

STATE OF ALABAMA

**DOMESTIC BUSINESS CORPORATION
ARTICLES OF DISSOLUTION**

PURPOSE: In order to dissolve a Business Corporation (formerly known as For-Profit Corporation) under Section 10A-1-9.11 and 10A-2-14.03 of the Code of Alabama 1975 these Articles of Dissolution and the appropriate filing fees must be filed with the Office of the Judge of Probate in the county where the corporation's Certificate of Formation was recorded. The information required in this form is required by Title 10A.

INSTRUCTIONS: Mail one (1) signed original and two (2) copies of this completed form and the appropriate filing fees to the Office of the Judge of Probate in the county where the corporation's Certificate of Formation was recorded. Contact the Judge of Probate's Office to determine the county filing fees. Make a separate check or money order payable to the **Secretary of State for the state filing fee of \$100.00** and the Judge of Probate's Office will transmit the fees along with a certified copy of the Articles of Dissolution to the Office of the Secretary of State within 10 days after the filing is recorded. Once the Secretary of State's Office has indexed the filing, the information will appear at www.sos.alabama.gov under the Government Records tab and the Business Entity Records link – you may search by entity name or number. You may pay the Secretary of State fees by credit card if the county you are filing in will accept that method of payment (see attached). Your dissolution will not be indexed if the credit card does not authorize and will be removed from the index if the check is dishonored.

(For County Probate Office Use Only)



20140630000196690 1/4 \$158.00
Shelby Cnty Judge of Probate, AL
06/30/2014 08:36:57 AM FILED/CERT

This form must be typed or laser printed.

1. The name of the corporation as recorded on the Certificate of Formation:

EBSCO Book Services, Inc.

2. Alabama Entity ID Number (Format: 000-000): 205 - 327

INSTRUCTION TO OBTAIN ID

NUMBER TO COMPLETE FORM: If you do not have this number immediately available, you may obtain it on our website at www.sos.alabama.gov under the Government Records tab. Click on Business Entity Records, click on Entity Name, enter the registered name of the entity in the appropriate box, and enter. The six (6) digit number containing a dash to the left of the name is the entity ID number. If you click on that number, you can check the details page to make certain that you have the correct entity – this verification step is strongly recommended.

(For SOS Office Use Only)

This form was prepared by: (type name and full address)

Jeanie Johnson
EBSCO Industries, Inc.
P.O. Box 1943
Birmingham, AL 35201-1943

DOMESTIC BUSINESS CORPORATION ARTICLES OF DISSOLUTION

3. The date the dissolution was authorized: 06 / 30 / 2014 (format MM/DD/YYYY)

Item 4, 5, or 6 MUST be checked/completed with any appropriate attachments.

4. The dissolution was approved by the shareholders. The number of votes entitled to be cast on the proposal to dissolve was 1000 (this information is required for item a or b). Complete one of the following:

a. The total number of votes cast for dissolution was 1000 and the total number of votes cast against dissolution was 0.

b. The total number of undisputed votes cast for dissolution was _____ which was a sufficient number of votes to approve dissolution.

5. Dissolution by voting groups was required, the information required in item 4 above is provided for each voting group and is attached to and made part of this Articles of Dissolution document.

6. The dissolution was approved by written consent of all shareholders under Section 10A-2-14.02(f) and a copy of the written consent or consents signed by all the shareholders of the corporation is attached to and made part of this Articles of Dissolution document.

