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AS TAKEN FROM AND COMPARED WITH THE
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Jan 31 2022
REFERENCE ID: 958915

Mark Hammond
SECRETARY OF STATE OF SOUTH CAROLINA

File ID: 200207-1600589
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STATE OF SOUTH CAROLINA
SECRETARY OF STATE
NONPROFIT CORPORATION
ARTICLES OF INCORPORATION

TYPE OR PRINT CLEARLY IN BLACK INK

Pursuant to Section 33-31-202 of the South Carolina Code of Laws, as amended, the undersigned corporation submits the following information:

1. The name of the nonprofit corporation is: **MAINSAIL HEALTH PARTNERS** (also referred to hereinafter as the "***Corporation***").

2. The initial registered office of the nonprofit corporation is 2 Office Park Court, #103, Columbia, SC 29223.

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

   Hereby consent to the appointment as registered agent of the Corporation.

   CT Corporation

   By: Nichol McCroy

   Print Name: Nichol McCroy

   Its: Assistant Secretary

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

   a. [x] 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. [x] This corporation will not have members.

5. The address of the principal office of the nonprofit corporation is 169 Ashley Avenue, Room 205D, Charleston, SC 29425.

6. If this nonprofit corporation is either a public benefit or religious corporation (when box "a" or "b" of paragraph 3 is checked), 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

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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. [x] Upon dissolution of the Corporation, consistent with the law, the remaining assets of the corporation shall be distributed to one or more nonprofit exempt organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code, selected by the Board of Directors of the corporation. Any assets not so disposed of shall be transferred pursuant to the direction of the court of common pleas of the county in which the principal office of the Corporation is then located, to such other nonprofit exempt organization as in the judgment of the court most similarly serves the same purposes as the Corporation.

7. If the corporation is a mutual benefit corporation (when box "c" of paragraph 3 is checked), 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 33-31-202(c) of the 1976 South Carolina Code of Laws, as amended, the applicable comments thereto, and the instructions to this form):

(A) The Corporation is organized exclusively for charitable, scientific, eleemosynary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, and is organized, and shall at all times be operated, exclusively for the benefit of, to perform the functions of, or to carry out the purposes of The Medical University of South Carolina, an institution of higher learning and agency of the State of South Carolina with a tripartite mission of patient care, education and research. To promote the aforementioned purpose of the Corporation and consistent with the policies of the Board of Directors of the Corporation, the Corporation shall have the following objectives:

a. To explore, investigate, contract for, and engage in collaborative initiatives with other persons to undertake scientific, clinical, educational, and research activities and endeavors consistent with the objectives and mission of MUSC;

b. To promote, encourage and aid interactions and collaborative relationships with private industry that are aligned with the mission and objectives of MUSC, to the extent permitted by applicable law;

c. To seek and establish strategic ventures with independent entities that benefit the MUSC enterprise and the community it serves;

d. To promote the recruitment and retention of a superior faculty by encouraging and

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aiding their professional development through the support of medical, clinical, educational, scientific, and research programs, agreements, and initiatives at or involving MUSC;

e. To promote and support the charitable, eleeomosary, educational, medical/ clinical, scientific and research purposes of MUSC in connection with its greater enterprise of affiliates, related parties, constituents, beneficiaries, programs, and initiatives; and

f. To promote, support and aid any and all other activities and programs, which will further the mission and programs of MUSC.

(B) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, trustee, officer, or director of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

(C) No substantial part of the activities of the corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(D) Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and accompanying regulations as they now exist or as they may be amended.

(E) In the event that the Corporation elects to constitute and maintain an executive committee, during the intervals between meetings of the board of directors of the Corporation, the Executive Committee shall have and may exercise all of the authority of the Board, except for such actions related to (i) removal of directors and officers, (ii) any action that requires a 2/3rds vote or greater of all of the voting directors serving on the board of directors of the Corporation ("***Supermajority Vote***"), either pursuant to these Articles of Incorporation, the then-current Bylaws of the Corporation, or applicable law, (iii) any amendment to the Articles of Incorporation or the Bylaws of the Corporation, and (iv) the dissolution of the Corporation. All such powers related to action requiring a Supermajority Vote are expressly reserved as powers of the Board, and as otherwise limited by applicable law. It is expressly understood that the executive committee shall have the power to make compensation decisions for employees and independent contractors to the Corporation, and such decisions shall be final and binding upon the Corporation.

(F) Consistent with Paragraph 6 and applicable law, upon dissolution of the Corporation, the remaining assets of the Corporation shall be distributed to MUSC or to another nonprofit exempt organization(s) within the meaning of Section 501(c)(3) of the Internal Revenue Code, dedicated to the support of MUSC, as determined by the Board of Trustees of MUSC. If no such organization is then in existence, such assets shall be transferred pursuant to the direction of the court of common pleas of the county in which the principal office of the Corporation is then located, to such other nonprofit exempt organization as in the judgment of the court most similarly serves the same purposes as the Corporation. Notwithstanding anything to the contrary contained herein or otherwise, a Supermajority Vote of the board of directors of the Corporation is required to authorize the dissolution of the Corporation.

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(G) The board of directors of the Corporation shall have the power to make, alter, amend, restate, and repeal these Articles of Incorporation by affirmative vote of a majority of the board of directors of the Corporation; provided, however, that the provisions of Paragraph 6 and 8 may not be amended, restated, altered, or repealed without the Supermajority Vote of the board of directors of the Corporation, and additionally, for as long as Mainsail Health Partners is a recognized affiliate of MUSC, the written consent of MUSC evidenced by the signature of the Secretary of the Board of Trustees of MUSC. In addition, notice of any proposed amendment, restatement, alteration, or repeal of all or any portion of the Articles of Incorporation, including a copy thereof, shall be given, in writing, to the Secretary of the Board of Trustees of MUSC, concurrently with notice to the Board of Directors of the Corporation, and with copy to the Office of General Counsel of MUSC.

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

Incorporator: Grayson Law Firm, LLC

Address: 1036 Lansing Drive, Suite 101
Mt. Pleasant, South Carolina 29464

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

_____ _____
Name (Only if named in articles) Signature of director

_____ _____
Name (Only if named in articles) Signature of director

11. This document shall be effective upon filing at the Secretary of State.

GRAYSON LAW FIRM, LLC

BY: _____
CLAY M. GRAYSON
ITS: MEMBER