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BASIC AMENDMENT

GIRL SCOUTS OF PALM GLADES COUNCIL, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
GIRLS SCOUTS OF PALM GLADES COUNCIL, INC.**

ARTICLE I - NAME

The name of the corporation shall be GIRL SCOUTS OF PALM GLADES COUNCIL, INC.

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. 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provision of such code shall be deemed to mean such provision as now or hereafter existing, amended, supplemented, or superseded, as the case may be.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 any 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 purposes hereinbefore expressed and not inconsistent with the laws of the State of Florida, 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 - MEMBERS

The members of the corporation shall consist of delegates elected by each Association (as defined in the corporate By-Laws) and by each Association's girl membership fourteen (14) to seventeen (17) years of age, one delegate from the Finance Committee, the members of the Board of Directors, members of the Nominating Committee and the Chair, all of whom shall be, by virtue of their office, members of the Council.

ARTICLE V - PRINCIPAL OFFICE

The principal office of the corporation shall be located at 1224 West Indiantown Road, Jupiter, 33458, State of Florida.

ARTICLE VI - DIRECTORS

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

ARTICLE VII - MEETINGS

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

ARTICLE VIII - CONFLICT OF INTEREST

None of the assets or earnings of the corporation shall be paid or accrued for the benefit of any of the 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 IX - DISTRIBUTIONS UPON 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 therefore, 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 1986, or such remaining assets shall be placed in trust with Girl Scouts of the U.S.A. for the benefit of Girl Scouting, in the current jurisdiction, pending the inclusion of the jurisdiction of the dissolved Girl Scout council in the jurisdiction of another Girl Scout council.

ARTICLE X - EXISTENCE

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 TO ARTICLES OF INCORPORATION

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

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ARTICLE XII - AMENDMENTS TO BYLAWS

The Bylaws may be amended by a majority vote of the members of the corporation present and voting at any meeting of the corporation provided that the proposed amendment shall have been included in the note of the meeting.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
GIRL SCOUTS OF PALM GLADES COUNCIL, INC.**

Pursuant to the provisions of Section 607.1003 and 607.1007 of the Florida Business Corporation Act, GIRL SCOUTS OF PALM GLADES COUNCIL, INC., a Florida Corporation (the "Corporation"), certifies that:

The attached Amended and Restated Articles of Incorporation contain amendments requiring the approval of the members of the Corporation, and the members of the Corporation approved such amendments by means of a written consent effective as of December 31, 2004. These Amended and Restated Articles of Incorporation were approved by the Board of Directors and recommended to the members pursuant to Section 607.1003(1)(a) of the Florida Business Corporation Law, and were approved by a majority of the members of the Corporation, pursuant to Section 607.1003(5) of the Florida Business Corporation Law.

The text of the Articles of Incorporation, as amended, of the Corporation is hereby amended and restated in its entirety, effective as of the date of filing of these Amended and Restated Articles of Incorporation with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of the 24 day of May, 2005.

GIRL SCOUTS OF PALM GLADES COUNCIL, INC.

By: Mary Catherine Madigan
Name: MARY CATHERINE MADIGAN
Title: President

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that, on this the 24th day of May, 2005, before me, an officer duly authorized in the State aforesaid to take acknowledgments, personally appeared Mary Catherine Madigan who executed the foregoing instrument and who swore, subscribed and acknowledged to and before me that he did so voluntarily and for the purposes set forth therein, and who produced Drivers License as identification.

Sign Name: Tula Hudson-Miller
Print Name: Tula Hudson-Miller
Notary Public, State of Florida
Commission Number: DD146703
Commission Expires: 9/3/06
(Notarial Seal)



Tula Hudson-Miller
My Commission DD146703
Expires September 03, 2006