

ARTICLES OF INCORPORATION
CHAPARRAL GIRL SCOUT COUNCIL

We, the undersigned, duly authorized and empowered committee of the Girl Scouts of Chaparral Council, Inc., 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 Laws of the State of New Mexico, and DO HEREBY CERTIFY as follows:

Article I.

The name of this corporation is Girl Scouts of Chaparral Council, Inc.

Article II.

The principal object and purposes of the corporation shall be as follows:

- A. To offer all girls 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 their 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 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 not inconsistent with the Membership Corporation Laws of the State of New Mexico.

Article III.

This corporation is nonsectarian, nonpolitical, and nonprofit making.

Article IV.

The principal office of the corporation shall be located in the City of Albuquerque, County of Bernalillo, State of New Mexico.

Article V.

The number of directors of the corporation shall be not less than ten.

Article VI.

There shall be at least one meeting of the corporation each year.

Article VII.

This existence of the corporation shall be perpetual or until such time as its charter from Girl Scouts of the United States of America shall be terminated or otherwise cease to exist, whichever occurs first.

Article VIII.

The names and residences of directors until the first annual meeting are as follows:

<u>John Y. Gannaway</u>	<u>Albuquerque, New Mexico</u>
<u>Mrs. J.B. Fanning</u>	<u>Farmington, New Mexico</u>
<u>Mrs. Vern Kubitz</u>	<u>Gallup, New Mexico</u>
<u>Mrs. Edward Junker</u>	<u>Gallup, New Mexico</u>
<u>James Billison</u>	<u>Navajo Reservation</u>
<u>Mrs. Elmer C. Sproul</u>	<u>Albuquerque, New Mexico</u>
<u>Mrs. R.E. McCallum</u>	<u>Albuquerque, New Mexico</u>
<u>Mrs. Allen D. Krumm</u>	<u>Albuquerque, New Mexico</u>

Article IX.

Each and all of the subscribers to this charter are of full age, and all of the persons named as directors herein are citizens of the United States and residents of the State of New Mexico.

Article X.

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 placed in trust with Girl Scouts of the United States of America for the benefit of Girl Scouting, pending future determination by Girl Scouts of the United States of America as to what disposition of such assets will best serve the interests of Girl Scouting of the territory over which the Council had jurisdiction.

IN WITNESS WHEREOF, we have made, subscribed, and acknowledged this charter in triplicate this day, May 2, 1958.

(Signed)

John Y. Gannaway

Mrs. J.B. Fanning

Mrs. Vern Kubitz

Mrs. Edward Junker

James Billison

Mrs. Elmer C. Sproul

Mrs. R.E. McCallum

Mrs. Allen D. Krumm

Subscribed to and sworn before me this 2nd day of May, 1958.

(Signed)

**Alice S. McDevitt
Notary Public**

Commission expires December 29, 1961

Revised 12/82; Revised 12/90; Revised 6/92; Revised 8/93

ARTICLES OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION

Pursuant to the provisions of Section 53-8-37 NMSA 1978 of the Nonprofit Corporation Act the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Chaparral Girl Scout Council, Inc.

SECOND: The following amendment to the Articles of Incorporation was adopted by the corporation on April 24, 1993, in the manner prescribed by the New Mexico Nonprofit Corporation Act: (INSERT AMENDMENT)

The name of the corporation is amended to be:

Girl Scouts of Chaparral Council, Inc.

THIRD: (Mark an X by the appropriate action taken):

A quorum of the members entitled to vote was present and the amendment received at least two-thirds (2/3) of the votes which members present at the meeting or represented by proxy were entitled to cast;

The amendment was adopted by a consent in writing signed by all members entitled to vote thereto;

No members are entitled to vote thereon, therefore, the vote of a majority of the board of directors in office voted for adoption of said amendment.

DATE April 24, 1993

Chaparral Girl Scout Council, Inc.

(Name of Corporation)

By Alexander
Its _____ President

and Karolyckermann
Its _____ Secretary

(See cover page for authorized signatures)

EXHIBIT A

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION**

Pursuant to the provisions of Section 53-8-37 NMSA 1978 of the **Non Profit Corporation Act** the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation

FIRST: The name of the corporation is Girl Scouts of Chaparral Council, Inc.

SECOND: The following amendment to the Articles of Incorporation was adopted by the corporation on October 20, 2007, in the manner prescribed by the New Mexico Nonprofit Corporation Act:

Article I.

The name of the corporation is amended to be: "Girl Scouts of New Mexico Trails, Inc."

THIRD: A quorum of the members entitled to vote was present and the amendment received at least two-thirds (2/3) of the votes which members present at the meeting or represented by proxy were entitled to cast:

Date: October 20, 2007

Girl Scouts of Chaparral Council, Inc.

By Beth W. Llewellyn
Its President

And Christine A. Morgan
Its Secretary