



COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

NOVEMBER 12, 2009

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

LYRASIS

I, Pedro A. Cortés, Secretary of the Commonwealth of Pennsylvania

do hereby certify that the foregoing and annexed is a true and correct

copy of

- 1 NAME REGISTRATION filed on October 31, 1935,
- 2 County Orphan filed on January 11, 1936,
- 3 CHANGE OF REGISTERED OFFICE - Domestic filed on September 15, 1966,
- 4 ARTICLES OF AMENDMENT-NONPROFIT filed on October 7, 1966,
- 5 STATEMENT OR CERT. OF SUMMARY OF RECORD filed on November 3, 1975,

(List of documents continued on next page)

(List of documents continued)

- 6 ARTICLES MERGER/CONSOLIDATION-ALL TYPES filed on November 27, 1995,
- 7 STATEMENT OF MERGER-FOREIGN NONPROFIT filed on March 24, 2009

which appear of record in this department.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's Office to
be affixed, the day and year above
written.

Richard A. Cordis

Secretary of the Commonwealth

APPLICATION FOR REGISTRATION OF NAME
for a
NONPROFIT CORPORATION

TO THE COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE:

In compliance with the provisions of Article II of the Nonprofit Corporation Law, (Act of May 5, 1933, P. L. 289) the undersigned incorporators desiring to make application for the registration of a proposed corporate name, do hereby certify:

1st: The name which the incorporators desire to use is THE UNION LIBRARY CATALOGUE OF
THE PHILADELPHIA METROPOLITAN AREA -

2nd: The address of the proposed registered office of the corporation is
226 South 16th Street, Philadelphia
(Number) (Street) (City)

In the county of Philadelphia, Commonwealth of Pennsylvania.

3rd: The purpose or purposes of the proposed corporation are:

The purpose of the corporation shall be to create and maintain, without profit and for the public service, a central catalogue of books, documents and works in all the libraries in or near the metropolitan area of Philadelphia, Pa. and vicinity; and to undertake such other enterprises and perform such other services as may from time to time be deemed to be in the interest of a better integrated and more efficient library service for the whole community. Members of the said corporation shall never receive any financial profit from their membership.

Charles W. David	Seal	Evelyn Blumstein Braun	Seal
	Seal	Carol Reed	Seal
	Seal	Beatrice Fox Griffith	Seal
	Seal	Julius K. Kopp	Seal
	Seal	Samuel A. Kopp	Seal

Filed in the office of the Secretary of the Commonwealth

OCT 31 1936

Warren M. Mott
Deputy Secretary of the Commonwealth

William Johnson (encl)

Lucas Johnson (encl)

John A. Williams (encl)

Before me, a Notary Public in and for the county of said personally came the above named William L. Bridges, Abraham Bates, Edward Dumston, John H. Smith and William Reed who in due form of law, acknowledged the foregoing instrument to be their act and deed for the purposes therein specified.

Witness my hand and seal of office the 9th day of July A.D. 1935.



Rebecca P. McFadden
Commission expires 2/7/39.

Approved and filed in the Department of State on the 7th day of November A.D. 1935.
Exhibit Book No. 353 page 43.

Commonwealth
of
Milk Control Board.
Aug. 23, 1935
Received.

J. Warren Mickle
Deputy Secretary of the Commonwealth
at 2.

Recorded January 10, 1936.

In re:
The Union Library Catalogue
of the Philadelphia Metro-
politan Area.

C. P. No. 4.
December Term 1935
No. 1190.

Articles of Incorporation

To The Honorable, The Judges of the Court:

Be it known that the Subscribers, all of whom are residents of the Commonwealth of Pennsylvania and citizens of the United States, having associated themselves together for the purpose of organizing The Union Library Catalogue of the Philadelphia Metropolitan Area, and being desirous of becoming incorporated under the act of Assembly of the Commonwealth of Pennsylvania known as the "Nonprofit Corporation Law", approved the fifth day of May, A.D. 1935, and its supplements, do hereby declare, set forth and certify that the following are the articles of incorporation of the proposed corporation:

1. The name of the corporation shall be The Union Library Catalogue of the Philadelphia Metropolitan Area.

The object and purpose of the corporation shall be to create and maintain, without pecuniary gain or profit, and for the public service, a central catalogue of books, documents and work in all the libraries in or near the metropolitan area of Philadelphia, Pennsylvania, and vicinity; and to undertake such other enterprises and perform such other services as may from time to time be deemed to be in the interest of better integrated and more efficient library services for the whole community. The members of the said corporation shall never receive any pecuniary profit by virtue of their membership.

4. The existence of the said corporation shall be perpetual.

5. The names, places of residence and post office address of each of the incorporators are as follows:

Julian P. Boyd	6325 Sherman Street Germantown, Phila., Pa.
Cecily Plummer Brown	Bliddyn Road, Ardmore, Pa.
Charles M. David	610 Marmont Apts., Bryn Mawr, Pa.
Beatrice Fox Griffith	Gray Lane and Mill Creek Road, Ardmore, Pa.
Congers Road	Mount Moro Road Valley Forge, Pa.
Paul Vanderbilt	1905 Pine Street Philadelphia, Pa.

6. The names and addresses of each member of the original board of directors are as follows:

Frank Aydelott	324 Cedar Lane, Swarthmore, Pa.
Dorothy Bennis	4111 Walnut Lane, Phila., Pa.
Julian P. Boyd	6325 Sherman Street Germantown, Phila., Pa.
Cecily Plummer Brown	Bliddyn Road, Ardmore, Pa.
Charles M. David	610 Marmont Apts., Bryn Mawr, Pa.
Beatrice Fox Griffith	Gray Lane and Mill Creek Road, Ardmore, Pa.
Thomas C. Gates	Ros and Linnich Avenue Philadelphia, Pa.
W. B. McDaniel, Jr.	1905 Pine Street Philadelphia, Pa.

J. Robinson

Paul Vanderbilt

Notary Public
Delaware County, Pa.
1925 Pine Street
Philadelphia, Pa.

