

**STATE OF SOUTH CAROLINA  
SECRETARY OF STATE**

**ARTICLES OF SHARE EXCHANGE  
CORPORATION – DOMESTIC Filing Fee \$110.00**

Pursuant to Section 33-11-105 of the 1976 S.C. Code of Laws, as amended, the undersigned, as the acquiring corporation in a share exchange, hereby submits the following information:

1. The name of the acquiring corporation is:

2. Attached hereto and made a part hereof is a copy of the Plan of Share Exchange (see S.C. Code of Laws, Title 33, Chapter 11). Duplicate copies of the Plan of Share Exchange **must** be attached in order for this form to be filed.

3. Complete the following information to the extent it is relevant with respect to **each** corporation which is a party to the transaction.

a. Name of the corporation:

**Complete either (1) or (2), whichever is applicable.**

- (1)  Shareholder approval of the share exchange was not required [see S.C. Code of Laws § 33-11-103(h)]
- (2)  The Plan of Share Exchange was duly approved by shareholders of the corporation as follows:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the Meeting	Total Number of Votes Cast*	
				For	-OR- Against
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____

**\*NOTE:** Pursuant to S.C. Code of Laws § 33-11-105(a)(3)(ii), the corporation can alternatively state the total number of undisputed votes cast for the Plan of Share Exchange separately by each voting group with a statement that the number of votes cast for the Plan by each voting group was sufficient for approval by that voting group.

b. Name of the corporation:

Name of Corporation

**Complete either (1) or (2), whichever is applicable.**

- (1)  Shareholder approval of the share exchange was not required [see S.C. Code of Laws § 33-11-103(h)]
- (2)  The Plan of Share Exchange was duly approved by shareholders of the corporation as follows:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the Meeting	Total Number of Votes Cast* For -OR- Against
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

**\*NOTE:** Pursuant to S.C. Code of Laws § 33-11-105(a)(3)(ii), the corporation can alternatively state the total number of undisputed votes cast for the Plan of Share Exchange separately by each voting group with a statement that the number of votes cast for the Plan by each voting group was sufficient for approval by that voting group.

4. Unless a delayed date is specified, the effective date of this document shall be the date it is accepted for filing by the Secretary of State [see S.C. Code of Laws § 33-1-230(b)] \_\_\_\_\_.

Date: \_\_\_\_\_

Name of Acquiring Corporation:

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Type or Print Name

\_\_\_\_\_  
Office

### **Filing Checklist**

- Articles of Share Exchange (filed in duplicate). Two copies of this form, the original and either a duplicate original or a conformed copy, must be filed.
- Attach a copy of the Plan of Share Exchange
- \$110.00 made payable to the South Carolina Secretary of State
- Include a self-addressed stamped envelope to have a filed copy returned to you by mail.
- Make sure the proper individual has signed the form (Please see S.C. Code of Laws §33-1-200(f))

**Corporate forms filed with the Secretary of State should be signed by:**

**(1) the Chairman of the Board of Directors, president or another of its officers**

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

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

- Return all documents to: Secretary of State  
Attn: Corporate Filings  
1205 Pendleton Street, Suite 525  
Columbia, SC 29201