

**ARTICLES OF INCORPORATION OF
MARYLAND LIBRARY PARTNERSHIP, INC.
A MARYLAND NONSTOCK CORPORATION**

The undersigned persons, acting as representatives of the governing bodies of the within designated Maryland Public Libraries and acting as incorporators of a corporation under the laws of the State of Maryland, desiring to form a nonprofit corporation, adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

NAME

The name of the corporation is Maryland Library Partnership, Inc.

ARTICLE TWO

NO AUTHORITY TO ISSUE STOCK

The corporation has no authority to issue capital stock.

ARTICLE THREE

DURATION

The corporation shall have perpetual duration.

ARTICLE FOUR

PRINCIPAL OFFICE

The principal office of the corporation is located at the Library for the Blind and Physically Handicapped, 415 Park Avenue, Baltimore, Maryland 21201, Attention: Sharron McFarland.

FILE COPY

Emily H. Ferren
Ruth Enlow Library (Garrett County)

Lena M. Padilla
Harford County Public Library

Norma L. Hill
Howard County Library

Helen H. Tyson
Kent County Public Library

Juel Bronson
Montgomery County Department of
Public Libraries

Kathleen S. Chelton
Queen Anne's County Free Library

Jean D Johnson
Somerset County Library

Mary Munn
Talbot County Free Library

Stewart H. Wells
Worcester County Library

ARTICLE FIVE

RESIDENT AGENT

The resident agent of the corporation is Charles V. Powers, who is a citizen of, and resides in, the State of Maryland. The resident agent's address is Queen Anne's County Public Library, 121 South Commerce Street, Centreville, Maryland 21617.

ARTICLE SIX

PURPOSES

The corporation is organized for the following purposes:

1. To operate a nonprofit cooperative of public libraries pursuant to Maryland Education Code Annotated Section 23-206 to administer and carry out joint library projects, to improve access to information by the public, to enhance electronic and traditional library services, and for any other purpose consistent with these Articles.

2. To operate exclusively for educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

ARTICLE SEVEN

LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, 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 Six 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 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.

ARTICLE EIGHT

TRUSTEES

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of trustees. The number of trustees shall be 17 until the first meeting of the members, at which time the number of trustees shall be seven. Thereafter, the number of trustees shall be determined by the Bylaws of the corporation as may be amended

from time to time; provided, however, that the number of trustees shall never be less than the minimum required by Maryland law.

The entities named in these Articles of Incorporation shall constitute the first board of trustees and shall hold office until the first meeting of the members. The names and business addresses of the entities that shall serve as the initial trustees are:

Anne Arundel County Public Library Board of Trustees
5 Harry S. Truman Parkway
Annapolis, Maryland 21401

Baltimore County Public Library Board of Trustees
320 York Road
Towson, Maryland 21204

Caroline County Public Library Board of Trustees
100 Market Street
Denton, Maryland 21629

Carroll County Public Library Board of Trustees
115 Airport Drive
Westminster, Maryland 21157

Cecil County Library Board of Trustees
301 Newark Avenue
Elkton, Maryland 21921

Dorchester County Public Library Board of Trustees
303 Gay Street
Cambridge, Maryland 21613

Enoch Pratt Free Library Board of Trustees
400 Cathedral Street
Baltimore, Maryland 21201

Frederick County Public Libraries Board of Trustees
110 E. Patrick Street
Frederick, Maryland 21701

Ruth Enlow Library Board of Trustees
6 N. Second Street
Oakland, Maryland 21550

Harford County Public Library Board of Trustees
Riverside Business Park
1221-A Brass Mill Road
Belcamp, Maryland 21017

Howard County Library Board of Trustees
6600 Cradlerock Way
Columbia, Maryland 21045

Kent County Public Library Board of Trustees
408 High Street
Chestertown, Maryland 21620

Montgomery County Department of
Public Libraries
99 Maryland Avenue
Rockville, Maryland 20850

Queen Anne's County Free Library Board of Trustees
121 S. Commerce Street
Centreville, Maryland 21617

Somerset County Library Board of Trustees
11767 South Beechwood Street
Princess Anne, Maryland 21853

Talbot County Free Library Board of Trustees
100 W. Dover Street
Easton, Maryland 21601

Worcester County Library Board of Trustees
307 N. Washington Street
Snow Hill, Maryland 21863

ARTICLE NINE

LIMITATION OF LIABILITY

No trustee or officer of the corporation shall be liable to the corporation or its members except to the extent provided in Maryland Courts and Judicial Proceedings Code Annotated Section 5-349, or the corresponding section of any amendment thereto.