7. The corporation shall be a non-stock corporation.
8. The assets which the said corporation will have to start its corporate functions are \$100.00, consisting of personal property.
9. The membership of the corporation shall be composed of the incorporators and the members of the original board of directors (above named) and also of such other persons as may hereafter become associated with them or become their successors in such manner as the By-Laws of the corporation may provide.

Witness our hands and seals this sixth day of
December A.D. 1935.

Beatrice Eva Griffith (seal)
Charles W. David (seal)
Conyers Read (seal)
Paul Vanderbilt (seal)
Corolyn Plummer Brown (seal)
Julian P. Boyd (seal)

Commonwealth of Pennsylvania } ss.
County of Philadelphia

Before me, a Notary Public of the Commonwealth of Pennsylvania, residing in Philadelphia, personally appeared the above named Conyers Read, Corolyn Plummer Brown who, in due form of Law, acknowledged the foregoing instrument to be their act and deed for the purpose therein specified.

Witness my hand and seal of office
this 6th day of December A.D. 1935.

L. A. Hunt
Notary Public

My Commission Expires March 2, 1937

Commonwealth of Pennsylvania
Department of State

Harrisburg October 31, 1935.

I do hereby certify that the name

The Urban Library Catalogue of the Philadelphia Metropolitan

Association has been provided for use by a proposed nonprofit corporation
and that the same has been registered in the office in accordance
with the provisions of the Act of June 15, 1933, relating to the
registration of nonprofit corporations.

In testimony whereof, I have hereunto
set my hand and caused the seal of the de-
partment of state to be affixed this day and
year above written.

J. Warren Whittle

Deputy Secretary of the Commonwealth

Decree

And Now, to wit, this 10th day of January A.D. 1936,
the Articles of Incorporation of the Marine Library Catalogue
of the Philadelphia Metropolitan Area having been presented
to the Court with due proof of advertisement of notice of the
application and certificate of the Department of State
pertaining to the registration of the corporate name, and
upon consideration thereof, the Article having been found
to be in proper form and within the provisions of the
"Nonprofit Corporation Law", of May 15, 1933, and the pur-
poses thereof appearing to be lawful and not injurious
to the community,

It is ordered and decreed, that Articles of Incorpora-
tion be and they are hereby approved and that, upon
the recording thereof and this decree, the corporation
shall come into existence for the purposes and upon
the terms stated therein.

By the Court

J. D. Giville

P. J.

Recorded January 11, 1936.

at 11 -

In the Matter of School for
Total Scholarship

C. P. No. 2
September Term 1935
No. 6662.

To the Honorable, The Judge of the said Court:

Be it known, That the undersigned, all of whom are
citizens of the Commonwealth of Pennsylvania, having con-
sulted themselves together for the purpose of organizing
the

School for Total Scholarship
and being desirous of becoming incorporated pursuant to
the provisions of the Act of the General Assembly of the
Commonwealth of Pennsylvania, known as the Nonprofit
Corporation Law, approved the 15th day of May, 1933, and

do hereby declare that the foregoing are the purposes
and conditions upon which they have organized the
(1) The School for Total Scholarship


TO THE COMMONWEALTH OF PENNSYLVANIA:

3-1-66.27 685

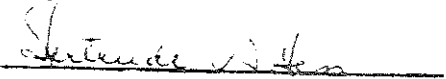
DEPARTMENT OF STATE:

In compliance with the provisions of Section 316 of the Nonprofit Corporation Law, approved May 5, 1933, P. L. 289, as amended, the following named Pennsylvania nonprofit corporation certifies under its corporate seal:

- 1st. The name of the corporation is: THE UNION LIBRARY CATALOGUE OF THE PHILADELPHIA METROPOLITAN AREA.
- 2nd. The address of its registered office is: 226 South 16th Street, Philadelphia, in the County of Philadelphia, Commonwealth of Pennsylvania.
- 3rd. The address to which the registered office is to be changed is: c/o the University of Pennsylvania Library, 3420 Walnut Street, Philadelphia, in the county of Philadelphia, Commonwealth of Pennsylvania.
- 4th. Such change was authorized by resolution duly adopted by the Board of Directors of the Corporation by the unanimous written consent of all the directors without a meeting as authorized so to do by Section 502 (h) of the Pennsylvania Nonprofit Corporation Law as amended.



President

Attest:


Secretary

Filed in the office of the Secretary of the Commonwealth September 15, 1966.

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE


Secretary of the Commonwealth

Application for Registration
of New Corporate Name -
Nonprofit Corporation

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

3-1-66.29 811

In compliance with the requirements of Article VII of the Nonprofit Corporation Law, approved May 5, 1933, P. L. 289, as amended, the undersigned corporation desiring to make application for the registration of a proposed new corporate name, does hereby certify:

1. The name of the corporation is: THE UNION LIBRARY CATALOGUE OF THE PHILADELPHIA METROPOLITAN AREA.
2. The address of the registered office of the corporation is:
c/o The University of Pennsylvania Library, 3420 Walnut Street, Phila., Pa.

Number	Street	City	County
--------	--------	------	--------
3. The Date of its Incorporation is: January 10, 1936
4. The Act under which it was incorporated is: Pennsylvania Nonprofit Corp. Law (Act. of May 5, 1933, P.L. 289)
5. The new corporate name which the corporation desires to use is:
THE UNION LIBRARY CATALOGUE OF PENNSYLVANIA

THE UNION LIBRARY CATALOGUE OF THE PHILADELPHIA METROPOLITAN AREA
(Name of Corporation)

By: Richard W. Hester
(President)

Attest:

James A. Jones
(Secretary)

(CORPORATE)
(SEAL)

Registered in the office of the Secretary of the Commonwealth October 7, 1966

W. Stuart Nelson

Secretary of the Commonwealth

APPLICANT'S ACCOUNT NO. _____

3-1-75:36 951

DSCB: 15-7321 (Rev. 11-72)

622340

Filing Fee: None when recommitting
any other filing: otherwise \$40

SP

Certificate of Summary
of Record-

Domestic Nonprofit Corporation

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this 3rd day of
November, A.D. 1975.

