

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
COLONIAL COAST GIRL SCOUT COUNCIL

Pursuant to Section 13.1-888 of the Code of Virginia of 1950, as amended, Articles of Amendment to the Articles of Incorporation of Colonial Coast Girl Scout Council are presented as follows:

1. The name of the corporation is Colonial Coast Girl Scout Council.
2. The text of the amendment is as follows:
 - (1) Name: The name of the corporation shall be GIRL SCOUT COUNCIL OF COLONIAL COAST.
3. The foregoing amendment was adopted on April 28, 1990.
4. The foregoing amendment was proposed by the corporation's Board of Directors and submitted to the corporation's members for approval in accordance with the provisions of the Virginia Nonstock Corporation Act. A quorum of the voting class of the members, the only group entitled to vote on the amendment, was in existence at the meeting held on April 28, 1990, and 173 votes were cast in favor of the amendment and no votes were cast against the amendment. The number of votes cast by the voting class of the members was sufficient for the approval of the amendment.

COLONIAL COAST GIRL SCOUT COUNCIL

BY Carolyn Abron-McCadden
Carolyn Abron-McCadden, President

ARTICLES OF AMENDMENT
AMENDING THE ARTICLES OF INCORPORATION
OF
HERITAGE/GREATER TIDEWATER GIRL SCOUT COUNCIL

1. On the 17th day of January, 1981, the Board of Directors of the corporation found that it was in the best interests of the corporation that its Articles of Incorporation be amended so that they shall read in pertinent part as follows, with all other sections of said Articles of Incorporation to be unchanged, and directed that they be submitted to a vote of the members at the Annual Meeting at 10:00 a.m., on April 11, 1981, in Williamsburg, Virginia:

(1) Name: The name of the corporation shall be COLONIAL COAST GIRL SCOUT COUNCIL.

(3) Membership:

(a) The corporation (sometimes herein called the "Council") shall have two classes of members, one of which shall be general members, who shall be non-voting members, and the other of which shall be delegate members, each of whom shall be known as delegates and have one vote, and who shall be fourteen (14) or more years of age and shall be selected by the general members on a representational plan as set forth in the By-Laws of the corporation; provided that the initial delegate members of the corporation shall be those persons who were members of the delegate councils of the corporations consolidating to form this corporation immediately prior to the effective date of consolidation; and provided further that all members of

the Board of Directors of the Council, and of the Council Nominating Committee, and all members serving as a National Council Delegate from this Council shall be delegate members, with all the attendant rights and privileges, whether or not selected as aforesaid.

Pursuant to the provisions of §§13.1-236 and 13.1-237, Code of Virginia (1950), all the members of the corporation entitled to vote were duly notified under §13.1-214, Code of Virginia (1950) of the foregoing amendments of the Articles of Incorporation, by notice mailed March 9, 1981. A quorum having been found present at the aforesaid Annual Meeting, the members present unanimously approved and consented to the foregoing amendments.

Executed on this 17th day of August, 1981, in the name of the corporation by its President and Secretary, who declare under the penalties of perjury that the facts stated therein are true.

HERITAGE/GREATER TIDEWATER
GIRL SCOUT COUNCIL

By *Lucy Stenberg*
President

and *Judith Maxwell*
Secretary

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ARTICLES OF CONSOLIDATION

BOOK 53 PG 1168

The undersigned corporations, pursuant to Section 13.1-243 of the Code of Virginia of 1950, as amended, hereby execute the following Articles of Consolidation.

ONE

The names of the corporations proposing to consolidate are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Heritage Girl Scout Council of Virginia	Virginia
Girl Scout Council of Greater Tidewater	Virginia

TWO

The plan of consolidation is as follows:

A. NAMES: The names of the corporations proposing to consolidate are Heritage Girl Scout Council of Virginia and Girl Scout Council of Greater Tidewater. The name of the new corporation into which they propose to consolidate is HERITAGE/GREATER TIDEWATER GIRL SCOUT COUNCIL, hereinafter designated as the new corporation.

B. TERM AND CONDITIONS OF THE PROPOSED CONSOLIDATION:

(1) The effective date of the proposed consolidation shall be January 1, 1981. Prior thereto, the consolidating corporations shall continue to exist and function in accordance with its respective Articles of Incorporation and By-Laws. On and after said effective

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date, and upon the issuance of the Certificate of Consolidation by the State Corporation Commission of Virginia, the consolidating corporations shall cease to exist, and thereafter be succeeded in all respects by the new corporation.

