

**STATE OF SOUTH CAROLINA
SECRETARY OF STATE**

ARTICLES OF MERGER - LIMITED PARTNERSHIP

TYPE OR PRINT CLEARLY IN BLACK INK

Pursuant to Section §33-42-2120 of the 1976 South Carolina Code of Laws, as amended, the undersigned as the surviving limited partnership (or other surviving entity), delivers to the Secretary of State these articles of merger executed by each constituent limited partnership 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 partnership (or other surviving entity) is:

Jurisdiction of formation: _____

The surviving entity is a limited partnership or a _____
(Type of Entity)

Date initial articles were filed in jurisdiction: _____

If a foreign entity, the date when an application for authority was filed with 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 partnership is the surviving entity, specify in the following space such changes in its certificate of limited partnership 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 partnership or entity (other than the surviving entity), state the date the articles of formation were filed with the South Carolina Secretary of State in the space(s) below.

a. Name of South Carolina entity:

Date articles of formation were filed: _____

b. Name of South Carolina entity:

Date articles of formation were filed: _____

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 with the South Carolina Secretary of State, or if an application has not been filed, a statement to that effect.

a. Name of foreign entity:

Date initial articles were filed: _____

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

Jurisdiction of formation: _____

b. Name of foreign entity:

Date initial articles were filed: _____

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

Jurisdiction of formation: _____

5. The plan of merger has been approved by the required votes and signed by each limited partnership and any other entity that is to merge.

6. The effective date of merger is: _____

7. Check this box if the surviving entity is a foreign entity. Since the surviving entity is a foreign entity, 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 partnership previously subject to suit in South Carolina which is to merge, and for the enforcement, as provided in Chapter 42 of Title 33, 1976 South Carolina Code of Laws, as amended, of the right of partners of the limited partnership 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 partnership (or other surviving entity), on request and without cost, to a partner of a limited partnership or person holding an interest in another entity that is to merge.

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

Date: _____

(Signature)

(Print Name)

(Capacity)

Name of Company or Entity:

Date: _____

(Signature)

(Print Name)

(Capacity)

Name of Company or Entity:

Date: _____

(Signature)

(Print Name)

(Capacity)

Name of Company or Entity:

FILING INSTRUCTIONS

1. A general partner must sign Articles of Merger on behalf of a limited partnership.
2. File two copies of these articles, the original and either a duplicate original or a conformed copy.
3. If a foreign entity 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 \$10.00 payable to the Secretary of State.

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