

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF
PRIVATE ACADEMIC LIBRARY NETWORK OF INDIANA, INC.

ARTICLE I

Name

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

ARTICLE 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), including those powers set forth in Indiana Code Section 23-17-4-2.

ARTICLE III

Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE IV

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.

ARTICLE V

Directors

The number of directors shall be as specified in or fixed in accordance with the Bylaws of the Corporation; provided, however, that the minimum number of directors shall be three (3) and the maximum number of directors shall be forty (40). The term of office of a director shall be as specified in the Bylaws; provided, however, that the term of an elected director shall not exceed five (5) years. Directors may serve any number of consecutive or nonconsecutive terms. Each director shall have the qualifications as may be specified from time to time in the Bylaws of the Corporation or as required by law.

ARTICLE VI

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), Section 2055(a)(2), Section 2522(a)(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 director, officer or other private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in further of the purposes set forth in Article II.

Section 3. No substantial part of the activities of the Corporation shall be or consist of carrying on propaganda, or otherwise attempting, to influence legislation.

Section 4. 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 5. Subject to the provisions of these Articles of Incorporation, the Corporation's Bylaws 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 6. The power to make, alter, amend, and repeal the Corporation's Bylaws shall be vested in the Board of Directors.

Section 7. A director is not liable for an action taken as a director, or failure to take an action, unless the:

(1) director has breached or failed to perform the duties of the director's office in compliance with this section; and

(2) breach or failure to perform constitutes willful misconduct or recklessness.

Section 8. 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 9. 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.

Section 10. If the Corporation becomes a private foundation (as defined in Code Section 509(a)), the Corporation shall be subject to the following requirements:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the taxes on undistributed income imposed by Code Section 4942.

(b) The Corporation shall not engage in any act of self-dealing that would subject any person to the taxes imposed on acts of self-dealing by Code Section 4941.

(c) The Corporation shall not retain any excess business holdings which would subject it to the taxes on excess business holdings imposed by Code Section 4943.

(d) The Corporation shall not make any investments in such a manner as to subject it to the taxes on investments that jeopardize charitable purposes imposed by Code Section 4944.

(e) The Corporation shall not make any expenditures which would subject it to the taxes on taxable expenditures imposed by Code Section 4945.

ARTICLE VII Indemnification

Section 1. Rights to Indemnification and Advancement of Expenses. The Corporation shall indemnify as a matter of right every person made a party to a proceeding because such person is or was:

- (a) a member of the Board of Directors of the Corporation;
- (b) an officer of the Corporation; or

(c) while a director or officer of the Corporation, serving at the Corporation's request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, whether for profit or not (each an "Indemnitee"),

against all liability incurred by such person in connection with the proceeding; provided that it is determined in the specific case that indemnification of such person is permissible in the circumstances because such person has met the standard of conduct for indemnification specified in the Act. The Corporation shall pay for or reimburse the reasonable expenses incurred by an Indemnitee in connection with any such proceeding in advance of final disposition thereof in accordance with the procedures and subject to the conditions specified in the Act. The Corporation shall indemnify as a matter of right an Indemnitee who is wholly successful, on the merits or otherwise, in the defense of any such proceeding against reasonable expenses incurred by the person in connection with the proceeding without the requirement of a determination as set forth in the first sentence of this paragraph.

Upon demand by a person for indemnification or advancement of expenses, as the case may be, the Corporation shall expeditiously determine whether the person is entitled thereto in accordance with this Article and the procedures specified in the Act.

The indemnification provided under this Article shall be applicable to any proceeding arising from acts or omissions occurring before or after the adoption of this Article.

Section 2. Other Rights Not Affected. It is the intent of this Article to provide indemnification to directors and officers to the fullest extent now or hereafter permitted by law

consistent with the terms and conditions of this Article. Nothing contained in this Article shall limit or preclude the exercise of, or be deemed exclusive of, any right under the law, by contract or otherwise, relating to indemnification of or advancement of expenses to any person who is or was a director, officer, employee or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any such individual.

Notwithstanding any other provision of this Article, there shall be no indemnification with respect to matters as to which indemnification would result in inurement of net earnings of the Corporation "to the benefit of any private shareholder or individual," or an "excess benefit transaction" within the meaning of Code Sections 501(c)(3) or 4958.

Section 3. Definitions. For purposes of this Article:

(a) A person is considered to be serving an employee benefit plan at the Corporation's request if the person's duties to the Corporation also impose duties on, or otherwise involve services by, the person to the plan or to participants in or beneficiaries of the plan.

(b) The estate or personal representative of a person entitled to indemnification or advancement of expenses shall be entitled hereunder to indemnification and advancement of expenses to the same extent as the person.

(c) The term "expenses" includes all direct and indirect costs (including, without limitation, counsel fees, retainers, court costs, transcripts, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees and all other disbursements or out-of-pocket expenses) actually incurred in connection with the investigation, defense, settlement or appeal of a

proceeding or establishing or enforcing a right to indemnification under this Article, applicable law or otherwise.

(d) The term “liability” means the obligation to pay a judgment, settlement, penalty, fine, excise tax (including an excise tax assessed with respect to an employee benefit plan) or reasonable expenses incurred with respect to a proceeding.

(e) The term “party” includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.

(f) The term “proceeding” means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.



Secretary's Signature

Approved by the board on: 4/25/2025