(2) Upon the effective date and the issuance of the aforesaid Certificate of Consolidation, all assets of whatever kind and description of the consolidating corporations shall be vested in the new corporation, and all liabilities of the consolidating corporations shall be liabilities of the new corporation, and all business and affairs which were being conducted immediately theretofore by the corporations shall be thereafter conducted by the new corporation.

(3) Subsequent to the issuance of the aforesaid Certificate of consolidation and the effective date, all rights, privileges and obligations of the members of the consolidating corporations shall be governed by the provisions hereinafter set forth in this Plan of Consolidation.

C. ARTICLES OF INCORPORATION: The Articles of Incorporation of the new corporation, adopted by the consolidating corporations, are as follows:

(1) NAME: The name of the corporation shall be HERITAGE/
GREATER TIDEWATER GIRL SCOUT COUNCIL.

(2) PURPOSES:

(a) The purposes and objects of the corporation are exclusively charitable and educational, and are expressly restricted and limited to such charitable and educational purposes as will

qualify the corporation for exemption from taxation under all provisions of the tax laws of the United States which now afford or which may hereafter afford such exemption to corporations organized and operated exclusively for charitable and educational purposes.

(b) To offer to all girls residing within its jurisdiction an opportunity to participate in the Girl Scout program in accordance with the purposes and subject to the policies of the Girl Scouts of the United States of America.

(c) To develop, manage and maintain Girl Scouting throughout the area of its jurisdiction in such manner and subject to such limitations as are prescribed in the constitution, by-laws 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.

(d) To hire, lease, buy, inherit, or otherwise acquire and hold land, buildings, equipment, and other real and personal property for a Girl Scout office, camp, or similar purposes; and to build, construct, operate, and manage said property for the benefit of the Girl Scouts; to rent, lease, mortgage, and sell all or any part of such real and personal property acquired by said organization, as authorized by law.

(e) To do, perform and supervise any and all other things in furtherance of the general purposes hereinbefore expressed not inconsistent with the laws relating to non-profit corporations of the Commonwealth of Virginia.

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(f) To obtain and operate under a charter issued by the Girl Scouts of the United States of America.

(3) MEMBERSHIP:

(a) The corporation shall have two classes of members, one of which shall be general members, who shall be non-voting members, and the other of which shall be delegate members, each of whom shall be known as delegates and have one vote, and who shall be fourteen (14) or more years of age and shall be selected by the general members on a representational plan as set forth in the By-Laws of the corporation; provided that the initial delegate members of the corporation shall be those persons who were members of the delegate councils of the corporations consolidating to form this corporation immediately prior to the effective date of consolidation.

(b) Only persons who are duly registered with Girl Scouts of the United States of America as active members participating in the Girl Scout movement shall be qualified for membership in the corporation.

(4) DISSOLUTION: In the event of dissolution of the corporation or a cessation of its operations, the assets then held shall be vested in the Board of Directors currently serving to hold the same in trust for the uses and purposes of the Girl Scout movement as defined and administered by the Girl Scouts of the United States of America, and shall be so held until such time as a successor organization is established and thereupon shall be transferred to such successor organization.

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(5) REGISTERED OFFICE: The address of the initial registered office of the corporation is 1700 Virginia National Bank Building, Norfolk, Virginia 23510, in the City of Norfolk, Virginia, and the name of its initial registered agent at such address is Joseph L. Kelly, Jr., a member of the Virginia State Bar.

E. INITIAL BOARD OF DIRECTORS: The number of directors constituting the initial Board of Directors is twelve (12). The names and addresses of the persons who are to serve as initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Mrs. Beblon Parks	2096-202 Cunningham Drive Hampton, VA 23666
Mrs. Louise Marshall	1 Nathan St. Hampton, VA 23669
Mr. Carl Wyatt	c/o Coopers and Lybrand P. O. Box 975 Newport News, VA 23607
Mrs. Rosa Lee Jalink	5 South Madison Lane Newport News, VA 23606
Mrs. Judy R. Morrell	330 Hughes Dr. Newport News, VA 23602
Mrs. Helen Hill	431 Elizabeth Lakes Dr. Hampton, VA 23669
Mrs. Lucy F. Salzberg	7448 DeCreny Circle Norfolk, VA 23505
Ms. Cheryl Melton	3479 Gamage Dr. Norfolk, VA 23518
Mrs. Emily Kircheval	1304 Maplewood Ave. Norfolk, VA 23503

Mrs. Nelda Pressly

5513 Berry Hill Road
Norfolk, VA 23502

Mr. Frank Kattwinkel

2221 Leeward Shore Dr.
Virginia Beach, VA 23451

Mr. Leonard Lohman

616 Virginia Ave.
Norfolk, VA 23508

The six officers of the corporation elected by the delegates shall be ex officio members of the Board of Directors. Additional directors shall be elected by the delegates as follows: At their first annual meeting the delegates shall elect one class of directors for a term of two years and one class of directors for a term of one year, with the two classes as nearly equal in number as possible, and with no difference in the two classes except as to the initial term. At all subsequent annual meetings the delegates shall elect for a term of two years directors to succeed those whose terms expire at that time.

