

**[S.C. Code Ann. § 33-31-1101.]**

§ 33-31-1101. Approval of plan of merger: South Carolina Nonprofit Corporation Act of 1994

(a) Subject to the limitations set forth in Section 33-31-1102, one or more nonprofit corporations may merge with:

(1) a business or nonprofit corporation, and one or more business corporations may merge with a nonprofit corporation to the extent authorized in Section 33-11-101, if the plan of merger is approved as provided in Section 33-31-1103;

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

(3) a partnership, domestic or foreign; or

(4) a limited partnership, domestic or foreign.

(b) The plan of merger must include:

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

(2) the terms and conditions of the planned merger;

(3) the manner and basis, if any, of converting the members of each public benefit or religious corporation into members of the surviving entity;

(4) if the merger involves a mutual benefit corporation, the manner and basis, if any, of converting membership of each merging entity into membership, obligations, or securities of the surviving entity or into cash or other property in whole or part.

(c) The plan of merger may set forth:

(1) any amendments to the articles of incorporation or bylaws of the surviving entity to be effected by the planned merger; and

(2) other provisions relating to the planned merger.