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THIS INSTRUMENT PREPARED BY:
JAMES N. NOLAN
LANGE, SIMPSON, ROBINSON &
SOMERVILLE
1700 FIRST ALABAMA BANK BLDG.
BIRMINGHAM, ALABAMA 35203

ARTICLES OF INCORPORATION

OF

NORTH SHELBY LIBRARY, INC.
(A Non-Profit Corporation)

IN THE OFFICES OF THE JUDGE OF PROBATE OF
SHELBY COUNTY, ALABAMA

The undersigned, each of whom is over the age of nineteen years, desiring to become a body corporate under the laws of the State of Alabama for educational purposes, and being all of the incorporators of the corporation, in accordance with the provisions of the Constitution and laws of Alabama (specifically under the Code of Alabama 1975, Title 10, Chapter 3A), certify as follows:

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ARTICLE I

NAME

The name of the corporation is North Shelby Library, Inc. (the "Corporation").

ARTICLE II

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III

PURPOSES

(a) The Corporation has been organized and exists for the purpose of doing any and all lawful acts and things which may be necessary, useful, suitable, or proper for the operation of a public library within the boundaries of a district known as the North Shelby Library District, as that district was defined in an election held on June 28, 1988.

(b) The Corporation shall have power alone, or in cooperation with, or through other organizations or persons, to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance, accomplishment, or attainment of the objects and purposes of the Corporation.

(c) The Corporation shall have and may exercise every power, right, and immunity which is conferred upon corporations organized under the laws of the State of Alabama under Code of Alabama 1975, Title 10, Chapter 3A, as amended.

Nothing in this certificate of incorporation or in the by-laws shall be so construed as to authorize the Corporation to engage in any activity which would be inconsistent with the status of an organization as defined in Section 501(c)(3) of the Internal Revenue Code of 1954, or any successor provision thereto, and none of said purposes shall at any time be deemed or construed to be purposes other than public benefit purposes and objectives consistent with such status.

ARTICLE IV

MEMBERS

This Corporation shall not have the authority to issue capital stock and it shall have no members except as may be provided in the by-laws. The qualifications, rights and duties of the members, including, but not limited to, the right of members to vote, shall be determined in accordance with the by-laws.

ARTICLE V

BOARD OF TRUSTEES

Section 1. All of the affairs of the Corporation shall be managed and all of the powers of the Corporation shall be exercised by a Board of Trustees, which shall be the governing body of the Corporation. The number of the members of the Board of Trustees and the manner of their election shall be as provided in the by-laws, except as to the number constituting the initial Board of Trustees, which number shall be five. The number of trustees may be increased or decreased from time to time by amendment to the by-laws, but no decrease shall have the effect of shortening the term of any incumbent trustee.

Section 2. Any resolution in writing, signed by a majority of members of the Board of Trustees shall, to the extent allowed by law, constitute action by the Board of Trustees to the effect therein expressed with the same force and validity as if the said resolution had been adopted by the vote of the same number of

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members of the Board of Trustees at a duly called and held meeting thereof, provided such resolution is filed in the minutes of the meeting of the Board of Trustees.

Section 3. The Board of Trustees shall adopt by-laws not inconsistent herewith which may set forth any provision permissible under the laws of the State of Alabama.

ARTICLE VI

INITIAL REGISTERED AGENT

The initial registered agent of the Corporation and his address shall be James N. Nolan, 1700 First Alabama Bank Building, Birmingham, Alabama 35203.

ARTICLE VII

INCORPORATORS

(a) The names and post office addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
<u>James N. Nolan</u>	<u>1700 First Alabama Bank Bldg. Birmingham, Alabama 35203</u>
<u>Lucy Watson</u>	<u>4005 Cahaba Beach Road Birmingham, Alabama 35242</u>
<u>Jeff Gilbert</u>	<u>3041 Brookhill Drive Birmingham, Alabama 35242</u>

(b) The names and post office addresses of the trustees chosen for the first year or until their successors are chosen and qualified are as follows:

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<u>NAME</u>	<u>ADDRESS</u>
<u>James N. Nolan</u>	<u>1700 First Alabama Bank Bldg. Birmingham, Alabama 35203</u>
<u>Kathleen Hightower</u>	<u>2770 Stevens Creek Road Birmingham, Alabama 35244</u>
<u>Pat Jehle</u>	<u>3209 Rob Roy Lane Birmingham, Alabama 35242</u>
<u>Jeff Gilbert</u>	<u>3041 Brookhill Drive Birmingham, Alabama 35242</u>
<u>Lucy Watson</u>	<u>4005 Cahaba Beach Road Birmingham, Alabama 35242</u>

