;** and **(3) \$10** filing fee. If the commission determines that the documents delivered for filing conform with the provisions of the Nonprofit Corporation Act, it shall, when all required filing fees have been paid, retain the signed original in the files of the commission and return the duplicate together with a Certificate of Dissolution.

EXECUTION OF DOCUMENTS: The Articles of Dissolution must be executed (signed) by two authorized officers of the corporation.

NOTE: Please refer to the New Mexico Nonprofit Corporation Act (53-8-1 to 53-8-99, NMSA 1978) for the complete statutes governing a nonprofit corporation. A copy of the statutes can be obtained from this office at your request. 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 if you have any legal questions concerning your corporation.

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

Please visit our website at: www.nmprc.state.nm.us

PUBLIC REGULATION COMMISSION

**APPLICATION FOR TAX CLEARANCE FOR
DISSOLUTION/WITHDRAWAL**

*****INFORMATION MUST BE LEGIBLE*****

DATE: _____

RE: _____
(PRINT EXACT CORPORATE NAME AS REGISTERED WITH OUR OFFICE)

NMPRC # _____ TAXATION & REVENUE ID # _____

SUBJECT: TAX CLEARANCE REQUEST FOR DISSOLUTION/WITHDRAWAL

THIS CORPORATION IS IN THE PROCESS OF DISSOLVING/WITHDRAWING FROM THE STATE OF NEW MEXICO AND IS REQUESTING TAX CLEARANCE.

FINAL DAY OF BUSINESS: **Month** _____ **Day** _____ **Year** _____.

NOTE: THE CORPORATION CANNOT BE ISSUED A TAX CLEARANCE FOR A FUTURE DATE OR IF IT IS DELINQUENT IN FILING REPORTS AND/OR PAYING FEES DUE. ALSO, A FINAL REPORT MAY BE REQUIRED THROUGH THE FINAL DAY OF BUSINESS. YOU WILL BE ADVISED ACCORDINGLY.

SIGNATURE OF OFFICER OR AUTHORIZED AGENT

NAME: _____

ADDRESS: _____

CITY: _____ STATE: _____ ZIP CODE: _____

TELEPHONE: (____) _____

MAIL TO:

PUBLIC REGULATION COMMISSION
TAX COMPLIANCE DIVISION
PO BOX 1269
SANTA FE, NM 87504-1269
PHONE: (505) 827-4510

DOCUMENTS MUST BE TYPED OR PRINTED LEGIBLY

Instructions For Completing Form DNP-DV (Articles of Dissolution)

Article One: Enter the complete name of the corporation, and the NMPRC # (charter ID number found on the Certificate of Incorporation).

Article Two: Select the appropriate statement indicating the action by which the resolution to dissolve was adopted, and enter the date of the meeting required in the statement selected.

Article Three: Select the appropriate statement, and attach a copy of the plan of distribution, if applicable.

Article Four: These statements are required to be set forth in the Articles of Dissolution. By signing this document, the corporation is affirming these statements.

Date and Execution: Enter the date the document was executed (signed). In the blank provided, enter the name of the corporation. The Articles of Dissolution must be signed by two authorized officers of the corporation.

NOTE: Attach the PRC clearance for dissolution to the Articles of Dissolution.

**SUBMIT ORIGINAL AND A COPY
TYPE OR PRINT LEGIBLY**

**Nonprofit Corporation
ARTICLES OF DISSOLUTION**

Pursuant to the provisions of Section 53-8-51 of the New Mexico Nonprofit Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

ARTICLE ONE: The name of the corporation is (include NMPC #) _____

ARTICLE TWO: *(select the appropriate action taken)*

_____ The **date of the meeting of members** at which the resolution to dissolve was adopted was _____. A quorum of the members entitled to vote was present and the amendment received at least two-thirds (2/3) of the votes which members present at the meeting or represented by proxy were entitled to cast, or the resolution was adopted by a consent in writing signed by all members entitled to vote thereon.

OR

_____ The **date of the meeting of the board of directors** at which the resolution was adopted was _____. The corporation has no members, or no members entitled to vote thereon, therefore the resolution to dissolve was adopted by a majority vote of the board of directors in office.

ARTICLE THREE: *(select the appropriate statement)*

_____ A copy of the plan of distribution as adopted by the corporation is **attached**.

OR

_____ No plan of distribution was adopted.

ARTICLE FOUR: All debts, obligations and liabilities of the corporation have been paid and discharged or adequate provision has been made therefor. All remaining property and assets of the corporation have been transferred, conveyed or distributed in accordance with the provisions of the Nonprofit Corporation Act. There are no suits pending against the corporation in any court, or adequate provision has been made for the satisfaction of any judgement, order or decree which may be entered against it in any pending suit.

Dated: _____
Name of Corporation

Two officers must sign: By _____
Signature of Authorized Officer

By _____
Signature of Authorized Officer

NOTE: ATTACH THE CLEARANCE FOR DISSOLUTION TO THESE

ARTICLES OF
DISSOLUTION.

Form DNP-DV
(revised 10/02)