

10/01/2008 12:01 FAX

Division of Corporations

GUNSTER YOAKLEY

001/013

Page 1 of 1

N16801

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000227091 3)))



H080002270913ABC\$

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)
Account Number : 076117000420
Phone : (561) 650-0728
Fax Number : (561) 655-5677

EFFECTIVE DATE

10.1.08

MERGER OR SHARE EXCHANGE

Girl Scouts of Broward County, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	13
Estimated Charge	\$78.75

Merger
cus
@10/1/08

Electronic Filing Menu

Corporate Filing Menu

Help

10/1/2008

RECEIVED

2008 OCT -1 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H08000227091 3

STATE OF FLORIDA
ARTICLES OF MERGER
OF
GIRL SCOUTS OF PALM GLADES COUNCIL, INC.
WITH AND INTO
GIRL SCOUTS OF BROWARD COUNTY, INC.

EFFECTIVE DATE

10.1.08

The following Articles of Merger are submitted in accordance with the Florida Not-For-Profit Corporation Act (the "Act"), pursuant to Section 617.1105, Florida Statutes.

FIRST: The exact name and jurisdiction for the merging not-for-profit corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Florida Document Number</u>
Girl Scouts of Palm Glades Council, Inc. 1224 West Indiantown Road Jupiter, Florida 33458	Florida	710456

SECOND: The exact name and jurisdiction for the surviving not-for-profit corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Florida Document Number</u>
Girl Scouts of Broward County, Inc. 4701 NW 33 rd Avenue AVE Fort Lauderdale, Florida 33309	Florida	N16801

THIRD: Upon the merger becoming effective, the name of the surviving not-for-profit corporation shall be:

Girl Scouts of Southeast Florida, Inc.

FOURTH: Adoption of Agreement and Plan of Merger by the merging not-for-profit corporation. The attached Agreement and Plan of Merger meets the requirements of Section 617.1101 of the Florida Statutes and the number of votes cast for the attached Agreement and Plan of Merger and the merger at a meeting by the board of directors and at a meeting of the members, each held on September 6, 2008, of the merging not-for-profit corporation was sufficient for approval in accordance with Chapter 617 of the Florida Statutes.

FIFTH: ... Adoption of Agreement and Plan of Merger by the surviving not-for-profit corporation. The number of votes cast for the attached Agreement and Plan of Merger and the merger at a meeting by the board of directors and at a meeting of the members, each held on September 6, 2008, of the surviving not-for-profit corporation was sufficient for approval in accordance with Chapter 617 of the Florida Statutes.

SIXTH: The merger shall become effective on the later of 12:01 A.M. on October 1, 2008 or the date these Articles of Merger are filed with the Florida Department of State.

SEVENTH: The principal office address of the surviving not-for-profit corporation under the laws of the state, country, or jurisdiction in which such entity was organized is as follows:

777 S. Flagler Drive
Suite 500 East
West Palm Beach, Florida 33401

H08000227091 3

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

08 OCT -1 AM 8:53

10/01/2008 12:01 FAX

GUNSTER YOAKLEY

003/013

H08000227091 3

IN WITNESS WHEREOF, the undersigned parties have caused these Articles of Merger to be executed in their respective corporate names as of the 30th day of September, 2008.

GIRL SCOUTS OF BROWARD COUNTY, INC.

By: Leslie Roth
Name: Leslie Roth
Title: CEO

GIRL SCOUTS OF PALM GLADES COUNCIL, INC.

By: Denise W. Vane
Name: DENISE W VANE
Title: CEO

H08000227091 3

H08000227091 3

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger"), dated as of, ~~September 18, 2008~~ by and between Girl Scouts of Palm Glades Council, Inc. a Florida not-for-profit corporation ("Palm Glades"), and Girl Scouts of Broward County, Inc a Florida not-for-profit corporation ("Broward"). Palm Glades and Broward 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 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), Palm Glades shall be merged with and into Broward and the separate existence of Palm Glades shall cease. Broward shall be the surviving corporation (Broward 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) on October 1, 2008 as agreed.
- 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

H08000227091 3

H08000227091 3

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 Scouts of Southeast Florida, Inc."

- 1.5 Articles of Incorporation and Bylaws of Surviving Council. Upon the Effective Time, and without further action on the part of either Constituent Council or their respective members, directors or officers, (a) 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 and (b) the Bylaws of the Surviving Council shall be amended and restated in their entirety, in each case, until amended in accordance with their respective terms and applicable law.
- 1.6 Directors. At the Effective Time, the board of directors of the Surviving Council shall consist of the following persons, and each shall hold office until the end of their respective terms and their respective successors are duly elected and qualified or until their earlier death, resignation or removal in accordance with the Bylaws:

Class I

Virginia Spencer
Andrea Levenson
Karen Unger
Charles Michelson
Ashley Foster Pinnock
Henrietta Gurri McBee
Lisa Tighe
Aimee Cernicharo
Brenda LaVar
Jane Cabrera

Class II

Dianna Silvagni
Janet Beets
Julia Baginski
Linda Wood
Lorna Brown Burton
Sylvia Jackson-Hamilton
Dorothy Bradshaw
Linda Tapia

The Class I directors shall serve for a term that expires on the date of the annual meeting of the members of the Surviving Council in 2009. The Class II directors shall serve for a term that expires on the date of the annual meeting of the members of the Surviving Council in 2010.

