

STATE OF SOUTH CAROLINA
SECRETARY OF STATE

CONVERSION OF A LIMITED LIABILITY COMPANY
TO A BENEFIT CORPORATION

ARTICLES OF INCORPORATION

****Conversion of an entity can result in tax consequences for the entity. Please consult a tax professional such as a CPA or qualified attorney before filing for conversion.**

The following limited liability company hereby converts to a benefit corporation pursuant to the provisions of Sections 33-38-200, 33-38-210, 33-38-230, 33-44-908 and Section 33-44-909 of the 1976 S.C. Code of Laws, as amended, by filing these articles of incorporation:

1. The name of the corporation is:

NOTE: Pursuant to S.C. Code of Laws §33-4-101, the name of the corporation must contain the word "corporation", "incorporated", "company", or "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd."

2. The initial registered office of the corporation is

(Street Address)

(City, State, Zip Code)

and the initial registered agent at such address is

(Print Name)

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

(Agent's Signature)

3. The former name of this corporation while a limited liability company was:

4. Pursuant to Sections 33-38-230 and 33-44-904 of the 1976 S.C. Code of Laws, as amended, the conversion was approved by all of the members of the limited liability company or by the number or percentage of members specified in the operating agreement.

5. a. The number of votes by the members (entitled to vote) which were cast "for" the conversion was:

- b. The number of votes by the members (entitled to vote) which were cast "against" the conversion was:

Name of Corporation

c. If this was less than a unanimous vote "for" conversion, specify either the number or percentage of votes required to approve the conversion: _____ (Specify whether "number" or "percentage")

6. 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 No. of Each Class
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_____	_____
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_____	_____
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_____	_____
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The relative right, preference, and limitations of the shares of each class, and of each series within a class, are as follows:

7. The corporation is a benefit corporation governed by Chapter 38, Title 33 of the S.C. Code of Laws, as amended.

8. The corporation has the following specific public benefit purpose:

9. Unless a delayed effective date is specified, these articles will be effective when endorsed for filing by the Secretary of State. Specify any delayed effective date and time, if applicable: _____

(Date)

(Time)

10. The articles of organization of the limited liability company will be cancelled as of the effective date of this filing.

11. Name, address and signature of each incorporator is as follows (only one incorporator is required):

a. _____

(Name)

(Street Address)

Name of Corporation

(City, State, Zip Code)

(Signature)

b. _____
(Name)

(Street Address)

(City, State, Zip Code)

(Signature)

c. _____
(Name)

(Street Address)

(City, State, Zip Code)

(Signature)

12. 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 in Chapter 2, Title 33 of the 1976 S.C. Code of Laws, as amended, relating to the articles of incorporation.

Date: _____

(Signature)

(Print Name)

(Street Address)

(City, State, Zip Code)

(Telephone Number)

FILING INSTRUCTIONS

1. 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.
2. If the space in this form is insufficient, please attach additional sheets containing a reference to the appropriate paragraph in this form.
3. Enclose the fee of \$135.00 payable to the Secretary of State.
4. THIS FORM MUST BE ACCOMPANIED BY THE FIRST REPORT TO CORPORATIONS (SEE SECTION 12-20-20 OF THE 1976 SOUTH CAROLINA CODE OF LAWS, AS AMENDED). The \$25 CL-1 fee is included in the \$135 filing fee.
5. If the limited liability company owns real property in South Carolina, notice of this name change must be filed in the register of deeds office of the county in which the property is located. See S.C. Code §33-44-909(c).

Return to: Secretary of State
 1205 Pendleton Street, Suite 525
 Columbia, SC 29201