

**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