

## EXHIBIT A

### PENNSYLVANIA DEPARTMENT OF STATE CORPORATION BUREAU

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Amended and Restated Articles of Incorporation – Nonprofit  
(15 Pa.C.S.)  
Domestic Nonprofit Corporation (§5306)

The undersigned, desiring to amend and restate its Articles of Incorporation, dated August 24, 1998, in compliance with the requirements of the applicable provisions of the Nonprofit Corporation Law of 1988, does hereby certify that:

**First:** The name of the Pennsylvania nonprofit corporation is the Pennsylvania Academic Library Consortium, Inc. (the “Corporation”).

**Second:** The address and county of venue of the Corporation’s current registered office in this Commonwealth of Pennsylvania is \_\_\_\_\_, \_\_\_\_\_  
\_\_\_\_\_ County, Pennsylvania \_\_\_\_\_.

**Third:** The Corporation’s purposes are to be organized exclusively for charitable, religious, educational and/or scientific purposes, including without limitation, to promote education and research through cooperation and collaborative efforts of academic libraries in Pennsylvania and contiguous states within the meaning of Section 501(c)(3) of the Internal Revenue Code.

**Fourth:** The Corporation does not contemplate any pecuniary gain or profit, incidental or otherwise.

**Fifth:** The Corporation is organized on a non-stock basis.

**Sixth:** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, 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 **Article Third** above.

**Seventh:** 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, 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.

**Eighth:** Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) by a

corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Ninth:** Upon the dissolution of the Corporation, assets shall be distributed for one (1) or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the local, state or federal government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation is then located, to such organization or organizations, as such Court shall determine, which are organized and operated exclusively for such purposes.

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