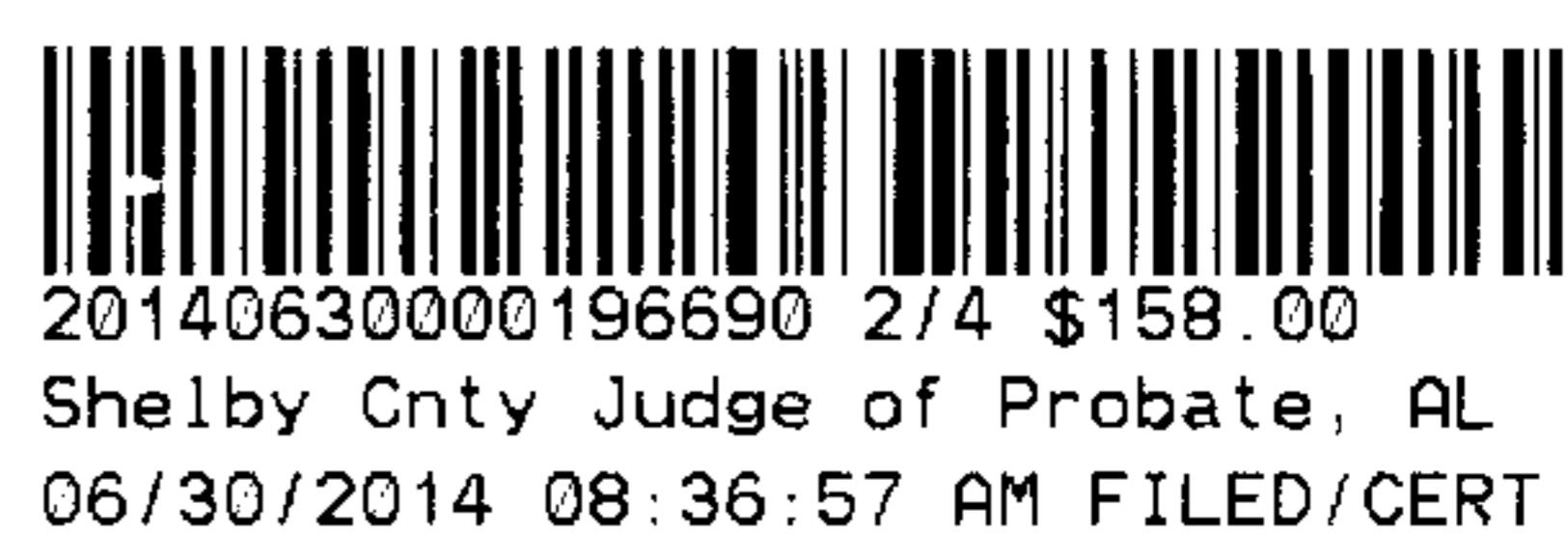
7. The Articles of Dissolution are effective on the date the document is recorded in the Office of the Judge of Probate. The corporation may file a Revocation of Dissolution with the Office of the Judge of Probate within 120 days of the effective date. After the 120 days for Revocation lapse, a corporation cannot revoke or reinstate it must be filed as a new Certificate of Formation.

06 / 19 / 2014
Date (MM/DD/YYYY)


Signature as required by 10A-2-1.20

J. David Walker
Typed Name of Above Signature

Vice President
Typed Title/Capacity to Sign under 10A-2-1.20



**Action by Written Consent
of the Executive Committee of the
Board of Directors
EBSCO Industries, Inc.**

The undersigned, being all of the members of the Executive Committee of the Board of Directors of EBSCO Industries, Inc., (the "Corporation") a Delaware corporation, hereby adopt by this Action by Written Consent the following resolution:

WHEREAS, the Executive Committee of the Board of Directors (the "Executive Committee") has been provided comprehensive information concerning the business operations of EBSCO Book Services, Inc., a wholly owned subsidiary of EBSCO Industries, Inc.

WHEREAS, the Executive Committee has been provided and has reviewed certain financial and other information presented with respect to the business operations of EBSCO Book Services, Inc., and

WHEREAS, the Executive Committee has determined that it is in the best interests of the Corporation that the wholly owned subsidiary, EBSCO Book Services, Inc., be dissolved;