ARTICLE VIII

DISSOLUTION

Upon dissolution, after having paid or having made provision for the payment of all of the liabilities of the Corporation, all the assets of the Corporation shall be turned over to such non-profit organizations which qualify as exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or any successor provision thereto) as the then Board of Trustees of the Corporation shall select. Any assets not so disposed of shall be disposed of by the court of proper jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes as are not inconsistent with the purposes of this Corporation.

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ARTICLE IX
RESTRICTIONS

(a) No part of the net earnings of the Corporation shall inure to the benefit of any member, sponsor, donor, creator, trustee, officer, employee, or, without limitation, any other private individual, or to the benefit of any corporation or organization, any part of the net earnings of which inure to the benefit of any private individuals; provided, this shall not prevent payment of reasonable compensation for services actually rendered to or for the Corporation in effecting its purposes.

(b) The Corporation shall not divert any part of its income or corpus to any member, sponsor, donor, creator, trustee, or officer, by lending any part of its income or corpus; by paying any compensation in excess of reasonable allowance for salaries or for personal services actually rendered; by making any purchase of security or other property for more than adequate consideration for money or money's worth; or by engaging in any other transaction which either, directly or indirectly, results in such diversion of its income or corpus. The Corporation shall not make any accumulation of its income, unreasonable in amount or duration, or use any income for purposes other than the objectives hereinbefore set forth, or invest any income in any matter as to jeopardize the fulfillment of its objective.

(c) The Corporation shall not devote a substantial portion of its activities to attempting to influence legislation and in no event shall the Corporation engage in any legislative activi-

ties other than those in direct furtherance of the Corporation's objectives. The Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office. The Corporation shall not engage in any partisan political activity. In general, the Corporation shall not act in any way or engage in any activity which might affect its right to full tax exemption or the right of donors to the Corporation to full tax deduction for their contributions to the Corporation, and the Corporation shall be so operated as to be entitled to and receive all tax exemptions, federal, state, or local, which may from time to time be granted to organizations listed under Section 501(c)(3) of the Internal Revenue Code of 1954, or its successor provision.

ARTICLE X

CORPORATE DEBTS

Neither the officers, members, nor members of the Board of Trustees of the Corporation nor their property shall be subject to or chargeable with the payment of the corporate debts or obligations of the Corporation.

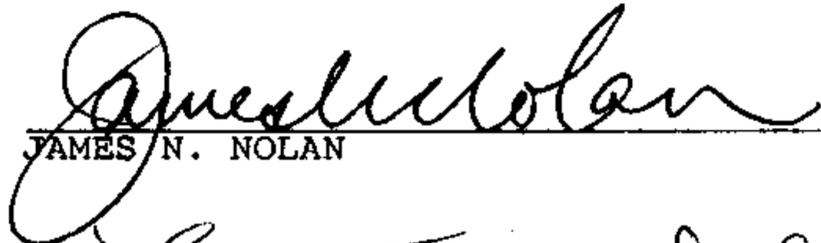
ARTICLE XI

AMENDMENTS

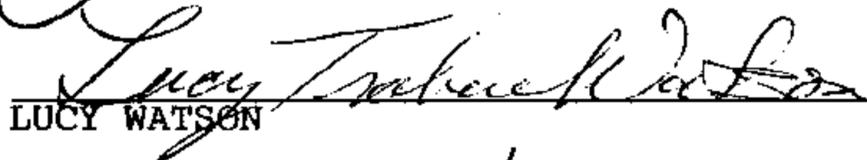
These Articles of Incorporation, and any provision thereof, may be amended as provided in the Alabama Non-Profit Corporation Act.

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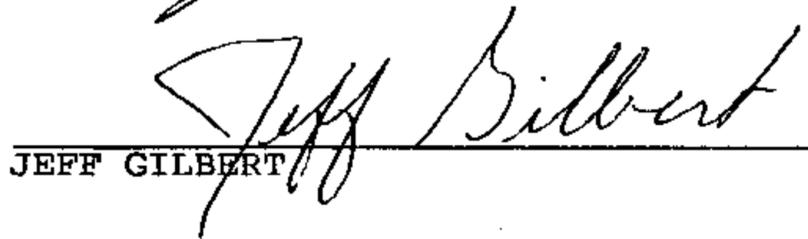
IN WITNESS WHEREOF, the undersigned incorporators have hereunto subscribed their signatures to these Articles of Incorporation, this 28 day of July, 1988.



