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*Amended And Restated*  
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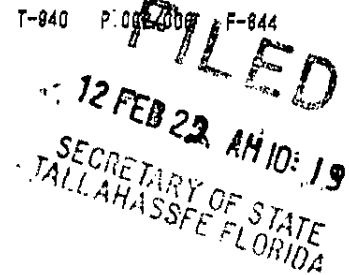
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
GIRL SCOUTS OF CITRUS COUNCIL, INC.**

Pursuant to the requirements of Sections 617.1001, 617.1002, 617.1006 and 617.1007 of the Florida Not For Profit Corporation Act, the undersigned does hereby make, swear to, adopt and file these Amended and Restated Articles of Incorporation of GIRL SCOUTS OF CITRUS COUNCIL, INC. (the "Corporation"), which Corporation was incorporated in the State of Florida on May 29, 1968, under Charter No. 714676.

WHEREAS, the undersigned Corporation, by and through its Board of Directors and Members and pursuant to the provision of Sections 617.1001 and 617.1007 of the Florida Statutes, wishes to amend and restate the Corporation's Articles of Incorporation; and

WHEREAS, the Board of Directors and Members of the Corporation at an Annual Meeting of the Board of Directors and Members of the Corporation held on January 30, 2010, affirmatively voted to amend and restate the Articles of Incorporation of the Corporation in the manner hereinafter set forth, as specified in the Corporation's Articles of Incorporation, the Bylaws and the Florida Statutes, as applicable, and the number of votes cast by the Members and Board of Directors for such amendment and restatement was sufficient for approval.

NOW, THEREFORE, the undersigned hereby amends and restates the Articles of Incorporation as follows:

**ARTICLE I**

**Name**

The name of this corporation shall be GIRL SCOUTS OF CITRUS COUNCIL, INC. (the "Corporation") and its principal office shall be located in Orange County, Florida.

**ARTICLE II**

**Purpose**

The principal object and purposes of the Corporation shall be as follows:

- A. To offer all girls, ages five through seventeen, residing within the Corporation's 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. The purpose is an informal educational program, designed to help girls put in practice the fundamental principles of the Girl Scout movement.

- B. To develop, manage and maintain Girl Scouting throughout the Corporation's jurisdiction, in such manner and subject to such limitations as are prescribed in the Constitution, Bylaws and Policies of the Girl Scouts of the United States of America, and by the terms of the charter granted to the Corporation by the Girl Scouts of the United States of America.
- C. 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; and to build, construct, operate and manage any such property for the benefit of the Girl Scouts; to rent, lease, mortgage or sell all or any part of such real or personal property acquired by the Corporation, as authorized by law.
- D. In order to accomplish the foregoing charitable and educational purposes and for no other purpose or purposes, the Corporation shall have all of the powers granted to nonstock corporations by 617.0302 of the Florida Not-For-Profit Corporation Act; provided, however, that the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation set forth in this Article II.

### ARTICLE III

#### Membership

The membership of the Corporation shall consist of the officers, members of the board of directors, members of the board development committee, chair of each association and delegates elected by each service unit, all as prescribed in the Bylaws; provided, however, that only those people who meet the membership requirements of the Girl Scouts of the United States of America for membership as a Girl Scout and who are registered with the Girls Scouts of the United States of America through the Corporation shall be eligible for membership in the Corporation. The manner of voting for members shall be as provided in the Bylaws.

### ARTICLE IV

#### Term

The corporation shall have perpetual existence, provided that a charter from the Girl Scouts of the United States of America is held by the Corporation, or until the Corporation is dissolved according to law.

### ARTICLE V

#### Officers

The officers of the Corporation shall be President/Chair of the Board of Directors, First Vice Chair, Second Vice Chair, Secretary, Treasurer and Chief Executive Officer and such other officers as may be provided in the Bylaws. The officers shall be elected at the annual meeting of the members of the Corporation, or as alternatively provided in the Bylaws.

## ARTICLE VI

### Jurisdiction

The activities of the Corporation shall be confined to the Counties of Brevard, Lake, Orange, Osceola, Seminole and Volusia in the State of Florida, and any surrounding territory as agreed upon with the Girl Scouts of the United States of America.

## ARTICLE VII

### Bylaws

The Bylaws of the Corporation are to be made, amended, altered or rescinded by the membership of the Corporation, with such voting requirement as may be provided for in the Bylaws.

## ARTICLE VIII

### Status

- A. The Corporation shall be non-sectarian, non-political and non-profit.
- B. No part of the net income of the corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article II. 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 any political campaign on behalf of or against any candidate for public office.
- C. Notwithstanding any other provision of these Articles, 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, or by an organization contributions to which are to be deductible under Section 170(c) (2) of such Code. Any reference in these Articles to any section of the Internal Revenue Code of 1986 shall be deemed to incorporate by reference the corresponding provisions of any subsequent federal tax laws.

## ARTICLE IX

### Board of Directors

The business affairs of the Corporation shall be managed by the board of directors. Members of the board of directors shall be elected and hold office in accordance with the Bylaws. The number of directors of the Corporation shall be as provided by the Bylaws, but shall never be less than three (3).

## ARTICLE X

### Meetings

The Corporation shall hold at least one (1) meeting each year, as such may be provided by the Bylaws. The Corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings and shall provide notice of all such meetings in accordance with the Bylaws.

## ARTICLE XI

### Amendments

Amendments may be made at the regular annual meeting of the membership upon notice being given, as may be provided by the Bylaws, of the intention to submit such amendments and by a majority vote of those present. These Articles of Incorporation may also be amended at a special meeting of the membership called for that purpose, by a majority vote of those present or through agreed upon electronic means.

## ARTICLE XII

### Restrictions

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of the Corporation and upon dissolution of the Corporation all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption in Section 501 (C) (3) of the Internal Revenue Code, 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 the Corporation.

## ARTICLE XIII

### Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed the 22<sup>nd</sup> day of February 2012.

GIRL SCOUTS OF CITRUS COUNCIL, INC., a  
Florida not-for-profit corporation

By: Nora E. Bagby  
Printed: NORA E. BAGBY  
As its Council President/Chair

By: Deborah G. Orr  
Printed: Deborah G. ORR  
As its Council Secretary