

**STATE OF SOUTH CAROLINA
SECRETARY OF STATE**

**CONVERSION OF A PARTNERSHIP OR A LIMITED PARTNERSHIP
TO A BENEFIT 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 Sections 33-11-109, 33-11-110, 33-38-200, 33-38-210, and Section 33-38-230 of the 1976 S.C. Code of Laws, as amended, by filing these articles of incorporation:

1. The name of the corporation is:

NOTE: Pursuant to the 1976 S.C. Code of Laws, as amended, §33-4-101, the name of the corporation must contain the word "corporation", "incorporated", "company", or "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd."

2. The initial registered office of the corporation is:

(Street Address)

(City, State, Zip Code)

and the initial registered agent at such address is:

(Name)

I hereby consent to the appointment as registered agent of the corporation.

(Agent's Signature)

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:

Name of Corporation

5. Pursuant to Sections 33-11-109 and 33-38-230 of the 1976 S.C. Code of Laws, as amended, the conversion was approved by all of the partners or by the number or percentage of partners required as specified in the partnership agreement.

6. a. The number of votes by the partners (entitled to vote) which were cast "for" the 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")

7. 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:

8. The corporation is a benefit corporation governed by Chapter 38, Title 33 of the 1976 S.C. Code of Laws, as amended.

9. The corporation has the following specific public benefit purpose(s):

Name of Corporation

10. 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)

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

Name of Corporation

12. 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. Two copies of this form, the original and either a duplicate original or a conformed copy, must be filed. 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. Enclose the fee of \$135.00 payable to the Secretary of State.
4. THIS FORM MUST BE ACCOMPANIED BY THE FIRST REPORT TO CORPORATIONS (SEE SECTION 12-20-20 OF THE 1976 S.C. CODE OF LAWS, AS AMENDED). The \$25.00 CL-1 fee is included in the \$135.00 filing fee.
5. 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).

Return to: Secretary of State
Attn: Corporate Filings
1205 Pendleton Street, Suite 525
Columbia, SC 29201