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE 80

C. McLaughlin Tucker

SECRETARY OF THE COMMONWEALTH

In compliance with the requirements of 15 Pa. S. § 7321 (relating to filing of certificate of summary of record by corporations incorporated prior to 1973), the undersigned entity, desiring to file a document in the Department of State under the Nonprofit Corporation Law of 1972 (15 Pa. S. § 7301 et seq.), or to secure from the Department any certificate to the effect that the corporation is a corporation duly incorporated and existing under the laws of this Commonwealth or a certified copy of the Articles of the corporation does hereby certify that:

1. The name of the corporation is:

THE UNION LIBRARY CATALOGUE OF PENNSYLVANIA

2. The location of its registered office in this Commonwealth is: (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department)

3420 Walnut Street,

(NUMBER)

(STREET)

Philadelphia

(CITY)

Pennsylvania

19174

(ZIP CODE)

3. The statute by or under which it was incorporated is:

The Nonprofit Corporation Law of 1933, as amended.

4. The corporation was originally incorporated on Jan. 11, 1936 under the following name:

(DATE)

THE UNION LIBRARY CATALOGUE OF THE PHILADELPHIA METROPOLITAN AREA

The corporation was incorporated by (check and complete one of the following):

☐ Special (as set forth in Paragraph 3 above.)

☐ Decree of Court of Common Pleas of Philadelphia County, No. 4

(NAME OF COURT)

entered on 10th day of Jan. 1936.

(DATE)

☐ Letters patent duly granted on _____

(DATE)

☐ Filing of _____

(ARTICLES OF INCORPORATION, ASSOCIATION, ETC.)

in the _____

(NAME OF DEPARTMENT OF STATE OR OTHER PUBLIC OFFICE)

5. The original Articles were recorded on Jan. 11, 1936 in the following place:

(DATE)

Office for the Recording of Deeds for the County of Philadelphia,
Charter Book No. 127, page 314, etc.

6. (Check, and if appropriate, complete one of the following):

☒ This certificate is being delivered to the Department of State contemporaneously with amended and restated Articles of the corporation filed under the NPCL.

☐ The currently effective Articles of the corporation are filed or recorded as follows and the text of such currently effective Articles is set forth in full in Exhibit A attached hereto and made a part hereof (except any of such text which appears of record in the Department of State, which text is incorporated herein by reference to the records of the Department pursuant to 19 Pa. Code §29.51(b)): (1) Original Decree of Incorporation entered by CCP #4 of Philadelphia County (Dec. Term 1935 #1190) on 1/10/36; recorded Office for the Recording of Deeds for County of Philadelphia in Charter Book No. 127, page 314 etc. on 11/1/36.

(2) Amendment changing name to present name: Decree of 11/21/66 'CCP #4 Philadelphia County; recorded Commonwealth of Penna., Department of State, Corporation Bureau # 1-1-66, 29, 81, dated 10/7/66.

- ☐ The corporation has never adopted any name other than its original name and its current name.
- ☐ Each name by which the corporation was known, other than its original name and its current name, and the date or dates on which each change of name of the corporation became effective, are as follows:

NAME

EFFECTIVE DATE OF ADOPTION

There are no exceptions

IN TESTIMONY WHEREOF, the undersigned corporation has caused this certificate to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 23rd day of October, 1975.

PALINET and Union Library Catalogue of Pennsylvania
(NAME OF CORPORATION)

By:

Kath Roma
(SIGNATURE)

President

(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

Attest:

Paul Howard
(SIGNATURE)

Secretary

(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

INSTRUCTIONS FOR COMPLETION OF FORM:

- Set forth in Paragraph 5 the place or places, including volume and page numbers of their equivalent, where the original articles were filed or recorded. This information may be omitted if the first alternate of Paragraph 4 is applicable.
- The first alternate of Paragraph 6 is applicable to a nonsurviving party to a plan of merger which restates the articles of the surviving corporation and to any corporation which is a party to a plan of consolidation.
- Set forth in the second alternate of Paragraph 6 the place or places, including volume and page numbers of their equivalent, where the documents are filed or recorded, and the date or dates of each such filing or recording.
- A corporation is required to fill this form only once.

In re:

THE UNION LIBRARY CATALOGUE
OF THE PHILADELPHIA METRO-
POLITAN AREA

: C.C.P. No. 4
: December Term, 1935
: No. 1190

ARTICLES OF INCORPORATION

TO THE HONORABLE, THE JUDGES OF THE COURT:

Be it known that the Subscribers, all of whom are residents of the Commonwealth of Pennsylvania and citizens of the United States, having associated themselves together for the purpose of organizing The Union Library Catalogue of the Philadelphia Metropolitan Area, and being desirous of becoming incorporated under the Act of Assembly of the Commonwealth of Pennsylvania known as the "Nonprofit Corporation Law," approved the fifth day of May, A. D. 1933, and its supplements, do hereby declare, set forth and certify that the following are the Articles of Incorporation of the proposed corporation:

1. The name of the corporation shall be The Union Library Catalogue of the Philadelphia Metropolitan Area.
2. The location and post office address of the corporation shall be 226 South 16th Street, Philadelphia, Pennsylvania.
3. The object and purpose of the corporation shall be to create and maintain, without pecuniary gain or profit and for the public service, a central catalogue of books, documents and works in all the libraries in or near the metropolitan area of Philadelphia, Pennsylvania and vicinity; and to undertake such other enterprises and perform such other services as may from time

I HEREBY CERTIFY THAT THE WITHIN
IS A TRUE AND CORRECT COPY OF THE
ORIGINAL FILED IN THE MATTER.

Wm. H. L. [Signature]

... time be deemed to be in the interest of better integrated and more efficient library services for the whole community. The members of the said corporation shall never receive any pecuniary profit by virtue of their membership.

4. The existence of the said corporation shall be perpetual.

5. The names, places of residence and post office addresses of each of the incorporators are as follows:

Julian P. Boyd

6325 Sherman Street
Germantown, Phila., Pa.

Evelyn Plummer Braun

Bleddyn Road, Ardmore, Pa.

Charles W. David

610 Mermont Apts.,
Bryn Mawr, Pa.

Beatrice Fox Griffith

Grays Lane & Mill Creek Road
Ardmore, Pa.

Conyers Read

Mount Moro Road
Villa Nova, Pa.

