

**EXHIBIT I**

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**INDIANA LIBRARY FEDERATION, INCORPORATED**

**ARTICLE I**

**Name**

The name of the Corporation is Indiana Library Federation, Incorporated.

**ARTICLE II**

**Purposes and Powers**

**Section 2.1. Purposes.** The purposes for which the Corporation is formed are:

(a) To promote library and information services in the State of Indiana, including but not limited to public awareness and policy formulation, governance, continuing education, recognition, communication, legislative advocacy, professional and technical support, planning, professional development, networking and coalitions, and intellectual freedom.

(b) In furtherance of the aforesaid purposes, to transact any business for which corporations may be incorporated under the Act, provided such business is not inconsistent with the Corporation being organized exclusively for non-profit purposes.

**Section 2.2. Non-Profit Purposes.**

(a) The Corporation is organized and operated exclusively for charitable purposes and its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, or officer or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 2.1.

(b) 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 any candidate for public office.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on:

(I) By a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or

(II) By a corporation, contributions to which are deductible under Section 170(c)(2), Section 2055(a)(2), or Section 2522(a)(2) of the Internal Revenue Code of 1986, or corresponding

provisions of any subsequent Federal tax laws.

**Section 2.3 Powers.** Subject to any limitation or restriction imposed by the Act, any other law, or any other provisions of these Articles of incorporation, the Corporation shall have the power:

(a) To do everything necessary, advisable or convenient for the accomplishment of any of the purposes hereinbefore set forth, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation and to do all of the things incidental thereto or connected therewith which are not forbidden by law;

(b) To engage in transactions, financial or otherwise, with a class of not-for-profit corporations exempt from federal taxation pursuant to Section 501(a) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws. Such transactions shall include but not be limited to the transfer of assets, bargain sales, the borrowing or leasing of employees, the sharing of goods or services, the guarantee of the payment of principal, interest, or other payment in whatever form on obligations evidenced by any form of indebtedness, and the guarantee of performance of any obligation of any member of said class of not-for-profit corporations. Each member of said class shall be affiliated with the Corporation by

(I) supporting the Corporation, being supported by the Corporation, or supporting or being supported by the same corporation or corporations as the Corporation pursuant to Section 509(a) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax law, or

(II) being described in Sections 501(c)(2) or 501(c)(25) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax law, by paying over its income, less expenses, to the Corporation or to an organization described in Section 2.3(b)(I).

In any event, the foregoing power or powers shall not be exercised or exercisable in a manner inconsistent with the Corporation's status under Section 501(c)(3) of the internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws; and

(c) To have, exercise and enjoy in furtherance of the purposes hereinbefore set forth all the general rights, privileges and powers granted to corporations by the Act, as now existing or hereafter amended and by the common law.

**Section 2.4. Limitations on Powers.**

(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 tax on undistributed income imposed by Section 4942 or the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(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 Section 4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax law.

(c) The Corporation shall not retain any excess business holdings which would subject it to the tax on excess business holdings imposed by Section 4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax law.

(d) The Corporation shall not make any investments in such a manner as to subject it to the tax

under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax law.

(e) The Corporation shall not make any expenditures which would subject it to the taxes on taxable expenditures imposed by Section 4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax law.

(f) Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Judge of the Circuit Court of Marion County, Indiana, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### ARTICLE III Term of Existence

The Corporation shall have perpetual existence

### ARTICLE IV Registered Agent and Registered Office

Section 4.1. Registered Agent. The name and post office address of the registered agent of the Corporation are Linda Kolb, 6408 Carrollton Ave., Indianapolis, Indiana 46220.

Section 4.2. Registered Office. The post office address of the registered office of the Corporation is: 6408 Carrollton Ave., Indianapolis, Indiana 46220.

### ARTICLE V Membership

Section 5.1 Classes. The Corporation shall have three (3) classes of voting members and three (3) classes of nonvoting members which classes shall be the following:

(a) Voting Members. Subject to such additional qualifications and conditions as may be prescribed from time to time in the Bylaws of the Corporation, the three (3) classes of voting members shall be as follows:

(i) Personal Members: Persons actively engaged in library work, such as, directors, employees, members of any merged not for profit corporations who are currently engaged in library work and remain so; and

(ii) Trustee Members: Active library Trustees or members of appointed or elected library boards; and

(iii) Affiliate Members: Full-time library school students, retired and unemployed librarians, inactive library trustees and friends of the library;

which classes of members shall constitute Voting Members of the Corporation.

(b) Nonvoting Members. Subject to such additional qualifications and conditions as may be prescribed from time to time in the Bylaws of the Corporation, the three (3) classes of nonvoting members shall be as follows:

(i) Contributing Members: Persons, companies or organizations having an interest in libraries or the activities of the Corporation;

(ii) Honorary Members: Persons who have rendered important service to library interests in the state, on nominations by the Executive Board and with unanimous vote at any annual meeting of the Corporation; and

(iii) Institutional Members: Any library or other educational association;

which classes of members shall constitute Nonvoting Members of the Corporation.

