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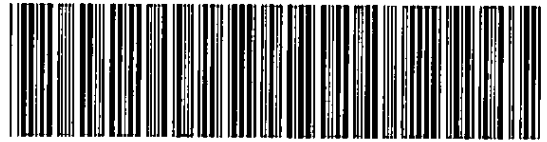
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Girl Scouts of Gulfcoast Florida, Inc.

DOCUMENT NUMBER: 703982

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Marie Graziosi
(Name of Contact Person)

Girl Scouts of Gulfcoast Florida, Inc.
(Firm/ Company)

4780 Cattlemen Road
(Address)

Sarasota, FL 34233
(City/ State and Zip Code)

marieg@gsgcf.org
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Marie Graziosi at 941 921-5358 x338
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|---|--|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed) |
|---|---|--|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

Girl Scouts of Gulfcoast Florida, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

703982

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

Not Applicable

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

*(Principal office address **MUST BE A STREET ADDRESS**)*

Not Applicable

C. Enter new mailing address, if applicable:

*(Mailing address **MAY BE A POST OFFICE BOX**)*

Not Applicable

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: Not Applicable

(Florida street address)

New Registered Office Address:

(City) Florida (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

Article VI - Directors

The Board of Directors shall consist of the officers of the Council and not to exceed 15 directors who are
members-at-large. All elected directors must be 18 years of age or older, with the exception of one Girl
member who may be 15 years of age or older. In addition, the Board of Directors may appoint two girl

motions. The Chief Executive Officer shall be an ex-officio member of the Board of Directors and shall
serve without vote.

CHANGE: 15 directors was previously 16 directors

Article XI - Amendments

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 July 19, 2022.

Only members were entitled to vote. The number of votes cast in favor of the adoption of these
Amended and Restated Articles of Incorporation was sufficient for approval in accordance with the
Bylaws of the corporation.

CHANGE: July 19, 2022 date was previously January 28, 2017

The date of each amendment(s) adoption: July 19, 2022, if other than the
date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the
document's effective date on the Department of State's records.

Adoption of Amendment(s) **(CHECK ONE)**

There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated November 1, 2022

Signature *Richard Cyphers*

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Richard Cyphers
(Typed or printed name of person signing)

President, Board of Directors
(Title of person signing)

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

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 AND ADDRESS

The name of the corporation shall be Girl Scouts of Gulfcoast Florida, Inc. The street address and mailing address of the corporation is 4780 Cattlemen Road, Sarasota, Florida 34233.

ARTICLE II – REGISTERED AGENT AND OFFICER

The name of the current registered agent and the address of the current registered office for the corporation are Mary Anne Servian, 4780 Cattlemen Road, Sarasota, Florida 34233.

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, Hardee, Highlands, Sarasota, DeSoto, Charlotte, Glades, Lee, Hendry, and Collier, in the State of Florida.

ARTICLE VI – DIRECTORS

The Board of Directors shall consist of the officers of the Council and not to exceed 15 directors who are members-at-large. All elected directors must be 18 years of age or older, with the exception of one Girl member who may be 15 years of age or older. In addition, the Board of Directors may appoint two girl members, 14 years of age or older, who shall serve as representatives without the right to vote or make motions. The Chief Executive Officer shall be an ex-officio member of the Board of Directors and shall serve without vote.

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.

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 July 19, 2022. Only members were entitled to vote. The number of votes cast in favor of the adoption of these 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.

Adopted 1962
Revised April 1994
Amended and Restated April 2000
Amended April 2007
Amended April 2008
Amended and Restated January 2012
Amended and Restated January 2017
Amended and Restated July 2022