

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "THE ASSOCIATION OF JEWISH LIBRARIES, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF MAY, A.D. 2003, AT 2 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

CERTIFICATE OF INCORPORATION
OF
THE ASSOCIATION OF JEWISH LIBRARIES, INC.
(A Delaware Non-Profit Non-Stock Corporation)

The undersigned, a natural person of the age of eighteen or over, desiring to form a non-profit non-stock corporation and without authority to issue capital stock under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "General Corporation Law of the State of Delaware"), hereby certifies:

1. The name of the corporation is THE ASSOCIATION OF JEWISH LIBRARIES, INC. (the "Corporation").

2. The registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, County of New Castle; and the name of the registered agent of the Corporation in the State of Delaware at such address is Corporation Service Company.

3. The Corporation is formed for the purpose of promoting Jewish literacy through the enhancement of libraries and library resources and through leadership for the profession and practitioners of Judaica Librarianship. In furtherance of these charitable purposes, the Corporation shall:

(a) maintain high professional standards for Judaica librarians and recruit qualified individuals into the profession;

(b) encourage quality publication in the field of Judaica literature for adults and children in all formats including, but not limited to, media, print, and digital formats;

(c) facilitate and encourage the establishment and expansion of Judaica library collections;

(d) increase and stimulate awareness, interest and access to Judaica library services and information concerning the Jewish experience amongst the general public, library professionals and Judaica librarians; and

(e) conduct any and all lawful activities which may be useful in accomplishing the foregoing purposes.

4. In furtherance of its not-for-profit corporate purposes, the Corporation shall have all of the authority to exercise all of the general powers conferred upon corporations organized not-for-profit and without authority to issue capital stock under the provisions of the General Corporation Law of the State of Delaware, and such other powers as are hereafter permitted by law for a corporation organized for the foregoing purposes, including, without

limitation, the power to solicit grants and contributions for any corporate purpose and the power to maintain a fund or funds of real and/or personal property in furtherance of such purposes, provided, that the exercise of any such powers shall be in furtherance of any one or more of the aforesaid exempt purposes of the corporation.

5. Notwithstanding any other provision of these articles, the Corporation is organized exclusively for religious, scientific, literary, charitable and educational purposes, and intends at all times to qualify and remain qualified as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended (the "Code") and in connection therewith:

(a) the Corporation is not formed for and shall not be conducted or operated for pecuniary profit or financial gain, and no part of its assets, income, or profit shall be distributed to or inure to the benefit of any private individual or individuals; provided that nothing herein shall prevent the Corporation from paying reasonable compensation to any person for services rendered to or for the Corporation in furtherance of one or more of its purposes.

(b) no substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise provided by the Code, whether pursuant to an election under Section 501(h) or otherwise; and no part of the activities of the Corporation shall be devoted to participating or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) the Corporation shall not engage in or include among its purposes any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3), as it may be amended.

6. The name and the mailing address of the incorporator are as follows:

Pamela A. Mann
225 Broadway, Suite 2501
New York, NY 10007

7. The Corporation shall be operated by a board of directors, the number of which is to be fixed by the bylaws. The initial board of directors shall consist of fourteen directors. The names and addresses of the initial directors, each of whom is of full age, are as follows:

<u>Name</u>	<u>Address</u>
Pearl Berger	Yeshiva University Library 500 West 185 th Street New York, NY 10033
Toby Rossner	167 Emeline Street