

STATE OF SOUTH CAROLINA
SECRETARY OF STATE

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

JAN 23 2012

ARTICLES OF CORRECTION
FOR A
NONPROFIT CORPORATION

SECRETARY OF STATE OF SOUTH CAROLINA

The following information is submitted pursuant to §33-31-124 of the 1976 South Carolina Code, as amended:

1. The name of the Corporation is Clemson University Land Stewardship Foundation, Inc.
2. On December 2, 2010, the corporation filed the attached document.
3. This document was incorrect in the following manner:
 - a. In paragraph 1 of Attachment A of the attached document, the Corporation incorrectly failed to specify the organizations which it supports as required under Section 509(a)(3) of the Internal Revenue Code and the Treasury Regulations promulgated thereunder.
4. That the incorrect matters stated in Paragraph 1 are hereby revised as follows:
 - a. In paragraph 1 of Attachment A of the attached document, it is hereby stated that "Notwithstanding any other provision of these Articles, the purposes for which the Corporation is organized are exclusively educational, charitable, and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or the corresponding section of any future federal tax code; in that connection, the Corporation is formed for the benefit of Clemson University and Clemson University Foundation pursuant to Section 509(a)(3) of the Code."

Date: January 19, 2012

By: Harrison F. Trammell

Name: Harrison F. Trammell

Its: President and CEO

120123-0150 FILED: 01/23/2012
CLEMSON UNIVERSITY LAND STEWARDSHIP FOUNDATION,
Filing Fee: \$10.00 ORIG
Mark Hammond South Carolina Secretary of State

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ORIGINAL ON FILE IN THIS OFFICE

DEC 02 2010

STATE OF SOUTH CAROLINA
SECRETARY OF STATE

Mark Hammond
ARTICLES OF INCORPORATION
Nonprofit Corporation - Domestic

TYPE OR PRINT CLEARLY IN BLACK INK

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

1. The name of the nonprofit corporation is Clemson University Land Stewardship Foundation, Inc.

2. The initial registered office of the nonprofit corporation is

155 Old Greenville Hwy., Unit 105 Clemson Pickens SC 29631
Street Address City County State Zip Code

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

Harrison F. Trammell
Print Name

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

Harrison F. Trammell

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 address of the principal office of the nonprofit corporation is

155 Old Greenville Hwy., Unit 105 Clemson Pickens SC 29631
Street Address City County State Zip Code

101202-0195

FILED: 12/02/2010

CLEMSON UNIVERSITY LAND STEWARDSHIP FOUNDATION.
Filing Fee: \$25.00 ORIG



Mark Hammond

South Carolina Secretary of State

Name of Corporation: Clemson University Land Stewardship Foundation, Inc.

6. If this nonprofit 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.

- 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.
- b. 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. See Attachment A.

OR

- a. If the dissolved corporation is not described in Section 501(c)(3) of the Internal Revenue Code, upon dissolution of the corporation, the assets shall be distributed to one or more public benefit or religious corporations or to one or more entities described in (i) above.
- b. 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 a 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 § 33-31-202(c)):

See Attachment A.

Name of Corporation: Clemson University Land Stewardship Foundation, Inc.

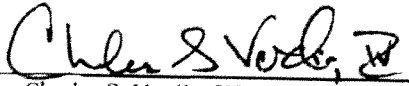
9. The name and address of each incorporator is as follows (only one is required)

<u>Charles S. Verdin, IV</u>	<u>Poinsett Plaza, Suite 900, 104 S. Main St., Greenville SC 29601</u>	
Name	Address	Zip Code
Name	Address	Zip Code
Name	Address	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 named in articles)	Signature of director

11. Each incorporator must sign the articles.


Charles S. Verdin, IV

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

Name of Corporation: Clemson University Land Stewardship Foundation, Inc.

Filing Checklist

- Articles of Incorporation (in duplicate)
- \$25.00 made payable to the South Carolina Secretary of State
- Self-Addressed, Stamped Return Envelope
- Return all documents to: South Carolina Secretary of State's Office
Attn: Corporate Filings
P.O. Box 11350
Columbia, SC 29211

Attachment A

**Clemson University Land Stewardship Foundation, Inc.
Non-Profit Corporation Articles of Incorporation**

1. Notwithstanding any other provision of these Articles, the purposes for which the Corporation is organized are exclusively educational, charitable, and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or the corresponding section of any future federal tax code.
2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 the furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent permitted by law, 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 public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.
3. Upon the dissolution of the Corporation, assets shall be distributed to Clemson University, or such other entity or organization which is exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding section of any future federal tax code, or to the federal, state or local government for a public purpose, as the Board of Directors of the Corporation shall designate.

The State of South Carolina



Office of Secretary of State Mark Hammond

Certificate of Incorporation, Nonprofit Corporation

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

CLEMSON UNIVERSITY LAND STEWARDSHIP FOUNDATION, INC., a nonprofit corporation duly organized under the laws of the State of South Carolina on December 2nd, 2010, and having a perpetual duration unless otherwise indicated below, has as of the date hereof filed a Declaration and Petition for Incorporation of a nonprofit corporation for Religious, Educational, Social, Fraternal, Charitable, or other eleemosynary purpose.

Now, therefore, I Mark Hammond, Secretary of State, by virtue of the authority in me vested by Chapter 31, Title 33, Code of 1976 and Acts amendatory thereto, do hereby declare the organization to be a body politic and corporate, with all the rights, powers, privileges and immunities, and subject to all the limitations and liabilities, conferred by Chapter 31, Title 33, Code of 1976 and Acts amendatory thereto.

Given under my Hand and the Great Seal of the State of South Carolina this 2nd day of December, 2010.


Mark Hammond, Secretary of State

Note: This certificate does not contain any representation concerning fees or taxes owed by the Corporation to the South Carolina Tax Commission or whether the Corporation has filed the annual reports with the Tax Commission. If it is important to know whether the Corporation has paid all taxes due to the State of South Carolina, and has filed the annual reports, a certificate of compliance must be obtained from the Tax Commission.