

AMENDED ARTICLES OF INCORPORATION

OF

OCLC, Inc.

- FIRST The name of the corporation shall be OCLC, Inc. (the "Corporation").
- SECOND The place in this State where the principal office of the Corporation is to be located is in the City of Dublin, Franklin County, Ohio.
- THIRD The purpose or purposes for which the Corporation is formed are to establish, maintain, and operate a computerized library network and to promote the evolution of library use, of libraries themselves, and of librarianship, and to provide processes and products for the benefit of library users and libraries, including such objectives as increasing availability of library resources to individual library patrons and reducing the rate of rise of library per-unit costs, all for the fundamental public purpose of furthering ease of access to and use of the ever-expanding body of worldwide scientific, literary, and educational knowledge and information.
- FOURTH The affairs of the Corporation shall be managed by the Board of Trustees. The qualifications of the Trustees, together with their terms of office, manner of election, removal, change of number, filling of vacancies and of newly-created trusteeships, powers, duties and liabilities, shall, except as otherwise provided in these Articles, or by the laws of the State of Ohio, be as prescribed by the Code of Regulations.
- FIFTH There shall be two classes of members of the Corporation and they shall be OCLC Members, and Trustee Members. The voting powers of each class of members shall be only as defined in the Code of Regulations or as stated in these Articles.
- SIXTH There shall be a Global Council composed of Member Delegates as prescribed in the Code of Regulations.
- SEVENTH These Articles may be amended at any business meeting of the Trustee Members called for that purpose provided that notice of the proposed amendment(s) has been sent to the Trustee Members at least ten (10) days prior to said meeting. A two-thirds (2/3) vote of all of the authorized Trustee Members of the Corporation is required for approval.
- EIGHTH The duration of the Corporation shall be perpetual.
- NINTH No part of the earnings, dues, or receipts of the Corporation shall inure to the benefit of or be distributed to its members, trustees, officers, or other private persons, except only that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and expenses incurred and to make payments or distributions in furtherance of the purposes set forth in Article Third hereof. 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. Notwithstanding any other provision of these Articles, 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 of 1986, as amended (or the corresponding provision of any future United States internal revenue law) (the "Code") or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

TENTH Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations as are described in Section 170(c)(1) or (2) of the Code, as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas 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.

ELEVENTH These Articles supersede all prior Articles or Amended Articles.