

**STATE OF SOUTH CAROLINA
SECRETARY OF STATE**

**ARTICLES OF INCORPORATION
BENEFIT CORPORATION
PROFESSIONAL CORPORATION—STATUTORY CLOSE CORPORATION**

TYPE OR PRINT CLEARLY IN BLACK INK.

FILING FEE \$135

The following information is submitted pursuant to Sections 33-2-102, 33-18.103, 33-19-109, 33-38-120, and 33-38-200 of the 1976 South Carolina Code of Laws, as amended:

1. The name of the proposed corporation is:

NOTE: Pursuant to S.C. Code of Laws §33-9-150, the name of the corporation must contain the words “professional corporation”, “professional association”, “service corporation”, or “chartered”, or the abbreviation “P.C.”, “PC”, “P.A.”, or “PA”.

2. The initial registered office of the corporation is:

Street Address

City	County	State	Zip Code
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and the initial registered agent at such address is _____

Print Name

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

Agent's Signature

3. 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
_____	_____
_____	_____
_____	_____

Name of Corporation

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

4. The existence of the corporation shall begin as of the filing date with the Secretary of State unless a delayed date is indicated (see Section 33-1-230(b) of the 1976 South Carolina Code of Laws, amended): _____

5. The corporation is a professional corporation, as provided under Chapter 19, Title 33 of the 1976 South Carolina Code of Laws, as amended.

6. The corporation's purpose shall be to render the following professional services:

7. The corporation is also a statutory close corporation, as provided under Chapter 18 of Title 33 of the 1976 South Carolina Code of Laws, as amended.

8. Unless specified otherwise below, the transfer of shares of stock of the corporation shall be subject to the restrictions provided in Sections 33-18-110 through 33-18-130 of the 1976 South Carolina Code of Laws, as amended. Specify any variations in the statutory format in Sections 33-18-110 through 33-18-130 below:

9. Unless otherwise specified below, the corporation shall have a board of directors (see Section 33-18-210 of the 1976 South Carolina Code of Laws, as amended).
 This corporation elects not to have a board of directors.

10. Check the following if applicable:
 This corporation elects to apply the provisions of Sections 33-18-140 through 33-18-170 of the 1976 South Carolina Code of Laws, as amended, which give the estate of a deceased shareholder the right to compel the corporation to purchase the deceased shareholder's shares.

Name of Corporation

Specify any variations in the statutory format in Sections 33-18-140 through 33-18-170:

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

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

13. 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):

14. The name, address, and signature of each incorporator is as follows (only one incorporator is required):

a. _____
Name

Address

Signature

b. _____
Name

Address

Signature

Name of Corporation

c.

Name

Address

Signature

15. 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 of Chapter 2, Title 33 of the 1976 South Carolina Code of Laws, as amended, relating to the articles of incorporation.

Date _____

Signature

Type or Print Name

Address

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 the 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 SOUTH CAROLINA CODE OF LAWS, AS AMENDED). The \$25 CL-1 fee is included in the \$135 filing fee.

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

SPECIAL NOTES

1. PURSUANT TO S.C. CODE OF LAWS § 33-18-109, ALL SHARE CERTIFICATES ISSUED BY A STATUTORY CLOSE CORPORATION MUST CONTAIN THE FOLLOWING CONSPICUOUS NOTICE:

“THE RIGHTS OF SHAREHOLDERS IN A STATUTORY CLOSE CORPORATION MAY DIFFER MATERIALLY FROM THE RIGHTS OF SHAREHOLDERS IN OTHER CORPORATIONS. COPIES OF THE ARTICLES OF INCORPORATION AND BYLAWS, SHAREHOLDERS’ AGREEMENTS AND OTHER DOCUMENTS, ANY OF WHICH MAY RESTRICT TRANSFERS AND AFFECT VOTING AND OTHER RIGHTS, MAY BE OBTAINED BY A SHAREHOLDER ON WRITTEN REQUEST TO THE CORPORATION.”
2. PURSUANT TO S.C. CODE OF LAWS § 33-19-210, ALL SHARE CERTIFICATES ISSUED BY A PROFESSIONAL CORPORATION MUST CONTAIN THE FOLLOWING CONSPICUOUS NOTICE:

“THE TRANSFER OF SHARES OF A PROFESSIONAL CORPORATION IS RESTRICTED BY THE SOUTH CAROLINA PROFESSIONAL CORPORATION SUPPLEMENT, CHAPTER 19 OF TITLE 33, AND MAY BE SUBJECT TO FURTHER RESTRICTION IMPOSED BY THE LICENSING AUTHORITY. SHARES OF A PROFESSIONAL CORPORATION ARE SUBJECT ALSO TO A STATUTORY REPURCHASE OBLIGATION.”
3. SECTIONS 33-19-220 THROUGH 33-19-270 OF THE 1976 SOUTH CAROLINA CODE OF LAWS, AS AMENDED, DEAL SPECIFICALLY WITH SHARE TRANSFER RESTRICTIONS AND REPURCHASE RIGHTS IN A PROFESSIONAL CORPORATION. THESE SECTIONS SHOULD BE CAREFULLY REVIEWED BEFORE THE ARTICLES OF INCORPORATION ARE FILED. IN SOME CASES, VARIATIONS OR EXCEPTIONS TO THE STATUTORY SCHEME ARE AUTHORIZED.
4. PLEASE NOTE THAT SECTION 33-19-300 OF THE SOUTH CAROLINA CODE OF LAWS, AS AMENDED, STATES “NOT LESS THAN ONE HALF OF THE DIRECTORS OF A PROFESSIONAL CORPORATION, AND ALL OF ITS OFFICERS EXCEPT THE SECRETARY AND TREASURER, IF ANY, MUST BE QUALIFIED PERSONS WITH RESPECT TO THE CORPORATION.” S.C. CODE OF LAWS § 33-19-103 DEFINES “QUALIFIED PERSON” AS AN INDIVIDUAL, GENERAL PARTNERSHIP, OR PROFESSIONAL CORPORATION THAT IS ELIGIBLE UNDER CHAPTER 19 OF TITLE 33 TO BE ISSUED SHARES BY A PROFESSIONAL CORPORATION.
5. THE FILING OF THIS DOCUMENT DOES NOT, IN AND OF ITSELF, PROVIDE AN EXCLUSIVE RIGHT TO USE THIS CORPORATE NAME ON OR IN CONNECTION WITH ANY PRODUCT OR SERVICE. USE OF A NAME AS A TRADEMARK OR SERVICE MARK WILL REQUIRE REGISTRATION OF THE MARK AND MAY BE AFFECTED BY PRIOR USE OF THE MARK. FOR MORE INFORMATION, CONTACT THE TRADEMARKS DIVISION OF THE SECRETARY OF STATE’S OFFICE.