A vacancy on the Board of Directors may be filled by the Board, but a director elected by the Board to fill a vacancy shall be elected to serve only until the next annual meeting of delegates, and if the term of the director so replaced does not expire at that time the delegates shall by election fill such vacancy for the unexpired term.

THREE

A. As to HERITAGE GIRL SCOUT COUNCIL OF VIRGINIA, the Board of Directors approved the foregoing plan at a meeting on March 26,

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1980, and notice of a members' meeting to act on said plan was sent by United States mail addressed to the members at their addresses as they appear on the records of the corporation, with postage thereon prepaid on March 27, 1980 which date was no less than twenty-five nor more than fifty days before the date of the meeting. Each notice was accompanied by a copy of the proposed plan of consolidation, all as required by Section 13.1-214 of the Code of Virginia of 1950, as amended. The foregoing plan of consolidation was adopted by the members on April 26, 1980, at the meeting held pursuant to the notice mailed as aforesaid, at which meeting a quorum was present and said plan received more than two-thirds of the votes entitled to be cast by the members present or represented by proxy at such meeting.

B. As to GIRL SCOUT COUNCIL OF GREATER TIDEWATER, the Board of Directors approved the foregoing plan at a meeting on March 19, 1980, and notice of a members' meeting to act on said plan was sent by United States mail addressed to the members at their addresses as they appear on the records of the corporation, with postage thereon prepaid on March 20, 1980 which date was no less than twenty-five nor more than fifty days before the date of the meeting. Each notice was accompanied by a copy of the proposed plan of consolidation, all as required by Section 13.1-214 of the Code of Virginia of 1950, as amended. The foregoing plan of consolidation was adopted by the members on April 19, 1980, at the meeting held pursuant to the notice mailed as aforesaid, at which meeting a quorum was present and said

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plan received more than two-thirds of the votes entitled to be cast by the members present or represented by proxy at such meeting.

IN WITNESS WHEREOF each of the corporations has caused these Articles to be executed in its name by its President and its Secretary as of the 30th day of May, 1980.

HERITAGE GIRL SCOUT COUNCIL
OF VIRGINIA

By Beblon G. Parks
President



ATTEST:

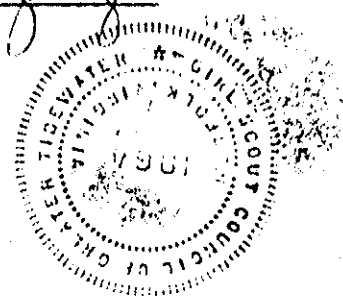
Judith B. Merrell
Secretary

GIRL SCOUT COUNCIL OF GREATER TIDEWATER

By Lucy Salzberg
President

ATTEST:

Emily Hayes Kirschner
Secretary



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

May 23, 1990

The State Corporation Commission has found the accompanying articles submitted on behalf of

GIRL SCOUT COUNCIL OF COLONIAL COAST
(FORMERLY COLONIAL COAST GIRL SCOUT COUNCIL)

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective May 23, 1990.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

AMENACPT
CIS20436
90-05-21-0044

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND,

August 26, 1981

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Heritage/Greater Tidewater Girl Scout Council (chg. name to
Colonial Coast Girl Scout Council)

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT

be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court, City of Norfolk

STATE CORPORATION COMMISSION

By Thomas P. Harwood, Jr.
Commissioner

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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND,
January 1, 1981

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The accompanying articles having been delivered to the State Corporation Commission on behalf of
Consolidation of Heritage Girl Scout Council of Virginia and
Girl Scout Council of Greater Tidewater (both Va. corps.)
forming a new corp. under the name of
Heritage/Greater Tidewater Girl Scout Council

and the Commission having found that the articles comply with the requirements of law and that all required fees have
been paid, it is

ORDERED that this CERTIFICATE of CONSOLIDATION be issued, and that this order, together with
the articles, be admitted to record in the office of the Commission; and that
Heritage Girl Scout Council of Virginia
Girl Scout Council of Greater Tidewater

be consolidated to form a new corporation existing under the laws of the State of Virginia
with the corporate name Heritage/Greater Tidewater Girl Scout Council

and that the separate existence of the corporations parties to the plan of consolidation, except the new corporation, shall
cease.

