

# Corporations, Partnerships & Associations

## *Corporations*

### **Publication of notices**

#### **33-1-410**

Notices that pertain to corporations, partnerships and associations if for any reason cannot be given in person than the notices may be published in a newspaper of general circulation in that area. These notices would be under general provisions, incorporation, purposes and power, name, office and agent, shares and distribution, shareholders, directors and officers, domestication of a foreign corporation, amendment of articles of incorporation and bylaws, merger and share exchange, sale of assets, dissenter's rights, dissolution, foreign corporations, records and reports, statutory close and professional corporation supplement, and transition provisions.

Section When	Notice	Where	
33-1-410	Notices in this section that cannot be given in person. The notices would fall under general provisions, incorporation, purposes and power, name, office and agent, shares and distribution, shareholders, directors and officers, domestication of a foreign corporation, amendment of articles of incorporation and bylaws, merger and share exchange, sale of assets, dissenter's rights, dissolution, foreign corporations, records and reports, statutory close and professional corporation supplement, and transition provisions.	A newspaper in the state of South Carolina	Anytime

Exact wording:

“(b) Notice may be communicated in person; by telephone, telegraph, teletype, or other form of wire or wireless communication; or by mail or private carrier. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published; or by radio, television, or other form of public broadcast communication.”

**Publication of unknown claims against dissolved corporation**

**33-14-107**

If a corporation has dissolved and there are pending claims against the corporation than a notice may be placed once in a newspaper. The newspaper must have a general circulation where the dissolved corporation is or was located. The notice shall describe the claim, the address of where the claim shall be sent to and a statement explaining that if there is no response to the claim after five years from the date of publication than the claim is “barred.”

Section When	Notice	Where	Where
33-14-107	A notice of dissolution and any claims against the dissolved corporation. The notice shall describe the claim, the address of where the claim shall be sent to and a statement explaining that if there is no response to the claim after five years from the date of publication than the claim is “barred.”	A newspaper with general circulation where the dissolved corporation is or was located	Once after the corporations dissolution

Exact wording:

“(a) A dissolved corporation may publish notice of its dissolution and request that persons with claims against the corporation present them in accordance with the notice.

(b) The notice must: (1) be published once in a newspaper of general circulation in the county where the dissolved corporation's principal office (or, if none in this State, its registered office) is or was last located; (2) describe the information that must be included in a claim and provide a mailing address where the claim may be sent; and (3) state that a claim against the corporation is barred unless a proceeding to enforce the claim is commenced within five years after the publication of the notice.”

***Nonprofit Corporations***

**Notice in terms of dissolution for a nonprofit corporations**

**33-31-141**

A notice in terms of the dissolution of a non-profit corporation may be published if deemed necessary. The notice should be placed in a newspaper with general circulation in the area.

Section When	Notice	Where	Where
33-31-141	A notice in terms of the dissolution of a nonprofit corporation	A newspaper with general circulation in the area	When necessary

Exact wording:

“(a) Notice may be oral or written. (b) Notice may be communicated in person; by telephone, telegraph, teletype, facsimile transmission (FAX), or other form of wire or wireless communication; or by mail or private carrier. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published; or by radio, television, or other form of public broadcast communications.”

**A notice of a special meeting in terms of remaining assets (Florence County)  
33-31-155**

If corporate assets remain after a nonprofit corporation in Florence County has dissolved than a special meeting may be called to dispose of these assets. A notice of the meeting must be placed for a week prior to the meeting in a newspaper with general circulation located where the corporation was completed.

Section When	Notice	Where	Where
33-31-155	A notice of a special meeting in terms of disposition of assets from a nonprofit corporation	A newspaper with general circulation where the corporation was completed	A full week prior to the meeting

Exact wording:

“(A) Persons serving as directors or trustees at the time of dissolution of a nonprofit corporation or eleemosynary organization created pursuant to Section 33-31-10 and located in Florence County for the public good other than religious purposes are invested with the authority to dispose of any remaining assets of the corporation by resolution pursuant to the requirements of this section.”

“(C) The directors or trustees must call a special meeting for the limited purpose of disposing of the corporate assets remaining after dissolution. Notwithstanding any other provision of law, a quorum shall not be required for the conducting of the special meeting. Notice of such meeting must be published in a newspaper of general circulation, in the county in which the organization was perfected, for a period of one week prior to the meeting date.”

