

**STATE OF SOUTH CAROLINA
SECRETARY OF STATE**

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

****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 limited partnership pursuant to the provisions of Section 33-44-910 and Section 33-44-911 of the 1976 S.C. Code of Laws, as amended, by filing this certificate of limited partnership.

1. The name of the limited partnership which complies with Section 33-42-30 of the 1976 S.C. Code of Laws, as amended is:

2. The initial agent for service of process of the limited partnership is

(Name)

(Signature)

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 partnership while a limited liability company was:

- 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:

- 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")

Name of Limited Partnership

4. The address of the principal office of the limited partnership is:

(Street Address)

(City, State, Zip Code)

5. The latest date upon which the limited partnership is to dissolve: _____

6. The optional provisions the limited partnership wishes to include are as follows:

7. Unless a delayed effective date is specified, this certificate of limited partnership will be effective when endorsed for filing by the Secretary of State. Specify any delayed effective date and time: _____
(Date)

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

9. The name, mailing address and signature of each general partner:

a.

(Name)

(Street Address)

(City, State, Zip Code)

(Signature)

b.

(Name)

(Street Address)

(City, State, Zip Code)

(Signature)

Name of Limited Partnership

c.

(Name)

(Street Address)

(City, State, Zip Code)

(Signature)

Date: _____

(Signature)

(Name)

(Street Address)

(City, State, Zip Code)

(Telephone Number)

FILING INSTRUCTIONS

1. File two copies of this form, the original and either a duplicate original or a conformed copy. Include a self-addressed stamped envelope to have a filed copy returned to you by mail.
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.
4. Send to: Secretary of State
 Attn: Corporate Filings
 1205 Pendleton Street, Suite 525
 Columbia, SC 29201
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 where the property is located. See the 1976 S.C. Code of Laws, as amended, Section 33-44-911(c).