



**Articles of Incorporation
of the
Historically Black Colleges and Universities (HBCU)
Library Alliance Corporation**

ARTICLE ONE

The name of the corporation is the HBCU LIBRARY ALLIANCE CORPORATION.

ARTICLE TWO

The street address of the initial registered office of the corporation is 111 James P. Brawley Drive, SW, Atlanta, Fulton County, Georgia 30314, and the name of its initial registered agent at such address is Eric Miller.

ARTICLE THREE

The name and address of the incorporator is Enc Miller at 111 James P Brawley Drive, SW, Atlanta, Fulton County, Georgia, 30314

ARTICLE FOUR

The corporation shall have members. Each member shall be an academic college or university institutional Library The member's supporting institution(s) must be exempt from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law, and shall satisfy such other criteria as may be established by the Board of Trustees from time to time. Specific membership terms and officer tenure limits are established through the HBCU Library Alliance By-Laws

ARTICLE FIVE

The mailing address of the initial principal office of the corporation is: 111 James P. Brawley Drive, S.W., Atlanta, Fulton County, Georgia 30314.

ARTICLE SIX

The corporation is a non-profit corporation organized pursuant to the Georgia Nonprofit Corporation Code.

ARTICLE SEVEN

The corporation shall have perpetual duration.

ARTICLE EIGHT

The corporation is organized and shall be operated exclusively for educational, research and charitable purposes as these terms are defined by Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law.

HISTORICALLY BLACK COLLEGES AND UNIVERSITIES LIBRARY ALLIANCE

1438 West Peachtree Street, Suite 200, Atlanta, GA 30309-2955

Ph: 404.592.4820 Fax: 404.892.7879

www.hbculibraries.org



No part of the corporation's net earnings shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein, including distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law. No substantial part of its activities shall be the carrying on of propaganda or otherwise attempting to influence legislation (except that, if the corporation so elects, it may make such expenditures in conformity with Section 501(h) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law), and the corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Within the scope of the foregoing, the corporation is organized and will operate exclusively to own and operate a centralized alliance for the benefit of its institutional library members

ARTICLE NINE

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be earned on by an organization exempt from Federal income tax under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue law

ARTICLE TEN

Upon the dissolution of the corporation, all assets of the corporation remaining after payment of all liabilities and future costs of archival record maintenance shall be distributed equally among the member institutions which are then organizations described within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law, if any then exist and are so qualified, otherwise, such assets shall be distributed for one or more exempt purposes or to one or more organizations described within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law, or to a state or local government, for a public purpose Any such assets not so disposed of shall be disposed of by a court of general jurisdiction, i e , the Superior Court, of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes

ARTICLE ELEVEN

The directors of the corporation shall not be liable to the corporation for monetary damages for breach of duty of care or other duty as director to the full extent allowed by O.C.G.A. § 14-3-202 or other applicable law.

IN WITNESS WHEREOF, the undersigned executed these Amended and Restated Articles of Incorporation, this day of , 2006.

Loretta Parham., Chair

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