SOUTH CAROLINA
SECRETARY OF STATE

CONVERSION OF A CORPORATION TO A NONPROFIT CORPORATION

TYPE OR PRINT CLEARLY IN BLACK INK **FILING FEE: $10.00**

**** Conversion of an entity can result in tax consequences for the entity. Please consult a tax professional such as a CPA or qualified attorney before filing for conversion.**

The following corporation hereby amends its articles of incorporation and converts to a nonprofit corporation pursuant to the provisions of Section 33-10-110 of the 1976 South Carolina Code of Laws, as amended, by filing these articles of amendment.

1. The name of the nonprofit corporation is:

WXYZ Services, Inc.

2. The agent for service of process is:

John Doe

Name

and the street address in South Carolina for this agent for service of process is

1234 Main Street

Street Address

Charleston, SC 29464

City State Zip Code

3. The former name of the nonprofit corporation while a corporation was:

WXYZ Services, Inc.

4. Check whichever box is applicable. Check only one box:

   a. [ ] The nonprofit corporation is a public benefit corporation.

   b. [ ] The nonprofit corporation is a mutual benefit corporation.

5. If shares were issued, then the vote for conversion must be unanimous among all shareholders.

6. The address of the principal office for the nonprofit corporation is:

1234 Main Street

Address

Charleston, SC 29464

City State Zip Code

7. If this nonprofit corporation is a public 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 corporation, assets shall be distributed to an organization organized for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or the state or local government for a public purpose. Any

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such asset not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

b. [ ] Upon dissolution of the corporation, consistent with law, the remaining assets of the corporation shall be distributed to the following organization organized for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code

_____

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 as benefiting or serving.

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

_____

9. The optional provisions which the nonprofit corporation elects to include in the articles of incorporation are as follows: (See 33-31-202(c) of the 1976 South Carolina Code of Laws, as amended, the applicable comments thereto and the instructions to this form)

_____

_____

_____

10. Unless a delayed effective date is specified the articles of amendment will be effective when endorsed for filing by the Secretary of State. Specify any delayed effective date and time:

_____

11. The name, address and signature of each incorporator is as follows (only one is required):

a. *John Doe*

Name

1234 Main Street

Address

Charleston, SC 29464

City State Zip

_____

Signature

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b. _____
Name

_____
Address

_____
City State Zip Code

_____
Signature

c. _____
Name

_____
Address

_____
City State Zip Code

_____
Signature

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10. Upon conversion, the corporation's by-laws must be amended to comply with the provisions of Chapter 31 of Title 33, the South Carolina Nonprofit Corporation Act of 1994 and any successor act.

11. Name, address and signature of the office or director signing these articles of amendment:

John Doe
Name

1234 Main Street
Address

Charleston, SC 29464
City State Zip Code

(555) 555-5555
Phone Number

_____
Signature

Date *1/1/2012*

FILING INSTRUCTIONS

1. File two copies of this form, the original and either a duplicate or conformed copy.

2. If space in this form is insufficient, please attach additional sheets containing a reference to the appropriate paragraph in this form.

3. This form must be accompanied by the filing fee of $10.00 payable to the Secretary of State and a self-addressed, stamped envelope.

4. Send to: Secretary of State
   1205 Pendleton Street Suite 525
   Columbia, SC 29201

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