

A RESOLUTION

FOR THE PURPOSE OF ESTABLISHING THE GREENVILLE COUNTY BUSINESS PARK PUBLIC FACILITIES CORPORATION, STATING ITS PURPOSES AND APPOINTING THE MEMBERS TO THE BOARD OF DIRECTORS OF THE GREENVILLE COUNTY BUSINESS PARK PUBLIC FACILITIES CORPORATION.

WHEREAS, the Greenville County Business Park Public Facilities Corporation (the “*Corporation*”) will be duly created and organized under the laws of the State of South Carolina (the “*State*”) as a nonprofit corporation, to operate exclusively for the benefit of, to perform the functions of, and to carry out the purposes of owning, leasing, financing, constructing, acquiring, developing and operating land, buildings and equipment, and facilities functionally related thereto and to perform any other lawful purpose related to the furtherance of the governmental powers of the Greenville County, South Carolina (the “*County*”); and

WHEREAS, the Corporation is governed by a Board of Directors (the “*Board*”) who will consist of three (3) members who are appointed ex-officio by the County Council of the County (the “*County Council*”), consisting of the Chairman of County Council, the Vice Chairman of County Council and the County Administrator in their ex-officio capacities; and

WHEREAS, the County Council desires to appoint the members of the Board and to authorize the creation of the Corporation;

NOW, THEREFORE, BE IT RESOLVED BY THE COUNTY COUNCIL:

1. Purposes of Corporation. The purposes for which the Corporation will be established and shall operate are as follows:

a. The Corporation shall be organized and shall be operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of (i) holding title, owning, leasing, financing, constructing, acquiring, developing and operating land, buildings and equipment, and facilities functionally related thereto and (ii) performing any other lawful purpose related to the furtherance of the governmental powers of the County that is not inconsistent with the Corporation’s nonprofit status.

b. The Corporation shall be organized and shall operate exclusively for the aforesaid purposes, and in connection therewith its scope of activities shall include the following:

(i) To accept, buy, sell, own, hold, lease, develop, operate, mortgage, insure, pledge, assign, transfer or otherwise receive or dispose of real and personal property.

(ii) To engage in any and all lawful activities necessary or incident to the foregoing purposes, except as limited herein.

(iii) To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the South Carolina Nonprofit Corporation Act of 1994. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Section 33-31-302 of the Code of Laws of South Carolina 1976, as amended, (or the corresponding provision of any subsequent law).

Notwithstanding the foregoing, the funds or assets of the Corporation shall not be distributed or otherwise made available to any organization or entity other than the State or the County unless such funds or assets are transferred or exchanged in return for goods or services acceptable to the Corporation.

c. In the event of dissolution of the Corporation, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to the County or the State.

2. Appointment of Board Members. The following are hereby appointed as ex-officio members of the Board of the Corporation for terms commencing on the date of adoption of this Resolution and expiring as established in the By-Laws of the Corporation:

Chairman of County Council
Vice Chairman of County Council
County Administrator

3. Designation of Corporation. The County Council hereby designates the Corporation a governmental organization pursuant to Section 115 of the Internal Revenue Code of 1986, as amended (the “*Code*”). Rental income to the Corporation is excludable under Section 115 of the Code because the Corporation exercises an essential governmental function, and the Corporation will not be required to file an annual federal information return (Form 990) because it is an “affiliate of a governmental unit” within the meaning of Rev. Proc. 95-48, 1995-2 C.B. 418.

4. Establishment of Corporation. The County Council hereby directs the County Administrator or his designee to have Article of Incorporation and any other necessary documents filed with the South Carolina Secretary of State’s Office in order to cause the incorporation of the Corporation.

5. Actions Approved and Confirmed. All actions taken by the members of the Board and the officers of the Corporation from their dates of appointment are hereby approved and confirmed.

6. Conflicting Provisions. All resolutions or parts thereof in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

7. Effective Date. This Resolution shall be in full force and effect from and upon its date of adoption.

ADOPTED AND APPROVED this 6th day of October, 2015.

GREENVILLE COUNTY, SOUTH CAROLINA

Chairman, County Council

County Administrator

ATTEST:

Clerk to County Council

