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May 18, 2000

Division of Corporations  
Amendments  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: GIRL SCOUTS OF GULF COAST FLORIDA, INC.

Dear Sir/Madam:

We enclose herein on behalf of our client, Girl Scouts of Gulfcoast Florida, Inc., duplicate originals of the Amended and Restated Articles of Incorporation of Girl Scouts of Gulfcoast Florida, Inc. Please file these articles as quickly as possible. Then, using our original, please provide a certified copy and return it to our office via regular U.S. mail. Also enclosed is our client's check made payable to "Department of State" in the amount of \$43.75 to cover the filing fees for this transaction.

Thank you, and please contact the undersigned should any problems arise in connection with this filing.

Very truly yours,

Lisa Folis  
Corporate Paralegal

LAF/encl.-395993

Amended & Restated Art.  
US/SP 6/7/00

FILED OF STATE  
SECRETARY OF CORPORATION  
DIVISION OF CORPORATIONS  
00MAY 22 AM 11:08

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION OF**  
**GIRL SCOUTS OF GULFCOAST FLORIDA, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAY 22 AM 11:09

We, the Girl Scouts of Gulfcoast Florida, Inc., organized for the purpose of sponsoring the Girl Scout program for girls, chartered by Girl Scouts of the United States of America, adopt the following Articles of Incorporation, which are in accordance with the Constitution and Bylaws of Girl Scouts of the United States of America, a national corporation organized under the laws of the District of Columbia and chartered by the Congress of the United States, and with Section 617, Corporations Not For Profit, Florida Statutes (1979).

**ARTICLE I - NAME & ADDRESS**

The name of the corporation shall be Girl Scouts of Gulfcoast Florida, Inc. The street address and mailing address of the corporation is 2909 Olympic Street, Sarasota, Florida 34231.

**ARTICLE II - REGISTERED AGENT AND OFFICER**

The name of the current registered agent and the address of the current registered office is Sandra Stewart, 2909 Olympic Street, Sarasota, Florida 34231.

**ARTICLE III - PURPOSE**

The purpose for which the corporation is formed is exclusively charitable and educational as contemplated by Section 501 (c) (3) of the Internal Revenue Code of 1954. Any references herein to any provision of such code shall be deemed to mean such provision as now or hereafter existing, amended, supplemented, or superseded, as the case may be.

The specific and primary purpose for which this corporation is formed is to offer girls residing within its jurisdiction an opportunity to participate in the Girl Scout program, in accordance with the purpose of the Girl Scout movement in the United States of America, which is to inspire girls with the highest ideals of character, conduct, patriotism, and service that they may become happy and resourceful citizens, and to that end to develop, manage, and maintain Girl Scouting throughout the area of its jurisdiction, in such manner and subject to such limitations as prescribed by the Constitution, the Bylaws, and the policies of Girl Scouts of the United States of America, and by the terms of the charter granted to this corporation by Girl Scouts of the United States of America.

**ARTICLE IV - POWERS**

In furtherance of its purpose, the corporation shall have the following powers:

1. To hire, lease, buy, inherit, or otherwise acquire and hold land, buildings, equipment, or other real or personal property for a Girl Scout office, camp, or similar purpose; to build, construct, operate, and manage the said property for the benefit of Girl Scouting; and to rent, lease, mortgage, or sell all or part of such real or personal property acquired by said corporation.
2. To do, perform, and supervise any and all things in furtherance of the general purpose hereinbefore expressed and not inconsistent with Section 617, Florida Statutes (1979), and to have and to exercise all the powers conferred by the laws of the State of Florida upon corporations formed

under the laws pursuant to, and under which, this corporation is formed, as such laws are now in effect and may at any time hereafter be enacted or amended.

#### **ARTICLE V - PRINCIPAL OFFICE AND JURISDICTION**

The principal office of the corporation shall be located in the County of Sarasota, State of Florida, and shall serve the counties of Manatee, Sarasota, DeSoto, Charlotte, Lee, Collier, and the west half of Hendry, State of Florida.

#### **ARTICLE VI - DIRECTORS**

The number of directors of the corporation shall be at least twenty-eight (28). The method of election shall be as prescribed in the corporation's Bylaws.

#### **ARTICLE VII - MEETINGS**

There shall be at least one (1) meeting of the corporation each year.

#### **ARTICLE VIII - ASSETS AND EARNINGS**

None of the assets or earnings of the corporation shall be paid or accrued for the benefit of any of its members, directors, officers, or employees, or any other individual, whether before, upon, or after dissolution or liquidation, except as reasonable compensation for services rendered, property transferred, or as reimbursed for expenses incurred, in conducting its affairs.

#### **ARTICLE IX - DISSOLUTION**

In the event of the dissolution or final liquidation of the corporation, after all liabilities and obligations of the corporation have been paid, satisfied, and discharged, or adequate provision made thereof, all remaining property and assets of the corporation shall be distributed, conveyed, assigned, or transferred to organizations which comply with the following conditions: Such organizations must be chartered or licensed by Girl Scouts of the United States of America, and shall be organized and operated exclusively for educational or charitable purposes as contemplated by Section 501 (c) (3) of the Internal Revenue Code of 1954, or such remaining assets shall be placed in trust with Girl Scouts of the United States of America for the benefit of Girl Scouting pending the inclusion of the jurisdiction of the dissolved Girl Scout council in the jurisdiction of another Girl Scout council.

#### **ARTICLE X - TERM**

This corporation shall have perpetual existence, provided that a charter from Girl Scouts of the United States of America is held by the corporation.

#### **ARTICLE XI - AMENDMENTS**

These articles may be amended by a two-thirds vote of the members voting at a meeting of the Corporation, provided that the proposed amendment shall have been included in the notice of the meeting.

Amended and Restated  
Articles of Incorporation  
Page 3

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The restated articles of incorporation, including all amendments herein, were approved and duly adopted by a two-thirds vote of the members voting at a meeting of the members duly called and held on April 25, 2000. Only members were entitled to vote. The number of votes cast in favor of the adoption of the amended and restated articles of incorporation was sufficient for approval in accordance with the bylaws of the corporation.

IN WITNESS WHEREOF, the President of the corporation has executed these Amended and Restated Articles of Incorporation.

Signed this the 17 day of May, 2000.

  
Linda Ezzell