

**STATE OF SOUTH CAROLINA
SECRETARY OF STATE**

**CONVERSION OF A PARTNERSHIP, LIMITED LIABILITY PARTNERSHIP,
OR A LIMITED PARTNERSHIP
TO A LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION**

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

The following partnership, limited liability partnership, or limited partnership hereby converts to a limited liability company pursuant to the provisions of Section 33-44-902 and Section 33-44-903 of the 1976 S.C. Code of Laws, as amended, by filing these articles of organization.

1. The name of the limited liability company which complies with Section 33-44-105 of the 1976 S.C. Code of Laws, as amended is:

2. The office of the initial designated office of the limited liability company in South Carolina is:

(Street Address)

(City, State, Zip Code)

3. The initial agent for service of process of the limited liability company is:

(Name)

(Signature)

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

(Street Address)

(City, State, Zip Code)

4. The name and address of each organizer (attach additional pages if necessary):

(a)

(Name)

Name of Limited Liability Company

(Street Address)

(City, State, Zip Code)

(b)

(Name)

(Street Address)

(City, State, Zip Code)

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

6. 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)

Name of Limited Liability Company

(c)

(Name)

(Business Address)

(City, State, Zip Code)

7. Check this box only if one 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:

8. Check the appropriate box:

- a. This limited liability company was converted from a general partnership.
- b. This limited liability company was converted from a limited partnership. The certificate of limited partnership is to be canceled as of the date the conversion took effect.
- c. This limited liability company was converted from a limited liability partnership.

9. The former name of this limited liability company while either a general partnership, limited liability partnership, or limited partnership was:

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

b. The number of votes by the partners (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 Liability Company

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:

12. Set forth any optional provisions not inconsistent with law that 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.

13. Signature of each organizer:

(Signature of Organizer)

(Date)

(Signature of Organizer)

(Date)

FILING INSTRUCTIONS

1. If space on this form is insufficient, please attach additional sheets containing a reference to the appropriate paragraph in this form.
2. This form must be accompanied by the filing fee of \$110.00 payable to the Secretary of State.
3. Send to: Secretary of State
Attn: Corporate Filings
1205 Pendleton Street, Suite 525
Columbia, SC 29201