

[S.C. Code Ann. § 33-11-102.]

§ 33-11-102. Share Exchange: Merger and Share Exchange

- (a) A corporation may acquire all of the outstanding shares of one or more classes or series of another corporation if the board of directors of each corporation adopts and its shareholders, if required by Section 33-11-103, approve the exchange.
- (b) The plan of exchange must set forth the:
- (1) name of the corporation whose shares will be acquired and the name of the acquiring corporation;
 - (2) terms and conditions of the exchange;
 - (3) manner and basis of exchanging the shares to be acquired for shares, obligations, or other securities of the acquiring or any other corporation or for cash or other property in whole or part.
- (c) The plan of exchange may set forth other provisions relating to the exchange.
- (d) This section does not limit the power of a corporation to acquire all or part of the shares of one or more classes or series of another corporation through a voluntary exchange or otherwise.