

**STATE OF SOUTH CAROLINA  
SECRETARY OF STATE  
RESTATED ARTICLES OF INCORPORATION  
BENEFIT CORPORATION**

The following information is submitted pursuant to Section 33-10-107, 33-38-120 and 33-38-200 of the 1976 South Carolina Code of Laws, as amended, the corporation hereby submits the following information:

1. The name of the benefit corporation is:

2. If the name of the benefit corporation has ever been changed, all of its former names:  
(Name Specified in Original Articles of Incorporation)

3. The original articles of incorporation were filed on \_\_\_\_\_

4. The registered office of the benefit corporation is:

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

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

And the registered agent at such address is:

\_\_\_\_\_

5. The corporation is a benefit corporation governed by Chapter 38, Title 33 of the South Carolina Code of Laws.

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

7. The corporation is authorized to issue shares of stock as follows. Complete "a" or "b", whichever is applicable:

- a.  If the corporation is authorized to issue a single class of shares, the total number of shares authorized is \_\_\_\_\_.

Name of Corporation

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 optional provisions which the corporation elects to include in the articles of incorporation are as follows (See the applicable provisions of Sections 33-2-102, 35-2-105, and 35-2-221 of the 1976 South Carolina Code of Laws, as amended):

9. Unless a delayed effective date is specified, this application will be effective upon acceptance for filing by the Secretary of State [See Section 33-1-230(b) of the 1976 South Carolina Code of Laws, as amended] \_\_\_\_\_

**CERTIFICATE Accompanying the Restated  
Articles of Incorporation**

Check either A or B, whichever is applicable: and if B applies, complete the additional information requested:

- A.  The attached restated articles of incorporation do not contain any amendments to the corporation's articles of incorporation and have been duly approved by the corporation's board of directors as authorized by Section 33-10-107(a) of the 1976 South Carolina Code of Laws, as amended.
  
- B.  The attached restated articles of incorporation contain one or more amendments to the benefit corporation's articles of incorporation. Pursuant to Section 33-10-107(d)(2) also, the following information concerning the amendment(s) is hereby submitted.

1. On \_\_\_\_\_ the corporation adopted the following amendment(s) to its articles of incorporation:

(Type or Attach the Complete Text of Each Amendment)

Name of Corporation

2. If not set forth in the amendment(s), the manner in which any exchange, reclassification, or cancellation of issued shares provided for in the Amendment shall be effected, is as follows: (if not applicable, insert "not applicable" or "NA").

3. Complete either (a), (b) or (c) whichever are applicable.

(a)  An amendment to add, amend or remove the identification of a specific public benefit purpose was adopted by shareholder action.

Pursuant to Section 33-38-230 of the 1976 South Carolina Code of Laws, as amended, the amendment(s) was approved by the affirmative vote of sixty-six and two-thirds percent of the outstanding shares of each class and series of stock of the corporation, voting as separate voting groups, regardless of any limitation in the corporation's articles of incorporation or bylaws of the voting rights of such class or series.

On the date of adoption of the amendment(s), the number of outstanding shares of each voting group entitled to vote separately on the amendment, and vote of such shares was:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the Meeting	Number of Undisputed Shares*	
				For	Against
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____

Note: Pursuant to Section 33-10-106(6)(ii) of the 1976 South Carolina Code of Laws, as amended, the corporation can alternatively state the total number of undisputed shares cast for the amendment by each voting group together with a statement that the number cast for the amendment by each voting group was sufficient for approval by that voting group.

Name of Corporation

(b)  Amendment(s) other than an amendment referenced in subsection (a) above were adopted by shareholder action.

On the date of adoption of the amendment(s), the number of outstanding shares of each voting group entitled to vote separately on the amendment, and vote of such shares was:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the Meeting	Number of Undisputed Shares*	
				For	Against
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____

Note: Pursuant to Section 33-10-106(6)(ii) of the 1976 South Carolina Code of Laws, as amended, the corporation can alternatively state the total number of undisputed shares cast for the amendment by each voting group together with a statement that the number cast for the amendment by each voting group was sufficient for approval by that voting group.

(c)  Amendment(s) was duly adopted by unanimous action or board of directors with shareholders' approval pursuant to sections 33-6-102(d), 33-10-102 and 33-10-105 of the 1976 South Carolina Code of Laws, as amended, and shareholder action was not required.

Date: \_\_\_\_\_

Name of Corporation

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

\_\_\_\_\_  
(Type or Print Name)

\_\_\_\_\_  
(Office)

### **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 the space in this form is insufficient, please attach additional sheets containing a reference to the appropriate paragraph in this form.
3. The filing fee is \$10.00 payable to the Secretary of State at the time this document is filed. If the restated articles of incorporation include any amendments to the benefit corporation's articles of incorporation, a \$100.00 filing tax must be paid in addition to the \$10.00 filing fee.

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