

**STATE OF SOUTH CAROLINA  
SECRETARY OF STATE**

**CONVERSION OF A CORPORATION TO A NONPROFIT CORPORATION**

**\*\*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 amends its articles of incorporation and converts to a nonprofit corporation pursuant to the provisions of Section 33-10-110 of the 1976 S.C. Code of Laws, as amended, by filing these articles of amendment.

1. The name of the nonprofit corporation is:

2. The 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 the nonprofit corporation while a corporation was:

4. Check whichever box is applicable. Check only one box:

a. The nonprofit corporation is a public benefit corporation.

b. The nonprofit corporation is a mutual benefit corporation.

5. If shares were issued, then the vote for conversion must be unanimous among all shareholders.

6. The address of the principal office for the nonprofit corporation is:

\_\_\_\_\_  
(Street Address)

\_\_\_\_\_  
(City, State, Zip Code)

Name of Nonprofit Corporation

7. If this nonprofit corporation is a public benefit corporation, complete either "a" or "b", whichever is applicable, to describe how the remaining assets of the corporation will be distributed upon dissolution of the corporation:

a. Upon dissolution of the corporation, assets shall be distributed to an organization organized for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or the state or local government for a public purpose. Any such asset not so disposed shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

b. Upon dissolution of the corporation, consistent with law, the remaining assets of the corporation shall be distributed to the following organization organized for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

8. If the corporation is a mutual benefit corporation, complete either "a" or "b", whichever is applicable, to describe how the remaining assets of the corporation will be distributed upon dissolution of the corporation:

a. Upon dissolution of the mutual benefit corporation, the remaining assets shall be distributed to its members, or if it has no members, to those persons to whom the corporation holds itself as benefiting or serving.

b. Upon dissolution of the mutual benefit corporation, the remaining assets, consistent with law, shall be distributed to:

9. The optional provisions which the nonprofit corporation elects to include in the articles of incorporation are as follows: [see Section 33-31-202(c) of the 1976 S.C. Code of Laws, as amended, the applicable comments thereto and the instructions to this form]

10. Unless a delayed effective date is specified, the articles of amendment will be effective when endorsed for filing by the Secretary of State. Specify any delayed effective date and time: \_\_\_\_\_

Name of Nonprofit Corporation

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

a.

\_\_\_\_\_  
(Name)

\_\_\_\_\_  
(Street Address)

\_\_\_\_\_  
(City, State, Zip Code)

\_\_\_\_\_  
(Signature)

b.

\_\_\_\_\_  
(Name)

\_\_\_\_\_  
(Street Address)

\_\_\_\_\_  
(City, State, Zip Code)

\_\_\_\_\_  
(Signature)

c.

\_\_\_\_\_  
(Name)

\_\_\_\_\_  
(Street Address)

\_\_\_\_\_  
(City, State, Zip Code)

\_\_\_\_\_  
(Signature)

12. Upon conversion, the corporation's bylaws must be amended to comply with the provisions of Chapter 31 of Title 33, the South Carolina Nonprofit Corporation Act of 1994 and any successor act.

Name of Nonprofit Corporation

13. Name, address and signature of the office or director signing these articles of amendment:

\_\_\_\_\_  
(Name)

\_\_\_\_\_  
(Street Address)

\_\_\_\_\_  
(City, State, Zip Code)

\_\_\_\_\_  
(Phone Number)

\_\_\_\_\_  
(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 \$10.00 payable to the Secretary of State and a self-addressed, stamped envelope.
4. Send to: Secretary of State  
1205 Pendleton Street Suite 525  
Columbia, SC 29201