

LIBRARY MANAGEMENT NETWORK, INC.
CERTIFICATE OF INCORPORATION

The undersigned, Carlton, A. Sears, Lee Pike, Donna B. Schremser, Bobby M. Junkins, Richard Hartman, Ann Engman, T. Frank Moring, & Janie Copeland desiring to form a nonprofit corporation under the laws of the state of Alabama, do hereby certify as follows:

ARTICLE I

NAME

The name of the corporation shall be Library Management Network, Inc.

ARTICLE II

OBJECTS

The objects for which the corporation is formed are:

- A. To provide improved information regarding the resources of libraries by establishing a common database of member libraries and automating access to it.
- B. To improve the management of circulation control and other library information management activities.
- C. To own and operate a central computer, appropriate computer programs, and necessary peripherals to perform circulation management, and other automated functions for member libraries.
- D. To encourage reciprocal borrowing, and cooperative collection development among member libraries.
- E. To enroll libraries in the network area, whatever the type, as members of the network,
- F. To subscribe to the Library Bill of Rights and the Freedom to Read Statement as promulgated by the American Library Association.
- G. To utilize and acquire funding without impacting the resources available to member libraries.
- H. Any other objects permitted by law.

ARTICLE III

TIME LIMIT

The time period of this corporation shall not be limited.

ARTICLE IV

MEMBERS

This corporation shall have member libraries which are admitted memberships.

ARTICLE V

MEETINGS

A meeting of the corporation membership shall be held annually on dates to be determined by the board of directors. Special meetings of the board of directors may be called by the president or vice president and may be called by either of them on the written request of any member of the board.

ARTICLE VI

DIRECTORS AND OFFICERS

The original Board of Directors shall consist of two representatives from each participating library or library agency as named in this certificate of incorporation. One of the representatives from each participating library will be filled by the chief administrative official of the library. The by-laws of the corporation, which shall be adopted by the Board of Directors, shall provide for the terms of office and manner of election of succeeding members of the Board of Directors. Vacancies in the Board of Directors shall be filled by the remaining members of the Board. The by-laws will provide for the number of members on the Board of Directors.

Officers of the corporation shall be elected from the Board of Directors.

The by-laws will provide for the number of officers and terms of office.

ARTICLE VII

FUNDS AND LIABILITY

All funds shall be deposited to the account of Library Management Network and shall be disbursed upon the authorization of the Board of Directors.

An auditor, appointed by the Board of Directors, shall audit the books at the end of the fiscal year.

No member of this organization shall be held personally liable financially or in any other capacity in connection with any of its undertakings.

The organization's liabilities shall be limited to its common funds and assets.

ARTICLE VIII

AMENDMENTS

This Constitution may be amended at any Annual Meeting by a two-thirds vote of the members present and voting, provided a written proposed amendment has been submitted to the Board of Directors at least thirty days prior to the Annual Meeting.

ARTICLE IX
DISTRIBUTION OF ASSETS

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no director, officer of the corporations or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation, except beneficiaries of the corporation for the purposes for which the corporation has been organized as set out in Article II. 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 any political campaign on behalf of any candidate in public office.

Notwithstanding any other provision of this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of the corporation or the winding up of its affairs, after payment of all the liabilities of the corporation, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue code and its Regulations as they now exist or as they may hereafter be amended. Such distribution shall be made upon a vote of a majority of the Board of Directors.

ARTICLE X

OFFICER AND AGENT

The name of the present and successor registered agent shall be Charlotte Moncrief, Coordinator. The street address of the present registered agent's office is 110 Johnston Street SE, Decatur, Alabama 35601. The street address to which the registered office is to be changed is 2132 6th Avenue SE, Suite 106, Decatur, Alabama 35601.

ARTICLE XI

OFFICERS, DIRECTORS AND INCORPORATORS

The names and addresses of the officers, directors and incorporators initially are as follows:

Mrs. Ann Engman
1630 Park St.
Decatur, AL 35601

Dr. Richard Hartman
1103 Deborah Drive
Huntsville, AL 35801

Mr. Bobby Junkins
254 College St.
Gadsden, AL 35901

Mr. Lee Pike
108 Fountain Circle
Huntsville, AL 35804

Ms. Donna B. Schremser
108 Fountain Circle
P. O. Box 443
Huntsville, AL 35804

Mr. T. Frank Moring
1410 Monterrey Dr.
Huntsville, AL 35801

Mr. Carlton Sears
P. O. Box 1766
Decatur, AL 35602

Mrs. Janie Copeland
605 Oakdale Dr.
Gadsden, AL 35903

Dated: Feb 7, 1983 11:23 AM
Amended: Feb 2, 2004 9:03 AM; Apr 25, 2007

VOL 69 PAGE 856

The by-laws, as adopted by the Board of Directors and as amended from time to time by said Board, may provide for such additional officers of the Board of Directors as its discretion may desire.

IN WITNESS WHEREOF, we have hereunto set our hands this 25th day of January, 1983.

___ Richard L. Hartman ___

___ Anne B. Engman ___

___ Donna Barrett Schremser ___

___ Carlton A. Sears ___

___ T. Frank Moring ___

___ Lee Pike ___

___ Bobby M. Junkins ___

___ Janie Copeland ___