Paul Vanderbilt

1905 Pine Street
Philadelphia, Pa.

6. The names and addresses of each member of the original board of directors are as follows:

Frank Aydelotte

324 Cedar Lane, Swarthmore, Pa.

Dorothy Bemis

4111 Walnut Lane, Philadelphia, Pa.

Julian P. Boyd

6325 Sherman Street
Germantown, Phila., Pa.

Evelyn Plummer Braun

Bleddyn Road, Ardmore, Pa.

Charles W. David

610 Mermont Apts., Bryn Mawr, Pa.

Beatrice Fox Griffith

Grays Lane and Mill Creek Road
Ardmore, Pa.

Thomas S. Gates

Rex and Seminole Avenues
Philadelphia, Pa.

W. B. McDaniel, 2nd

1707 Rittenhouse Street,
Philadelphia, Pa.

3-1-75:36

955

3

Marion Edwards Park

Conyers Read

J. R. Schramm

Paul Vanderbilt

907 Wyndon Avenue, Bryn Mawr, Pa.

Mount Moro Road, Villa Nova, Pa.

Darling Post Office
Delaware County, Pa.

1905 Pine Street, Philadelphia, Pa.

7. The corporation shall be a non-stock corporation.

8. The assets which the said corporation will have to start its corporate functions are \$ 100.00, consisting of personal property.

9. The membership of the corporation shall be composed of the incorporators and the members of the original board of directors (above named) and also of such other persons as may hereafter become associated with them or become their successors in such manner as the By-Laws of the corporation may provide.

WITNESS our hands and seals this 6 day of December A.D. 1935

(Sgd) BEATRICE FOX GRIFFITH (SEAL)

(Sgd) CHARLES W. DAVID (SEAL)

(Sgd) CONYERS READ (SEAL)

(Sgd) PAUL VANDERBILT (SEAL)

(Sgd) EVELYN PLUMMER BRAUN (SEAL)

(Sgd) JULIAN P. BOYD (SEAL)

(From copy in secretary's records 10/47)

IN RE:

THE UNION LIBRARY CATALOGUE
OF THE PHILADELPHIA
METROPOLITAN AREA

: COURT OF COMMON PLEAS NO. 4
: DECEMBER TERM, 1935
: NO. 1190

DECREE

AND NOW, to wit, this 21st day of November, A. D., 1966,
an application for the amendment of its charter and the Articles
of Amendment of the Union Library Catalogue of the Philadelphia
Metropolitan Area, under Article VII, of the "Nonprofit Corporation
Law" approved May 5, 1933, as amended, having been presented to
the Court with due proof of advertisement of notice of the appli-
cation, a certified copy of the resolution authorizing the pro-
posed amendments, and a certificate of the Secretary of the
Commonwealth of Pennsylvania of the registration of the corporate
name, "The Union Library Catalogue of Pennsylvania" with the
Department of State of the Commonwealth of Pennsylvania, and upon
consideration thereof, the Articles of Amendment having been
found to be in proper form and within the provisions of the
"Nonprofit Corporation Law" of May 5, 1933, as amended, and the
proposed amendments appearing to be lawful and beneficial and
not injurious to the community.

IT IS ORDERED AND DECREED, that the Articles of Amendment
of the Union Library Catalogue of the Philadelphia Metropolitan
Area be and they are hereby approved, and upon the recording of
the said Articles of Amendment and this Decree, the amendments
specified in the Articles of Amendment shall become part of the
original Articles of Incorporation and of the original charter.

BY THE COURT:

s/ Francis Shunk Brown, Jr.
P.J.

I HEREBY CERTIFY THAT THIS IS AN EXACT COPY OF THE ORIGINAL FILED
IN THE MATTER OF THE UNION LIBRARY CATALOGUE OF THE PHILADELPHIA METROPOLITAN AREA.

Certification#: 84

Warren H. Brown

ARTICLES OF AMENDMENT

In compliance with the requirements of Article VII of the Act of the General Assembly of the Commonwealth of Pennsylvania, known as the "Nonprofit Corporation Law" approved May 5, 1933, as amended, providing for amendments to the Articles of Incorporation of nonprofit corporations, THE UNION LIBRARY CATALOGUE OF THE PHILADELPHIA METROPOLITAN AREA hereby certifies under its corporate seal:

(1) That its name is THE UNION LIBRARY CATALOGUE OF THE PHILADELPHIA METROPOLITAN AREA, and that its registered office is located at 3420 Walnut Street, c/o The University of Pennsylvania Library, Philadelphia, County of Philadelphia, Pennsylvania.

(2) That it is a corporation incorporated and existing under the Act of the General Assembly of the Commonwealth of Pennsylvania known as the "Nonprofit Corporation Law" approved May 5, 1933, as amended; that the decree of incorporation was entered by the Court of Common Pleas No. 4 of Philadelphia County on the 10th day of January, A. D., 1936, and that its original Articles of Incorporation and said decree were recorded in the office for the Recording of Deeds (now known as the Department of Records) for the County of Philadelphia, in Charter Book No. 127, page 314, etc. on the 11th day of January, 1936.

(3) (a) That a meeting of the members of THE UNION LIBRARY CATALOGUE OF THE PHILADELPHIA METROPOLITAN AREA to take action upon the proposed amendments was held on the 11th day of October, 1966, at the Temple University Library, Philadelphia, Pennsylvania, pursuant to printed notice given to all of the member on September 23rd, 1966.

(b) That at the time of the meeting of the members on the 11th day of October, 1966, one hundred ninety (190) members were entitled to vote on the proposed amendments and that 100

members voted in favor of the adoption of the resolution, authorizing the application to the Court for the amendments to its Articles

I HEREBY CERTIFY THAT THE WITHIN
IS A TRUE AND CORRECT COPY OF THE
ORIGINAL FILED IN THE OFFICE.

James H. [Signature]

of Incorporation.

(4) That the following resolutions were adopted by a least a majority of the members entitled to vote thereon:

"RESOLVED, that Article 1 of the Articles of Incorporation of the Corporation, which reads as follows:

"1. The name of the corporation shall be The Union Library Catalogue of the Philadelphia Metropolitan Area."

be and it hereby is, amended to read as follows:

"1. The name of the corporation shall be the Union Library Catalogue of Pennsylvania."