JAMES N. NOLAN



LUCY WATSON



JEFF GILBERT

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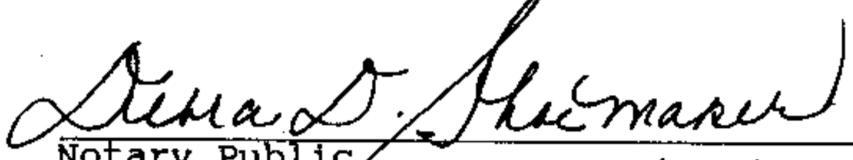
STATE OF ALABAMA)
SHELBY COUNTY)

Before me, the undersigned Notary Public in and for said County in said State, personally appeared JAMES N. NOLAN, whose name is signed as an incorporator to the foregoing Articles of Incorporation, and who being first duly sworn, deposes on oath and says that he has read and understood the foregoing Articles of Incorporation, and that the facts and matters therein set forth are true and correct to the best of his knowledge, information, and belief.



JAMES N. NOLAN

Sworn to and subscribed before me this the 28th day of July, 1988.



Notary Public
My Commission Expires: 5/31/92

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STATE OF ALABAMA)
SHELBY COUNTY)

Before me, the undersigned Notary Public in and for said County in said State, personally appeared LUCY WATSON, whose name is signed as an incorporator to the foregoing Articles of Incorporation, and who being first duly sworn, deposes on oath and says that she has read and understood the foregoing Articles of Incorporation, and that the facts and matters therein set forth are true and correct to the best of her knowledge, information, and belief.

Lucy Truhue Watson

LUCY WATSON

Sworn to and subscribed before me this the 27 day of July, 1988.

[Signature]

Notary Public
My Commission Expires: 6-15-89

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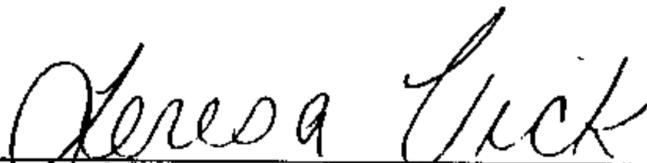
STATE OF ALABAMA)
SHELBY COUNTY)

Before me, the undersigned Notary Public in and for said County in said State, personally appeared JEFF GILBERT, whose name is signed as an incorporator to the foregoing Articles of Incorporation, and who being first duly sworn, deposes on oath and says that he has read and understood the foregoing Articles of Incorporation, and that the facts and matters therein set forth are true and correct to the best of his knowledge, information, and belief.



JEFF GILBERT

Sworn to and subscribed before me this the 22 day of July, 1988.



Notary Public
My Commission Expires: 12-7-88

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State of Alabama

SHELBY County

CERTIFICATE OF INCORPORATION

OF

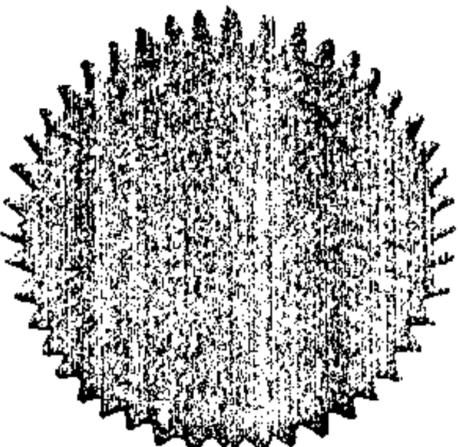
NORTH SHELBY LIBRARY, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of NORTH SHELBY LIBRARY, INC., duly signed and verified pursuant to the provisions of Section NON-PROFIT of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of INCORPORATION of NORTH SHELBY LIBRARY, INC., and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 29th day of JULY, 19 88.

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STATE OF ALA. SHELBY
I CERTIFY THIS
INSTRUMENT WAS FILED Thomas A. [Signature]
Judge of Probate

88 JUL 29 PM 1:21

[Signature]
JUDGE OF PROBATE

Rec'd 25.00
Fees 1.00
26.00