SOUTH CAROLINA
SECRETARY OF STATE

CONVERSION OF A CORPORATION
TO A LIMITED LIABILITY COMPANY

ARTICLES OF ORGANIZATION

TYPE OR PRINT CLEARLY IN BLACK INK **FILING FEE: $110.00**

**** 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 converts to a limited liability company pursuant to the provisions of Section 33-11-111 and Section 33-11-112 of the 1976 South Carolina Code of Laws, as amended, by filing these articles of organization.

1. The name of the limited liability company is:
WXYZ Services, LLC

2. The initial 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 this limited liability company while a corporation was:
WXYZ Services, Inc.

4. a. The number of votes by the shareholders (entitled to vote) which were cast "for" the conversion was: *100*

b. The number of votes by the shareholders (entitled to vote) which were cast "against" the conversion was: *0*

c. If this was less than a unanimous vote "for" conversion, specify either the number or percentage of votes required to approve the conversion: _____
Specify whether "number" or " percentage"

d. If voting by voting group is required, the above information must be provided for each voting group entitled to vote separately on the conversion.

5. The address of the initial designated office is
1234 Main Street
Street Address

Charleston, SC 29464
City State Zip Code

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WXYZ Services, LLC

Name of Limited Liability Company

6. The name and mailing address of each organizer:

   a. *John Doe*
   Name

   1235 Main Street
   Address

   Charleston, SC 29464
   City State Zip Code

   b. _____
   Name

   _____
   Address

   _____
   City State Zip Code

   c. _____
   Name

   _____
   Address

   _____
   City State Zip Code

7. [ ] Check this box if the company is to be a term company. If so, provide the term specified:

   _____

8. [ ] Check this box only if management of the limited liability company is vested in a manager or managers. If this company is to be managed by managers, specify the name and address of each manager:

   a. *Jane Doe*
   Name

   1234 Main Street
   Business Address

   Charleston, SC 29464
   City State Zip Code

   b. _____
   Name

   _____
   Business Address

   _____
   City State Zip Code

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WXYZ Services, LLC

Name of Limited Liability Company

c. _____
Name

_____
Business Address

_____
City State Zip Code

9. [ ] Check this box only if one or more members of the company are to be held liable for its debts and obligations pursuant to § 33-44-303(c) of the 1976 South Carolina Code of Laws, as amended. If one or more members are so liable, specify which members and of which debts, obligations or liabilities such members are liable in their capacity as members:

_____

_____

10. Set forth any optional provisions not inconsistent with law the limited liability company wishes to include in its operating agreement including any provisions that are required or are permitted to be set forth in the operating agreement:

_____

_____

_____

11. Unless a delayed effective date is specified the existence of the limited liability company will be effective when endorsed for filing by the Secretary of State. Specify any delayed effective date and time:

_____

12. The articles of incorporation of the corporation will be cancelled as of the effective date of this filing.

13. Name and signature of each organizer:

a *John Doe*
Name

_____
Signature

b _____
Name

_____
Signature

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WXYZ Services, LLC

Name of Limited Liability Company

c. _____
Name

_____
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 $110.00 payable to the Secretary of State and a self-addressed, stamped envelope.
4. Send to: SC Secretary of State
   1205 Pendleton Street, Suite 525
   Columbia, SC 29201
5. If the corporation owns real property in South Carolina, notice of this name change must be filed in the register of deeds office of the county where the property is located. S.C. Code § 33-11-112(c)

SAMPLE
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Print Form

SOUTH CAROLINA
SECRETARY OF STATE
CONVERSION OF A PARTNERSHIP, LIMITED LIABILITY PARTNERSHIP, OR A LIMITED PARTNERSHIP TO A LIMITED LIABILITY COMPANY ARTICLES OF ORGANIZATION

TYPE OR PRINT CLEARLY IN BLACK INK **FILING FEE: $110.00**

**** 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 partnership, limited liability partnership, or limited partnership hereby converts to a limited liability company pursuant to the provisions of Section 33-44-902 and Section 33-44-203 of the 1976 South Carolina Code of Laws, as amended by filing these articles of organization.

1. The name of the limited liability company which complies with Section 33-44-105 of the 1976 South Carolina Code of Laws, as amended is: WXYZ Services, LLC

2. The office of the initial designated office of the limited liability company in South Carolina is:
   1234 Main Street
   Street Address
   Charleston, SC 29464
   City State Zip Code

3. The initial agent for service of process of the limited liability company is:
   John Doe
   Name Signature
   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

4. The name and address of each organizer (Attach additional pages if necessary.)
   (a) John Doe
   Name
   1234 Main Street
   Street Address
   Charleston, SC 29464
   City State Zip Code

   (b) _____
   Name
   _____
   Street Address
   _____
   City State Zip Code

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WXYZ Services, LLC

Name of Limited Liability Company

5. [ ] Check this box if the company is to be a term company. If so, provide the term specified:

_____

6. [ ] Check this box only if management of the limited liability company is vested in a manager or managers. If this company is to be managed by managers, specify the name and address of each manager:

a. _____
Name

_____
Business Address

_____
City State Zip Code

b. _____
Name

_____
Business Address

_____
City State Zip Code

c. _____
Name

_____
Business Address

_____
City State Zip Code

7. [ ] Check this box only if one or more members of the company are to be held liable for its debts and obligations pursuant to § 33-44-303(c) of the 1976 South Carolina Code of Laws, as amended. If one or more members are so liable, specify which members and of which debts, obligations, or liabilities such members are liable in their capacity as members:

_____

_____

8. Check the appropriate box

[ ] a. This limited liability company was converted from a general partnership.

[ ] b. This limited liability company was converted from a limited partnership. The certificate of limited partnership is to be canceled as of the date the conversion took effect.

[ ] c. This limited liability company was converted from a limited liability partnership.

9. The former name of this limited liability company while either a general partnership, limited liability partnership, or limited partnership was: _____

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WXYZ Services, LLC

Name of Limited Liability Company

10. a. The number of votes by the partners (entitled to vote) which were cast "for" conversion was: 100

    b. The number of votes by the partners (entitled to vote) which were cast "against" the conversion was: _____

    c. If this was less than a unanimous vote "for" conversion, specify either the number or percentage of votes required to approve the conversion:

    _____
    Specify whether "number" or "percentage"

11. Unless a delayed effective date is specified the existence of the limited liability company will be effective when endorsed for filing by the Secretary of State. Specify any delayed effective date and time:

    _____

12. Set forth any optional provisions not inconsistent with law the limited liability company wishes to include in its operating agreement including any provisions that are required or are permitted to be set forth in the operating agreement:

    _____

    _____

    _____

13. Signature of each organizer:

_____	_____
Signature of organizer	Date
_____	_____
Signature of organizer	Date

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FILING INSTRUCTIONS

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

2. If space on this form is insufficient, please attach additional sheets containing a reference to the appropriate paragraph in this form, or prepare this using a computer disk, which will allow for expansion of space on this form.

3. This form must be accompanied by the filing fee of $110.00 payable to the Secretary of State.

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