Section 5.2 Rights, Preferences Limitations and Restrictions of Classes. Except as may otherwise be provided in these Articles of Incorporation or the Bylaws of the Corporation, all members of the Corporation, regardless of class of membership, shall have the same and equal rights, privileges, duties, liabilities, limitations and restrictions.

Section 5.2. Voting Rights of Voting Members. Each Voting Member in good standing shall be entitled to one (1) vote, exercisable in person or by proxy, for each membership standing in his name on the books of the Corporation on each matter submitted to the membership for a vote at each meeting of the membership. Except as otherwise provided by law, Nonvoting Members shall not have the right to vote on any matter submitted to the membership for a vote.

## ARTICLE VI Board of Directors

Section 6.1. Number and Term of Office. The initial Board of Directors consisted of twenty five (25) directors. The exact number of directors shall be specified from time to time in the Bylaws of the Corporation. The minimum number of directors so specified shall be five (5) and the maximum number shall be thirty-five (35). Whenever the Bylaws do not specify the number of directors, the number shall be five (5). Each director shall serve for the term specified in the Bylaws.

Section 6.2. Qualifications. Each director shall have such qualifications as may be specified from time to time in the Bylaws of the Corporation or required by law.

Section 6.3. Board of Directors. The names and addresses of the members of the Board of Directors of the Corporation at the time of adoption of these Amended Articles of Incorporation are listed on Exhibit (A) attached hereto.

## ARTICLE VII Names and Addresses of Officers

The names and addresses of the President and Secretary of the Corporation are as follows:

President: Patricia Kantner  
6408 Carrollton Ave.  
Indianapolis, Indiana 46220

Secretary: Sara Hook  
6408 Carrollton Ave.  
Indianapolis, Indiana 46220

**ARTICLE VIII**  
**Statement of Property**

The Corporation took over the following property at or upon its incorporation:

Business furniture office, equipment and supplies, valued at zero dollars; checking and savings accounts valued at approximately \$ 46,500.00.

**ARTICLE IX**  
**Provisions for Regulation of Business and**  
**Conduct of Affairs of Corporation**

**Section 9.1 Place of Meetings.** Meetings of the members and meetings of the Board of Directors of the Corporation shall be held at such places, either within or without the State of Indiana, as shall be specified in the respective calls and notices or waivers of notice of such meetings given in accordance with the Bylaws of the Corporation.

**Section 9.2. Indemnification of Directors and Officers**

(a) The Corporation shall indemnify every director made a party to a proceeding because such individual is or was a director, as a matter of right, against all liability incurred by such individual in connection with the proceeding; provided that it shall be determined in the specific case in accordance with paragraph (d) of this Section that indemnification of such individual is permissible in the circumstances because the individual has met the standard of conduct for indemnification set forth in paragraph (c) of this Section. The Corporation shall pay for or reimburse the reasonable expenses incurred by a director in connection with any such proceeding in advance of final disposition thereof if (i) the individual furnishes the Corporation a written affirmation of the individual's good faith belief that he or she has met the standard of conduct for indemnification described in paragraph (c) of this Section, (ii) the individual furnishes the Corporation a written undertaking, executed personally or on such individual's behalf, to repay the advance if it is ultimately determined that such individual did not meet such standard of conduct, and (iii) a determination is made in accordance with paragraph (d) that based upon facts then known to those making the determination, indemnification would not be precluded under this Section. The undertaking described in paragraph (a)(ii) above must be an unlimited general obligation of the individual but need not be secured and may be accepted without reference to financial ability to make repayment. The Corporation shall indemnify a director who is wholly successful, on the merits or otherwise, in the defense of any such proceeding, as a matter of right, against reasonable expenses incurred by the individual in connection with the proceeding without the requirement of a determination as set forth in paragraph (c) of this Section. Upon demand by a director for indemnification or advancement of expenses, as the case may be, the Corporation shall expeditiously determine whether the director is entitled thereto in accordance with this Section. The indemnification and advancement of expenses provided for under this section shall be applicable to any proceeding arising from acts or omissions occurring before or after the adoption of this Section.

(b) Every individual who is or was an officer of the Corporation shall be indemnified, and shall be entitled to an advancement of expenses, to the same extent as if such individual was a director. The Corporation shall have the power to indemnify any individual who is or was an employee or agent of the Corporation to the same extent as if such individual was a director or officer

(c) Indemnification is permissible under this Section only if (i) the conduct of the individual seeking to be indemnified was in good faith, (ii) the individual reasonably believed (A) in the case of conduct in the individual's official capacity with the Corporation, that the individual's conduct was in the Corporation's best interests, and (B) in all other cases, that the individual's conduct was at least not opposed to Corporation's best interests, and (iii) in the case of any criminal proceeding, the individual either (A) had reasonable cause to believe the individual's conduct was lawful, or (B) had no reasonable cause to believe the individual's conduct was unlawful. An individual's conduct with respect to an employee benefit plan for a purpose the individual reasonably believed to be in the best interests of the participants in and the beneficiaries of the plan is conduct that satisfies the requirements of this paragraph (c). The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the individual did not meet the standard of conduct described in this paragraph (c)