**Unknown claims against dissolved corporations (nonprofit corporations)  
33-31-1408**

A nonprofit corporation that has dissolved may give notice that any claims a person may have against the corporation can be presented. The notice should be placed once in a newspaper where the corporation is or was located. It should state any information regarding the claim and where the claim should be sent to, a statement of explanation that unless action is taken before two years after the publication than the claim will be dismissed.

Section When	Notice	Where	Where
33-31-1408	A notice of unknown claims against a dissolved nonprofit corporation. The notice shall state any information regarding the claim and where the claim should be sent to, a statement of explanation that unless action is taken before two years after the publication than the claim will be dismissed.	A newspaper of general circulation in the county where the nonprofit corporation is or was located	Once after the corporations dissolution

Exact wording:

“(a) A dissolved corporation also may publish notice of its dissolution and request that persons with claims against the corporation present them in accordance with the notice.

(b) The notice must: (1) be published one time in a newspaper of general circulation in the county where the dissolved corporation's principal office, or, if none in this State, its registered office, is or was last located; (2) describe the information that must be included in a claim and provide a mailing address where the claim may be sent; and (3) state that a claim against the corporation will be barred unless a proceeding to enforce the claim is commenced within two years after publication of the notice.

(c) If the dissolved corporation publishes a newspaper notice in accordance with subsection (b), the claim of each of the following claimants is barred unless the claimant commences a proceeding to enforce the claim against the dissolved corporation within two years after the publication date of the newspaper notice:”

## ***Not-for-profit corporations***

### **Notice of winding up proceedings (liquidation) 33-36-1060**

Once the filing for the dissolution of a not-for-profit corporation (that is financed by federal or state loans) has been processed than a notice needs to be published regarding liquidations of the corporation that will be mailed to creditors and claimants. The notice shall be published once a week for two consecutive weeks in a newspaper with general circulation in the county where the main office of the corporation is located.

Section When	Notice	Where	Where
33-36-1060	A notice of the “winding up proceedings” (liquidations.) that will be mailed to creditors	A newspaper of general circulation in the county where the main office of the corporation is located	Once a week for two continuous weeks

	and claimants		
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Exact wording:

“Upon the filing of the certificate of dissolution by the Secretary of State, the board immediately shall cause notice of the winding up proceedings to be mailed to each known creditor and claimant and to be published once a week for two successive weeks in a newspaper of general circulation in the county in which the principal office of the corporation is located.”

**Election of board members  
33-36-1330**

A notice shall be published by the governing body of a district for the purpose of an election of board members in a not-for-profit corporation. The notice shall be published in a newspaper of general circulation in the area and be placed at least three times prior to the election (sixty days before the election, two weeks after first publication and not more than fifteen and less than ten days before the election.) The notice must contain the full name of the district and its government, information (names, addresses, telephone numbers) of the district’s governing body, existing methods of arrangement of the district’s governing body, a brief description of the services provided, a map of the governing body’s boundaries, list of precincts and polling places, and an explanation of the procedure of election.

Section When	Notice	Where
33-36-1330	A notice for the election of board members in reference to a not-for-profit corporation. The notice must contain the full name of the district and its government, information (names, addresses, telephone numbers) of the district’s governing body, existing methods of arrangement of the district’s governing body, a brief description of the services provided, a map of the governing body’s boundaries, list of precincts and polling places, and an	A newspaper of general circulation in the district  At least three times:  Sixty days before the election  Two weeks after first publication  Not more than fifteen and less than ten days before the election.

	explanation of the procedure of election.		
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Exact wording:

“(C) Notice of the election must be published by the governing body of the district at least three times prior to the election, including (i) not less than sixty days prior to the date of the election, (ii) two weeks after the first date of publication, and (iii) a date not more than fifteen and not less than ten days before the date of the election. The notice must appear in a newspaper of general circulation within the district and contain at a minimum the following: (1) the full name of the district and its governing body; (2) the names, addresses, and telephone numbers of the members of the district's governing body; (3) the existing means of appointment of members of the district's governing body; (4) a brief description of the governmental services provided by the district; (5) a map showing generally the boundaries of the district; (6) a list of precincts and polling places in which ballots may be cast; and (7) an explanation of the procedure to be followed for election of members of the district's governing body and state.”

### ***Limited Liability Companies***

#### **Notice of claims against a dissolved limited liability company 33-44-808**

A notice of the dissolution of a limited liability company and any claims that may be against them can be published in a newspaper of general circulation in the county where the main office is or was located. The notice shall explain the information that is needed for the claim with the address the claims should be sent to, and a statement explaining that unless action is taken before five years after the publication than the claim will be dismissed.

