

**STATE OF SOUTH CAROLINA  
SECRETARY OF STATE  
RESTATED ARTICLES OF INCORPORATION  
NONPROFIT CORPORATION**

Pursuant to the provisions of the 1976 S.C. Code of Laws, as amended, Section 33-31-1006, the applicant delivers to the Secretary of State these restated articles of incorporation.

1. The current name of the corporation is:

2. If the name of the corporation has ever been changed, list all of its former names.

3. Date incorporated: \_\_\_\_\_

4. Check "a", "b", or "c" whichever is applicable. Check only one box:

- ☐ a. The nonprofit corporation is a public benefit corporation.  
☐ b. The nonprofit corporation is a religious corporation.  
☐ c. The nonprofit corporation is a mutual benefit corporation.

5. Check "a" or "b", whichever is applicable:

- ☐ a. This corporation will have members.  
☐ b. This corporation will not have members.

6. The address of the principal office of the nonprofit corporation is:

\_\_\_\_\_  
(Street Address)

\_\_\_\_\_  
(City, State, Zip Code)

7. If this nonprofit corporation is either a **public benefit** or **religious corporation**, complete either "a" or "b", whichever is applicable, to describe how the remaining assets of the corporation will be distributed upon dissolution of the corporation. **If you are going to apply for 501(c)(3) status, you must complete section "a".**

- a. ☐ Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such asset not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Name of Corporation

☐

If you choose to name a specific 501(c)(3) entity to which the assets should be distributed, please indicate the name of the selected entity.

OR

b. ☐

If the dissolved corporation is not described in Section 501(c)(3) of the Internal Revenue Code, upon dissolution of the corporation, the assets shall be distributed to one or more public benefit or religious corporations or to one or more of the entities described in (a) above.

☐

If you chose to name a specific public benefit corporation, religious corporation or 501(c)(3) entity to which the assets should be distributed, please indicate the name of the selected entity.

8. If the corporation is mutual benefit corporation, complete either "a" or "b", whichever is applicable, to describe how the remaining assets of the corporation will be distributed upon dissolution of the corporation.

☐

a. Upon dissolution of the mutual benefit corporation, the remaining assets shall be distributed to its members, or if it has no members, to those persons to whom the corporation holds itself out as benefiting or serving.

☐

b. Upon dissolution of the mutual benefit corporation, the remaining assets, consistent with the law, shall be distributed to:

9. ☐

If this corporation is converting **from either** a public benefit or religious corporation **into a mutual benefit** corporation, mark this paragraph #9 which certifies that a notice, including a copy of the proposed amendment, was delivered to the South Carolina Attorney General at least twenty days before the consummation of the amendment.

10. The optional provisions which the corporation elects to include in the restated articles of incorporation are as follows [See S.C. code of Laws §33-31-202(c)].

Name of Corporation

11. Each director of the nonprofit corporation must sign the restated articles of incorporation.

(Name)

(Signature of Director)

(Name)

(Signature of Director)

(Name)

(Signature of Director)

#### Certificate Accompanying the Restated Articles of Incorporation

12. Check **either** box A or B.

☐

a. The attached restated articles of incorporation do not contain any amendments to the corporation's articles of incorporation. The restated articles have been approved by the board of directors or members as required.

☐

b. The attached restated articles of incorporation contain one or more amendments to the corporation's articles of incorporation and the amendments have been approved as required **(Check Box i, ii or iii below depending on the type of approval that was required.)**

☐

i. By checking this paragraph, the applicant represents that (a) approval of the amendment by the members was not required and (b) the amendment was approved by a sufficient vote of the board of directors. **(Do not check this paragraph if member vote was required or if the required vote of directors was not obtained.)**

☐

ii. By checking this paragraph, the applicant represents that the approval of the members was required to adopt the amendment(s). If you check box ii you must complete the information below.

Complete one of the following as appropriate:

Designation (Classes of Membership)	Number of Memberships Outstanding	Number of Votes Entitled to be Cast by Each Class	Number of Votes of Each Class Voting	Number of Votes Cast* For -AND- Against	Total Number of Undisputed Votes Cast for Approval

Name of Corporation

- ☐ iii. By checking this paragraph, the applicant represents the approval of the restatement by some person or persons other than the members, the board, or the incorporators is required pursuant to S.C. Code of Laws §33-31-1030, and that the approval was obtained. **(Do not mark paragraph iii if neither of these statements is true).**

Specify (a) the text of every amendment adopted and (b) the date each amendment was adopted. Please attach additional pages if the space on this form is not sufficient.

The date the amendment was adopted: \_\_\_\_\_

13. If the amendment provides for an exchange, reclassification, or cancellation of memberships, provisions for implementing the amendment must be set forth here if provisions are not contained in the amendment itself:

14. Unless a delayed date is specified, this application shall be filed upon acceptance for filing by the Secretary of State [See Section 33-31-123(b) of the 1976 S.C. Code of Laws, as amended]. \_\_\_\_\_

Date \_\_\_\_\_

Name of Corporation:

\_\_\_\_\_  
(Signature of Officer)

\_\_\_\_\_  
(Type or Print Name)

\_\_\_\_\_  
(Office)

### **Filing Checklist**

Restated Articles of Incorporation (filed in duplicate)

\$10.00 made payable to the South Carolina Secretary of State

Make sure the proper person has signed the document

**Documents filed with the Secretary of State should be executed by:**

**(1) the Presiding Officer of its Board of Directors of a domestic or foreign corporation, its president or another of its officers**

**(2) if directors have not been selected or the corporation has not been formed, by an incorporator; or**

**(3) if the corporation is in the hands of a receiver, trustee or other court appointed fiduciary, by that fiduciary.**

Two copies of this form, the original and either a duplicate original or a conformed copy, must be filed.

Include a self-addressed stamped envelope to have a filed copy returned to you by mail.

If the space in this form is insufficient, please attach additional sheets containing a reference to the appropriate paragraph in this form.

Return all documents to:

Secretary of State  
Attn: Corporate Filings  
1205 Pendleton Street, Suite 525  
Columbia, SC 29201