STATE CORPORATION COMMISSION
By Thomas P. Hamwood, Jr.
Commissioner

VIRGINIA:

In the Clerk's Office of the Circuit Court City of Norfolk

The foregoing certificate (including the accompanying articles) has
been duly recorded in my office this 12th day of
January, 1981 and is now returned to the State Corporation
Commission by certified mail.

Hugh R. Sewall, Clerk
By Marie F. Bragdon Clerk

VIRGINIA:

In the Clerk's Office of the Circuit Court, City of Newport News.

The Foregoing certificate (including the accompanying articles) has been duly
recorded in my office this 19th day of January, 1981 and is now
returned to the State Corporation Commission by certified mail.

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all documents constituting the charter of GIRL SCOUT COUNCIL OF COLONIAL COAST on file in the Clerk's Office of the Commission.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
February 2, 2004*

Joel H. Peck

Joel H. Peck, Clerk of the Commission

ARTICLES OF AMENDMENT

OF

GIRL SCOUT COUNCIL OF COLONIAL COAST

Pursuant to §§13.1-884 of the Code of Virginia of 1950, as amended, the undersigned nonstock corporation hereby executes the following Articles of Amendment (the "Articles of Amendment") for the purpose of amending its Articles of Incorporation and sets forth the following:

1. The name of the nonstock corporation is Girl Scout Council of Colonial Coast (the "Corporation").
2. Section (4) of the Articles of Incorporation shall be deleted in its entirety and replaced with the following:
 - (4) DISSOLUTION: Upon the dissolution of the Corporation, the Corporation's Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation as set forth herein, in such manner, or to such organization or organizations organized exclusively for religious, charitable, scientific, literacy and/or educational purposes and for the purposes of the Girl Scout movement, as defined and administered by the Girl Scouts of the United States of America, as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code.
3. The following shall be added to the Articles of Incorporation as Section (6) thereof:

(6) EXCULPATION AND INDEMNIFICATION:

A. *Exculpation.* To the fullest extent permissible under the Virginia Nonstock Corporation Act, as amended from time to time, directors and officers of the Corporation shall not be liable to the Corporation or its members for any monetary damages.

B. *Mandatory Indemnification.* The Corporation shall indemnify any person (an "Indemnified Person") who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, limited liability company, employee benefit plan or other enterprise against all liabilities and expenses incurred in the proceeding, except such liabilities and expenses as are incurred because of such person's willful misconduct or knowing violation of the criminal law. Unless a determination has been made that indemnification is not permissible, the Corporation shall make advances and reimbursements for expenses incurred by an Indemnified Person in a proceeding upon

receipt of an undertaking from such Indemnified Person to repay the same if it is ultimately determined that such Indemnified Person is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the Indemnified Person and shall be accepted without reference to such person's ability to make repayment. The Board of Directors of the Corporation is hereby empowered, by majority vote of a quorum of disinterested directors, to contract in advance to indemnify and advance the expenses of any Indemnified Person.

C. *Permissive Indemnification.* The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested directors, to cause the Corporation to indemnify or contract in advance to indemnify any person not specified in Subsection B of this Section (6) who was or is a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, limited liability company, trust, employee benefit plan or other enterprise, to the same extent as if such person was specified as one to whom indemnification is granted in Subsection B above.

D. *Insurance.* The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Section (6) and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, limited liability company, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by such person in any such capacity or arising from such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under the provisions of this Section (6).

E. *Indemnitee's Rights.* No amendment, modification or repeal of this Section (6) shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or matter in any other pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

F. *Additional Indemnitees.* Reference herein to directors, officers, employees or agents shall include former directors, officers, employees and agents and their respective heirs, executors and administrators.

4. These amendments were proposed and adopted by the board of directors and submitted to the members in accordance with the provisions of Title 13.1, Chapter 10 of the Code of Virginia, and at a meeting of the members on February 7, 2015, at which a quorum of the Delegate Members, the voting class of the members and the only group entitled to vote on the amendment, was present:

(a) The total number of votes cast for and against the amendments by the Delegate Members, the only voting class entitled to vote on the amendments, was:

Voting class	Total votes FOR	Total votes AGAINST
<u>Delegate Members</u>	141	0

(b) And the number of votes cast for the amendments by the Delegate Members, the only voting class, was sufficient for approval of the amendments.

5. The foregoing amendments were duly adopted on February 7, 2015.

6. These Articles of Amendment will become effective on filing.

Signed this 4 day of March, 2015.

GIRL SCOUT COUNCIL OF
COLONIAL COAST

By:


Tracy Keller, Chief Executive Officer