

**STATE OF SOUTH CAROLINA
SECRETARY OF STATE**

**ARTICLES OF INCORPORATION
FOR A
PROFESSIONAL CORPORATION**

TYPE OR PRINT CLEARLY IN BLACK INK

1. The name of the proposed corporation is _____

Choose one of the following: Professional Corporation, P.C., PC,
 Professional Association, P.A., PA, Service Corporation, Chartered.

2. This corporation is a professional corporation governed by Chapter 19 Title 33 of the 1976 South Carolina Code, as amended.

3. The corporation's purpose shall be to render the following professional services

4. The initial registered office of the corporation is _____
Street Address

City County Zip Code

and the initial registered agent at such address is _____
Print Name

I hereby consent to the appointment as registered agent of the corporation:

Agent's Signature

5. The corporation is authorized to issue shares of stock as follows. Complete "a" or "b", whichever is applicable:

a. The corporation is authorized to issue a single class of share, the total number of shares authorized is _____.

b. The corporation is authorized to issue more than one class of shares:

Class of Shares	Authorized no. of Each Class
_____	_____
_____	_____
_____	_____

If shares are divided into two or more classes or if any class of shares is divided into series within a class, the relative rights, preferences, and limitations of the shares of each series within a class, are as follows:

6. The existence of the corporation shall begin when these articles are filed with the Secretary of State unless a delayed date is indicated (See Section 33-1-230(b)): _____

7. The optional provisions which the corporation elects to include in the articles of incorporation are as follows (See the applicable provisions of Sections 33-2-102, 35-1-105, and 35-2-221 of the 1976 South Carolina Code.):

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

a. _____
Name

Address

Signature

b. _____
Name

Address

Signature

c. _____
Name

Address

Signature

9. I, _____, an attorney licensed to practice in the State of South Carolina, certify that the corporation, to whose articles of incorporation this certificate is attached, has complied with the requirements of Chapter 2, Title 33 of the 1976 South Carolina Code relating to the articles of incorporation.

Date _____

Signature

Type or Print Name

Address

Telephone Number

FILING INSTRUCTIONS

1. Two copies of this form, the original and either a duplicate original or a conformed copy, must be filed.
2. If the space in this form is insufficient, please attach additional sheets containing a reference to the appropriate paragraph in this form.
3. One fee payable to the Secretary of State of \$135.00
4. THIS FORM MUST BE ACCOMPANIED BY THE FIRST REPORT TO CORPORATIONS (SEE SECTION 12-19-20)

Return to: Secretary of State
P.O. Box 11350
Columbia S.C. 29211

SPECIAL NOTES

1. ALL SHARES CERTIFICATES ISSUED BY A PROFESSIONAL CORPORATION MUST CONTAIN THE FOLLOWING CONSPICUOUS NOTICE:

THE TRANSFER OF SHARES OF A PROFESSIONAL CORPORATION IS RESTRICTED BY THE SOUTH CAROLINA PROFESSIONAL CORPORATION SUPPLEMENT, CHAPTER 19 OF TITLE 33 OF THE 1976 SOUTH CAROLINA CODE, AND IS SUBJECT TO FURTHER RESTRICTIONS IMPOSED FROM TIME TO TIME BY THE LICENSING AUTHORITY. SHARES OF A PROFESSIONAL CORPORATION ARE SUBJECT ALSO TO A STATUTORY REPURCHASE OBLIGATION.
2. SECTIONS 33-19-230 THROUGH 33-19-270 OF THE 1976 SOUTH CAROLINA CODE, DEAL SPECIFICALLY WITH SHARE TRANSFER RESTRICTIONS AND REPURCHASE RIGHTS IN A PROFESSIONAL CORPORATION. THESE SECTIONS SHOULD BE CAREFULLY REVIEWED BEFORE THE ARTICLES OF INCORPORATION ARE FILED. IN SOME CASES, VARIATIONS OR EXCEPTIONS TO THE STATUTORY SCHEME ARE AUTHORIZED.
3. PLEASE NOTE THAT SECTION 33-19-300 OF THE 1976 SOUTH CAROLINA CODE AS AMENDED, STATES: "NOT LESS THAN ONE HALF OF THE DIRECTORS OF A PROFESSIONAL CORPORATION AND ALL OF ITS OFFICERS EXCEPT THE SECRETARY AND TREASURER (IF ANY), MUST BE QUALIFIED PERSONS WITH RESPECT TO THE CORPORATION." SEE SECTION 33-19-103 OF THE 1976 CODE, AS AMENDED.
4. PLEASE NOTE THAT UNDER SECTION 33-19-600 OF THE 1976 SOUTH CAROLINA CODE, AS AMENDED, A PROFESSIONAL CORPORATION MAY NOT RENDER PROFESSIONAL SERVICES IN THE STATE UNTIL IT DELIVERS A CERTIFIED COPY OF ITS ARTICLES OF INCORPORATION "TO EACH LISTENING AUTHORITY WITH JURISDICTION OVER A PROFESSIONAL SERVICE DESCRIBED IN THE ARTICLES."
5. A PROFESSIONAL CORPORATION THAT WISHES TO ELECT STATUTORY CLOSE CORPORATION STATUS PURSUANT TO CHAPTER 18 OF TITLE 33 OF THE 1976 SOUTH CAROLINA CODE, AS AMENDED, SHOULD FILE THE ARTICLES OF INCORPORATION FORM FOR A PROFESSIONAL CORPORATION AND (1) ADD AT THE END OF PARAGRAPH 2 THE FOLLOWING STATEMENT: "THIS CORPORATION IS ALSO A STATUTORY CLOSE CORPORATIONS PURSUANT TO CHAPTER 18, TITLE 33 OF THE 1976 SOUTH CAROLINA CODE, AS AMENDED;" AND (2) INCORPORATE THE OPTIONS IN PARAGRAPHS 6-8 OF THE ARTICLES OF INCORPORATION FORM FOR A STATUTORY CLOSE CORPORATION, TO THE EXTENT APPLICABLE, INTO ANY OTHER OPTIONAL PROVISION INCLUDED IN PARAGRAPH 7 OF THIS FORM

THE FILING OF THIS DOCUMENT DOES NOT, IN AND OF ITSELF, PROVIDE AN EXCLUSIVE RIGHT TO USE THAT NAME ON OR IN CONNECTION WITH ANY PRODUCT OR SERVICE. USE OF A NAME AS A TRADEMARK OR SERVICE MARK WILL REQUIRE FURTHER CLEARANCE AND REGISTRATION AND BE AFFECTED BY PRIOR USE OF THE MARK. FOR MORE INFORMATION, CONTACT THE TRADEMARKS DIVISION OF THE SECRETARY OF STATE'S OFFICE AT (803) 734-1728.