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**MERGER OR SHARE EXCHANGE**

**GIRL SCOUT COUNCIL OF THE APALACHEE BEND, INC.**

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**ARTICLES OF MERGER**  
**OF**  
**GIRL SCOUTS OF NORTHWEST FLORIDA, INC.**  
**WITH AND INTO**  
**GIRL SCOUT COUNCIL OF THE APALACHEE BEND, INC.**

Pursuant to and in accordance with Section 617.1105 of the Florida Not For Profit Corporation Act, Florida Statutes, the parties hereto hereby adopt the following Articles of Merger for the purpose of merging them into one corporation (the "Merger").

**First:** The name and jurisdiction of the surviving corporation is Girl Scout Council of the Apalachee Bend, Inc., a Florida not-for-profit corporation (the "Surviving Corporation").

**Second:** The name and jurisdiction of the merging corporation is Girl Scouts of Northwest Florida, Inc., a Florida not-for-profit corporation ("Northwest Florida").

**Third:** The merger shall become effective on April 1, 2009.

**Fourth:** The Plan of Merger is attached hereto and incorporated herein as Annex A.

**Fifth:** The Articles of Incorporation attached as Exhibit A to the Plan of Merger shall be the Articles of Incorporation of the Surviving Corporation, and the name of the Surviving Corporation after the Merger shall be:

"Girl Scout Council of the Florida Panhandle, Inc."

**Sixth:** The Plan of Merger was adopted by the members of the Surviving Corporation entitled to vote thereon on November 22, 2008. The number of votes cast for the Merger was sufficient for approval and the vote for the Plan of Merger was as follows:

<u>78</u>	FOR
<u>0</u>	AGAINST

**Seventh:** The Plan of Merger was adopted by the members of Northwest Florida, Inc. entitled to vote thereon on February 28, 2009. The number of votes cast for the Merger was sufficient for approval and the vote for the Plan of Merger was as follows:

<u>19</u>	FOR
<u>1</u>	AGAINST

FILED  
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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

These Articles of Merger have been executed on this 30<sup>th</sup> day of March, 2009.

GIRL SCOUT COUNCIL OF THE APALACHEE BEND,  
INC.

By: Margaret M. Geil  
Name: MARGARET M. GEIL  
Title: PRESIDENT/CHAIR

GIRL SCOUTS OF NORTHWEST FLORIDA, INC.

By: Marilyn D. Wesley  
Name: Marilyn D. Wesley  
Title: President/Chair

**Annex A**

**Plan of Merger**

## PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan of Merger"), dated as of March 30, 2009, by and between Girl Scout Council of the Apalachee Bend, Inc., a Florida not-for-profit corporation ("Apalachee Bend"), and Girl Scouts of Northwest Florida, Inc., a Florida not-for-profit corporation ("Northwest Florida"). Apalachee Bend and Northwest Florida are sometimes collectively called the "Constituent Councils."

## RECITALS

The Board of Directors of each of the Constituent Councils deems it advisable and in the best interests of their respective Constituent Council and their respective members that the Constituent Councils merge, under and pursuant to Section 617.1101 *et seq.* of the Florida Not For Profit Corporation Act, Florida Statutes ("Florida Act"), into a single corporation (the "Merger"), and have approved this Plan of Merger and the Merger and have recommended the approval of this Plan of Merger and the Merger to the voting members of each of the Constituent Councils.

The parties to this Plan of Merger, in consideration of the mutual covenants, agreements and provisions contained in this Plan of Merger, agree as follows:

## ARTICLE I THE MERGER

- 1.1 Surviving Council. In accordance with the provisions of this Plan of Merger and the applicable laws of the State of Florida, at the Effective Time (as defined in Section 1.2), Northwest Florida shall be merged with and into Apalachee Bend and the separate existence of Northwest Florida shall cease. Apalachee Bend shall be the surviving corporation (Apalachee Bend in its capacity as the surviving council is sometimes called the "Surviving Council") and shall continue its corporate existence and organization under the laws of the State of Florida.
- 1.2 Effective Time. The Constituent Councils shall execute and file Articles of Merger with the Secretary of State of the State of Florida and shall make all other filings and recordings required under Section 617.1101 *et seq.* of the Florida Act with respect to and to effect the Merger. The term "Effective Time" shall mean the later of:
  - (a) the time of the filing of the Articles of Merger with the Secretary of State of the State of Florida; and
  - (b) the time agreed upon by the parties to this Plan of Merger and designated in such filings in accordance with the Florida Act, as applicable.
- 1.3 Effects of the Merger. At the Effective Time, the Merger shall have the effects set forth in this Plan of Merger and in Section 617.1106 of the Florida Act. Without limiting the generality of the preceding sentence, and subject to the preceding sentence, at the Effective Time, all the assets, properties, rights, privileges, immunities, powers and franchises of the Constituent Councils shall vest in the Surviving Council, and all debts, liabilities and duties of the

Constituent Councils shall become the debts, liabilities and duties of the Surviving Council.

- 1.4 Name of Surviving Council. From and after the Effective Time and without further action on the part of the parties to this Plan of Merger, the name of the Surviving Council shall be:

"Girl Scout Council of the Florida Panhandle, Inc."

- 1.5 Articles of Incorporation of the Surviving Council. Upon the Effective Time, and without further action on the part of either Constituent Council or their respective members, directors or officers, the Articles of Incorporation of the Surviving Council shall be amended and restated to be as set forth in Exhibit A attached to this Plan of Merger, until amended in accordance with their terms and applicable law.

## ARTICLE II CONVERSION OF MEMBERSHIP

- 2.1 Voting Members. At the Effective Time, by virtue of the Merger and without any action on the part of either Constituent Council or their respective members, directors or officers, (a) each voting membership interest in Northwest Florida outstanding immediately prior to the Effective Time shall automatically be converted into one voting membership interest of the Surviving Council and (b) each voting membership interest in Apalachee Bend outstanding immediately prior to the Effective Time shall not be changed in any manner and shall continue to represent one voting membership interest in the Surviving Council.
- 2.2 Non-Voting Members. At the Effective Time, by virtue of the Merger and without any action on the part of either Constituent Council or their respective members, directors or officers, (a) each non-voting membership interest in Northwest Florida outstanding immediately prior to the Effective Time shall automatically be converted into one non-voting membership interest of the Surviving Council and (b) each non-voting membership interest in Apalachee Bend outstanding immediately prior to the Effective Time shall not be changed in any manner and shall continue to represent one non-voting membership interest in the Surviving Council.

## ARTICLE III MISCELLANEOUS

- 3.1 Governing Law. This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Florida without regard to its principles of conflicts of law.

This Plan of Merger has been executed on behalf of each of the Constituent Councils, on this 30th day of March, 2008.

GIRL SCOUT COUNCIL OF THE APALACHEE BEND, INC.

By: Margaret M. Peggy Geil  
Name: MARGARET M. GEIL  
Title: PRESIDENT/CHAIR

GIRL SCOUTS OF NORTHWEST FLORIDA, INC.

By: Marilyn D. Wesley  
Name: Marilyn D. Wesley  
Title: President/Chair

*Signature Page to Agreement and Plan of Merger*

MAR. 31. 2009 9:14AM

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**EXHIBIT A**  
**Amended and Restated**  
**Articles of Incorporation**  
**of**  
**Girl Scout Council of the Florida Panhandle, Inc.**



**GIRL SCOUT COUNCIL OF THE FLORIDA PANHANDLE, INC.****AMENDED AND RESTATED****ARTICLES OF INCORPORATION****ARTICLE I - NAME AND PRINCIPAL OFFICE**

The name of the corporation shall be GIRL SCOUT COUNCIL OF THE FLORIDA PANHANDLE, INC., with its principal office at 250 Pinewood Drive, Tallahassee, FL 32303, in the county of Leon, State of Florida. In the provisions of these Articles of Incorporation and in the other affairs of the corporation, the word "council" shall be synonymous with and denote said corporate name.

**ARTICLE II - PURPOSE**

The purpose for which the council is formed is exclusively charitable and educational as contemplated by Section 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter the "Code"). Any reference 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.

**ARTICLE III - ASSETS AND EARNINGS**

The corporation is a not for profit corporation under Chapter 617, Florida Statutes. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof and except to the extent permissible under these Articles, under applicable law and under Section 501(c)(3) of the Code. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code (or corresponding provisions of any future United States Internal Revenue Law).

#### **ARTICLE IV – MEMBERSHIP**

The corporation will have members as provided for in the bylaws. The designation of one or more classes of membership, the qualifications and rights of the members of each class, and the manner of their admission to membership shall be regulated by the bylaws of the corporation.

#### **ARTICLE V – 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 VI – OFFICERS**

The officers of the corporation consist of a President/Chair of the Board, one or more Vice Chairs, a Secretary, and a Treasurer, and such other officers as may be provided in the bylaws or by resolution of the board of directors. Each officer shall be elected (and may be removed) at such a time and in such manner as may be prescribed by the bylaws or by applicable law.

#### **ARTICLE VII – DIRECTORS**

The affairs of the corporation shall be managed by a board of directors, the number of which may be either increased or decreased from time to time in accordance with the bylaws, but shall consist of not less than three (3) persons. The board of directors shall be elected, any director may be removed and any vacancies may be filled in the manner provided in the bylaws.

#### **ARTICLE VIII – DISSOLUTION**

In the event of the dissolution or final liquidation of the corporation, the board of directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation and in such manner, or to such organization or organizations which comply with the following condition: such organization must be chartered by Girl Scouts of the U.S.A., or shall be organized and operated exclusively for educational and charitable purposes as contemplated by section 501 (c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine. Any assets not so disposed of shall be placed in trust with Girl Scouts of the United States of America for the benefit of Girl Scouting.

#### **ARTICLE IX – BYLAWS**

The bylaws of the corporation shall be adopted by the voting members, and may be altered, amended or rescinded in the manner provided for in the bylaws.

**ARTICLE X - AMENDMENT**

These Articles of Incorporation may be amended by the voting members in the manner provided by the Florida Not for Profit Corporation Act, except that any amendment shall require a majority (51%) affirmative vote at a meeting at which at least twenty-five percent (25%) of all voting members are present.

**ARTICLE XI - INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY**

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including, but not limited to, Florida Statutes Section 617.0831. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Section 617.0831 and other similar laws.