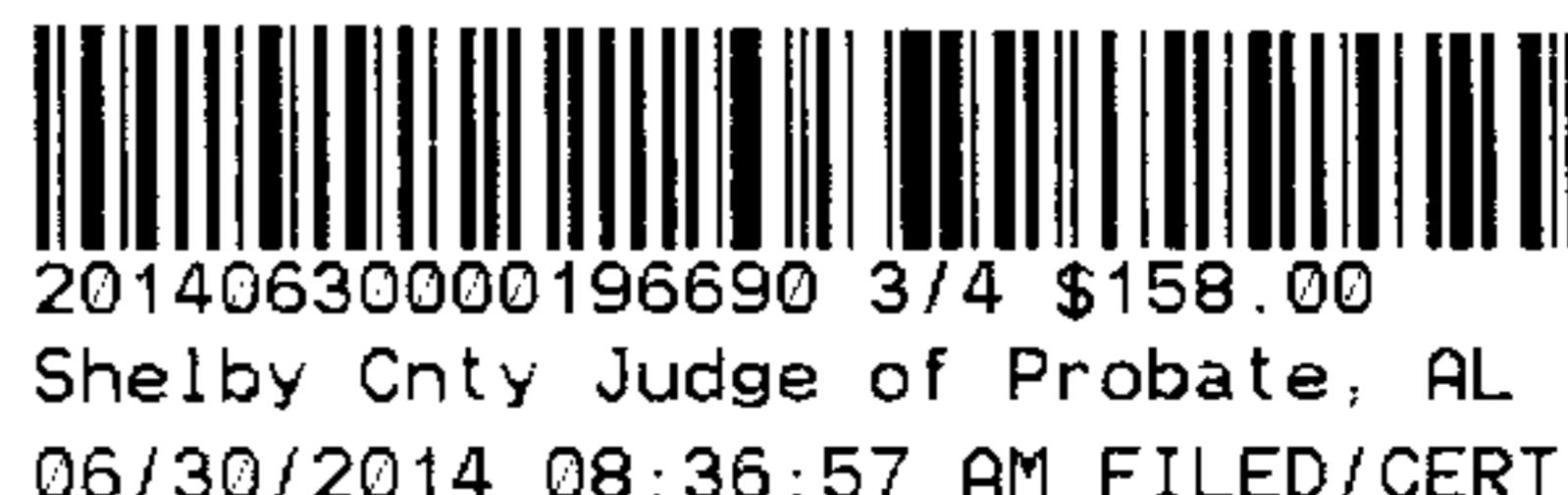
NOW, THEREFORE, BE IT RESOLVED, that pursuant to the provisions of the laws of the State of Iowa, the Executive Committee hereby approves the dissolution of EBSCO Book Services, Inc., (the "Dissolution");

RESOLVED FURTHER, that upon Dissolution, any and all remaining assets of EBSCO Book Services, Inc., shall be immediately distributed to the sole shareholder; EBSCO Industries, Inc.

RESOLVED FURTHER, that the Corporation be, and it hereby is, authorized to execute dissolution documents and such other agreements as may be contemplated thereby, and that the President, any Vice-President or Treasurer of the Corporation, or any of them, be, and each of them, separately and severally, hereby is on behalf of and as the act of the Corporation, authorized and empowered to negotiate, execute, deliver and perform the Dissolution, such documents and agreements to contain such terms, conditions and requirements as the officer of the Corporation executing the Dissolution may approve, the execution and delivery of such documents and agreements to be conclusive evidence of such approval;

RESOLVED FURTHER, that the President, any Vice President, Treasurer, the Secretary and any Assistant Secretary of the Corporation, or any of them, be, and each of them, separately and severally, hereby is, on behalf of and as the act of the Corporation, authorized to negotiate, execute, deliver, certify, file and perform such other certificates, instruments and documents, and to do all other acts as may be deemed necessary or appropriate by such officer, or as may be required in connection

(1)



with the execution and delivery of the documents described in the foregoing resolutions, and the transactions contemplated thereby, the taking of such actions, or the execution of such documents, being conclusive evidence that such officer deemed such action to be necessary or appropriate; and

RESOLVED FURTHER, that any and all acts previously taken by the officers of the Corporation on behalf of and as the act of the Corporation in connection with the negotiation of the Dissolution and the transactions contemplated thereby be, and they hereby are, ratified, confirmed and approved in all respects as acts on behalf of the Corporation.

Dated this 30th day of June, 2014.



J.T. Stephens



Dell S. Brooke

(2)

