

[] If you choose to name a specific 501(c)(3) entity to which the assets should be distributed, please indicate the name of the selected entity.

OR

b. [] If the dissolved corporation is not described in Section 501(c)(3) of the Internal Code, upon dissolution of the corporation, the assets shall be distributed to one or more public benefit or religious corporations or to one or more of the entities described in (i) above.

[] If you chose to name a specific public benefit, religious corporation or 501(c)(3) entity to which the assets should be distributed, please indicate the name of the selected entity.

8. If the corporation is a **mutual benefit corporation** complete either "a" or "b", whichever is applicable, to describe how the (remaining) assets of the corporation will be distributed upon dissolution of the corporation.

a. [] Upon dissolution of the mutual benefit corporation, the (remaining) assets shall be distributed to its members, or if it has no members, to those persons to whom the corporation holds itself out as benefiting or serving.

b. [] Upon dissolution of the mutual benefit corporation, the (remaining) assets, consistent with the law, shall be distributed to

9. [] If this corporation is converting **from either** a public benefit or religious corporation **into a mutual benefit** corporation, mark this paragraph #8 which certifies that a notice, including a copy of the proposed amendment, was delivered to the South Carolina Attorney General at least twenty days before the consummation of the amendment.

10. The optional provisions which the corporation elects to include in the restated articles of incorporation are as follows (See S.C. Code of Laws §33-31-202(c).)

11. Each director of the nonprofit corporation must sign the restated articles of incorporation.

Name Signature of director

Name Signature of director

Name Signature of director

Certificate Accompanying the Restated Articles of Incorporation

11. Check **either** Box A or B.

A. The attached restated articles of incorporation do not contain any amendments to the corporation’s articles of incorporation. The restated articles have been approved by the board of directors or members as required.

B. The attached restated articles of incorporation contain one or more amendments to the corporation’s articles of incorporation and the amendments have been approved as required **(Check Box i, ii or iii below depending on the type of approval that was required.)**

i. By checking this paragraph, the applicant represents that (a) approval of the amendment by the members was not required and (b) the amendment was approved by a sufficient vote of the board of directors. **(Do not check this paragraph i if member vote was required or if the required vote of directors was not obtained.)**

ii. By checking this paragraph, the applicant represents that the approval of the members was required to adopt the amendment(s). If you check Box ii you must complete the information below.

(a) Designation (Classes of Membership)

(b) Number of memberships outstanding

(c) Number of votes entitled to be cast by each class entitled to vote separately on the amendment:

(d) Number of votes of each class indisputably voting on the amendment:

(e) Complete one of the following as appropriate:

(i) Total number of votes cast for and against the amendment by each class entitled to vote separately:

(ii) Total number of undisputed votes cast for the amendment by each class which was sufficient for approval for that class:

iii. By checking this paragraph, the applicant represents that approval of the restatement by some person or persons other than the members, the board, or the incorporators is required pursuant to S.C. Code of Laws §33-31-1030, and that the approval was obtained. **(Do not mark paragraph iii if neither of these statements is true.)**

Specify (a) the text of every amendment adopted **and** (b) the date each amendment was adopted. Please attach additional pages if the space on this form is not sufficient.

12. If the amendment provides for an exchange, reclassification, or cancellation of memberships, provisions for implementing the amendment must be set forth here if provisions are not contained in the amendment itself:

13. Unless a delayed date is specified, this application shall be filed upon acceptance for filing by the Secretary of State (See S.C. Code of Laws §33-31-123(b)). _____

Date _____

Name of Corporation

Signature of Officer

Type or Print Name and Office

Filing Checklist

- Restated Articles of Incorporation (filed in duplicate)
- \$10.00 made payable to the South Carolina Secretary of State
- Make sure the proper person has signed the document
 - Documents filed with the Secretary of State should be executed by:**
 - (1) the Presiding Officer of its Board of Directors of a domestic or foreign corporation, its president or another of its officers**
 - (2) if directors have not been selected or the corporation has not been formed, by an incorporator; or**
 - (3) if the corporation is in the hands of a receiver, trustee or other court appointed fiduciary, by that fiduciary.**
- Self-Addressed, Stamped Return Envelope
- Return all documents to: South Carolina Secretary of State's Office
Attn: Corporate Filings
1205 Pendleton Street, Suite 525
Columbia, SC 29201