STATE OF SOUTH CAROLINA  
SECRETARY OF STATE  

ARTICLES OF INCORPORATION  
BENEFIT CORPORATION  
PROFESSIONAL CORPORATION – STATUTORY CLOSE CORPORATION  

The following information is submitted pursuant to Sections 33-2-102, 33-18-103, 33-19-109, 33-38-120 and 33-38-200 of the 1976 S.C. Code of Laws, as amended:

1. The name of the proposed corporation is:

   [Blank space for name]

   NOTE: Pursuant to S.C. Code of Laws § 33-9-150, the name of the corporation must contain the words “professional corporation”, “professional association”, “service corporation” or “chartered”, or the abbreviation “P.C.”, “PC”, “P.A.”, or “PA”.

2. The initial registered office of the corporation is:

   (Street Address)

   (City, State, Zip Code)

   And the initial registered agent at such address is:

   (Name)

   I hereby consent to the appointment as registered agent of the corporation

   (Agent’s Signature)

3. The corporation is authorized to issue shares of stock as follows. Complete “a” or “b”, whichever is applicable:

   a. □ The corporation is authorized to issue a single class of shares, the total number of shares authorized is ________________________________.

   b. □ The corporation is authorized to issue more than one class of shares:

      | Class of Shares | Authorized Number of Each Class |
      |-----------------|-------------------------------|
      |                 |                               |
      |                 |                               |
      |                 |                               |

   The relative right, preference, and limitations of the shares of each class, and of each series within a class, are as follows:

   [Blank space for relative rights, preferences, and limitations]
4. The existence of the corporation shall begin as of the filing date with the Secretary of State unless a delayed date is indicated [see Section 33-1-230(b) of the 1976 S.C. Code of Laws, amended]: ______________________

5. The corporation is a professional corporation governed by Chapter 19, Title 33 of the 1976 S.C. Code of Laws, as amended.

6. The corporation’s purpose shall be to render the following professional services:

7. The corporation is also a statutory close corporation, as provided under Chapter 18 of Title 33 of the 1976 S.C. Code of Laws, as amended.

8. Unless specified otherwise below, the transfer of stock of the corporation shall be subject to the restrictions provided in Sections 33-18-110 through 33-18-130 of the 1976 S.C. Code of Laws, as amended. Specify any variations in the statutory format in Sections 33-18-110 through 33-18-130 below:

9. Unless otherwise specified below, the corporation shall have a board of directors (see Section 33-18-210 of the 1976 S.C. Code of Laws, as amended).

☐ This corporation elects not to have a board of directors.

10. Check the following, if applicable:

☐ This corporation elects to apply the provisions of Sections 33-18-140 through 33-18-170 of the 1976 S.C. Code of Laws, as amended, which give the estate of a deceased shareholder the right to compel the corporation to purchase the deceased shareholder’s shares.

Specify any variations in the statutory format in Sections 33-18-140 through 33-18-170:

11. The corporation is also a benefit corporation governed by Chapter 38, Title 33 of the 1976 S.C. Code of Laws, as amended.
12. The corporation has the following specific public benefits purpose(s):


13. The optional provisions, which the corporation elects to include in the articles of incorporation, are as follows (see applicable provisions Sections 33-2-102, 35-2-105, and 35-2-221 of the 1976 S.C. Code of Laws, as amended):


14. The name, address and signature of each incorporator is as follows (only one incorporator is required):
   a. 
   (Name) 
   (Address) 
   (City, State, Zip Code) 
   (Signature) 
   b. 
   (Name) 
   (Address) 
   (City, State, Zip Code) 
   (Signature) 
   c. 
   (Name) 
   (Address) 
   (City, State, Zip Code)
(Signature)

15. I, ___________________________________________________________ an attorney licensed to practice in the state of South Carolina, certify that the corporation, to whose articles of incorporation this certificate is attached, has complied with the requirements of Chapter 2, Title 33 of the 1976 S.C. Code of Laws, as amended, relating to the articles of incorporation.

Date: ___________________

__________________________________________________________
Signature

__________________________________________________________
Type or Print Name

__________________________________________________________
(Street Address)

__________________________________________________________
(City, State, Zip Code)

__________________________________________________________
(Telephone Number)
SPECIAL NOTES

1. PURSUANT TO 1976 S.C. CODE OF LAWS, AS AMENDED, § 33-18-109, ALL SHARE CERTIFICATES ISSUED BY A STATUTORY CLOSE CORPORATION MUST CONTAIN THE FOLLOWING CONSPICUOUS NOTICE:

   “THE RIGHTS OF SHAREHOLDERS IN A STATUTORY CLOSE CORPORATION MAY DIFFER MATERIALLY FROM THE RIGHTS OF SHAREHOLDERS IN OTHER CORPORATIONS. COPIES OF THE ARTICLES OF INCORPORATION AND BYLAWS, SHAREHOLDERS’ AGREEMENTS AND OTHER DOCUMENTS, ANY OF WHICH MAY RESTRICT TRANSFERS AND AFFECT VOTING AND OTHER RIGHTS, MAY BE OBTAINED BY A SHAREHOLDER ON WRITTEN REQUEST TO THE CORPORATION.”

2. PURSUANT TO 1976 S.C. CODE OF LAWS, AS AMENDED, § 33-19-210, ALL SHARE CERTIFICATES ISSUED BY A PROFESSIONAL CORPORATION MUST CONTAIN THE FOLLOWING CONSPICUOUS NOTICE:

   “THE TRANSFER OF SHARES OF A PROFESSIONAL CORPORATION IS RESTRICTED BY THE SOUTH CAROLINA PROFESSIONAL CORPORATION SUPPLEMENT, CHAPTER 19 OF TITLE 33, AND MAY BE SUBJECT TO FURTHER RESTRICTION IMPOSED BY THE LICENSING AUTHORITY. SHARES OF A PROFESSIONAL CORPORATION ARE SUBJECT ALSO TO A STATUTORY REPURCHASE OBLIGATION.”


5. THE FILING OF THIS DOCUMENT DOES NOT, IN AND OF ITSELF, PROVIDE AN EXCLUSIVE RIGHT TO USE THIS CORPORATE NAME ON OR IN CONNECTION WITH ANY PRODUCT OR SERVICE. USE OF A NAME AS A TRADEMARK OR SERVICE MARK WILL REQUIRE REGISTRATION OF THE MARK AND MAY BE AFFECTED BY PRIOR USE OF THE MARK. FOR MORE INFORMATION, CONTACT THE TRADEMARKS DIVISION OF THE SECRETARY OF STATE’S OFFICE.