FURTHER RESOLVED, that Article 3 of the Articles of Incorporation of this Corporation, which reads as follows:

"3. The object and purpose of the corporation shall be to create and maintain, without pecuniary gain or profit and for the public service, a central catalogue of books, documents, and works in all the libraries in or near the metropolitan area of Philadelphia, Pennsylvania, and vicinity; and to undertake such other enterprises and perform such other services as may from time to time be deemed to be in the interest of better integrated and more efficient library services for the whole community. The members of said corporation shall never receive any pecuniary profit by virtue of their membership."

be and it hereby is, amended to read as follows:

"3. The object and purpose of the Corporation shall be to create and maintain, without pecuniary gain or profit and for the public service, a central catalogue of books, documents, micro-reproductions, periodicals and works of libraries located within Pennsylvania and nearby areas; and to undertake such other enterprises and perform such other services as may from time to time be deemed to be in the interest of better integrated and more efficient library services for the whole community. The members of the said corporation shall never receive any pecuniary profit by virtue of their membership."

IN TESTIMONY WHEREOF, The Union Library Catalogue of the Philadelphia Metropolitan Area has caused these Articles of Amendment to be signed by its President and its corporate seal, duly attested by its Secretary, to be hereunto affixed this 19th day of October, 1966.

The Union Library Catalogue of the Philadelphia Metropolitan Area

BY: s/ Richard W. Foster

President

Attest:

s/ Gertrude D. Hess

3-1-73-30

838

COMMONWEALTH OF PENNSYLVANIA: :
COUNTY OF PHILADELPHIA : SS

BE IT REMEMBERED that on this 19th day of October, A. D., 1966, before me, A Notary Public, in and for the County of Philadelphia, personally appeared RICHARD W. FOSTER, President and GERTRUDE D. HESS, Secretary of The Union Library Catalogue of the Philadelphia Metropolitan Area, the corporation named in and which executed the foregoing Articles of Amendment, who being duly sworn, did depose and say that they were personally present at the execution of the foregoing Articles of Amendment and saw the common or corporate seal of The Union Library Catalogue of the Philadelphia Metropolitan Area affixed thereto; that the seal affixed thereto is the common or corporate seal of the corporation; that the foregoing Articles of Amendment were duly signed, sealed and delivered by and as and for the act and deed of the corporation by the authority and at the direction of a majority of the members of the corporation; and that the names of the said RICHARD W. FOSTER, as President, and of GERTRUDE D. HESS as Secretary, subscribed thereto are in their proper and respective handwriting.

s/ Richard W. Foster

s/ Gertrude D. Hess

SWORN TO AND SUBSCRIBED BEFORE ME THIS
19th day of October, A. D., 1966

s/ May C. Campbell
Notary Public

I HEREBY CERTIFY THAT THE ABOVE
IS A TRUE AND CORRECT COPY OF THE
ORIGINAL FILED IN MY OFFICE

May C. Campbell

3-1-75:36 388

Application for Registration
of New Corporate Name -
Nonprofit Corporation

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

3-1-66.29 811

in compliance with the requirements of Article VII of the Nonprofit Corporation Law, approved May 5, 1933, P. L. 289, as amended, the undersigned corporation desiring to make application for the registration of a proposed new corporate name, does hereby certify:

1. The name of this corporation is: THE UNION LIBRARY CATALOGUE OF THE PHILADELPHIA METROPOLITAN AREA.
2. The address of the registered office of the corporation is:
c/o The University of Pennsylvania Library, 3420 Walnut Street, Phila., Pa.

Number	Street	City	County
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3. The Date of its Incorporation is: January 10, 1936
4. The Act under which it was incorporated is: Pennsylvania Nonprofit Corp. Law Act. of May 5, 1933, P.L. 289
5. The new corporate name which the corporation desires to use is:
THE UNION LIBRARY CATALOGUE OF PENNSYLVANIA

THE UNION LIBRARY CATALOGUE OF THE
PHILADELPHIA METROPOLITAN AREA
(Name of Corporation)

By:

Richard W. Hester
(President)

Attest:

James A. DeLoach
(Secretary)

(CORPORATE)
(SEAL)

Registered in the office of the Secretary of the Commonwealth October 7, 1966

L. Stuart Nelson

Secretary of the Commonwealth

APPLICANT'S ACCOUNT NO. _____

DSCB: 15-7905 (Rev. 11-72)

Filing Fee: \$40
AN-11

3-1-75:36 961
622340

Articles of
Amendment-
Domestic Nonprofit Corporation

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this 3rd day of
November, A.D. 19 75

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE EC

C. McLaughlin Tucker
SECRETARY OF THE COMMONWEALTH

In compliance with the requirements of 15 Pa. S. § 7905 (relating to articles of amendment), the undersigned nonprofit corporation, desiring to amend its Articles, does hereby certify that:

1. The name of the corporation is:

THE UNION LIBRARY CATALOGUE OF PENNSYLVANIA

2. The address of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

c/o University of Pennsylvania Library, 3420 Walnut Street
(NUMBER) (STREET)

Philadelphia
(CITY)

Pennsylvania 19174
(ZIP CODE)

3. The statute by or under which it was incorporated is:

Nonprofit Corporation Law of May 5, 1933, reenacted & approved 11/15/72

4. The date of its incorporation is: January 10, 1936

5. (Check, and if appropriate, complete one of the following):

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on:

_____ at _____
(DATE) (HOUR)

6. (Check one of the following):

☒ The amendment was adopted by the members pursuant to 15 Pa. S. § 7904(a).

☐ The amendment was adopted by the board of directors pursuant to 15 Pa. S. § 7904(b).

7. The amendment adopted by the corporation, set forth in full, is as follows:

RESOLVED that Article 1 of the Articles of Incorporation (amended as of November 21, 1966), which at present reads as follows: "1. The name of the corporation shall be THE UNION LIBRARY CATALOGUE OF PENNSYLVANIA" be and hereby is amended to read as follows: "1. The name of the corporation shall be PALINET and Union Library Catalogue of Pennsylvania."

