

Opinion No. 36-1442

October 5, 1936

BY: FRANK H. PATTON, Attorney General

TO: State Corporation Commission, Santa Fe, New Mexico.

{*142} We have a letter from the law firm of Wilson & Watson of Santa Fe stating that they have talked over with you the question of whether or not a foreign corporation, which is qualified to do business in New Mexico, is required by our laws to have recorded with the County Clerk of the county where their principal place of business is located in this state, amendments to their articles of incorporation.

If you will recall, this office rendered an opinion a few days ago to the effect that a foreign corporation is not required to record its articles of incorporation {*143} with the county clerk where its principal office is located prior to commencing business in New Mexico. This opinion was based upon the wording of Section 32-203 of the 1929 Code, providing that the provisions of our laws should apply to foreign corporations doing business in the state insofar as the same are applicable.

In our opinion, it would be a useless and futile thing to require a foreign corporation to file and have recorded with the county clerk amendments to its articles of incorporation when the articles themselves are not on record with the county clerk. We do not believe that the legislature intended that such a useless thing be done and we are, therefore, of the opinion that the statute requiring amendments to articles of incorporation to be recorded with the county clerk is not applicable to foreign corporations doing business in New Mexico.

By J. R. MODRALL,

Asst. Atty. General