

**STATE OF SOUTH CAROLINA
SECRETARY OF STATE**

**ARTICLES OF SHARE EXCHANGE
BENEFIT CORPORATION**

TYPE OR PRINT CLEARLY IN BLACK INK.

FILING FEE \$110

The following information is submitted pursuant to Sections 33-11-105, 33-38-210, and 33-38-230 of the 1976 South Carolina Code of Laws, as amended:

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, Title 33, Ch. 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 _____

- (1) Pursuant to Section 33-38-230 of the 1976 South Carolina Code of Laws, as amended, the Share Exchange was approved by the affirmative vote of sixty-six and two-thirds percent of the outstanding shares of each class and series of stock of the corporation, voting as separate voting groups, regardless of any limitation in the corporation's articles of incorporation or bylaws of the voting rights of such class or series.
- (2) The Plan of Share Exchange was duly approved by shareholders of the corporation as follows:

<u>Voting Group</u>	<u>Number of Outstanding Shares</u>	<u>Number of Votes Entitled to be Cast</u>	<u>Number of Votes Represented at the Meeting</u>	<u>Total Number of Votes Cast For or Against*</u>
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

***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 _____

- (1) Pursuant to Section 33-38-230 of the 1976 South Carolina Code of Laws, as amended, the Share Exchange was approved by the affirmative vote of sixty-six and two-thirds percent of the outstanding shares of each class and series of stock of the corporation, voting as separate voting groups, regardless of any limitation in the corporation's articles of incorporation or bylaws of the voting rights of such class or series.

Name of Corporation

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

<u>Voting Group</u>	<u>Number of Outstanding Shares</u>	<u>Number of Votes Entitled to be Cast</u>	<u>Number of Votes Represented at the Meeting</u>	<u>Total Number of Votes Cast For or Against*</u>
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

***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.

4. The acquiring corporation is a benefit corporation governed by Chapter 38, Title 33 of the South Carolina Code of Laws.
5. The acquiring corporation has the following specific public benefit purpose(s):

6. 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 Section 33-1-230(b) of the 1976 South Carolina Code of Laws, amended): _____

Date _____

Name of Surviving Corporation

Signature and Office

Type or Print Name and Office

FILING INSTRUCTIONS

1. Two copies of this form, the original and either a duplicate original or a conformed copy, must be filed. The Plan of Share Exchange must be attached to each copy. 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 \$110.00 payable to the Secretary of State.

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