3-1-75:36

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IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 8th day of October, 1975.

THE UNION LIBRARY CATALOGUE OF PENNSYLVANIA
(NAME OF CORPORATION)

By:

Keith Doms
(SIGNATURE)

KEITH DOMS, President

(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

Attest:

Ruby Horwood
(SIGNATURE)

RUBY HORWOOD, Secretary

(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

INSTRUCTIONS FOR COMPLETION OF FORM:

- A. Any necessary copies of Form DSCB: 17.2 (Consent to Appropriation of Name) or Form DSCB: 17.3 (Consent to Use of Similar Name) shall accompany Articles of Amendment effecting a change of name.
- B. Any necessary governmental approvals shall accompany this form.
- C. If the action was authorized by any other than the board of directors Paragraph 6 should be modified accordingly.
- D. 15 Pa. S. § 7906(c) requires that the corporation shall advertise its intention to file or the filing of Certification of Amendment. Proofs of publication of such advertisement should not be delivered to the Department, but should be filed with the minutes of the corporation.

STATE

INSTRUMENT

75 OCT 15 AM 8:38 DEPARTMENT

RECEIVED

Microfilm Number _____

Filed with the Department of State on _____

NOV-27 1995

Entity Number 622340

[Signature]
Secretary of the Commonwealth

ARTICLES OF MERGER-DOMESTIC NONPROFIT CORPORATION

OSC# 15-5628 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 5926 (relating to articles of merger or consolidation), the undersigned nonprofit corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: PALINET AND UNION LIBRARY CATALOGUE OF PENNSYLVANIA

2. (Check and complete one of the following):

☒ The surviving corporation is a domestic nonprofit corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a)	<u>3401 Market Street, Ste. 262</u>	<u>Philadelphia</u>	<u>PA</u>	<u>19104</u>	<u>Philadelphia</u>
	Number and Street	City	State	Zip	County

(b) c/o: N/A.

Name of Commercial Registered Office Provider

County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

☐ The surviving corporation is a qualified foreign nonprofit corporation incorporated under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a)	_____	_____	_____	_____	_____
	Number and Street	City	State	Zip	County

(b) c/o: _____

Name of Commercial Registered Office Provider

County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

☐ The surviving corporation is a nonqualified foreign nonprofit corporation incorporated under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

_____	_____	_____	_____	_____
Number and Street	City	State	Zip	County

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic nonprofit corporation and qualified foreign nonprofit corporation which is a party to the plan of merger are as follows:

Name of Corporation

Address of Registered Office or Name of Commercial Registered Office Provider

County

THE PITTSBURGH REGIONAL LIBRARY CENTER

103 Yost Boulevard, Pittsburgh, PA 15221

Allegheny

—The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

The manner in which the plan of merger was adopted by each domestic corporation is as follows:

THE PITTSBURGH REGIONAL LIBRARY CENTER adopted by the directors and members pursuant to 15 PA. C.S. §5924(a)

7. (Check, and if appropriate complete, one of the following):

X The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

— Pursuant to 15 Pa.C.S. § 5901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

IN TESTIMONY WHEREOF, each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 22nd day of November, 1995.

(Name of Corporation)

TITLE: Secretary / Treasurer

(Name of Corporation)

NAME: Treasurer

EXHIBIT A

PLAN OF MERGER

THIS PLAN OF MERGER (hereinafter called the "Plan") provides for the merger of PALINET AND UNION LIBRARY CATALOGUE OF PENNSYLVANIA ("PALINET"), and THE PITTSBURGH REGIONAL LIBRARY CENTER ("PRLC"), both Pennsylvania non-profit corporations (sometimes hereinafter referred to collectively as the "Constituent Corporations"). This Plan is being submitted for approval to the respective Boards of Trustees and members of the Constituent Corporations, in accordance with the terms and conditions of an Agreement of Merger by and between the Constituent Corporations, dated October 5, 1995 (the "Merger Agreement").

W I T N E S S E T H

WHEREAS, the parties to this Plan deem it to be in the best interests of the Constituent Corporations for PRLC to merge with and into PALINET (the "Merger") in order to take advantage of the economies of scale expected to result from such Merger, to enhance administrative, managerial and operational efficiency and to facilitate the growth and expansion of the Surviving Corporation (as hereinafter defined) by expanding, through the Merger, its membership.

ARTICLE I

IMPLEMENTATION AND EFFECT OF THE MERGER

1.1 THE MERGER

On the Effective Date of the Merger at the Effective Time and in the mode provided in Article II of this Plan, PRLC shall be merged with and into PALINET on the terms and conditions hereinafter set forth and as permitted by and in accordance with the laws of the Commonwealth of Pennsylvania, 15 Pa.C.S.A § 5921. Thereupon the separate corporate existence of PRLC shall cease, and PALINET as the surviving corporation (sometimes hereinafter the "Surviving Corporation") shall continue to exist under and be governed by the laws of the Commonwealth of Pennsylvania. Under the merger: (a) each member library of PRLC will become a member of PALINET; and (b) each member library of PALINET will continue to be a member of PALINET.

1.2 ARTICLES OF INCORPORATION

The Articles of Incorporation of PALINET in force immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended in accordance with the provisions thereof and applicable law.

1.3 BY-LAWS, OFFICERS AND TRUSTEES

The By-Laws of PALINET in force immediately prior to the Effective Time shall be the By-Laws of the Surviving Corporation until thereafter amended in accordance with the provisions thereof and applicable law, except that as of the Effective Time the said By-Laws shall be amended as set forth in Schedule 1 attached hereto and made a part hereof.

At the Effective Time, the Trustees and officers of PALINET shall become the Trustees and officers of the Surviving Corporation.

Immediately following the Merger, and continuing until such time as the Board of Trustees of the Surviving Corporation has been reconstituted to include at least two representatives from the geographical region previously serviced by PRLC, the Board of Trustees shall appoint and consult with an advisory committee to the Board composed of the Officers of PRLC serving immediately prior to the Effective Time.

If at the Effective Time any of the foregoing persons is unable to act in any capacity set forth above, the Board of Trustees of the Surviving Corporation may fill such vacancy in the manner provided by its By-Laws.

