

Appendix 4 to
THE HISTORY OF CHEHAW COUNCIL

**Chehaw Council 2006 Recharter
Documents**

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF RESTATED ARTICLES NAME CHANGE

I, **Cathy Cox**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

SOUTHWEST GEORGIA COUNCIL OF BOY SCOUTS OF AMERICA, INC.

a Domestic Non-Profit Corporation

have been duly restated and amended and the name changed to

CHEHAW COUNCIL OF BOY SCOUTS OF AMERICA, INC.

by the filing of articles of restatement on **10/16/2006** in the Office of the Secretary of State and by paying of fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of restatement.

WITNESS my hand and official seal of the City of Atlanta
and the State of Georgia on October 16, 2006



A handwritten signature in black ink, appearing to read "Cathy Cox".

Cathy Cox
Secretary of State

ARTICLES OF AMENDMENT
AND RESTATEMENT
TO THE
ARTICLES OF INCORPORATION
OF

06 OCT 16 PM 12:09

RECEIVED
SECRETARY OF STATE
SOUTH GA OFFICE

SOUTHWEST GEORGIA COUNCIL OF BOY SCOUTS OF AMERICA, INC.
(now to be known as the CHEHAW COUNCIL OF BOY SCOUTS OF AMERICA)

Pursuant to Official Code of Georgia Annotated ("O.C.G.A.") §14-3-1002 of the Georgia Nonprofit Corporation Code, SOUTHWEST GEORGIA COUNCIL OF BOY SCOUTS OF AMERICA, INC., a Georgia Domestic Nonprofit Corporation, hereby submits the following Articles of Amendment and Restatement.

ITEM I.

The name of the corporation SOUTHWEST GEORGIA COUNCIL OF BOY SCOUTS OF AMERICA, INC., is hereby amended to read "CHEHAW COUNCIL OF BOY SCOUTS OF AMERICA, INC."

ITEM II.

The Articles of Incorporation of SOUTHWEST GEORGIA COUNCIL OF BOY SCOUTS OF AMERICA, INC. are hereby further amended by deleting all of the Articles in their entirety and by substituting new Articles to read as follows:

I

The name of the corporation is CHEHAW COUNCIL OF BOY SCOUTS OF AMERICA, INC.

II

The Corporation is organized pursuant to the provisions of the Georgia Non-Profit Corporation Code.

State of Georgia
Name Change 8 Page(s)



T0628914511

III

The Corporation shall have perpetual duration but shall take such action as may be necessary to dissolve in the event of the revocation of termination of its charter from the Boy Scouts of America, a corporation organized under Act of Congress..

IV

The purposes for which the Corporation is organized are exclusively charitable, scientific, literary and educational within the meaning of Internal Revenue Code ("I.R.C.") Section 501(c)(3) or the corresponding provision of any future United States Internal Revenue Law and are as follows: To promote, within the territory covered by the charter from time to time granted it by the Boy Scouts of America and in accordance with the Congressional Charter, Bylaws, and Rules and Regulations of the Boy Scouts of America, the Scouting program of promoting the ability of boys and young men and women to do things for themselves and others, training them in Scoutcraft, and teaching them patriotism, courage, self-reliance, and kindred virtues, using the methods which are now in common use by the Boy Scouts of America.

The corporation shall at all times maintain the principles and policies of the Boy Scouts of America, as set forth in detail in the Bylaws and the Rules and Regulations of the Boy Scouts of America in official handbooks, or as may be announced by the Boy Scouts of America from time to time, specifically restricting the leadership to those persons who are willing to subscribe to the declaration of principles therein set forth and to the Scout Oath and Law and who otherwise are qualified to receive certificates of leadership.

In furtherance of these purposes, the Corporation is specifically authorized to do the following:

(a) To buy, own, sell, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in this Article.

(b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the Corporation's property.

(c) In general, to do and perform all acts reasonably necessary to accomplish the purposes of the Corporation.

V

The Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the Corporation and no part of its net earnings shall inure to the benefit of any officer or director of the Corporation or other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes) or any organization created or operated for profit, and no director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Further, the Corporation shall not engage in propaganda, attempt to influence legislation, or participate in any manner in any political campaign on behalf of any candidate for public office, nor shall any part of its property or any part of the income therefrom be devoted to such purposes.

VI

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under I.R.C. Section 501(c)(3) and the regulations of the Treasury Department as they now exist or may hereafter be amended, or by an organization, contributions to which are deductible under I.R.C. Section 170(c)(2) of such code and regulations as they now exist or as they may hereafter be amended.

VII

The property and assets of the Corporation are irrevocably dedicated to the charitable and educational purposes of carrying out the program of the Boy Scouts of America.

In the event of the dissolution or final liquidation of the Corporation or upon the revocation or termination of its charter from the Boy Scouts of America, none of such property or assets or the proceeds therefrom shall inure to the benefit of any individual but shall, after all liabilities and obligations of the Corporation have been paid or satisfied or provision otherwise made therefor, be distributed (a) to another local council of the Boy Scouts of America as specified by the Board of Directors of the Corporation [provided such council is then qualified under the provisions of I.R.C. Section 501(c)(3), or the equivalent provisions thereof, and the regulations thereunder, as they may then exist], to be used solely for Boy Scouting's charitable and educational purposes, or (b) should the Board of Directors of the Corporation fail to act in the manner herein provided within a reasonable time after the dissolution of the Corporation, to the Boy Scouts of America itself to be used for charitable and educational purposes, contemplated that in either instance such property and assets shall continue to be devoted to the furtherance of Scouting in Southwest Georgia.

VIII

The Corporation shall have the power to appoint a fiscal agent, such as a bank or trust company, and may delegate to such agent the care and management, investment and reinvestment of its funds, and the maintenance of its books and records, and may pay to such agent such compensation as may be agreed upon by the Board of Directors.

IX

Until further notice to the Georgia Secretary of State, the registered office of the Corporation shall be located at 320 Residence Avenue, Albany, Georgia 31701.

X

Until further notice to the Georgia Secretary of State, the registered agent of the Corporation shall be Gregory L. Fullerton at the registered office of the Corporation.

XI

The Board of Directors of the Corporation shall consist of not less than twenty-five (25) and not more than fifty (50) members.

XII

The management and operation of the Corporation shall be vested in the Board of Directors which shall be self-perpetuating, shall fix the terms of its members, and may, from time to time, elect additional members of the Board, up to the maximum number above stated, and fix and vary the term of office of all directors. The Board of Directors may likewise reduce the number of directors from time to time so long as the number is not reduced below the above-stated minimum number. Vacancies in the Board of Directors shall be filled for the unexpired term by the majority vote of the remaining directors.

XIII

The Corporation shall have all of the rights and powers customary or proper for charitable corporations, as well as those herein specifically set forth. It may receive donations and agree upon the conditions thereof with donors for the purposes within those purposes stated in these articles. It may from time to time invest the funds of the Corporation in such property, real, personal, tangible and intangible, as the officers and directors may in their discretion determine. It may buy, own, hold, manage, lease and sell, real and personal property, stocks, bonds, evidences of indebtedness, other choses in action, and undivided interests in any of the foregoing, irrespective of whether such investments may or may not be legal investments for trust funds under the laws of Georgia. It may purchase and sell as provided in these articles or either public or private sale, without order of any court or other authority. It may act through

and by agents, and it may act as agent for others. It may act as trustee for gifts and trusts for purposes included within these articles.

XIV

The charter of this Corporation may be surrendered by a three-fourths vote of the Board of Directors in which event the assets of the Corporation remaining at the time of such dissolution shall be applied as above stated. In no event shall any of the assets of the Corporation be used for or applied to the benefit of the officers or directors of the Corporation, or any of them.

XV

Unless otherwise required by the terms of any contribution to the Corporation, the Corporation shall have the power, in its discretion, to retain all contributions in the original form in which they may have been received.

XVI

The Corporation shall have one or more classes of members, as provided in the Bylaws of the Corporation, and it may have associate and honorary members.

Each active, associate, or honorary member of the Corporation shall be a citizen of the United States of America or reside within the country and agree to respect and obey the laws of the United States of America, and shall (a) subscribe to the Scout Oath and Law, the statement of religious principle, and the Bylaws and Rules and Regulations of the Boy Scouts of America, (b) be registered by the Boy Scouts of America in accordance with its Bylaws and Rules and Regulations, and (c) otherwise meet all qualifications for membership from time to time established by the Boy Scouts of America.

XVII

The Board of Directors, pursuant to the provisions Georgia law, shall have the power to adopt, alter, amend or repeal either these Articles of Incorporation or the Bylaws of the Corporation by the act of a three-fifths (3/5) majority of the members of

said Board of Directors provided that neither these Articles nor the Bylaws shall at any time contain any provision inconsistent with Georgia or federal law, with the national charter of the Boy Scouts of America and with the maintenance of the exempt status of the Corporation under the provisions of the Internal Revenue Code of the United States and the regulations adopted pursuant thereto.

XVIII

The current mailing address of the principal office of the Corporation is 1519 Mitchell Avenue, Albany, Georgia 31705.

XIX

No officer or director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of duty of care or other duty. Notwithstanding the foregoing, an officer or director shall be liable to the extent provided by applicable law: (i) for any appropriation, in violation of his or her duties, of any business opportunity of the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the officer or director derived an improper personal benefit. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any officer or director of the Corporation for or with respect to any acts or omissions of such officer or director occurring prior to such amendment.

ITEM III.

These amended and restated Articles were duly approved the 3rd day October, 2006, by the unanimous vote of the members of the Corporation present and voting as required under (a) the Articles of Incorporation as they existed prior to these Articles of Amendment, (b) the bylaws of the Corporation, and (c) O.C.G.A. §14-3-1003 and O.C.G.A. §14-3-704 of the Georgia Nonprofit Corporation Code.

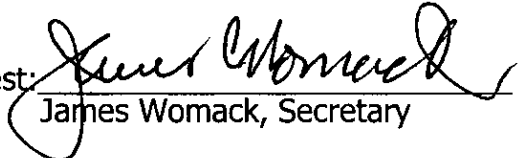
ITEM IV

The changes made by these Articles of Amendment and Restatement shall be effective upon the filing of these Articles with the Georgia Secretary of State.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment and Restatement to be executed and attested by its duly authorized officers on this 3rd day of October, 2006.

SOUTHWEST GEORGIA COUNCIL OF BOY
SCOUTS OF AMERICA, INC.,
a Georgia Nonprofit Corporation
(now to be known as "CHEHAW
COUNCIL OF BOY SCOUTS OF
AMERICA, INC.")

By: 
Carl V. Hancock, President

Attest: 
James Womack, Secretary

(CORPORATE SEAL)

G:\FILES\GLFCORP\BSA\AMEND.ART

RECEIVED
SECRETARY OF STATE
SOUTH GA OFFICE
06 OCT 16 PM 12:09