

Michigan Department of Labor & Economic Growth

Filing Endorsement

This is to Certify that the RESTATED ARTICLES OF INCORPORATION - NONPROFIT

for

H-NET: HUMANITIES & SOCIAL SCIENCES ONLINE

ID NUMBER: 772505

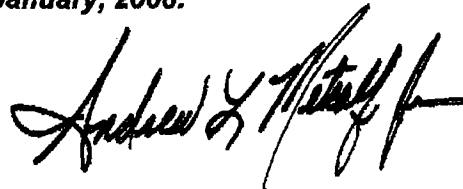
received by facsimile transmission on January 21, 2008 is hereby endorsed

Filed on January 22, 2008 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 22ND day of January, 2008.



, Director

Bureau of Commercial Services

**MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES**

Date Received

(FOR BUREAU USE ONLY)

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name

Address

City

State

Zip Code

EFFECTIVE DATE:

Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office.

RESTATED ARTICLES OF INCORPORATION
For use by Domestic Nonprofit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Restated Articles:

1. The present name of the corporation is: H-Net: Humanities & Social Sciences Online

2. The identification number assigned by the Bureau is:

772-505

3. All former names of the corporation are:

None

4. The date of filing the original Articles of Incorporation was: June 25, 2001

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation:

ARTICLE I

The name of the corporation is: H-Net: Humanities & Social Sciences Online

ARTICLE II

The purpose or purposes for which the corporation is organized are:

See attachment

ARTICLE III

1. The corporation is organized on a nonstock basis.
(stock or nonstock)
2. If organized on a stock basis, the aggregate number of shares which the corporation has authority to issue is _____ . If the shares are, or are to be divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences, and limitations of the shares of each class are as follows:
3. If organized on a nonstock basis, the description and value of its real property assets are: (if none, insert "none")

None

and the description and value of its personal property assets are: (if none, insert "none")

Balances in depository accounts \$162,491.62

(The valuation of the above assets was as of June 30, 2007)
The corporation is to be financed under the following general plan:

Donations and grants, membership dues, income from activities

The corporation is organized on a membership basis.
(membership or directorship)

ARTICLE IV

1. The address of the registered office is:
310 Auditorium Building, Michigan State University, East Lansing, Michigan 48824-1120
(Street Address) (City) (ZIP Code)
2. The mailing address of the registered office, if different than above:
_____, Michigan _____
(Street Address or P.O. Box) (City) (ZIP Code)
3. The name of the resident agent is: Peter Knupfer, Executive Director

ARTICLE V (Additional provisions, if any, may be inserted here; attach additional pages if needed.)

See attachment

5. COMPLETE SECTION (a) IF THE RESTATED ARTICLES DO NOT FURTHER AMEND THE ARTICLES OF INCORPORATION; OTHERWISE, COMPLETE SECTION (b).

a. These Restated Articles of Incorporation were duly adopted on the _____ day of _____, _____, in accordance with the provisions of Section 642 of the Act by the Board of Directors without a vote of the members or shareholders. These Restated Articles of Incorporation only restate and **integrate and do not further amend** the provisions of the Articles of Incorporation as heretofore amended and there is no material discrepancy between those provisions and the provisions of these Restated Articles.

Signed this _____ day of _____, _____

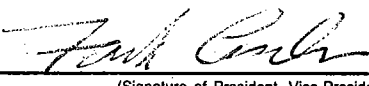
By _____
(Signature of Authorized Officer or Agent)

(Type or Print Name)

b. These Restated Articles of Incorporation were duly adopted on the 30th day of November, 2007 in accordance with the provisions of Section 642 of the Act. These Restated Articles of Incorporation restate, integrate, and **do further amend** the provisions of the Articles of Incorporation and: (check one of the following)

- were duly adopted by the shareholders, the members, or the directors (if organized on a nonstock directorship basis). The necessary number of votes were cast in favor of these Restated Articles of Incorporation.
- were duly adopted by the written consent of **all** the shareholders or members entitled to vote in accordance with Section 407(3) of the Act.
- were duly adopted by the written consent of **all** the directors pursuant to Section 525 of the Act as the corporation is organized on a directorship basis.
- were duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation)

Signed this 15th day of January, 2008

By 
(Signature of President, Vice-President, Chairperson, or Vice-Chairperson)

Frank Conlon President
(Type or Print Name) (Type or Print Title)

Attachment to Restated Articles of Incorporation

H-Net: Humanities & Social Sciences Online

Article II. The purpose or purposes for which the corporation is organized are:

To advance scholarship and teaching in the arts, humanities, and social sciences through such means as creating and managing online networks of scholars, students, and the interested public; facilitating dissemination of information among educational institutions and educators; and raising funds needed to support the organization's work.

The corporation is organized exclusively for charitable, religious, educational, and scientific 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 corresponding section of any future federal tax code.

Article V.

Section 1. Nonprofit operation. No part of the 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 its purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as may be elected under provisions of the Internal Revenue Code, 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 by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Section 2. Dissolution. Upon the dissolution of the corporation, any remaining unencumbered assets shall be distributed by the corporation to any nonprofit organization or organizations exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or 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 by the corporation shall be so disposed of by the Circuit Court or any other court of the State of Michigan that has jurisdiction in the place where the principal office of the corporation is then located.

Section 3. Action without a meeting. In addition to any other means of decision-making permitted by law, any action that may be taken at a meeting of the members may be taken without a meeting if a written consent stating the action is signed by the number of members that would be required to approve the action at a meeting attended by all members entitled to vote.

Section 4. Directors' and officers' and volunteers' liability. The personal liability of volunteer directors and officers of the corporation is eliminated to the fullest extent permitted by the provisions of Section 209(c) and (d) of the Michigan Nonprofit Corporation Act, as amended and supplemented, and the personal liability of nondirector volunteers of the corporation is eliminated to the fullest extent permitted by the provisions of Section 209(e) of the Michigan Nonprofit Corporation Act, as amended and supplemented. To the fullest extent permitted by law, the corporation assumes all liability to any person other than the corporation or its members for all acts or omissions of a volunteer director or officer or of a nondirector volunteer incurred in the good faith performance of duties as a director or officer or volunteer occurring on or after the date this Article is adopted by the corporation. If the Michigan Nonprofit Corporation Act is amended after adoption of this Article to authorize corporate action further eliminating or limiting the personal liability of volunteer directors and officers or of nondirector volunteers, then the liability of a director or officer or volunteer of the corporation shall be eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a volunteer director or officer or of a nondirector volunteer of the corporation pursuant to this Article existing at the time of any acts or omissions occurring before the effective date of the repeal or modification.

Section 5. Nondiscrimination. The corporation shall not discriminate against any person on the basis of age, race, color, sex, religion, physical handicap, national origin, or any other basis provided in federal, state, or local law, regarding any service performed by or for the corporation.