

A RESOLUTION

AUTHORIZING THE DISSOLUTION OF THE GREENVILLE COUNTY ECONOMIC DEVELOPMENT CORPORATION; AND OTHER MATTERS RELATED THERETO.

BE IT RESOLVED BY THE COUNTY COUNCIL OF GREENVILLE COUNTY, SOUTH CAROLINA IN MEETING DULY ASSEMBLED:

SECTION 1. *Findings of Fact.* As an incident to the adoption of this Resolution, the County Council (the “*Council*”), the governing body of Greenville County, South Carolina (the “*County*”), finds that the facts set forth in this Section exist, and the statements made with respect thereto are true and correct.

(a) Pursuant to a directive of the Council, the Greenville County Economic Development Corporation (the “*Corporation*”) was incorporated on April 5, 1999 in furtherance of the powers of the County to promote economic development in the County.

(b) In furtherance of its corporate purpose the Corporation owned and managed certain real property that at one point consisted of a railroad line (the “*Property*”). Subsequently, the Corporation transferred the Property to the County and, as a result, the existence of the Corporation is no longer necessary, and both the Corporation and the County desire to dissolve the Corporation (the “*Dissolution*”).

(c) The Board of Directors of the Corporation adopted a resolution on _____, 2017 authorizing (i) the dissolution of the Corporation, (ii) the submittal of notice of intent to dissolve to the South Carolina Attorney General’s Office and (iii) the filing of Articles of Dissolution with the South Carolina Secretary of State’s Office.

(d) In order to effectuate the Dissolution, the County is adopting this Resolution authorizing (i) the Plan of Dissolution, (ii) the submittal of the necessary notice to the South Carolina Attorney General’s Office notifying such office of the Dissolution, and (iii) the filing of Articles of Dissolution with the South Carolina Secretary of State’s Office.

SECTION 2. *Authorization of the Plan of Dissolution.* The Council hereby authorizes the dissolution of the Corporation and authorizes the attached Plan of Dissolution with such changes as may be approved by the County Administrator upon advice of the County Attorney.

SECTION 3. *Authorization of Submittal of Notice to the South Carolina Attorney General’s Office.* The Council hereby authorizes the submittal of a notice to the South Carolina Attorney General’s Office of the proposed dissolution with such changes as may be approved by the County Administrator upon advice of the County Attorney.

SECTION 4. *Authorization of Articles of Dissolution.* The Council hereby authorizes the execution, if needed, delivery and submittal of Articles of Dissolution to the South Carolina Secretary of State’s Office with such changes as may be approved by the County Administrator upon advice of the County Attorney.

SECTION 5. *General Authorization.* The Chairman of Council, the County Administrator, the Deputy County Administrator, the County Attorney and the Clerk to Council, acting jointly or individually, are each hereby authorized to execute and deliver such documents, agreements and

certificates and take such actions as are required to effect the intent of the various provisions of this Resolution.

SECTION 6. *Effective Date.* This Resolution shall take effect immediately upon its adoption and no further authorization by the County is required either to affect the dissolution of the Corporation or to execute and deliver all documents and certificates required to affect the transactions contemplated herein. This Resolution shall be construed liberally to affect the intent of the Council.

DONE IN MEETING DULY ASSEMBLED THIS __ DAY OF _____, 2017.

GREENVILLE COUNTY, SOUTH CAROLINA

Chairman, County Council

County Administrator

ATTEST:

Clerk to County Council

