

**STATE OF SOUTH CAROLINA
SECRETARY OF STATE**

**CONVERSION OF A PARTNERSHIP OR A LIMITED PARTNERSHIP
TO A 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 partnership or limited partnership hereby converts to a benefit corporation pursuant to the provisions of Section 33-11-109 and Section 33-11-110 of the 1976 S.C. Code of Laws, as amended, by filing these articles of incorporation.

1. The name of the corporation which complies with Section 33-4-101 of the 1976 S.C. Code of Laws, as amended is:

2. The initial agent for service of process of the corporation is

_____ (Name)

_____ (Agent's Signature)

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

_____ (Street Address)

_____ (City, State, Zip Code)

3. Check the appropriate box:

- a. This corporation was converted from a general partnership.
- b. This corporation was converted from a limited partnership. The certificate of limited partnership is to be canceled as of the date the conversion takes effect.

4. The former name of this corporation while either a general partnership or limited partnership was:

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

Name of Corporation

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")

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
_____	_____
_____	_____
_____	_____

The relative right, preference, and limitations of the shares of each class, and of each series within a class, are as follows:

7. 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)

8. Name, address, and signature of each incorporator (only one required):
a.

(Name)

(Street Address)

(City, State, Zip Code)

(Signature)

Name of Corporation

b.

(Name)

(Street Address)

(City, State, Zip Code)

(Signature)

c.

(Name)

(Street Address)

(City, State, Zip Code)

(Signature)

9. 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. 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 with the filing fee of \$135.00 payable to the Secretary of State.
4. Send to: Secretary of State
 Attn: Corporate Filings
 1205 Pendleton Street, Suite 525
 Columbia, SC 29201
5. Filing must include the Department of Revenue Initial Annual Report for Corporations (Form CL-1).
6. If the partnership or limited partnership 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 33-11-110(c).