

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

SILVER SAGE GIRL SCOUT COUNCIL, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of SILVER SAGE GIRL SCOUT COUNCIL, INC. duly signed and verified pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: May 31, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By

Shirley J. Clark

CERTIFICATE OF SILVER SAGE GIRL SCOUT COUNCIL, INC.

PURSUANT TO IDAHO CODE SECTION 30-3-94(8) MAY 31 4 15 PM '94

SECRETARY OF STATE

- (a) The Restated Articles of Incorporation of Silver Sage Girl Scout Council, Inc., contain amendments to the Articles of Incorporation requiring approval by the membership.
- (b) Those sections amended and adopted by the membership at the annual membership meeting of April 23, 1994 are Articles II, III, IV, V and IX as set forth in full in the Restated Articles of Incorporation attached hereto and incorporated herein by reference.
- (c) Those sections added and adopted by the membership at the annual membership meeting of April 23, 1994 are Articles VI, VII, VIII and XI as set forth in full in the Restated Articles of Incorporation attached hereto and incorporated herein by reference.
- (d) Those sections which essentially remain as set forth within the original Articles of Incorporation are Articles I, X and XII as set forth in full in the Restated Articles of Incorporation attached hereto and incorporated herein by reference.
- (e) The amendments, additions and restated articles were adopted by a two-thirds vote of the members present and voting at the annual meeting of the corporation on March 23, 1994. The number of votes cast for the adoption of the Restated Articles of Incorporation were 101 and the number of votes cast against such adoption were 0.

DATED this 13 day of May 1994.

SILVER SAGE GIRL SCOUT COUNCIL, INC.

By: Marianne Brandt
Marianne Brandt, President

By: Theresa TenEyck
Theresa TenEyck, Secretary

STATE OF IDAHO)
 : ss
County of Ada)

On this 13 day of May 1994, before me, the undersigned, a Notary Public for Idaho, personally appeared Marianne Brandt, known or identified to me to be the President of Silver Sage Girl Scout Council, Inc., and the person whose name is subscribed to the foregoing instrument as President of Silver Sage Girl Scout Council, Inc., and who acknowledged to me that she executed the same as such President of Silver Sage Girl Scout Council, Inc..

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Connie J. Mills
Notary Public for Idaho
Residing at: Boise, Idaho
Commission expires: 8/8/94

STATE OF IDAHO)
 : ss
County of Ada)

On this 13 day of May 1994, before me, the undersigned, a Notary Public for Idaho, personally appeared Theresa TenEyck, known or identified to me to be the Secretary of Silver Sage Girl Scout Council, Inc., and the person whose name is subscribed to the foregoing instrument as Secretary of Silver Sage Girl Scout Council, Inc., and who acknowledged to me that she executed the same as such Secretary of Silver Sage Girl Scout Council, Inc..

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Connie J. Mills
Notary Public for Idaho
Residing at: Boise, Idaho
Commission expires: 8/8/94

RESTATED ARTICLES OF INCORPORATION
OF
SILVER SAGE GIRL SCOUT COUNCIL, INC.

MAI 31 4 15 PM '94

SECRETARY OF STATE

We, the Girl Scouts of Silver Sage Girl Scout Council, Inc., organized for the purpose of sponsoring the Girl Scout program for girls, chartered by Girl Scouts of the United States of America, hereinafter adopt the following Restated Articles of Incorporation which are in accordance with the constitution and bylaws of Girl Scouts of the United States of America, a national organization organized under the laws of the District of Columbia and chartered by the Congress of the United States and with the Idaho Nonprofit Corporation Act of the State of Idaho.

ARTICLE I - NAME

The name of the corporation shall be "SILVER SAGE GIRL SCOUT 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 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

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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 Girls 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 purposes hereinbefore expressed and not inconsistent with the Idaho Nonprofit Corporation Act of the State of Idaho and to have and to exercise all the powers conferred by the laws of the State of Idaho 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 registered office of the corporation shall be located at 1410 North Etheridge Lane, Boise, Idaho. The registered agent at this location is Luanne Crump, Executive Director.

ARTICLE V - DIRECTORS

The number of directors of the corporation shall be at least three (3).