H08000227091 3

H08000227091 3

- 1.7 Officers. At the Effective Time, the officers of the Surviving Council shall be the following persons, and each shall hold office until the end of their respective terms and their respective successors are duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Bylaws:

<u>Title</u>	<u>Name</u>
President	Henrietta Gurri McBee
First Vice President	Lisa Tighe
Second Vice President	Aimee Cernicharo
Secretary	Brenda LaVar
Treasurer	Jane Cabrera

- 1.8 Board Development Committee. At the Effective Time, the members of the board development committee of the Surviving Council shall be the following persons, and each shall hold office until their respective terms and their respective successors are duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Bylaws:

<u>Class I</u>	<u>Class II</u>
Ashley Foster Pinnock	Laurie Schobelock
Gordon Spiring	Dorothy Bradshaw
Karen Unger	Joan Mikus
	Nicole Wiseberg

The Class I members of the board development committee shall serve for a term that expires on the date of the annual meeting of the members of the Surviving Council in 2009. The Class II members of the board development committee shall serve for a term that expires on the date of the annual meeting of the members of the Surviving Council in 2010.

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 Palm Glades 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 Broward 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.

H08000227091 3

- 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 Palm Glades 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 Broward outstanding immediately prior to the Effective Time shall not be changed in any manner and shall continue to represent one nonvoting membership interest in the Surviving Council.

ARTICLE III REPRESENTATIONS AND WARRANTIES

Each of the Constituent Councils hereby represents and warrants to the other Constituent Council as to itself as follows:

- 3.1 Authority. The board of Directors of the Constituent Council, at a meeting thereof duly called and held, approved and resolved to recommend that the members of the Constituent Council approve and adopt this Plan of Merger and the Merger.
- 3.2 No Legal Action. To the knowledge of the Constituent Council, there are no legal actions threatened or pending by or against the Constituent Council.
- 3.3 Compliance with Law. The Constituent Council is and has been in compliance with all laws applicable to it and has taken the required legal actions to approve the Plan of Merger and the Merger.

ARTICLE IV CONDITIONS TO CLOSING

- 4.1 General Conditions. The respective obligations of each Constituent Council to consummate the transactions contemplated by this Plan of Merger shall be subject to the fulfillment, at or prior to the Effective Date, of each of the following conditions, any of which to the extent permitted Act, may be waived in writing by any party in its sole discretion (provided that such waiver shall only be effective as to the obligations of such party):
- (a) The approval of the members of each of the constituent Councils shall have been validly obtained under the Florida Act and in compliance with respective articles of incorporation and bylaws of the Constituent Councils; and

H08000227091 3

- (b) The representations and warranties of the Constituent Councils contained in this Plan of Merger shall be true and correct both when made and as of the Effective Date, or in the case of representations and warranties that are made as of a specified date, such representations and warranties shall be true and correct as of such specified date.

ARTICLE V MISCELLANEOUS

- 5.1 Further Acts. The respective officers of the Constituent Councils are hereby authorized, empowered and directed by the respective Boards of Directors of the Constituent Councils to do any acts and to make, execute, deliver, file and /or record any papers necessary, proper or convenient to affect any of the provisions of this Plan of Merger.
- 5.2 Execution in Counterparts. This Plan of Merger may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute the same instrument.
- 5.3 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.

H08000227091 3

H08000227091 3

This Plan of Merger has been executed on behalf of each of the Constituent Councils, on this 18th day of September, 2008.

GIRL SCOUTS OF BROWARD COUNTY, INC

By: Jill K. Holstein
Name: Jill K. Holstein
Title: Board chair

GIRL SCOUTS OF PALM GLADES COUNCIL, INC

By: Mary Catherine Moran
Name: Mary Catherine Moran
Title: Board Chair

Signature Page to Agreement and Plan of Merger

H08000227091 3

10/01/2008 12:03 FAX

GUNSTER YOAKLEY

010/013

H08000227091 3

EXHIBIT A

**Articles of Incorporation
Of
Girl Scouts of Southeast Florida, Inc.**

H08000227091 3

**Amended and restated:
ARTICLES OF INCORPORATION
ADOPTED 9/6/08**

Amended and restated:
September 6, 2008

The undersigned as President of Girl Scouts of Broward County, Inc., hereby certifies that, in keeping with the laws of the State of Florida, the corporation adopted a resolution at the special meeting of the voting members on September 6, 2008, declaring the advisability of amending and restating the Articles of Incorporation in the following particular, to-wit:

ARTICLE I-NAME AND PRINCIPAL OFFICE

The name of the corporation shall be GIRL SCOUTS OF SOUTHEAST FLORIDA, INC. with its principal office at Phillips Point, 777 South Flagler Drive, Suite 500 East, West Palm Beach, FL 33401, in the County of Palm Beach, 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).

H08000227091 3

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, one or more Vice Presidents, 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 education 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 - REGISTERED AGENT

The street address of the Registered Office of the corporation is , and the name of its Registered Agent at that address is 3099 E. Commercial Blvd. Suite #200, Ft. Lauderdale, FL 33308 US; and the name of its Registered Agent at that address is Samuel S. Goren.

H08000227091 3

H08000227091 3

ARTICLE X - 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.

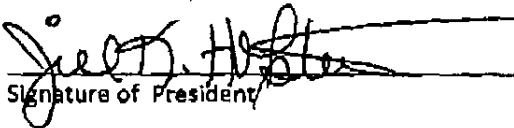
ARTICLE XI- AMENDMENT

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 affirmative vote of the voting members at a meeting at which at least 25% of all voting members are present.

ARTICLE XII - INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY

The corporation shall indemnify each director and officer, including former director and officer, 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 617.0834 and other similar laws.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on 9-18, 2008.



Signature of President

Jill K. Holstein

Typed or Printed Name of President

Board Chair

Title