Section When	Notice	Where
33-44-808	A notice of dissolution in regards to a limited liability company. The notice shall explain the information that is needed for the claim with the address the claims should be sent to, and a statement explaining that unless action is taken before five years after the publication than the claim will be dismissed.	A newspaper with general circulation in the county where the dissolved company's main office is or was located

Exact wording:

“(a) A dissolved limited liability company may publish notice of its dissolution and request persons having claims against the company to present them in accordance with the notice.

(b) The notice must: (1) be published at least once in a newspaper of general circulation in the county in which the dissolved limited liability company's principal office is located or, if none in this State, in which its designated office is or was last located; (2) describe the information required to be contained in a claim and provide a mailing address

where the claim is to be sent; and (3) state that a claim against the limited liability company is barred unless a proceeding to enforce the claim is commenced within five years after publication of the notice.

(c) If a dissolved limited liability company publishes a notice in accordance with subsection (b), the claim of each of the following claimants is barred unless the claimant commences a proceeding to enforce the claim against the dissolved company within five years after the publication date of the notice: (1) a claimant who did not receive written notice under Section 33-44-807;

(2) a claimant whose claim was timely sent to the dissolved company but not acted on; and (3) a claimant whose claim is contingent or based on an event occurring after the effective date of dissolution. (d) A claim not barred under this section may be enforced: (1) against the dissolved limited liability company, to the extent of its undistributed assets; or (2) if the assets have been distributed in liquidation, against a member of the dissolved company to the extent of the member's proportionate share of the claim or the company's assets distributed to the member in liquidation, whichever is less, but a member's total liability for all claims under this section may not exceed the total amount of assets distributed to the member."

## *Cooperatives*

### *Telephone*

#### **Notice of winding up proceedings (liquidation)**

**33-46-750**

Once the filing for the dissolution of a telephone cooperative has been processed than a notice needs to be published regarding liquidations of the cooperative that will be mailed to creditors and claimants. The notice shall be published once a week for two consecutive weeks in a newspaper with general circulation in the county where the main office of the cooperative is located.

Section When	Notice	Where	Where
33-46-750	A notice of the "winding up proceedings" (liquidations.) of a dissolved telephone cooperative that will be mailed to creditors and claimants	A newspaper of general circulation in the county where the main office of the corporation is located	Once a week for two continuous weeks

Exact wording:

"After the filing of the certificate and affidavit by the Secretary of State, the board of directors shall immediately cause notice of the winding up proceedings to be mailed to each known creditor and claimant and to be published once a week for two successive weeks in a newspaper of general circulation in the county in which the principal office of the telephone cooperative is located."

### *Electric*

#### **Notice of winding up proceedings (liquidation)**

**33-49-1060**

Once the filing for the dissolution of an electric cooperative has been processed than a notice needs to be published regarding liquidations of the cooperative that will be mailed to creditors and claimants. The notice shall be published once a week for two consecutive weeks in a newspaper with general circulation in the county where the main office of the cooperative is located.

Section When	Notice	Where	
33-49-1060	A notice of the “winding up proceedings” (liquidations.) of a dissolved electric cooperative that will be mailed to creditors and claimants	A newspaper of general circulation in the county where the main office of the corporation is located	Once a week for two continuous weeks

Exact wording:

“After the filing of the certificate and affidavit by the Secretary of State the board of trustees shall immediately cause notice of the winding up proceedings to be mailed to each known creditor and claimant and to be published once a week for two successive weeks in a newspaper of general circulation in the county in which the principal office of the cooperative is located.”

### ***Cooperative***

#### **Notice for meetings of association**

#### **33-47-820**

A notice of a meeting in regards to a cooperative association must be placed only when bylaws require it. The notice may be published in a newspaper with general circulation where the primary place of business is located, at least ten days prior to the meeting.

Section When	Notice	Where	
33-47-820	A notice of a meeting in regards to a cooperative association when bylaws require it	A newspaper with general circulation where the primary place of business is located	Ten days prior to the meeting

Exact wording:

“In its bylaws each association shall provide for one or more regular meetings annually. The board of directors shall have the right to call a special meeting at any time and ten per cent of the members or stockholders may file a petition stating the specific business to be brought before the association and demand a special meeting at any time. Such meeting must thereupon be called by the directors. Notice of all meetings, together with a statement of the purposes thereof, shall be mailed to each member at least ten days prior to the meeting. But the bylaws may require instead that such notice may be given by publication in a newspaper of general circulation published at the principal place of business of the association.”