

**[S.C. Code Ann. § 33-11-101.]**

§ 33-11-101. Merger: Merger and Share Exchange

(a) A business corporation may merge with or into:

(i) another business corporation, domestic or foreign;

(ii) a nonprofit corporation, to the extent authorized by Section 33-31-1101, if the board of directors of each corporation adopts and the shareholders of a business corporation or members of a nonprofit corporation approve the plan of merger, if required by Section 33-11-103 for business corporations or Section 33-31-1103 for nonprofit corporations;

(iii) a limited liability company, domestic or foreign;

(iv) a partnership, domestic or foreign; or

(v) a limited partnership, domestic or foreign.

(b) The plan of merger must include the:

(1) name of each entity planning to merge and the name of the surviving entity into which each other entity plans to merge;

(2) terms and conditions of the merger; and

(3) manner and basis of converting the shares of each business corporation into shares, obligations, other securities, or membership interests of the surviving entity or into cash or other property in whole or part.

(c) The plan of merger, when applicable, must set forth:

(1) amendments to the articles of incorporation, articles of organization, partnership agreement, or certificate of partnership of the surviving entity; and

(2) other provisions relating to the merger.