

ARTICLES OF INCORPORATION OF MOBIUS

The undersigned natural person of the age of eighteen years or more, for the purpose of forming a corporation under the Missouri Nonprofit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF CORPORATION

The name of the corporation is MOBIUS (the "Corporation").

ARTICLE II: CLASSIFICATION

The Corporation is a public benefit corporation.

ARTICLE III: DURATION

The duration of the Corporation is perpetual.

ARTICLE IV: REGISTERED AGENT AND OFFICE

The name of the Corporation's initial registered agent is: Erlene A. Dudley

The address of the Corporation's initial registered office in the State of Missouri is:

MOBIUS Consortium Office
3212A Lemone Industrial Blvd.
Columbia, MO 65201

ARTICLE IV: MEMBERS

The Corporation shall have members. Each member shall have one vote on the election of Directors and on each other matter on which members have voting rights under the Missouri Nonprofit Corporation Act.

ARTICLE V: INCORPORATORS

The name(s) and address(es) of the incorporator(s) are

Erlene A. Dudley
Library Director
William Woods University
1 University Ave.
Fulton, MO 65251

Shirley K. Baker
Vice Chancellor for Scholarly Resources and Dean of University Libraries
Washington University in St. Louis
One Brookings Drive
St. Louis, MO 63130

Mollie M. Dinwiddie
Dean of Library Services
University of Central Missouri
601 S. Missouri Street
Warrensburg, MO 64093

ARTICLE VI: DIRECTORS

The first Board of Directors shall be three (3) in number and thereafter shall be as permitted by the Corporation's Bylaws, and as from time to time amended, but never to be less than three (3) directors at any time.

ARTICLE VII: CORPORATION'S PURPOSES

The purposes for which the Corporation is organized are as follows:

- (A) The Corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes, including, without limitation:
1. To operate a computer network to facilitate the exchange of bibliographic information among the libraries of Members, which shall include, but not be limited to, institutions of higher education and federal, state and local governments, all of which are tax-exempt;
 2. To provide cost-effective acquisition and delivery of library materials, and other educational products and services to Members, which enhance their abilities to serve the needs of students, citizens and the general public;
 3. To support Members in their efforts to engage in best practices in the field

of library science, with the aim of advancing education;

4. To solicit and receive gifts, contributions, bequests, devises and grants of property, whether real or personal, whether outright or in trust, from individuals, foundations, partnerships, associations, organizations, corporations, legal entities and governmental agencies and units.
5. To do everything necessary in the proper management and administration of the affairs of the Corporation, including, but not by way of limitation, the holding, purchase, lease, sale, exchange and receipt of property, real and personal, in the manner and subject to the restrictions set forth in these Articles of Incorporation and in the Bylaws of the Corporation.

(B) Notwithstanding anything herein to the contrary:

1. 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 or in opposition to any candidate for public office.
2. The Corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
3. 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 reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article VII.

(C) Subject to the foregoing, the Corporation may engage in any lawful, charitable, scientific or educational activity for which corporations may be organized under the Missouri Nonprofit Corporation Act.

**ARTICLE VIII: INDEMNIFICATION OF DIRECTORS, OFFICERS
AND OTHERS; INSURANCE**

(A) Liabilities Covered

1. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a Director or Officer of the Corporation or, at the request of the Corporation and in addition to his or her service as a Director or Officer of the Corporation, is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees and expenses), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, to the full extent and under the circumstances permitted by law; provided, however, that the Corporation shall have no obligation to pay any amounts hereunder with respect to any settlement to which it has not previously agreed in writing.
2. In addition, the Corporation may (but shall not be obligated to) indemnify any person who was or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was an employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees and expenses), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceedings, to the full extent and under the circumstances permitted by law.
3. Indemnification under sections 1 and 2 shall or may (as the case may be) be provided hereunder only if the conduct of the person to be indemnified is finally adjudged to have been performed in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal actions or proceedings, the person had no reasonable cause to believe his or her conduct was unlawful.
4. Notwithstanding anything set forth herein, no indemnity shall be paid by the Corporation in respect of remuneration paid to any person if it shall be determined by a final judgment or other final adjudication that such remuneration was in violation of law.

