

CERTIFIED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM AND COMPARED WITH THE
ORIGINAL ON FILE IN THIS OFFICE

Jun 22 2022
REFERENCE ID: 1066206


SECRETARY OF STATE OF SOUTH CAROLINA

**STATE OF SOUTH CAROLINA
SECRETARY OF STATE**

**ARTICLES OF INCORPORATION
Nonprofit Corporation – Domestic
Filing Fee \$25.00**

Filing ID: 220622-1434140

Filing Date: 06/22/2022

Pursuant to S.C. Code of Laws Section 33-31-202 of the 1976 S.C. Code of Laws, as amended, the undersigned corporation submits the following information

1. The name of the nonprofit corporation is

Soapstone Preservation Endowment

2. The initial registered office (registered agent's address in SC) of the nonprofit corporation is
598 Cedar Rock Drive

(Street Address)

Marietta, South Carolina 29661

(City, State, Zip Code)

The name of the registered agent of the nonprofit corporation at that office is

Carlton Owen

(Name)

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

(Agent's Signature)

3. Check "a", "b", or "c", whichever is applicable. Check only one box.

- a. ☒ The nonprofit corporation is a public benefit corporation.
b. ☐ The nonprofit corporation is a religious corporation.
c. ☐ The nonprofit corporation is a mutual benefit corporation.

4. Check "a" or "b" whichever is applicable

- a. ☐ This corporation will have members.
b. ☒ This corporation will not have members.

5. The principal office of the nonprofit corporation is
598 Cedar Rock Drive

(Street Address)

Marietta, South Carolina 29661

(City, State, Zip Code)

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Soapstone Preservation Endowment

Mark Hammond
SECRETARY OF STATE OF SOUTH CAROLINA

Name of Corporation

Corporation is either a **public benefit** or **religious corporation** complete either "a" or "b", whichever is applicable, to describe how the remaining assets of the corporation will be distributed upon dissolution of the corporation. **If you are going to apply for 501(c)(3) status, you must complete section "a".**

a. ☒

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such asset not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

☐

If you choose to name a specific 501(c)(3) entity to which the assets should be distributed, please indicate the name of the selected entity.

OR

b. ☐

If the dissolved corporation is not described in Section 501(c)(3) of the Internal Code, upon dissolution of the corporation, the assets shall be distributed to one or more public benefit or religious corporation or to one or more of the entities described in (a) above.

☐

If you chose to name a specific public benefit, religious corporation or 501(c)(3) entity to which the assets should be distributed, please indicate the name of the selected entity.

7. If the corporation is mutual benefit corporation complete either "a" or "b", whichever is applicable, to describe how the (remaining) assets of the corporation will be distributed upon dissolution of the corporation.

a. ☐

Upon dissolution of the mutual benefit corporation, the (remaining) assets shall be distributed to its members, or if it has no members, to those persons to whom the corporation holds itself out as benefiting or serving.

b. ☐

Upon dissolution of the mutual benefit corporation, the (remaining) assets, consistent with the law, shall be distributed to

8. The optional provisions which the nonprofit corporation elects to include in the articles of incorporation are as follows [See S.C. Code of Laws Section 33-31-202(c)].

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Soapstone Preservation Endowment

Name of Corporation

9. The name and address of each incorporator is as follows (**only one is required, but you may have more than one**).

Carlton Owen

(Name)

598 Cedar Rock Drive

(Business Address)

Marietta, South Carolina 29661

(City, State, Zip Code)

(Name)

(Business Address)

(City, State, Zip Code)

(Name)

(Business Address)

(City, State, Zip Code)

10. Each original director of the nonprofit corporation must sign the articles but only if the directors are named in these articles.

(Name -- only if names in articles)

(Signature of Director)

(Name -- only if names in articles)

(Signature of Director)

(Name -- only if names in articles)

(Signature of Director)

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11. Each incorporator listed in #9 must sign the articles

Carlton Owen

(Signature of Incorporator)

(Signature of Incorporator)

(Signature of Incorporator)

12. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is:

Soapstone Preservation Endowment

Name of Corporation

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Jun 22 2022
Attachment to Articles of Incorporation of Soapstone Preservation Endowment
REFERENCE ID: 1066206

Item 9.


SECRETARY OF STATE OF SOUTH CAROLINA

- ... pose. Soapstone Preservation Endowment (the “*Corporation*”) is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- B. **Exempt Organization.** Notwithstanding any other provision of these Articles, the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a corporation described in Section 501(c)(3) of the Code (hereinafter referred to in these Articles as an “exempt organization”), or as a corporation contributions to which are deductible under Section 170(c)(2) of the Code. No substantial part of the activities of the Corporation shall be devoted to carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- C. **Earnings.** Notwithstanding any other provision of the Articles, no part of the net earnings or assets of the Corporation shall inure to the benefit of or be distributable to its members, directors, trustees, officers or any other private individual; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the extent that such payments do not prevent it from qualifying, and continuing to qualify, as an exempt organization and to make such lawful payments and distributions in furtherance of the purposes set forth in this Article as may from time to time be either required or permitted by Section 501(c)(3) of the Code.
- D. **Personal Liability of Directors.**
Elimination of Liability. To the fullest extent that the laws of the State of South Carolina, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a director, and the Corporation shall indemnify each director, to the fullest extent permitted under South Carolina law, for any liability incurred by a director for any action taken, or any failure to take any action, as a director.

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Filing ID: 220622-1434151

Filing Date: 06/22/2022

Notarized on 06/22/2022 at:

Reference: 220622-1434151


SECRETARY OF STATE OF SOUTH CAROLINA

501(c)(3) Attachment

If your nonprofit is applying for 501 (c)(3) tax exempt status with the Internal Revenue Service, you must include this attachment with your articles of incorporation. Incorporating as a nonprofit in South Carolina does not ensure tax exempt status. A determination of tax exempt status can only be made by the Internal Revenue Service upon submission of an Application for Recognition of Exemption under Section 501(c)(3) of the Internal Revenue Code (Form 1023).

I. Purpose of the Nonprofit Corporation

Notwithstanding any other provisions of these articles, the corporation is organized and operated exclusively for one or more of the following purposes (you may check as many as are applicable):

- | | |
|--|---|
| ☒ Charitable | ☐ Scientific |
| ☐ Religious | ☐ Testing for Public Safety |
| ☐ Educational | ☐ Fostering National or International Amateur Sports Competition |
| ☐ Literary | ☐ Prevention of Cruelty to Animals or Children |

II. Prohibited Activities

Notwithstanding any other provisions of these articles, no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 1 above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for political office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

III. Distributions Upon Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (See Article I above), or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

The State of South Carolina



Office of Secretary of State Mark Hammond

Certificate of Existence

I, Mark Hammond, Secretary of State of South Carolina Hereby Certify that:

Soapstone Preservation Endowment, a nonprofit corporation duly organized under the laws of the State of South Carolina on June 22nd, 2022, has as of the date hereof filed as a nonprofit corporation for religious, educational, social, fraternal, charitable, or other eleemosynary purpose, and has paid all fees, taxes and penalties owed to the State, that the Secretary of State has not mailed notice to the company that it is subject to being dissolved by administrative action pursuant to S.C. Code Ann. §33-31-1421, and that the nonprofit corporation has not filed articles of dissolution as of the date hereof.

Given under my Hand and the Great Seal
of the State of South Carolina this 22nd
day of June, 2022.


Mark Hammond, Secretary of State