

STATE OF SOUTH CAROLINA
SECRETARY OF STATE

NONPROFIT CORPORATION
ARTICLES OF AMENDMENT

Pursuant to the provisions of Section 33-31-1005 of the 1976 South Carolina Code of Laws, as amended, the applicant delivers to the Secretary of State these articles of amendment.

1. The name of the nonprofit corporation is: SOUTH CAROLINA ASPHALT PAVEMENT ASSOCIATION, INC.
2. Date incorporated: November 2, 1966
3. Specify (a) the text of every amendment adopted, and (b) list when each amendment was adopted.

Except for all references to the incorporators and factual information related to incorporation, which are hereby incorporated herein by this reference, the original Certificate of Incorporation, which was filed with the South Carolina Secretary of State on November 2, 1966, is deleted in its entirety and replaced with the Amended & Restated Articles of Incorporation attached hereto as Attachment 1, which were adopted effective as of June 21, 2019.

4. By checking this paragraph #4 the applicant represents that (a) approval of the amendment by the members was not required, or (b) the amendment was approved by a sufficient vote of the board or directors or incorporators.
5. If the approval of the members was required to adopt the amendment(s), provide the following information:

(a) Designation (Classes of Membership)

(b) Number of memberships outstanding

(c) Number of votes entitled to be cast by each class entitled to vote separately on the amendment _____

(d) Number of votes of each class indisputably voting on the amendment

- (e) Complete one of the following as appropriate
- (i) Total number of votes cast for and against the amendment by each class entitled to vote separately _____
 - (ii) Total number of undisputed votes cast for the amendment by each class which was sufficient for approval for that class _____
6. By checking this paragraph #6 the applicant represents that approval of the amendment by some person or persons other than the members, the board, or the incorporators is required pursuant to Section 33-31-1030 of the 1976 South Carolina Code of Laws, as amended, and that the approval was obtained. (Do not mark paragraph # if either of these statements is not true.)
7. If the amendment provides for an exchange, reclassification, or cancellation of memberships, provisions for implementing the amendment must be set forth here if provisions are not contained in the amendment itself. Not Applicable.
8. If this corporation is converting from either a public benefit or religious corporation into a mutual benefit corporation, mark this paragraph #8 which certifies that a notice, including a copy of the proposed amendment, was delivered to the South Carolina Attorney General at least twenty days before the consummation of the amendment.

SOUTH CAROLINA ASPHALT PAVEMENT ASSOCIATION, INC.

BY: Ashley R. Batsan
PRINT NAME: Ashley R. Batsan
ITS: Executive Director
DATE: 8/27/19

Attachment 1

NONPROFIT CORPORATION

AMENDED & RESTATED ARTICLES OF INCORPORATION

Pursuant to Title 33, Chapter 31 of the South Carolina Code of Laws, as amended, the undersigned corporation submits the following information:

1. The name of the nonprofit corporation is "SOUTH CAROLINA ASPHALT PAVEMENT ASSOCIATION, INC." (hereinafter, the "*Corporation*").
2. The agent for service of process of the Corporation is Ashley Batson and the street address of the agent for service of process is 1331 Elmwood Ave., Suite 160, Columbia, South Carolina, 29201.
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 Corporation is 1331 Elmwood Ave., Suite 160, Columbia, South Carolina, 29201.
6. If this 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 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. 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 Corporation elects to include herein 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) This Corporation is organized exclusively for charitable, scientific, eleemosynary, and educational purposes, including, for such purposes, making of distributions to organizations which qualify as exempt organizations under Sections 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law. In connection with the foregoing, the Corporation is organized more specifically to protect, promote and advance the progress, interest and welfare of the producers of plant mixed asphalt paving materials; to encourage the highest standards of business ethics and workmanship; to encourage the discussion, coordination and pursuit of solutions to problems of common interest and concern to the producers of plant mixed asphalt paving materials; and to foster a cooperative spirit and understanding in between the producers of plant mixed asphalt paving mixtures and industry partners.
- (B) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director, or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of one or more of the purposes state in subparagraph (A) above), and no member, 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) Consistent with Paragraph 6 and applicable law, upon dissolution of the Corporation, the remaining assets of the Corporation shall be distributed to the National Center for Asphalt Technology or to one or more nonprofit exempt organization(s) within the meaning of Section 501(c)(3) of the Internal Revenue Code, dedicated to the support of the National Center for Asphalt Technology, as determined by the Board of Directors of the National Center for Asphalt Technology. In the event of any conflict in the interpretation of Paragraph 6(b) and this Paragraph 8(C), this Paragraph 8(C) shall control.

South Carolina Secretary of State Mark Hammond

Business Entities Online

File, Search, and Retrieve Documents Electronically

This filing has been submitted and filed successfully.

Customer Receipt

Request Certified Documents

Submit a document request at
<https://businessfilings.sc.gov/BusinessFiling/Entity/DocumentRequest>

Transaction Information

Transaction ID: 395720

Entity Name: SOUTH CAROLINA
 ASPHALT PAVEMENT
 ASSOCIATION, INC.

Receipt Date: 9/3/2019 2:51:10 PM

Payment Type : Check

Name : SOUTH CAROLINA
 ASPHALT PAVEMENT
 ASSOCIATION, INC.

Check Number : 1112

Note: Your bank statement may reflect that the charge was made by SC.gov.

Filing Information

Contact Information

Name: SOUTH CAROLINA ASPHALT
 PAVEMENT ASSOCIATION, INC

Address: INHOUSE
 COLUMBIA, South Carolina 29201

Charges

Pricing Summary

Item	Price
Articles of Amendment	\$10.00
Total Cost	\$10.00
Total Amount Paid	\$10.00

Documents Filed

Filing ID	Filing Type
190903-1451102 :	Articles of Amendment