

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

709777

Girl Scouts of Northwest
Florida, Inc

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*****43.75 *****43.75

W000000001375

___	Art of Inc. File	
___	LTD Partnership File	<u>Amended</u>
___	Foreign Corp. File	<u>Restated</u>
___	L.C. File	<u>None</u>
___	Fictitious Name File	<u>Change</u>
___	Trade/Service Mark	
___	Merger File	
<input checked="" type="checkbox"/>	Art. of Amend. File	
___	RA Resignation	
___	Dissolution / Withdrawal	
___	Annual Report / Reinstatement	
<input checked="" type="checkbox"/>	Cert. Copy	
___	Photo Copy	
___	Certificate of Good Standing	
___	Certificate of Status	
___	Certificate of Fictitious Name	
___	Corp Record Search	
___	Officer Search	
___	Fictitious Search	
___	Fictitious Owner Search	
___	Vehicle Search	
___	Driving Record	
___	UCC 1 or 3 File	
___	UCC 11 Search	
___	UCC 11 Retrieval	
___	Courier	

FILED
00 JAN 18 AM 10:16
TALLAHASSEE, FLORIDA

RECEIVED
00 JAN 18 AM 9:54
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

*000789, 00536, 00547,

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

1/18/00 8:45

00672

1/20/00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 18, 2000

Capital Connection, Inc.
417 E. Virginia Street
Suite 1
Tallahassee, FL 32302

SUBJECT: GIRL SCOUTS OF NORTHWEST FLORIDA, INC
Ref. Number: W00000001375

We have received your document for GIRL SCOUTS OF NORTHWEST FLORIDA, INC and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records show no entity by this name.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 900A00002369

Corrected

RECEIVED
00 JAN 20 AM 9:10
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF Northwest Florida Girl Scout Council, Inc.
A CORPORATION NOT FOR PROFIT

The undersigned hereby present these Amended and Restated Articles of Incorporation of Northwest Florida Girl Scout Council, Inc. read as follows:

Mrs. Patricia Rhodes, President
Mr. J.C. Williams, 2nd. Vice-President
Mrs. Kathleen Logan, Secretary

Mrs. Lucy Trawick, 1st. Vice-President
Ms. Marilyn Wesley, 3rd. Vice-President
Mr. Bill Norman, Treasurer

ARTICLE I - NAME

Name of the corporation shall be GIRL SCOUTS OF NORTHWEST FLORIDA, INC.; and said corporation shall be located in the counties of Escambia, Santa Rosa, Okaloosa and Walton with its principal office at 4755-A Old Spanish Trail, Pensacola, Florida 32504.

ARTICLE II - PURPOSE

(a) 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. 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.

(b) No part of the net earnings of the corporation shall inure to the benefit of any trustee or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in effecting one or more of its purposes), and no trustee or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) The corporation shall distribute or apply its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(d) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(e) The corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(f) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(g) The corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(h) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

ARTICLE III - MEMBERSHIP

The membership of the corporation shall consist at all times of the members of the Board of Directors as provided for herein, then in office, and their successors; the Association Chairs, Members of the Nominating Committee and delegates elected by the association districts within Escambia, Santa Rosa, Okaloosa and Walton Counties, Florida.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V - NAME AND ADDRESS OF OFFICER

Mrs. Patricia Rhodes, President

P.O. Box 365, DeFuniak Springs, FL 32433

ARTICLE VI - DIRECTORS

The number of directors of the corporation shall be at least 22. The affairs of the corporation are to be managed by the President, 1st. Vice-President, 2nd. Vice-President, 3rd. Vice-President, Secretary, Treasurer, and a Board of Directors; the officers and other elected members of the Board shall be elected from the membership and serve in office for such periods as the By-laws shall provide or until their successors have qualified. Directors shall be elected by a majority of the members constituting a quorum at an annual meeting.

ARTICLE VII

The names and addresses of the current officers are:

Mrs. Patricia Rhodes	P. O. Box 365, DeFuniak Springs, FL 32433
Mrs. Lucy Trawick	324 N. Sunset Blvd., Gulf Breeze, FL 32561
Mr. J. C. Williams	6237 Glendale Dr., Milton, FL 32570
Ms. Marilyn Wesley	1316 East Cross St., Pensacola, FL 32503
Mrs. Kathleen Logan	129 Chanteclair Cir., Gulf Breeze, FL 32561
Mr. Bill Norman	1269 Tamara Dr., Pensacola, FL 32504

ARTICLE VIII - BY-LAWS

The By-laws of the corporation are to be made, altered or rescinded by a majority vote of the members constituting a quorum at any regular or special meeting of the membership of the corporation, or by a three-fourths (3/4ths) vote of the Board of Directors present and voting at any regular or special meeting of said Board, provided notice of proposed change in said By-laws has been given in the notice of the meeting.

ARTICLE IX - AMENDMENTS TO ARTICLES

Amendments to the Amended and Restated Articles of Incorporation may be proposed and adopted by a majority vote of the members constituting a quorum at any regular or special meeting of the membership of the corporation, or by a three-fourths (3/4ths) vote of the Board of Directors present and voting at any regular or special meeting of said Board, provided that the proposed amendment shall have been included in the notice of the meeting.

ARTICLE X - ASSETS UPON DISSOLUTION

Upon dissolution of this corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to an organization or organizations which have qualified for exemption under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or to the Federal government, or to a State or local government, for a public purpose; and none of the assets will be distributed to any member, officer or director of this corporation.

ARTICLE XI - REGISTERED OFFICE

The Registered Agent and the Registered Address for the Corporation is Cindy K. Bailey, 5745 Leesway Blvd., Pensacola, FL 32504

WITNESS the hands and seals of the subscribers at Pensacola, Escambia County, Florida this 18th day of November, A.D., 1999.

Patricia B. Rhodes (SEAL)
Mrs. Patricia Rhodes, President

Lucy B. Trawick (SEAL)
Mrs. Lucy Trawick

J.C. Williams (SEAL)
Mr. J.C. Williams

Marilyn Wesley (SEAL)
Ms. Marilyn Wesley

Kathleen Logan (SEAL)
Mrs. Kathleen Logan

Bill Norman (SEAL)
Mr. Bill Norman

CERTIFICATE

The undersigned, CINDY K. BAILEY, Director of Northwest Florida Girl Scout Council, Inc., a Florida corporation not-for-profit, now known as Girl Scout Council of Northwest Florida, Inc., hereby presents the attached Amended and Restated Articles of Incorporation pursuant to the provisions of Section 617.1007, Florida Statutes, and hereby certifies that (i) the Amendment and Restatement of the Articles of Incorporation, and the Amendments contained therein as described herein, were adopted by the Board of Directors and members on the 18th day of November, 1999, and that the number of votes cast by the members was sufficient for approval; and (ii) that the provisions of the former Articles of Incorporation, as filed with the Secretary of State on the 21st day of March, 1967, that are being amended are Articles I, II, III, IV, V, VI, VII, VIII, IX, X, and XI.

DATED this 10th day of January, 2000.


CINDY K. BAILEY, Director