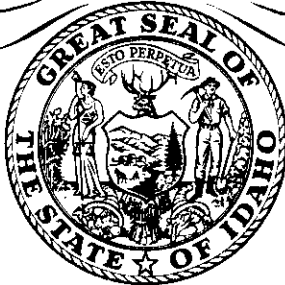


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

SILVER SAGE GIRL SCOUT COUNCIL, INC.

was filed in the office of the Secretary of State on the **Twenty-second** day of **April,** A. D. One Thousand Nine Hundred **Sixty-four** and is duly recorded on Film No. **128** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Boise** in the County of **Ada** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **22nd** day of **April**, A.D., 19 **64**.

Secretary of State.

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

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, duly authorized and empowered committee of the Silver Sage Girl Scout Council, an unincorporated association not organized for pecuniary profit and having a charter from Girl Scouts of the United States of America, do hereby associate ourselves for the purpose of forming a Membership Corporation pursuant to the provisions of the Membership Corporation of the State of Idaho, and do hereby adopt the following Articles of Incorporation, to-wit:

I.

The name of the corporation shall be "SILVER SAGE GIRL SCOUT COUNCIL, INC."

II.

The nature, objects and purposes for which this corporation is formed shall be:

(a) To offer all girls, seven through seventeen, 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 ideal of character, conduct, patriotism, and service that they may become happy and resourceful citizens.

(b) To develop, manage, and maintain Girl Scouting throughout the area of its jurisdiction, in such manner and subject to such limitations as prescribed in the Constitution, the By-Laws, and the policies of Girl Scouts of the United States of America and by the terms of the charter granted to the council by 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 the said 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 said organization, as authorized by law.

(d) To do, perform, and supervise any and all other things in furtherance of the general purposes hereinbefore expressed and not inconsistent with the Membership Corporation Laws of the State of Idaho; and to have and to exercise all the powers conferred by the laws of the State of Idaho upon corporation formed under the laws pursuant to and under which this corporation is formed as such laws are now in effect and may at anytime hereafter be enacted or amended.

(e) To carry into effect the object and purposes aforesaid, this corporation is authorized to do all and singular the things necessary and conveneint to carry out the general purposes for which it is organized.

(f) All the foregoing provisions of this Article II are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific powers and objects shall not be held to limit or restrict in any manner the general purposes and powers of the corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or do any act which a corporation formed under the laws of the State of Idaho, now or hereafter existing may not, at the time, lawfully carry on or do. It is the intention that the purpose, objects and powers specified in each of the paragraphs of this Article II shall, except as otherwise provided, in no wise be limited or restricted by reference to or inference from the terms of any other clause or paragraph in these Articles contained or of any other provisions of these Articles of Incorporation.

III.

This corporation is nonsectarian, nonpolitical, and non-profitmaking. The rights and interests of all members shall be equal, and no member can have or acquire a greater interest herein than any other member. This corporation is organized under Chapter 10 of Title 30, Idaho Code, and is subject to all the provisions thereof.

IV.

The location and post office address of the registered office of the corporation is and shall be Boise, Ada County, Idaho.

V.

This corporation shall have perpetual existence.

VI.

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.

VII.

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

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------------|--------------------------------------|
| Winifred S. Ambrose | Route #1, Meridian, Idaho. |
| Mary Ann H. Beck | Box 7, Ontario, Oregon. |
| Lucile Tyne | 221 Franklin, Pocatello, Idaho. |
| Alice N. Harryman | 2201 S. Emerson, Idaho Falls, Idaho. |
| Hazel J. Kent | 1413 Wilcomb Rd., Boise, Idaho. |

IN WITNESS WHEREOF, WE, the undersigned, being each one of the original incorporators of SILVER SAGE GIRL SCOUT COUNCIL, INC., have hereunto set our hands and seals and caused these Articles of Incorporation to be executed in triplicate, this 2nd day of April, 1964.

Winifred S. Ambrose
Winifred S. Ambrose

Mary Ann H. Beck
Mary Ann H. Beck

Lucile Tyne
Lucile Tyne

Alice N. Harryman
Alice N. Harryman

Hazel J. Kent
Hazel J. Kent

County of Ada)

On this 2nd day of April, 1964, before me, the undersigned,
a Notary Public in and for said State, personally appeared
WINIFRED S. AMBROSE, LUCILE TYNE and ALICE N. HARRYMAN, known to
me to be the persons whose names are subscribed to the foregoing
instrument, and acknowledged to me that they executed the same.

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

(SEAL)


Grant F. Lawrence
Notary Public for Idaho
Residence: Meridian, Idaho.

County of Malheur)

On this 14 day of April, 1964, before me, the undersigned
a Notary Public in and for said State, personally appeared
MARY ANN H. BECK, known to me to be the person whose name is
subscribed to the foregoing instrument, and acknowledged to me
that she executed the same.

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

(SEAL)



Notary Public for Oregon
Residence: Ontario, Oregon.
My Commission Expires Nov. 21, 1967

STATE OF IDAHO)
 : ss.
County of Ada)

On this 21st day of April, 1964, before me, the undersigned, a Notary Public in and for said State, personally appeared HAZEL J. KENT, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same.

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

(SEAL)


NotaryPublic for Idaho
Residence: Meridian, Idaho.

STATE OF IDAHO)
 : ss.
County of Ada)

I, the undersigned, a duly licensed and practicing attorney of the State of Idaho, having my office at 929 East First Street, Meridian, Idaho, hereby certify that all of the incorporators whose names and signatures appear in these Articles of Incorporation, are all citizens of the United States, all over the age of majority and all fully competent to execute and file the foregoing Articles of Incorporation.


Grant L. Ambrose

SUBSCRIBED AND SWORN to before me this 21st day of April, 1964.

(SEAL)

Kathryn A. McPeak
Notary Public for Idaho
Residence: Meridian, Idaho
My Comm. expired June 15, 1965.



SILVER SAGE GIRL SCOUT COUNCIL, INC.

Dial CEDar 2-0980

417 East Center

Pocatello, Idaho

WAIVER

State of Idaho)
)
County of Bannock)

The SILVER SAGE GIRL SCOUT COUNCIL, INC. Pocatello, Idaho by its duly elected officers hereby gives its consent for the use of the corporate name: SILVER SAGE GIRL SCOUT COUNCIL by a new incorporation filing articles of incorporation, the incorporators for which are:

Mrs. Alice Harryman

Mrs. Winnie Ambrose

Mrs. Lucile Tyne

Mrs. Mary Ann Beck

which incorporation shall be known after the filing of the new articles as the SILVER SAGE GIRL SCOUT COUNCIL, INC.

Lucile Tyne President

Josephine F. Toone Secretary

Subscribed and sworn to before me this 6th day of April 1964

J. H. [Signature]
Notary Public for Idaho
Residence: Pocatello, Idaho



SILVER SAGE GIRL SCOUT COUNCIL, INC.

Dial CEdar 2-0980

417 East Center

Pocatello, Idaho

State of Idaho)
)
County of Bannock)

Mrs. Lucile Tyne, President of Silver Sage Girl Scout Council, being first duly sworn on oath, deposes and says:

The Board of Directors of Silver Sage Girl Scout Council has been authorized by an affirmative vote of two-thirds of its voting members to transfer its property, real and personal, to the new Silver Sage Girl Scout Council and to dissolve its present corporation at this time.

Mrs. Lucile Tyne, President

Subscribed and sworn by Lucile Tyne, said President for and on behalf of said corporation this 6th day of April 1964.

H. K. Anderson
Notary Public for Idaho
Residence: Pocatello, Idaho