1.4 PURPOSES

The purposes of the Surviving Corporation shall be as set forth in the Articles of Incorporation of PALINET as in force immediately prior to the Effective Time.

1.5 THE EFFECT OF THE MERGER

At the Effective Time, all and singular, the rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, of each of the Constituent Corporations, including, without limitation, all rights in, to and under all licenses, permits, leases, contracts and all other agreements and all debts due to either of the Constituent Corporations on whatever account, shall be assigned and transferred to and vested in the Surviving Corporation; and all such property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter the property of the Surviving Corporation to the same extent as they were of either of the Constituent Corporations, and the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger herein provided for; but all rights of creditors and all liens upon any Property of PALINET or PRLC shall be preserved unimpaired, and all debts, liabilities and duties of either of the Constituent Corporations shall at the Effective Time attach to the

through June 30, 1996.

(b) Subject to OCLC's approval, the Surviving Corporation shall retain all seats on the OCLC Users Council and all members of OCLC advisory committees representing the Constituent Corporations immediately prior to the Merger. The Surviving Corporation will continue the term of the delegates and representatives of the Constituent Corporations holding those positions, until the expiration of their respective terms or their earlier resignations. Thereafter, new delegates (and alternates) to the OCLC Users Council will be elected as provided in the Surviving Corporation's By-Laws, and committee representatives will be selected to best represent the interests of the Surviving Corporation.

(c) The Surviving Corporation shall continue to maintain an office in both Pittsburgh and Philadelphia, Pennsylvania, until such time as the Board of Trustees determines otherwise. The Surviving Corporation shall determine the nature and number of staff necessary to operate the Pittsburgh office, will post those positions, and will invite former PRLC staff (terminated by PRLC as a condition to the Merger) to apply for those positions. The number and identity of staff at the Philadelphia office will not be affected by the Merger. All staff of the Surviving Corporation shall be subject to the employment policies, benefits programs and other applicable policies, procedures and guidelines of PALINET in effect just prior to the Effective Time, subject to any waiting periods or other applicable restrictions embodied in such programs or policies.

(d) The Surviving Corporation shall continue the PAULS and ILL referral center activities maintained by PRLC prior to the Merger, until such time as the Board of Trustees determines otherwise.

(e) The Surviving Corporation shall incorporate into the PALINET Cooperative Purchasing Program those cooperative purchasing opportunities maintained by PRLC prior to the Merger which were unique to PRLC and are deemed by the Board of Trustees to be beneficial to members, and will continue to make the consolidated program available to all members until such time as the Board of Trustees determines otherwise.

ARTICLE II

EFFECTIVENESS OF THE MERGER

2.1 FILING OF ARTICLES OF MERGER

Upon the Effective Date, in accordance with and subject to the provisions of this Plan, Articles of Merger, properly executed,

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acknowledged and accompanied by such other certificates and documents as may be required by law, shall be filed in the Office of the Secretary of The Commonwealth of Pennsylvania and immediately thereafter all other filings or recordations, if any, as may be required by the Laws of The Commonwealth of Pennsylvania shall be made.

2.2 EFFECTIVE DATE AND EFFECTIVE TIME

The Effective Date of the Merger ("Effective Date") shall be December 1, 1995, 1995 or such later date as the Articles of Merger shall be filed with the Secretary of the Commonwealth of Pennsylvania pursuant to the provisions of 15 Pa.C.S.A. §5927, or such later date as shall be specified in the Articles of Merger, and the Effective Time of the Merger ("Effective Time") shall be the close of business on the Effective Date, or such later time as shall be specified in the Articles of Merger.

ARTICLE III

TERMINATION

This Plan may be terminated and the transactions herein provided for abandoned at any time prior to the filing of Articles of Merger with the Secretary of the Commonwealth of Pennsylvania:

- (a) By mutual consent of the Constituent Corporations; or
- (b) By either of the Constituent Corporations if any of the conditions of the Agreement of Merger have not been satisfied; or
- (c) By either of the Constituent Corporations if the Merger contemplated by this Plan shall not have been consummated by December 31, 1995, unless such date shall have been extended by mutual agreement of the Boards of Trustees of the Constituent Corporations; or
- (d) By either of the Constituent Corporations if the entering into of this Plan and its implementation have not been ratified and approved by the Board of Trustees and members of each of the Constituent Corporations on or before December 31, 1995.

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SCHEDULE 1

PROPOSED AMENDMENTS TO PALINET BYLAWS
PURSUANT TO PLAN OF MERGER WITH PRLC

Article III Section 1 of the By-Laws of the Corporation shall be amended and restated in its entirety, and the following substituted in place thereof:

"Section 1. Membership shall be restricted to library institutions and corporations. The membership shall be divided into one or more geographical regions, as defined and delineated from time to time by the Board of Trustees. Each such geographical region, and the members included within each such region (a "PALINET Region"), shall be entitled to representation on the Board of Trustees to the extent provided in Article IV Section 1 of these By-Laws."

Article IV Section 1 of the By-Laws of the Corporation shall be amended and restated in its entirety, and the following substituted in place thereof:

*ap.
appointed
by the Board*

"Section 1. The Board of Trustees, the governing body of PALINET, shall consist of 17 members, as follows: each "PALINET Region" shall be represented by at least one member of the Board of Trustees; two members of the Board of Trustees shall be ~~elected~~ *appointed* from the public-at-large; and the balance of the members shall be elected from the membership at large. Eligibility for voting for Trustees and for participation on the Board is determined by the PALINET Membership Policy."

Article Section 4 of the By-Laws of the Corporation shall be amended: add the following sentence at the end thereof:

"If the number of members of the Board of Trustees is at any time increased by amendment of these By-Laws, then the additional Trustees shall be appointed by the Board, to serve until the next scheduled election of Trustees."

Article VI Section 1 of the By-Laws of the Corporation shall be amended to add the following sentence at the end thereof:

"At least two candidates shall be nominated as a potential representative for each PALINET Region whose designated representative's term has expired or terminated."

