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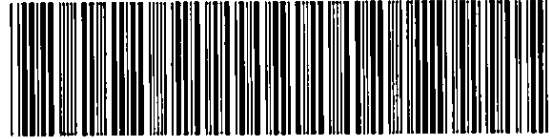
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Requestor's Name  
SBI/CLU: Doe  
107 W. Gaines St  
Address  
Tallahassee, FL 32307  
City/State/Zip  
Phone #

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-01/16/97--01086-013  
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Library & Information Resources Network, Inc  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Disolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

1-16-97  
TB

Examiner's initials

ARTICLES OF INCORPORATION  
OF  
LIBRARY AND INFORMATION RESOURCES NETWORK, INC.  
(NOT-FOR-PROFIT)

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The undersigned subscribing incorporators, hereby associate themselves together as a body corporate not for profit under the laws of the State of Florida with the following Articles of Incorporation.

ARTICLE I

The name of this Corporation shall be LIBRARY AND INFORMATION RESOURCES NETWORK, INC. Its principal place of business shall be c/o INTERNATIONAL COLLEGE FOUNDATION, INC., 1685 Medical Lane, Fort Myers, Florida 33907-1157 and its principal place of business can be changed pursuant to the organization's By-laws

ARTICLE II

The general nature and objectives of the Corporation shall be: to establish, maintain, and operate an educational organization for teaching, learning, training, and sharing of resources or acquiring resources for information dissemination, through a consortium of qualified participating educational institutions or enterprises, public, or private; in training their staffs, students, or constituencies in the methods for acquiring digitally stored and electronically retrieved and disseminated information; to raise money and participate in grant applications, seeking public or private support; to accumulate and acquire monies and property, real and personal, tangible or intangible, for the purposes aforesaid by all legal means, by collection of money, fees and other proper charges from participating institutions and enterprises or from allied alliances or consortiums by the issuance and sale of bonds, debentures and other proper certificates of indebtedness; the solicitation and acceptance of contributions and gifts from the living and by will; to accept and receive gifts of money and property made in trust and to execute such trusts, all to like extent and effectiveness as of a personal trustee, to buy, sell, lease and mortgage property of all kinds (no purchaser, lessee, or mortgagee being obliged to look to the application of the proceeds); to invest and reinvest its monies including proceeds of all sales and income received; to expend monies acquired or derived as aforesaid for the cost of conducting its operations and in promoting the primary objectives aforesaid, both within and without its membership, to sell, assign, transfer, convey, mortgage, pledge, lease, or otherwise encumber the property of the Corporation; to borrow money and execute its promissory note or notes to evidence the same, and to secure the payment of such claims by pledge or mortgage; and to do any and all other things which corporations not-for-profit are authorized to do under the laws of the State of Florida and provisions of the Internal revenue Code; provided, however, that no officer, member or employee of this Corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operation thereof except reasonable compensation for agreed full or part time services in effecting one or more of its purposes, and provided further that no officer, member or employee of this Corporation shall receive or be lawfully entitled to receive pecuniary profit from the distribution of the assets of the Corporation.

ARTICLE III

Members

There shall be three (3) classes of Members: INITIAL, SUSTAINING AND SUBSCRIBING.

Initial Members shall be those natural persons, no less than three (3) and no more than five (5), designated in these Articles of Incorporation of LIBRARY AND LEARNING RESOURCES NETWORK, INC. who shall serve as the original incorporators of this not-for-profit organization. They are:

Douglas F. Devaux  
Catherine M. Duncan  
C. Wayne Freeburg  
Donald C. Jones

Initial, Sustaining, and Subscribing Members are described and defined as to their rights and obligations within the By-laws of the Organization, Article II, Sections 1 and 2.

ARTICLE IV

Term

The term of LIBRARY AND INFORMATION RESOURCES NETWORK, INC. shall be perpetual.

ARTICLE V

Limitations

No substantial part of the activities of the Corporation shall consist of carrying propaganda, or otherwise attempting to influence legislation (except to the extent authorized by Section 501 (I) of the Internal Revenue Code of 1986 during any fiscal year or years in which the Corporation has chosen to utilize the benefits authorized by that statutory provision); nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

The Corporation shall neither have nor exercise any power nor shall it engage directly or indirectly in any activity that would invalidate its status (1) as a corporation which is exempt from federal income taxation as an organization described in Section 501 ( c ) (3) of the Internal Revenue Code of 1986 or (2) as a corporation, contributions to which are deductible under Section 170 ( c ) (2) of the Internal Revenue Code of 1986.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay a reasonable compensation for employment and services rendered to make payments and distributions in furtherance of the purposes set forth herein.

#### ARTICLE VI

##### Officers

The business, administrative and other affairs of LIBRARY AND INFORMATION RESOURCES NETWORK, INC. shall be managed by the executive officers designated in the By-laws. No member, except as an officer of LIBRARY AND INFORMATION RESOURCES NETWORK, INC. shall have any authority to act for LIBRARY AND INFORMATION RESOURCES NETWORK, INC. The officers shall be elected by the Board of Trustees at its first meeting following the annual meeting of members of LIBRARY AND INFORMATION RESOURCES NETWORK, INC., and they shall serve at the pleasure of the Board of Trustees. The Board of Trustees shall periodically review and evaluate the officers.

