

CERTIFICATE OF MERGER

OF

GIRL SCOUTS OF WASHINGTON ROCK COUNCIL, INC.
A New Jersey nonprofit corporation

AND

GIRL SCOUTS OF ROLLING HILLS COUNCIL, INC.
A New Jersey nonprofit corporation

with and into

**GIRL SCOUT COUNCIL OF GREATER ESSEX AND HUDSON COUNTIES,
NEW JERSEY, INC.**
A New Jersey nonprofit corporation

To the Division of Revenue of the Department of the Treasury of the State of New Jersey:

Pursuant to the provisions of N.J.S.A. 15A:10-5, it is hereby certified by the undersigned that:

1. **Names:** The names of the three (3) merging corporations are:
 - (a) Girl Scouts of Washington Rock Council, Inc., a nonprofit corporation organized under the laws of the State of New Jersey, having a Business ID Number of 22-1607278. Girl Scouts of Washington Rock Council, Inc. has 112 members.
 - (b) Girl Scouts of Rolling Hills Council, Inc., a nonprofit corporation organized under the laws of the State of New Jersey, having a Business ID Number of 22-1638952. Girl Scouts of Rolling Hills Council, Inc. has 7593 members.
 - (c) Girl Scout Council of Greater Essex and Hudson Counties, New Jersey, Inc., a nonprofit corporation organized under the laws of the State of New Jersey, having a Business ID Number of 22-1638950. Girl Scout Council of Greater Essex and Hudson Counties, New Jersey, Inc. has 101 members.

2. **Agreement and Plan of Merger; Approval of Boards:** Annexed hereto as Exhibit A and made a part hereof is the Agreement and Plan of Merger (the "Agreement") for merging Girl Scouts of Washington Rock Council, Inc. and Girl Scouts of Rolling Hills Council, Inc. with and into Girl Scout Council of Greater Essex and Hudson Counties, New Jersey, Inc., as approved by the Boards of Directors of the said merging corporations on July 23, 2008, July 1, 2008 and July 22, 2008, respectively.
3. **Agreement and Plan of Merger; Approval of Members:** As to Girl Scouts of Washington Rock Council, Inc., there are 112 members of a single class each having one (1) vote. The members met on September 6, 2008 to consider the Agreement. ___ votes were cast in favor of the Agreement and ___ votes were cast against the Agreement.
4. **Agreement and Plan of Merger; Approval of Members:** As to Girl Scouts of Rolling Hills Council, Inc., there are 7593 members of a single class each having one (1) vote. The members met at their respective service unit meetings, in accordance with the procedures set forth in their by-laws to consider the Agreement. The results of those votes were reported, and thereby effective, by the respective service unit delegates at the Council meeting that took place on September 6, 2008. ___ votes were cast in favor of the Agreement and ___ votes were cast against the Agreement.
5. **Agreement and Plan of Merger; Approval of Members:** As to Girl Scout Council of Greater Essex and Hudson Counties, New Jersey, Inc., there are 101 members of a single class each having one (1) vote. The members met on September 6, 2008 to consider the Agreement. ___ votes were cast in favor of the Agreement and ___ votes were cast against the Agreement.
6. **Change of Name:** From and after the effective time of the Merger, the name of Girl Scout Council of Greater Essex and Hudson Counties, New Jersey, Inc. shall be amended to be Girl Scouts Heart of New Jersey, Inc.
7. **Areas of Activities:** The New Jersey counties in which the activities of Girl Scouts Heart of New Jersey, Inc. are to be conducted are: Warren, Hunterdon, Somerset, Union, Essex, Hudson, and portions of Middlesex and such other places, within and outside of New Jersey as its Board of Directors determines from time to time.

8. **Bylaws:** The Bylaws of Girl Scouts Heart of New Jersey, Inc. shall be as attached as "Exhibit B" to the Agreement.
9. **Effective Time of Merger:** The effective time of the Merger shall be the latter of:
 - (a) October 1, 2008 at 12:01 a.m., or
 - (b) the date of filing of this Certificate of Merger.

Executed as of September 6, 2008

GIRL SCOUTS OF WASHINGTON ROCK COUNCIL, INC.

By: Tiffany N. Wilson,
President

GIRL SCOUTS OF ROLLING HILLS COUNCIL, INC.

By: Thelma E. Cole,
President

**GIRL SCOUT COUNCIL OF GREATER ESSEX
AND HUDSON COUNTIES, NEW JERSEY, INC.**

By: Cynthia Barnes,
President