

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOUTHEASTERN LIBRARIES COOPERATING

The undersigned President and Secretary of Southeastern Libraries Cooperating, for the purpose of restating and amending the Articles of Incorporation of Southeastern Libraries Cooperating, under and pursuant to the provisions of Minnesota Statutes, Chapter 317A, known as the Minnesota Non-Profit Corporation Act, do hereby establish a body corporate and adopt the following Restated and Amended Articles of Incorporation:

ARTICLE I.
NAME

The name of this corporation shall be Southeastern Libraries Cooperating.

ARTICLE II.
PURPOSE

The purpose of this corporation shall be:

- A. To institute various cooperative library practices and services jointly among the public libraries in Southeastern Minnesota;
- B. To coordinate the efforts of the member libraries toward attaining more adequate levels of service to the public;
- C. To qualify the member libraries for the benefits to be received from such state and federal aid funds for public library service as may become available to or through the cooperative organization; and
- D. To promote cooperation between public libraries and other types of libraries.

ARTICLE III.
PECUNIARY GAIN

This Corporation shall not afford pecuniary gain, incidentally or otherwise to its members.

ARTICLE IV.
DURATION

The duration of the corporation is perpetual.

ARTICLE V.
REGISTERED OFFICE

The location and post office address of the registered office of this corporation in Minnesota is located at 334 16th Street Southeast, Rochester, Minnesota 55904.

ARTICLE VI.
INCORPORATORS

The names and addresses of the original incorporators are:

<u>Name</u>	<u>Address</u>
Ralph J. Ellingwood	Rochester, Minnesota
Carroll J. Fry	Winona, Minnesota
Gloria N. Hardin	Stewartville, Minnesota
Glynn M. Hardin	Owatonna, Minnesota
Elizabeth Hedin	Red Wing, Minnesota
Elvin F. Heiberg	Northfield, Minnesota
Clayton A. Hovda	Pine Island, Minnesota
Cynthia E. Peterson	Albert Lea, Minnesota
Dr. C. E. Stoike	Austin, Minnesota
Irene E. Seely	Zumbrota, Minnesota

ARTICLE VII.
MANAGEMENT

- A. The management of this Corporation shall be vested in a Board of not less than ten (10) directors, the exact number to be stated in the By-Laws, who shall be elected as set forth in the By-Laws of the Corporation and for terms as set forth in such By-Laws.
- B. Limitation on Liability. No director of this Corporation shall be held civilly liable for an act or omission by the director if the act or omission was in good faith, was within the scope of the person's responsibilities as a director of the Corporation, and did not constitute willful or reckless misconduct, except for liability:

1. For an action or proceeding brought by the Attorney General for a breach of a fiduciary duty as a director;
 2. For a cause of action to the extent it is based on federal law;
 3. For a cause of action based on the person's express contractual obligations; or
 4. For an action or proceeding based on a breach of public pension plan fiduciary responsibility.
- C. It is the intention of the members of this Corporation to eliminate or limit the personal liability of the directors of the Corporation to the greatest extent permitted under Minnesota law. If amendments to the Minnesota Statutes are passed after this section becomes effective which authorize non-profit corporations to act to further eliminate or limit the personal liability of directors, then the liability of the directors of this corporation shall be eliminated or limited to the greatest extent permitted by the Minnesota Statutes, as so amended.
- D. Any repeal or modification of this section by the members of this Corporation shall not adversely affect any right of or any protection available to a director of this Corporation which is in existence at the time of such repeal or modification.

ARTICLE VIII. DIRECTORS

The names and post office addresses of the members of the present Board of Directors of this corporation are:

Norma Haney
Knasota Farms
Albert Lea Minnesota 56007

Owen Hefner
101 Elm Street N
Cannon Falls, Minnesota 55009

Mary Jamesson
Box 146
Hokah, Minnesota 55941

William Gilles
808 S Elm
LaCrescent, Minnesota 55947

Ann Brockman
301 SW 4th Avenue
Austin, Minnesota 55912

Marian Halloran
512 Cliff Street
Chatfield, Minnesota 55923

Fran Johnson
514 NW 5th Avenue
Kasson, Minnesota 55994

Angela Murphy
206 E. Hackney
Caledonia, Minnesota 55921

Thomas Thunhorst
612 8th
Kenyon, Minnesota 55946

Margo Roberts
Route 1, Box 340
Dodge Center, Minnesota 55927

Judy Webster
Route 1
Harmony, Minnesota 55939

Thomas E. Mealey
470 Adams
Owatonna, Minnesota 55060

Jeanine Baringer
Rt. 1, Box 366A
Pine Island, Minnesota 55963

Carol Dunn
425 NE 6th Avenue
Plainview, Minnesota 55964

Harriet Osmonson
P. O. Box 307
Preston, Minnesota 55965

Jerry Zavitkovski
4295 Southview Ridge
Red Wing, Minnesota 55066

Larry Gifford
1415 NE 10th Street
Rochester, Minnesota 55904

Carol Jones
825 Millard Avenue
St. Charles, Minnesota 55972

Sue Dahling
1025 Elm Street
Lake City, Minnesota 55041

Kathy A. Buzza
701 Auburn
Lanesboro, Minnesota 55949

Dick Kettering
Shattuck-St. Mary School
Faribault, Minnesota 55021

Deanna Larson
218 North Locust, Box 548
Mabel, Minnesota 55954

Shirley Merrell
RR 5
Northfield, Minnesota 55057

Cheryl Fauver
703 SE 5th Avenue
Stewartville, Minnesota 55976

Walter Passe
717 5th Street West
Wabasha, Minnesota 55981

Clinette Wolf
Box 421
West Concord, Minnesota 55985

Susan Edel
70 Hillsdale Court
Winona, Minnesota 55987

Alan Nilson
RR 1, Box 124A
Zumbrota, Minnesota 55992

Anne Robertson
909 Hillcrest Drive
Rushford, Minnesota 55971

Kelly Simpson
705 Kenilworth Place
Spring Valley, Minnesota 55975

Harvey Rislow
Route 1 Box 208
Lewiston, Minnesota 55952

ARTICLE IX.
CAPITAL STOCK

The corporation shall have no capital stock.

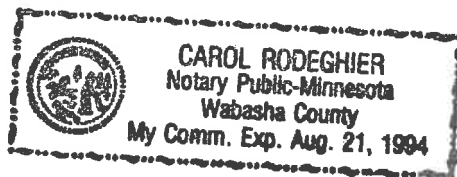
ARTICLE X.
DISSOLUTION

If the Corporation dissolves, its assets shall be distributed in the following sequence:

- A. Costs of Dissolution;
- B. Liabilities of Corporation;
- C. The remaining assets shall be distributed to organizations organized and operated exclusively for charitable, educational, or scientific purposes, which shall qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or as amended, or to an instrumentality of the federal, state, county, or city government.

THESE RESTATED ARTICLES SUPERSEDE ALL PREVIOUS ARTICLES AND AMENDMENTS.

25 IN WITNESS WHEREOF, We have hereunto set our hands this
day of May, 1990.





Fran Johnson, President



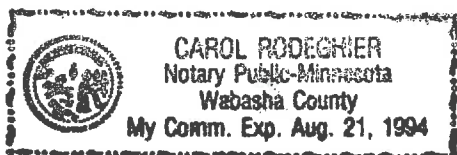
Walter Passe, Secretary

STATE OF MINNESOTA

SS.

COUNTY OF OLMSTED

On this 25 day of May, 1990, personally came before me Fran Johnson and Walter Passe, respectively the President and Secretary of Southeastern Libraries Cooperating, who each executed the foregoing Restated and Amended Articles of Incorporation, and acknowledged that they are of full age and that they executed the same for the uses and purposes therein expressed.



B255 1/4—CERTIFICATE OF ACKNOWLEDGMENT

OSWALD PUBLISHING CO., NEW ULM, MINN.

State of MINNESOTA } ss.
County of DODGE

On this 25th day of May, A. D. 19 90, before me, KATHERINE M. FIKSEN a NOTARY PUBLIC within and for said County and State, personally appeared Fran Johnson, The President of Southeastern Libraries Cooperating to me known to be the same person described in and who executed the foregoing instrument, and acknowledged that she executed the same as her free act and deed.



Katherine M. Fiksen
Notary Public Dodge County, MN
My commission expires July 15, 19 91