

MENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

PRIVATE ACADEMIC LIBRARY NETWORK OF INDIANA, INC.

I.

Name

The name of the Corporation is Private Academic Library Network of Indiana, Inc.

II.

Purposes

Section 1. This Corporation is a public benefit corporation that shall be organized and operated exclusively to benefit, perform, and carry out the exclusively charitable and educational purposes of institutions of higher education in the State of Indiana, with academic libraries, that are designated by the Corporation's Board of Directors, described both in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and in Section 509(a)(1) of the Code, and accredited by the Higher Learning Commission of the North Central Association and/or the Association of Theological Schools (the "Supported Organizations"). The Supported Organizations shall be identified specifically in the Bylaws of the Corporation, which shall be updated from time to time as required by the Board of Directors.

Section 2. In carrying out such purposes, the Corporation shall engage in the following activities:

- (a) fostering and promoting the work of the libraries of private institutions of higher education in the State of Indiana;

(b) expediting information resource sharing among the academic libraries of private institutions of higher education in the State of Indiana, and with other information resource sharing systems in Indiana and elsewhere;

(c) facilitating, maintaining, or contracting for, as appropriate, the participation of the academic libraries of private institutions of higher education in the State of Indiana in resource sharing systems in Indiana and elsewhere; and

(d) engaging in any lawful act or activity consistent with its purposes and for which corporations may be organized under the Indiana Nonprofit Corporation Act of 1991 and are described in Code section 501(c)(3).

III.

Powers

Subject to and in furtherance of the purposes for which it is organized, the Corporation shall possess, in addition to the general rights, privileges, and powers conferred by law, the following rights, privileges, and powers:

Section 1. To continue as a corporation under its corporate name perpetually.

Section 2. To sue, be sued, complain, and defend in the Corporation's corporate name.

Section 3. To have a corporate seal or facsimile of a corporate seal, which may be altered at will, to use by impressing or affixing or in any other manner reproducing it. However, the use or impression of a corporate seal is not required and does not affect the validity of any instrument.

Section 4. To make or amend bylaws not inconsistent with the Corporation's Amended and Restated Articles of Incorporation (the "Articles of Incorporation") or with Indiana law, for managing the affairs of the Corporation.

Section 5. To purchase, receive, take by gift, devise, or bequest, lease, or otherwise acquire, and own, hold, improve, use, and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located.

Section 6. To sell, convey, mortgage, pledge, lease, exchange and otherwise dispose of all or any part of the Corporation's property.

Section 7. To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with, shares or other interests in, or obligations of any entity.

Section 8. To make contracts and guaranties, incur liabilities, borrow money, issue notes, bonds, and other obligations and secure any of the Corporation's obligations by mortgage or pledge of any of the Corporation's property, franchises, or income.

Section 9. To lend money, invest and reinvest the Corporation's funds, and receive and hold real and personal property as security for repayment, except as provided under applicable law.

Section 10. To be a promoter, a partner, a member, an associate or a manager of any partnership, joint venture, trust, or other entity.

Section 11. To conduct the Corporation's activities, locate offices, and exercise the powers granted to it inside or outside Indiana.

Section 12. To elect directors, elect and appoint officers, and appoint employees and agents of the Corporation, define the duties and fix the compensation of directors, officers, employees, and agents.

Section 13. To pay pensions and establish pension plans, pension trusts, and other benefit and incentive plans for the Corporation's current or former directors, officers, employees, and agents.

Section 14. To make donations not inconsistent with law for the public welfare or for charitable, religious, scientific, or educational purposes and for other purposes that further the corporate interest.

Section 15. To impose assessments and fees upon the Corporation's Supported Organizations.

Section 16. To establish conditions for admission of Supported organizations and admit Supported Organizations.

Section 17. To carry on a business.

Section 18. To have and exercise powers of a trustee as permitted by law, including those set forth in Indiana Code section 30-4-3-3 as it may be amended from time to time.

Section 19. To purchase and maintain insurance on behalf of any individual who:

(a) is or was a director, an officer, an employee, or an agent of the Corporation; or

(b) is or was serving at the request of the Corporation as a director, an officer, an employee, or an agent of another entity;

against any liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, an officer, an employee, or an agent, whether or not the Corporation would have power to indemnify the individual against the same liability under applicable law.

Section 20. To do all things necessary or convenient, not inconsistent with law, to further the activities and affairs of the Corporation.