#### ARTICLE VII

##### Trustees

The affairs and property of LIBRARY AND INFORMATION RESOURCES NETWORK, INC. shall be administered by a Board of Trustees (statutorily referred to as "Directors") consisting of the number of Trustees fixed by the By-laws, but not less than three (3) Trustees. The Board of Trustees is the governing board and legal body responsible for the organization which it holds in trust. The Board of Trustees is the legal custodian of the property of the Organization and exercises control over the affairs of the Organization. Their statutory authority is found in Florida Statutes, Sections 617.0801-617.0833 (1992), and the statutory title is referred to as "Board of Directors".

The Trustees of LIBRARY AND INFORMATION RESOURCES NETWORK, INC. shall be elected by the Sustaining Members of the Corporation in a manner specified in Article II of the By-Laws. Trustees may also recommend to the Members individuals to be elected to the Board of Trustees by the Members. Trustees may be removed and vacancies on the Board of Trustees shall be filled in the manner provided in the By-Laws.

#### ARTICLE VIII

##### By-Laws

The By-laws of LIBRARY AND INFORMATION RESOURCES NETWORK, INC. shall be proposed by Sustaining Members of LIBRARY AND INFORMATION RESOURCES NETWORK, INC., and upon ratification by a majority of a quorum of the Members present at any meeting of the Members, the By-Laws shall be approved. By-Law revisions may also be recommended to the Members by the Board of Trustees.

#### ARTICLE IX

##### Amendment of Articles

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

A resolution for the adoption of a proposed amendment may be proposed by either the Board of Trustees of LIBRARY AND INFORMATION RESOURCES NETWORK, INC. or by any member of LIBRARY AND INFORMATION RESOURCES NETWORK, INC. Approval of a proposed amendment shall require the affirmative vote of a majority of the Members of the Corporation.

A copy of each amendment to these Articles shall be filed with the Secretary of the State of Florida

ARTICLE X  
Registered Agent

The street address of the registered office of LIBRARY AND INFORMATION RESOURCES NETWORK, INC. c/o International College Foundation, Inc., 1685 Medical Lane, Suite 200, Fort Myers, Florida 33907-1157, and the name of the Registered Agent of LIBRARY AND INFORMATION RESOURCES NETWORK, INC. at that address is Donald C. Jones

ARTICLE XI  
Dedication of Assets

The Corporation dedicates all assets which it may acquire to the charitable purpose set forth in Article II hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence subject to the provisions of Chapters 607 and 627, Florida Statutes, the Corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in sections 501 ( c ) ( 3 ) and 170 ( c ) ( 2 ) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future law, or to the federal government or to state or local government for exclusive public purpose.

Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of LIBRARY AND INFORMATION RESOURCES NETWORK, INC. is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for charitable purposes.

ARTICLE XII  
References

All references herein to provisions of the Internal Revenue Code of 1986 shall be deemed to include both amendments thereto and statutes which succeed such provisions (i.e., the corresponding provisions of future United States Internal Revenue laws).

Dated January 11, 1997

LIBRARY AND INFORMATION RESOURCES NETWORK, INC.

By Douglas F. Devau  
Douglas F. Devau

By Catherine M. Duncan  
Catherine M. Duncan

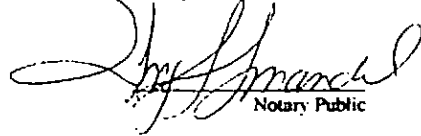
By Wayne Freberg  
Wayne Freberg

By Donald C. Jones  
Donald C. Jones

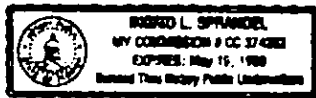
STATE OF FLORIDA  
COUNTY OF LEE

BEFORE ME, the undersigned authority, personally appeared Douglas F. Devaux and Donald C. Jones, who is to me known to be the persons described in and who subscribed to the above Second Amended and Restated Articles of Incorporation, and they do freely and voluntarily acknowledge before me according to the law that they made and subscribed the same for the use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Ellisville, Florida, in said County and State, this 14<sup>th</sup> day of January, 1997.

  
Notary Public

My commission expires:



STATE OF FLORIDA  
COUNTY OF Leon

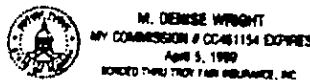
BEFORE ME, the undersigned authority, personally appeared Catherine M. Duncan and C. Wayne Freeberg, who is to me known to be the persons described in and who subscribed to the above Second Amended and Restated Articles of Incorporation, and they do freely and voluntarily acknowledge before me according to the law that they made and subscribed the same for the use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Leon County, in said County and State, this 16<sup>th</sup> day of January, 1997.

  
Notary Public

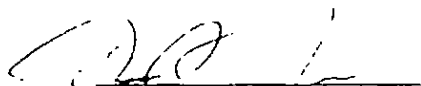
My commission expires

April 5, 1999



ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Donald C. Jones

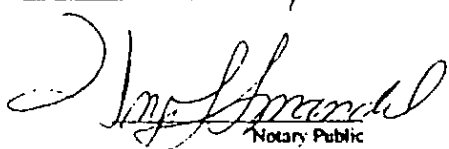
Dated: January 14, 1977

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STATE OF FLORIDA  
COUNTY OF Lee

BEFORE ME, the undersigned authority, personally appeared Donald C. Jones, who is to me known to be the person described in and who subscribed to the above Second Amended and Restated Articles of Incorporation, and he does freely and voluntarily acknowledge before me according to the law that he made and subscribed the same for the use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Fort Myers, Florida, in said County and State, this 14th day of January, 1977.

  
Notary Public

My commission expires:

