

**STATE OF SOUTH CAROLINA
SECRETARY OF STATE**

**CONVERSION OF A CORPORATION
TO A LIMITED LIABILITY COMPANY**

ARTICLES OF ORGANIZATION

****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 corporation hereby converts to a limited liability company pursuant to the provisions of Section 33-11-111 and Section 33-11-112 of the 1976 S.C. Code of Laws, as amended, by filing these articles of organization.

1. The name of the limited liability company is:

2. The initial agent for service of process is:

(Name)

and the street address in South Carolina for this agent for service of process is

(Street Address)

(City, State, Zip Code)

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

4. If voting by voting group is required, the below information must be provided for each voting group entitled to vote separately on the conversion:

Voting Group	Number of Shareholder Votes Cast			Number of Votes Required to Approve (required if this was less than unanimous vote "for") Specify whether number or percentage
	For	-OR-	Against	
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

Name of Limited Liability Company

5. The address of the initial designated office is:

(Street Address)

(City, State, Zip Code)

6. The name and mailing address of each organizer

a.

(Name)

(Street Address)

(City, State, Zip Code)

b.

(Name)

(Street Address)

(City, State, Zip Code)

c.

(Name)

(Street Address)

(City, State, Zip Code)

7. Check this box if the company is to be a term company. If so, provide the term specified: _____

Name of Limited Liability Company

8. Check this box only if management of the limited liability company is vested in a manager or managers. If this company is to be managed by managers, specify the name and address of each manager:

a.

(Name)

(Business Address)

(City, State, Zip Code)

b.

(Name)

(Business Address)

(City, State, Zip Code)

c.

(Name)

(Business Address)

(City, State, Zip Code)

9. Check this box only if or more members of the company are to be held liable for its debts and obligations pursuant to §33-44-303(c) of the 1976 S.C. Code of Laws, as amended. If one or more members are so liable, specify which members and of which debts, obligations or liabilities such members are liable in their capacity as members:

Name of Limited Liability Company

10. Set forth any optional provisions not inconsistent with law the limited liability company wishes to include in its operating agreement, including any provisions that are required or are permitted to be set forth in the operating agreement:

11. Unless a delayed effective date is specified, the existence of the limited liability company will be effective when endorsed for filing by the Secretary of State. Specify any delayed effective date and time: _____

(Date)

12. The articles of incorporation of the corporation will be cancelled as of the effective date of this filing.

13. Name and signature of each organizer:

a.

(Name)

(Signature)

b.

(Name)

(Signature)

c.

(Name)

(Signature)

Date: _____

FILING INSTRUCTIONS

1. File two copies of this form, the original and either a duplicate or conformed copy.
2. If space in this form is insufficient, please attach additional sheets containing a reference to the appropriate paragraph in this form.
3. This form must be accompanied by the filing fee of \$110.00 payable to the Secretary of State and a self-addressed, stamped envelope.
4. Send to: SC Secretary of State
1205 Pendleton Street, Suite 525
Columbia, SC 29201
5. If the corporation owns real property in South Carolina, notice of this name change must be filed in the register of deeds office of the county where the property is located. S.C. Code § 33-11-112(c)