Section 21. To cease its activities and to dissolve and surrender its corporate franchise.

Section 22. To indemnify any person against liability and expenses, and to advance the expenses incurred by such person, in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, and whether formal or informal, to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law.

IV.

Period of Existence

The period during which the Corporation shall continue is perpetual.

V.

Members

The Corporation shall have no members. "Member" is a concept included in Indiana nonprofit law to give someone other than the directors of the organization authority to vote on things such as election of directors, amendment of articles, sale of substantially all of the assets, mergers and dissolutions. For tax purposes and in accordance with state nonprofit law, it is appropriate for the Corporation to have no members.

VI.

Directors

Membership on the Corporation's Board of Directors shall be governed by the Corporation's Amended and Restated Bylaws (the "Bylaws"). The exact number of directors shall be specified in or fixed in accordance with the Bylaws of the Corporation at a number no greater than forty (40) and no less than three (3).

VII.

Appointment of Directors

Section 1. The directors of the Corporation either shall be appointed by the Supported Organizations of the Corporation or appointed by the Executive Committee with the approval of the directors of the corporation.

Section 2. The directors of the Corporation shall be divided into two (2) classes. The members of Class One shall be the appointees of the Supported Organizations. The members of Class Two, if any, shall be appointed by the Executive Committee, with the approval of the Board of Directors, and shall be "at-large" directors. Class Two shall comprise individuals who have demonstrated an interest in the Corporation's purposes and who represent constituencies deemed by the Executive Committee and Board of Directors to be of importance to the Corporation. At all times the number of members of Class One shall exceed the number of members of Class Two.

Section 3. Subject to the requirements of this Article VII, the directors of the Corporation shall be appointed according to procedures set forth in the Bylaws of the Corporation.

Section 4. Each member of the Board of Directors shall serve for terms as specified in or fixed in accordance with the Bylaws of the Corporation and until her or his successor is appointed and qualified. A director may serve any number of consecutive or nonconsecutive terms.

Section 5. A Class One director may be removed, with or without cause, at any time by the Supported Organization that appointed the director or at the request of a majority of the directors then in office to the president of the Supported Organization that appointed the director. A Class Two director may be removed, with or without cause, at anytime by a majority of directors then in office.

VIII.

Regulation of Corporate Affairs

The affairs of the Corporation shall be subject to the following provisions:

Section 1. Neither the Board of Directors nor the Corporation shall have power or authority to do any act that will prevent the Corporation from being an organization described in Section 170(c)(2) and Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws.

Section 2. None of the Corporation's net earnings shall inure to the benefit of any private individual.

Section 3. No director of the Corporation may receive any pecuniary benefit from the Corporation except such reasonable compensation as may be allowed for services actually rendered.

Section 4. No substantial part of the activities of the Corporation shall be or consist of carrying on propaganda, or otherwise attempting, to influence legislation.

Section 5. The Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 6. Subject to the provisions of these Articles of Incorporation and applicable law, the Board of Directors shall have complete and plenary power to manage, control, and conduct all the affairs of the Corporation.

Section 7. The power to make, alter, amend, and repeal the Corporation's Bylaws shall be vested in the Board of Directors.

Section 8. No director of the Corporation shall be liable for any of its obligations.

Section 9. Meetings of the Board of Directors may be held at any location, either inside the State of Indiana or elsewhere.

Section 10. All parties dealing with the Corporation shall have the right to rely upon any action taken by the Corporation pursuant to authorization by the Board of Directors by resolution duly adopted in accordance with the Corporation's Articles of Incorporation, Bylaws, and applicable law.

Section 11. The Board of Directors may from time to time, in the Bylaws of the Corporation or by resolution, designate such committees as the Board of Directors may deem desirable for the furtherance of the purposes of the Corporation.

Section 12. Upon dissolution of the Corporation, any remaining funds will be distributed in accordance with the purposes set forth in the articles of incorporation and for the benefit of the

supported organizations. If the Corporation is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed, subject to any contractual or legal requirement, to one or more other organizations that have been selected by the Board of Directors, that are organized and operated for purposes substantially the same as those of the Corporation, and that are described in Section 501(c)(3) of the Code.

This instrument was prepared by Paul M. Jones, Jr., Attorney at Law, ICE MILLER LLP, One American Square , Suite 3100, Indianapolis, Indiana 46282-0200.