(B) Procedures for Indemnification

Any indemnification under section 1 of subparagraph (A) of this Article VIII (unless ordered by a court) shall be made by the Corporation unless a

determination is reasonably and promptly made that indemnification is not proper in the circumstances because the person to be indemnified has not satisfied the conditions set forth in such subparagraph (A). Any indemnification under section 2 of subparagraph (A) of this Article VIII (unless ordered by a court) shall be made as authorized in a specified case upon a determination that indemnification is proper in the circumstances because the person to be indemnified has satisfied the conditions set forth in such subparagraph (A). Any such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, (ii) if such a quorum is not obtainable, or even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (iii) by the members. The Corporation shall report any indemnification or advance made under Subparagraph (A) or (C) shall report such indemnification or advance in writing to the Members with or before the notice of the next Member meeting.

(C) Advance Payment of Expenses

1. With respect to any person entitled to be indemnified under section 1 of subparagraph (A) of this Article VIII, expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the person seeking such advance to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article VIII.
2. With respect to any person who may be indemnified under section 2 of subparagraph (A) of this Article VIII, expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit or proceeding as authorized by the Board of Directors of the Corporation in a specific case upon receipt of an undertaking by or on behalf of the person seeking such indemnification to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article VIII.

(D) Extent of Rights Hereunder

The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Articles of Incorporation, By-Laws, or any agreement, vote of members or disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee or other agent and shall inure to the benefit of the heirs, executors and administrators of such person.

(E) Purchase of Insurance

The Board of Directors may authorize, to the extent permitted by the Missouri Nonprofit Corporation Act, as in effect and applicable from time to time, the purchase and maintenance of insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against him or her or incurred by him or her in such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of the Missouri Nonprofit Corporation Act.

(F) Indemnification Agreements

With respect to any of the persons who shall or may be indemnified pursuant to subparagraph (A) of this Article VIII, the Corporation may enter into written agreements providing for the mandatory indemnification of such persons in accordance with the provisions of this Article VIII.

ARTICLE IX: DISSOLUTION

In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, all assets of the Corporation remaining after the payment of the Corporation's debts shall be conveyed or distributed only to such organization or organizations created and operated for nonprofit purposes similar to those of the Corporation as the Board of Directors may determine, provided that such organization or organizations qualify at that time as an exempt organization or organizations under Section 501(c)(3) of the Code.

ARTICLE X: BY-LAWS

The Board of Directors shall adopt By-Laws for the regulation and management of the Corporation and such By-Laws shall be consistent with these Articles of Incorporation and the Missouri Nonprofit Corporation Act.

ARTICLE XI: AMENDMENT OF ARTICLES

- (A) These Articles of Incorporation may be amended to delete the names and addresses of the original Directors, to delete the name and address of the initial registered agent or registered office if a statement of change is on file with the

secretary of state, or to change the corporate name by substituting the word "corporation," "incorporated," "company," "limited," or the abbreviation "corp.", "inc.", "co.", or "ltd.", for a similar word or abbreviation in the name, or by adding, deleting or changing a geographical attribution to the name upon approval by the Board of Directors.

(B) These Articles of Incorporation may be amended to alter the number of Directors upon approval by the lesser of two-thirds (2/3) of the votes cast by the Members, or a majority of voting power.

(C) Except as provided in Paragraphs (A) and (B) of this Article, these Articles of Incorporation may be amended upon:

- (i) approval by the Board of Directors; and
- (ii) approval by the lesser of two-thirds (2/3) of the votes cast by the Members, or a majority of the voting power.

ARTICLE XII: EFFECTIVE DATE

The effective date of this document shall be _____.

IN AFFIRMATION of the facts stated above,

Signed by Incorporators

Dated: _____
