

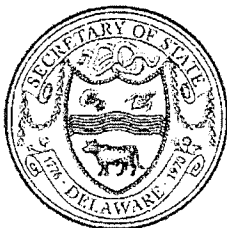
# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "GIRL SCOUTS OF THE CHESAPEAKE BAY COUNCIL, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF APRIL, A.D. 2014, AT 5:59 O'CLOCK P.M.

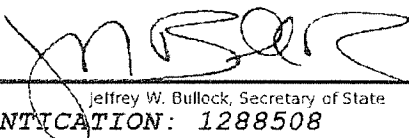
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1288508

DATE: 04-11-14

**RESTATED CERTIFICATE OF INCORPORATION OF  
GIRL SCOUTS OF THE CHESAPEAKE BAY COUNCIL, INC.**

The present name of the corporation is Girl Scouts of the Chesapeake Bay Council, Inc. The corporation was incorporated under the name "Delaware Girl Scout Council, Inc." by the filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware on February 28, 1935. This Restated Certificate of Incorporation of the corporation, which restates and integrates and also further amends the provisions of the corporation's Certificate of Incorporation, was duly adopted in accordance with the provisions of Sections 242(b)(3) and 245 of the General Corporation Law of the State of Delaware. The Certificate of Incorporation of the corporation is hereby amended, integrated and restated to read in its entirety as follows:

**ARTICLE I  
NAME**

The name of this corporation is GIRL SCOUTS OF THE CHESAPEAKE BAY COUNCIL, INC.

**ARTICLE II  
REGISTERED OFFICE**

The address of the corporation's registered office in the State of Delaware is 501 South College Avenue, Newark, New Castle County, Delaware 19713. The name of the registered agent at such address is the corporation.

**ARTICLE III  
PURPOSE**

The objectives and purposes to be transacted, promoted and carried on by this corporation shall be as follows:

A. To offer all girls, five through eighteen or in high school or its equivalent, residing within its jurisdiction an opportunity to participate in the Girl Scout program, in accordance with the purpose of Girl Scouts of the United States of America, which is to help girls develop as happy, resourceful individuals willing to share their abilities in their home, and as citizens in their communities, their country, and the world.

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, Bylaws and policies of Girl Scouts of the United States of America, and by

*State of Delaware  
Secretary of State  
Division of Corporations  
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the terms of the charter granted to the council by Girl Scouts of the United States of America.

C. To acquire, receive, purchase, hold, use and enjoy, and to take by gift, grant, devise or bequest, real estate, personal and mixed property, either within or without the State of Delaware, and rights in, action, and to grant, bargain and sell, give, exchange, devise, let, assign, mortgage, pledge, transfer and set over the same at pleasure, and generally to deal therewith as fully and as individual persons can do with their own property; generally, to make contracts and to do all matters and things and to have all other privileges, powers and liberties permitted to a corporation organized under the General Corporation Law of the State of Delaware.

#### ARTICLE IV STATUS

This corporation is organized and shall be operated exclusively for educational, charitable and improvement purposes, which is non-sectarian and non-political, no part of the net earnings of which shall enure to or be for the benefit of any members or other individuals. It shall not by any substantial part of its activities attempt to influence legislation by propaganda or otherwise. It shall not participate or intervene in any political campaign on behalf of any candidate for public office. The corporation shall have no authority to issue capital stock. The conditions of membership in the corporation shall be such as may be provided from time to time by the Bylaws of the corporation. The private property of the members shall not be subject to the payment of the corporation debts to any extent whatsoever.

#### ARTICLE V JURISDICTION

The activities of the corporation may be conducted within the State of Delaware or outside the State of Delaware. Activities shall be confined to such communities as is agreed upon from time to time between the corporation and the Girl Scouts of the United States of America.

#### ARTICLE VI MEETINGS

There shall be at least one meeting of the corporation each year. The corporation in meeting assembled shall be known as the Girl Scouts of the Chesapeake Bay Council, Inc.

ARTICLE VII  
TERMS AND DISSOLUTION

This corporation shall have perpetual existence, provided that a charter from Girl Scouts of the United States of America is held by the corporation. This corporation shall be terminated if its Girl Scout charter is not re-issued or if it is revoked. In the event of the dissolution of the corporation, the assets of the corporation remaining after the discharge of all liabilities shall be put in trust for the benefit of Girl Scouting, pending the reorganization of a Girl Scout Council in the area by the Girl Scouts of the United States of America.

ARTICLE VIII  
AUTHORITY

In furtherance, and not in limitation, of the powers conferred by statute and by the bylaws of the corporation, the members of the council so determined in the bylaws, are hereby expressly authorized to make, alter, amend or rescind the bylaws of the corporation and determine the general lines of policy and program for Girl Scouting in this area. The Board of Directors shall also have the power to make, adopt, amend or repeal, from time to time, the bylaws.

ARTICLE IX  
DIRECTORS

The business and affairs of the corporation shall be managed by a Board of Directors and by its officers and persons as fixed by the bylaws. The Board shall be composed of not less than twelve or more than twenty directors, with the number that constitutes the entire Board to be fixed from time to time by resolution of the Board. The Board shall have the power to authorize the seal of this corporation to be affixed to all papers which may require it. Each member of the Board shall be of full age and a citizen of the United States of America, or a resident of the territories under the jurisdiction of the United States of America.

ARTICLE X  
LIABILITY

To the fullest extent permitted by law, no director shall be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

ARTICLE XI  
RIGHT TO ALTER

The corporation reserves the right to alter, amend, change or repeal any provisions contained in this certificate of incorporation in the manner now or hereafter prescribed by statute.

IN WITNESS WHEREOF, Girl Scouts of the Chesapeake Bay Council, Inc. has caused this Restated Certificate of Incorporation to be executed by its duly authorized officer on this 11<sup>th</sup> day of APRIL, 2014.

GIRL SCOUTS OF THE  
CHESAPEAKE BAY COUNCIL, INC.

By: Marianne B. Abdul  
Name: MARIANNE B. ABDUL  
Title: SECRETARY, EXECUTIVE COMMITTEE  
GIRL SCOUTS OF THE CHESAPEAKE  
BAY COUNCIL