03/24/2009 18:00 FAX 2157727620

Entity #: 622340
 Date Filed: 03/24/2009
 Effective Date: 04/01/2009
 Pedro A. Cortés
 Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE
 CORPORATION BUREAU

Articles/Certificate of Merger

(15 Pa.C.S.)

- ☐ Domestic Business Corporation (§ 1926)
☒ Domestic Nonprofit Corporation (§ 5926)
☐ Limited Partnership (§ 8347)

Name Catherine H. Gillespie, Esq.		
Address Montgomery, McCracken 123 R. Broad Street		
City Philadelphia	State PA	Zip Code 19109-1029

Document will be returned to the
 name and address you enter to
 the left
 on

Commonwealth of Pennsylvania
 ARTICLES OF MERGER-NONPROFIT 6 Page(s)

Fee: \$150 plus \$40 additional for each
 Party in addition to two



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In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is: PALINET and Union Library Catalogue of Pennsylvania				
2. Check and complete one of the following:				
<input checked="" type="checkbox"/> The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):				
(a) Number and Street 3000 Market Street, Suite 200	City Philadelphia	State PA	Zip 19104-2801	County Philadelphia
(b) Name of Commercial Registered Office Provider c/o		County		
<input type="checkbox"/> The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):				
(a) Number and Street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider c/o		County		
<input type="checkbox"/> The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:				
Number and Street	City	State	Zip	

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PA. DEPT. OF STATE

DSCR:15-1726/5926/8547-2

Name	Registered Office Address	Commercial Registered Office Provider	County
Palinet and Union Library Catalogue of Pennsylvania			
3000 Market Street, Suite 200	Philadelphia,	PA	19104-2801 Philadelphia
Southeastern Library Network, Inc.	NOT QUALIFIED		

4. Check, and if appropriate complete, one of the following:

☐ The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.

☒ The plan of merger shall be effective on: April 1, 2009 at 12:01 a.m.

Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation/limited partnership is as follows:	
Name	Manner of Adoption
PALINET	Adopted by action of the Members pursuant to 15 Pa.C.S. §5924(b)

6. ~~Strike out this paragraph if no foreign corporation/limited partnership is a party to the merger.~~
The plan was authorized, adopted or approved, as the case may be, by the foreign business/nonprofit corporation/limited partnership (or each of the foreign business/nonprofit corporations/limited partnerships) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated/organized.

7. Check, and if appropriate complete, one of the following:

☐ The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

☒ Pursuant to 15 Pa.C.S. § 1901/§ 8547(b) (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is:

3000 Market Street, Suite 200	Philadelphia	PA	19104-2801	Philadelphia
Number and street	City	State	Zip	County

03/24/2009 10:10 FAX 2157727620

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DSCB: 15-1926/5726/547-3

IN TESTIMONY WHEREOF, the undersigned corporation/limited partnership has caused these Articles/Certificate of Merger to be signed by a duly authorized officer thereof this	
<u>14</u>	day of <u>February</u>
<u>2009</u>	
PALINET, to be known as LYRASIS	
Name of Corporation/Limited Partnership	
<u>[Signature]</u>	Signature
<u>President</u>	Title
Southeastern Library Network, Inc.	
Name of Corporation/Limited Partnership	
<u>Carol P. Deedrick</u>	Signature
<u>Board Chair</u>	Title

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EXHIBIT A

Commonwealth of Pennsylvania
Department of State
Corporation BureauAmended and Restated
Articles of IncorporationPALINET and Union Library Catalogue of Pennsylvania

In compliance with the requirements of 15 Pa. C.S. §5911(a)(4) (relating to amended and restated Articles of Incorporation), the undersigned officer hereby certifies that:

1. The name of the corporation is PALINET and Union Library Catalogue of Pennsylvania.
2. The address, including street and number, of its current registered office in this Commonwealth is:

3401 Market Street, Suite 262
Philadelphia, PA 19104
3. The corporation was incorporated on January 11, 1996 enjoying all the powers, immunities and privileges conferred by the Nonprofit Corporation Laws of 1933, as amended, 1972, as amended, and 1986, as amended (collectively, the "Acts").
4. These Amended and Restated Articles of Incorporation were adopted by the members of the corporation in accord with an Agreement and Plan of Merger with Southeastern Library Network, Inc., a Louisiana nonprofit corporation.
5. These Amended and Restated Articles of Incorporation shall be effective April 1, 2009.
6. These Amended and Restated Articles of Incorporation supercede the original Articles of Incorporation and any amendments thereto.
7. The Amended and Restated Articles of the corporation are as follows:
 1. The name of the corporation is LYRASIS.
 2. The address, including street and number, of its current registered office in this Commonwealth is:

3000 Market Street, Suite 200
Philadelphia, PA 19104-2801
 3. The corporation was incorporated under Pennsylvania's Nonprofit Corporation Law of 1933, as amended, exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law (hereinafter referred to as the "Code"), including in particular to improve the conditions among libraries and related cultural heritage organizations.
 4. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, members, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable

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compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in paragraph 5 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by a corporation contributions to which are deductible under Section 170(e)(2) of the Code.

5. The term of its existence is perpetual.
6. The corporation is organized on a nonstock basis.
7. The corporation shall have members with such rights and obligations as set forth in the bylaws.
8. The name and address, including street and number, of the original incorporators were:

Name	Address
Julian P. Boyd	6325 Sherman Street Germantown, PA
Evelyn Plummer Braun	Bledwyn Road Ardmore, PA
Charles W. David	610 Mermont Apts. Bryn Mawr, PA
Beatrice Fox Griffith	Grays Lane & Mill Creek Road Ardmore, PA
Conyers Read	Mount Meru Road Villa Nova, PA
Paul Vanderbilt	1905 Pine Street Philadelphia, PA

9. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the remaining assets of the corporation exclusively for the purposes of the corporation (a) to one or more organizations that at the time qualify as tax exempt under Section 501(c)(3) of the Code or (b) to one or more governmental units described in Section 170(c)(1) of the Code as the Board of Directors shall determine, to be used exclusively for educational purposes. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for educational purposes to one or more such organizations, as said Court shall determine. Under no circumstances shall any assets be distributed to directors, officers, members, or employees of the corporation."