

**STATE OF SOUTH CAROLINA
SECRETARY OF STATE**

ARTICLES OF MERGER - LIMITED LIABILITY COMPANY

TYPE OR PRINT CLEARLY IN BLACK INK

Pursuant to Section 33-44-905 of the 1976 S.C. Code of Laws, as amended, the undersigned as the surviving limited liability company (or other surviving entity), delivers to the Secretary of State these articles of merger executed by each constituent limited liability company and each other entity which is a party to the merger, and sets forth the following information:

1. The name and address of the surviving or resulting limited liability company (or other surviving entity) is:

Jurisdiction of Formation: _____.

The surviving entity is a Limited Liability Company or a: _____.
(Type of Entity)

Date its initial articles were filed in jurisdiction: _____

If a foreign entity, the date when an application for authority was filed by the South Carolina Secretary of State or, if an application has not been filed, a statement to that effect.: _____

2. If a South Carolina limited liability company is the surviving entity, specify in the following space such changes in its articles of organization as are necessary by reason of the merger. (Note: Changes to the name of the entity or the Registered Agent must be filed on the appropriate forms.)

3. For a South Carolina Limited Liability Company or entity (other than the surviving entity), state the date the articles of formation were filed with the South Carolina Secretary of State.

Name of South Carolina entity:

Date its articles of organization were filed: _____

Name of Limited Liability Company

4. If a party to the merger (other than the surviving entity) is a foreign entity, specify the jurisdiction and filing date of its initial organizational documents and the date when its application for authority was filed by the South Carolina Secretary of State or, if an application has not been filed, a statement to that effect.

Name of foreign entity

Date its initial articles were filed: _____

Date of filing of application for authority (or statement): _____

Jurisdiction of Formation: _____

5. The plan of merger has been approved and signed by each limited liability company and any other entity that is to merge.

6. The effective date of merger is: _____

7. Check this box if the surviving entity is not a South Carolina limited liability company. Since the surviving entity is not a South Carolina limited liability company, it is agreed that the surviving entity (as specified in Item #1), may be served with process in South Carolina and is subject to liability in any action or proceeding for the enforcement of any liability or obligation of any limited liability company previously subject to suit in South Carolina which is to merge, and for the enforcement, as provided in Chapter 44 of title 33, 1976 South Carolina Code of Laws, as amended, of the right of members of any limited liability company to receive payment for their interest against the surviving entity.

8. A copy of the plan of merger will be furnished by the surviving limited liability company (or other surviving entity), on request and without cost, to any member of any limited liability company or any person holding an interest in any other entity that is to merge.

The articles of merger must be signed on behalf of **each** entity that is a party to the merger.

(Signature)

(Print Name)

(Capacity) Date: _____

Name of Company or Entity:

Name of Limited Liability Company

(Signature)

(Print Name)

(Capacity)

Date: _____

Name of Company or Entity:

FILING INSTRUCTIONS

- 1. If management of a limited liability company is vested in managers, a manager shall execute these articles of merger. If management of a limited liability company is reserved to the members, a member shall execute these articles of merger. Specify whether a member or manager is executing these articles of merger.
- 2. File two copies of these articles, the original and either a duplicate original or a conformed copy.
- 3. If a foreign limited liability company is the surviving entity of the merger, it may not do business in South Carolina until an application for that authority is filed with the Secretary of State.
- 4. This form must be accompanied by the filing fee of \$110.00 payable to the Secretary of State.

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