CORPORATE INDEMNIFICATION PLAN

GIRL SCOUTS OF CITRUS COUNCIL, INC.

Girl Scouts of Citrus Council, Inc. shall indemnify any person:

(1) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by, or in the right of Girl Scouts of Citrus Council, Inc.) by reason of the fact that he is or was a director, officer, employee, or agent of the above named non-profit corporation or is or was is serving at the request of Girl Scouts of Citrus Council, Inc. as a director, officer, employee, or agent of another non-profit corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided under Florida law.

(2) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of Girl Scouts of Citrus Council, Inc. to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of Girl Scouts of Citrus Council, Inc. or is or was serving at the request of Girl Scouts of Citrus Council, Inc. as a director, officer, employee, or agent of another non-profit corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided under Florida Law.

The extent, amount, and eligibility for the indemnification provided herein will be made by the Board of Directors. Such determinations will be made by a majority vote to a quorum consisting of directors who were not parties to such action, suit, or proceeding or by the members by a majority vote of a quorum consisting of members who were not parties to such action, suit, or proceeding.

Girl Scouts of Citrus Council, Inc. will have the power to make further indemnification as provided under Florida law except to indemnify any person against gross negligence or willful misconduct.

Girl Scouts of Citrus Council, Inc. is further authorized to purchase and maintain insurance for indemnification of any person as provided herein and to the extent provided under Florida law.

THE FOREGOING resolution was adopted by the Board of Directors this _____ day of _____, 20_____.

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CORPORATE SECRETARY