(d) A determination as to whether indemnification or advancement of expenses is permissible shall be made by any one of the following procedures:

(i) By the Board of Directors by a majority vote of a quorum consisting of directors not at the time parties to the proceeding;

(ii) If a quorum cannot be obtained under paragraph (d)(i) above, by a majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate) consisting solely of two or more directors not at the time parties to the proceeding;

(iii) By special legal counsel:

(A) Selected by the Board of Directors or its committee in the manner prescribed in paragraph (d)(i) or (d)(ii) above; or

(B) If a quorum of the Board of Directors cannot be obtained under paragraph (d)(i) and a committee cannot be designated under paragraph (d)(ii), selected by a majority vote of the full Board of Directors (in which selection directors who are parties may participate); or

(iv) By the members by a majority vote of a quorum thereof excluding members who are at the time parties to the proceeding.

(e) A director of the Corporation who is a party to a proceeding may apply for indemnification from the Corporation to the court, if any, conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court, after giving notice the court considers necessary, may order indemnification if it determines:

(i) In a proceeding in which the director is wholly successful, on the merits or otherwise, the director is entitled to indemnification under this Section, in which case the court shall order the Corporation to pay the director his or her reasonable expenses incurred to obtain such court ordered indemnification: or

(ii) The director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the director met the standard of conduct set forth in paragraph (c) of this Section.

(f) Nothing contained in this Section shall limit or preclude the exercise or be deemed exclusive of any right under the law, by contract or otherwise, relating to indemnification of or advancement of expenses to any individual who is or was a director, officer, employee or agent of the Corporation or is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, association, joint venture, trust, employee benefit plan, or other enterprise, whether for-profit or not. Nothing contained in this Section shall limit the ability of the Corporation to otherwise indemnify or advance expenses to any individual. It is the intent of this Section to provide indemnification to directors and officers to the fullest extent now or hereafter permitted by the law consistent with the terms and conditions of this Section. Indemnification shall be provided in accordance with this Section irrespective of the nature of the legal or equitable theory upon which a claim is made, including without limitation negligence, breach of duty, mismanagement, corporate waste, breach of contract, breach of warranty, strict liability, violation of federal or state securities law, violation of the Employee Retirement Income Security Act of 1974, as amended, or violation of any other state or federal law; provided that no individual shall be indemnified under this Section in respect of any proceeding wherein the individual shall have been adjudged to be liable to the Corporation for having gained any personal profit or advantage to which the individual is not legally entitled. In addition, there shall be no indemnification with respect to matters as to which indemnification would result in inurement of the net earnings of the Corporation "to the benefit of any private shareholder or individual" within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or similar provision of any subsequent Federal tax law.

(g) For purposes of this Section:

(i) The term "director" means an individual who is or was a director of the Corporation or an individual who is or was serving at the Corporation's request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for-profit or not, including without limitation any subsidiary corporation of the Corporation. An individual is considered to be serving an employee benefit plan at the Corporation's request if the individual's duties to the Corporation also impose duties on, or otherwise involve services by, the individual to the plan or to participants in or beneficiaries of the plan, "Director" includes, unless the context requires otherwise, the estate or personal representative of a director.

(ii) 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 Section, applicable law or otherwise

(iii) 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.

(iv) The term "party" includes an individual who was, is or is threatened to be made a

named defendant or respondent in a proceeding.

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

(h) The Corporation may purchase and maintain insurance for its benefit, the benefit of any individual who is entitled to indemnification under this Section, or both, against any liability asserted against or incurred by such individual in any capacity or arising out of such individual's service with the Corporation, whether or not the Corporation would have the power to indemnify such individual against such liability.

Section 9.3. Compensation of Employees. In order to carry out the purposes and activities of the Corporation, such individuals as are deemed necessary may be employed, and each such employee may be paid such compensation for services actually rendered in the course of such employment as may be fixed in the manner provided by the Board of Directors of the Corporation.

Section 9.4. Bylaws. The Board of Directors of the Corporation shall have the power to adopt and amend the Bylaws of the Corporation, without the approval of the membership, which may contain other provisions consistent with the laws of the State of Indiana, for the regulation and management of the affairs of the Corporation.

Section 9.5. Powers of the Board of Directors. Subject to any limitation or restriction imposed by law or by these Articles of Incorporation, the Board of Directors of the Corporation is hereby authorized to exercise, in furtherance of the purposes of the Corporation, all the powers of the Corporation without authorization or approval of the members of the Corporation including, but not limited to, the adoption and/or amendment of corporate Bylaws without the authorization or approval of the members.

IN WITNESS WHEREOF, the undersigned officers executed these Restated Articles of Incorporation and certify, under the penalties of perjury, as the truth of the matters asserted herein.



Printed: Patricia Kantner

Title: President

ATTEST:

By: Sara Anne Hook

Printed: Sara Anne Hook  
Secretary

Prepared By:

Robert B. Lutz  
Attorney at Law  
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