

701024
MARKS GRAY

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June 20, 2000

Florida Department of State
Division Of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Gateway Girl Scout Council, Inc. - name change to
Girl Scouts of Gateway Council, Inc., and restated articles
Ref. Number: 701024

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*****87.50 *****87.50

Dear Sir or Madam:

Enclosed please find the Restated Articles of Incorporation of Girl Scouts of Gateway Council, Inc. This restatement includes a name change as referenced above.

Please file the articles and return a certified copy to me. Our client's check in the amount of \$87.50 is enclosed.

Thank you for your assistance.

Sincerely,

MARKS GRAY, P.A.

Dorothy E. Pearce
Paralegal

Dorothy E. Pearce
GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Name in Reading*
DATE *7/3/2000*
DOC EXAM *A Chesnut*

dep
Enclosures

FILED
00 JUN 22 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated Articles of Incorporation Of

Gateway Girl Scout Council Incorporated

Pursuant to the provisions of Chapter 617.02 of the Florida Statutes, the undersigned corporation, not for profit, which originally received its charter by order of Circuit Court of the Fourth Judicial Circuit of Duval County, Florida, dated the ninth day of June, A.D. 1932, and in accordance with its bylaws and the law, having amended their original Articles of Incorporation and adopted the following restated Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be GIRL SCOUTS OF GATEWAY COUNCIL, INC.

(The former name of the corporation was Gateway Girl Scout Council *INCORPORATED*)

ARTICLE II - 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provision of such code shall be deemed to mean such provision as now or hereafter existing, amended, supplemented, or superseded, as the case may be.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 III - 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 Chapter 617 of the Florida Statutes as may be amended from time to time, 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 IV – PRINCIPAL OFFICE

The principal office of the corporation shall be located in the City of Jacksonville, County of Duval, State of Florida.

ARTICLE V – DIRECTORS

The number of directors of the corporation shall be at least 20.

ARTICLE VI – MEETINGS

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

ARTICLE VII – 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 reimbursement for expenses incurred, in conducting its affairs.

ARTICLE VIII – 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 therefor, 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 U.S.A., 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 U.S.A. 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 IX – 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 X – AMENDMENTS

These articles may be amended by 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.

ARTICLE XI – NAMES

The names of the original subscribers as they appear in the Charter of Girl Scouts of Duval County, Florida, Inc., filed in the Duval County Circuit Court on June 9, 1932, are as follows:

Moriat Gary McConnel
Virginia B. Boggs
Eva C. Burrell
Hilda R. McCrory
Dr. Julia L. Kline

Florence M. Smith
Nancy C. Osborne
Sadie Jacobs
Leah G. Swann
Margaret W. Oltrogge

ARTICLE XII – QUALIFICATIONS OF SUBSCRIBERS

Each and all of the subscribers to this charter are of full age, and named as directors herein are citizens of the United States and residents of the State of Florida.

I, JANICE G. LIPSKY, hereby certify and attest that the attached restated articles of incorporation are a true and correct copy of the Articles of Incorporation for Girl Scouts of Gateway Council, Inc. approved by the corporate membership on April 22, 2000.


Janice G. Lipsky, President


Date