ARTICLE VI - MEETINGS

There shall be at least one (1) 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 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 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 a two-thirds vote of the members present and voting at any meeting of the corporation provided that the proposed amendment shall have been included in the notice of the meeting.

ARTICLE XI - NAMES AND ADDRESSES OF DIRECTORS

The names and addresses of the directors of the corporation at the time of these Restated Articles are:

Marianne Brandt
3011 Victory View Circle
Boise, ID 83709

Barbara Putnam
4086 Hawthorne Way
Boise, ID 83703

Sue Barkis
756 Palmetto
Eagle, ID 83616

Sharon Hubler
206 East Linden Street
Caldwell, ID 83605

Diana Lawson
975 North 12th East
Mountain Home, ID 83647

Ralph Fearnow
3007 Westmoreland
Idaho Falls, ID 83402

Mary Ann Arnold
2912 Kootenai Street
Boise, ID 83705

Tamara Fulwyler
1196 S.W. 2nd Avenue
Ontario, OR 97914

Lynda (Lynn) K. Jones
262 North 100 West
Malad, ID 83252

Maria G. Nava
803 10th Street South
Nampa, ID 83651

Anne Pasley-Stuart
2301 Hillway Drive
Boise, ID 83702

Bob Sobba
1920 Idaho
Caldwell, ID 83605

Repr. Gayle Wilde
P.O. Box 984
McCall, ID 83638

Jeanette Wolfley
1752 North Elk Road
Pocatello, ID 83204

Angela Hays
2101 Marigold
Pocatello, ID 83201

Ridgley Denning
3265 Catalina Lane
Boise, ID 83705

Theresa TenEyck
1365 Independence
Boise, ID 83706

Lori Banducci
1503 North 25th
Boise, ID 83702

Antoinette (Toni) M. Austin
1985 Santalema Drive
Idaho Falls, ID 83404

Janice Huntington
3565 Sun Circle
Idaho Falls, ID 83404

Louann Krueger
P.O. Box 7069
Boise, ID 83730

Marjorie Thomas
1717 N. 21st Street
Boise, ID 83702

Marilyn Sanow
3008 Westmoreland Circle
Idaho Falls, ID 83402

Richard Talboy
3554 S. Crosspoint
Boise, ID 83706

Jane Wines
3708 Maze Place
Boise, ID 83706

Annette Jenkins
2703 East 3650 N.
Twin Falls, ID 83301

Donna Shepard
4833 Lake's Edge Place
Boise, ID 83703

Luanne Crump
1410 Etheridge Lane
Boise, ID 83704

ARTICLE XII - INCORPORATORS

The names and post office addresses of the incorporators are as follows:

Winifred S. Ambrose
Route #1
Meridian, ID

Mary Ann H. Beck
Box 7
Ontario, OR

Lucile Tyne
221 Franklin
Pocatello, ID

Alice N. Harryman
2201 S. Emerson
Idaho Falls, ID

IN WITNESS WHEREOF, we, the undersigned, being the President and Secretary of SILVER SAGE GIRL SCOUT COUNCIL, INC., have hereunto set our hands and seals and caused these Restated Articles of Incorporation to be executed in duplicate, this 23 day of April 1994 and further state that these Restated Articles have been approved by a vote of two-thirds of the members present and voting at the annual meeting of the corporation after having received notice of the meeting pursuant to the Articles of Incorporation.

SILVER SAGE GIRL SCOUT COUNCIL, INC.

By: Marianne Brandt
Marianne Brandt, President

ATTEST:

Theresa TenEyck
Theresa TenEyck, Secretary

VERIFICATION

STATE OF IDAHO)
 : ss.
County of Ada)

I, Connie Miller, a notary public for said State, do hereby certify that on this 13 day of May 1994, personally appeared before me THERESA TENEYCK who, being by me first duly sworn, declared that she is the Secretary of the SILVER SAGE GIRL SCOUT COUNCIL, INC., that she signed the foregoing document as Secretary of said corporation and that the statements therein contained are true.

Connie J. Miller
Notary Public for Idaho
Residing at: Bowen, ID
Commission Expires: 8/8/94