

**STATE OF SOUTH CAROLINA  
SECRETARY OF STATE**

**ARTICLES OF SHARE EXCHANGE**

Corporation – Domestic  
Filing Fee - \$110.00

**TYPE OR PRINT CLEARLY IN BLACK INK**

Pursuant to S.C. Code of Laws §33-11 -105, the undersigned as the acquiring corporation in a share exchange, hereby submits the following information:

1. The name of the acquiring corporation is \_\_\_\_\_
2. Attached hereto and made a part hereof is a copy of the Plan of Share Exchange (see S.C. Code of Laws 33, Chapter 11). Duplicate copies of the Plan of Share Exchange **must** be attached in order for this form to be filed.
3. Complete the following information to the extent it is relevant with respect to **each** corporation which is a party to the transaction.

(a) Name of the corporation \_\_\_\_\_  
**Complete either (1) or (2), whichever is applicable.**

(1)  Shareholder approval of the share exchange was not required (See S.C. Code of Laws §33-11-103(h)).

(2)  The Plan of Share Exchange was duly approved by shareholders of the corporation as follows:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the meeting	Total Number of Votes Cast		
				For	AND	Against*

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**\*NOTE:** Pursuant to S.C. Code of Laws §33-11-105(a)(3)(ii), the corporation can alternatively state the total number of undisputed votes cast for the Plan of Share Exchange separately by each voting group with a statement that the number cast for the plan by each voting group was sufficient for approval by that voting group.

(b) Name of the corporation \_\_\_\_\_  
**Complete either (1) or (2), whichever is applicable.**

(1)  Shareholder approval of the share exchange was not required (See S.C. Code of Laws §33-11-103(h)).

(2)  The Plan of Share Exchange was duly approved by shareholders of the corporation as follows:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the meeting	Total Number of Votes Cast		
				For	AND	Against*

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**\*NOTE:** Pursuant to S.C. Code of Laws §33-11-105 (a)(3)(ii) of the 1976 South Carolina Code of Laws, as amended, the corporation can alternatively state the total number of undisputed votes cast for the Plan of Share Exchange separately by each voting group with a statement that the number cast for the plan by each voting group was sufficient for approval by that voting group.

4. Unless a delayed date is specified, the effective date of this document shall be the date it is accepted for filing by the Secretary of State (See S.C. Code of Laws §33-1-230(b)).

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Date \_\_\_\_\_

\_\_\_\_\_  
Name of the Acquiring Corporation

\_\_\_\_\_  
Signature and Office

\_\_\_\_\_  
Type or Print Name and Office

**Filing Checklist**

- Articles of Share Exchange (filed in duplicate)
- Attach a copy of the Plan of Share Exchange
- \$110.00 made payable to the South Carolina Secretary of State
- Self-Addressed, Stamped Return Envelope
- Make sure the proper individual has signed the form (Please see S.C. Code of Laws §33-1-200(f))  
**Corporate forms filed with the Secretary of State should be signed by:**  
**(1) the Chairman of the Board of Directors, president or another of its officers**  
**(2) if directors have not been selected or the corporation has not been formed, by incorporators or**  
**(3) if the corporation is in the hands of a receiver, trustee or other court appointed fiduciary, by that fiduciary.**
- Return all documents to: South Carolina Secretary of State's Office  
Attn: Corporate Filings  
1205 Pendleton Street, Suite 525  
Columbia, SC 29201