ARTICLE TEN

INCORPORATORS

The names and business addresses of the incorporators,
each being over the age of 18 years, are as follows:

R. Kozlowski
Anne Arundel County Public Library
5 Harry S. Truman Parkway
Annapolis, Maryland 21401

Gene H. Ford
Baltimore County Public Library
320 York Road
Towson, Maryland 21204

Karla S. Cullard
Caroline County Public Library
100 Market Street
Denton, Maryland 21629

Robert W. Jagers
Carroll County Public Library
115 Airport Drive
Westminster, Maryland 21157

Linda Brammer
Cecil County Library
301 Newark Avenue
Elkton, Maryland 21921

Jan Adell Rosel
Dorchester County Public Library
303 Gay Street
Cambridge, Maryland 21613

Carla Hayden
Enoch Pratt Free Library
400 Cathedral Street
Baltimore, Maryland 21201

Peter Anilcin, Jr.
Frederick County Public Libraries
110 E. Patrick Street
Frederick, Maryland 21701

Emily H. Ferren

Ruth Enlow Library
6 N. Second Street
Oakland, Maryland 21550

Sara M. Cadillo

Harford County Public Library
Riverside Business Park
1221-A Brass Mill Road
Belcamp, Maryland 21017

Norma L. Hill

Howard County Library
6600 Cradlerock Way
Columbia, Maryland 21045

Helen H. Tyson

Kent County Public Library
408 High Street
Chestertown, Maryland 21620

Juell Bronson

Montgomery County Department of
Public Libraries
99 Maryland Avenue
Rockville, Maryland 20850

Kathleen B. Chetani

Queen Anne's County Free Library
121 S. Commerce Street
Centreville, Maryland 21617

Jean M. Johnson

Somerset County Library
11767 South Beechwood Street
Princess Anne, Maryland 21853

Mary Munro

Talbot County Free Library
100 W. Dover Street
Easton, Maryland 21601

Stewart Wells

Worcester County Library
307 N. Washington Street
Snow Hill, Maryland 21863

ARTICLE ELEVEN

MODIFICATION OF ARTICLES OF INCORPORATION

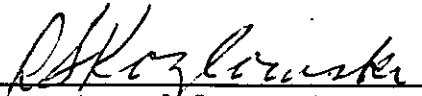
The corporation reserves the right to make any amendment to these Articles of Incorporation now or hereafter authorized by law.

ARTICLE TWELVE

DISTRIBUTION ON DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one 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 Federal government, or to a state or local 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, exclusively for such purposes or to such organization or organizations, as such Court shall determine, which are organized and operated exclusively for such purposes.

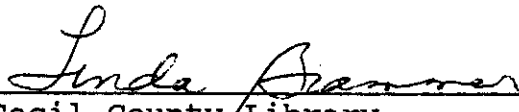
We, the undersigned, being the incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Maryland, have executed these Articles of Incorporation on this _____ day of _____, 1997, and acknowledge the same to be our act.



Anne Arundel County Public Library


Baltimore County Public Library

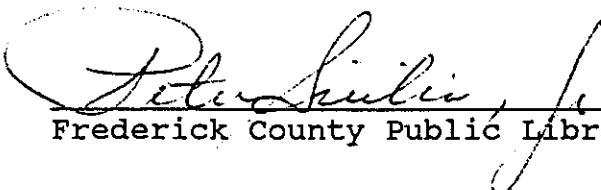

Caroline County Public Library


Carroll County Public Library


Cecil County Library


Dorchester County Public Library


Enoch Pratt Free Library


Frederick County Public Libraries