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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

NON-PROFIT CORPORATION

ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is The Higher Education Library Information Network (HELIN), Inc

2. The period of its duration is (if perpetual, so state) perpetual

3. The specific purpose or purposes for which the corporation is organized are:
The purpose is to further the educational goals of its member institutions by providing
shared state-of-the-art library systems and collaboratively-developed collections and
services. The provision of such systems, collections and services allows each member
library to offer services tailored to meet the needs of its various constituencies.

4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:

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See Attachment I.

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By [Signature] 52634

5. The address of the initial registered office of the corporation is University of Rhode Island Main Library,
(Street Address, not P.O. Box)
15 Lippit Road, Kingston, RI 02881, and the name of its initial registered agent at such
(City/Town) (Zip Code)
address is Robert H. Aspri
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is nine (9)
(not less than three directors)
and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
<u>See Attachment 2.</u>	

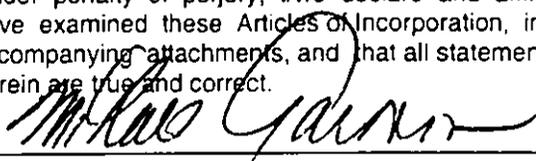
7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Michael D. Aaronson</u>	<u>1604 Broad Street, Cranston, RI 02905</u>

8. Date when corporate existence is to begin upon the filing of these papers.
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Date: December 17, 2004

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.



Signature of each Incorporator

THE HIGHER EDUCATION LIBRARY INFORMATION NETWORK (HELIN), INC.

ARTICLES OF INCORPORATION ARTICLE FOUR

ATTACHMENT 1

Notwithstanding any other provision of these articles, the corporation is organized exclusively for educational and charitable purposes as specified in section 501 (c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1986.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, governors, trustees, 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 Article Third hereof.

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

No payments or distributions shall be made by this corporation and no other activities shall be carried on or engaged in by this corporation which would result in the denial or revocation of the exemption of this corporation from federal income taxation under the provisions of the Internal Revenue Code of 1986, as an organization described in Sec. 501(c)(3) of said Code or the deductibility of contributions to and for the use on this corporation for federal income tax purposes under the provisions of Sec. 170 of said Code, or the deductibility of any transfer, device or bequests to said corporation for federal estate tax purposes under the provisions of Sec. 2055 and Sec. 2105 of said Code, or the deductibility of gifts to said corporation for federal gift tax purposes under the provisions of Sec. 2522 of said Code.

Upon dissolution of the corporation, the Officers 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 purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Sec. 501(c)(3) of the Internal Revenue Code of 1986, (or the corresponding provisions of any future United States Internal Revenue Law), as the Governors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

THE HIGHER EDUCATION LIBRARY INFORMATION NETWORK (HELIN), INC.

ATTACHMENT 2

BOARD OF DIRECTORS

Kathleen Boyd
President
McKillop Library
Salve Regina University
100 Ochre Point Avenue
Newport, RI 02840

Mary Moroney
Secretary
Douglas and Judith Krupp Library
Bryant University
1150 Douglas Pike
Smithfield, RI 02917

Tjalda Nauta
James P. Adams Library
Rhode Island College
600 Mount Pleasant Avenue
Providence, RI 02908-1991

Helena Rodrigues
Johnson & Wales University
University Library
University Hall
111 Dorrance Street
Providence, RI 02903

Florence Doksansky
John D. Rockefeller Library
Brown University – Box A
Providence, RI 02912-9109

Harvey Varnet
Vice-President
Phillips Memorial Library
Providence College
549 River Avenue
Providence, RI 02918-0001

Bob Aspri
Acting Treasurer
University Libraries
University of Rhode Island
15 Lippitt Road
Kingston, RI 02881-2011

Ruth Sullivan
CCRI Library
Community College of Rhode Island
400 East Avenue
Warwick, RI 02886-1807

Peter Deekle
University Libraries
Roger Williams University
One Old Ferry Road
Bristol, RI 02809