

SECRETARY OF STATE

Sharon Priest
SECRETARY OF STATE

To All to Whom These Presents Shall Come, Greetings:

I, Sharon Priest, Secretary of State of Arkansas, do hereby certify that the following and hereto attached instrument of writing is a true and perfect copy of

Articles of Incorporation

OF

CENTRAL ARKANSAS LIBRARY SYSTEM

ORIGINAL ARTICLES FILED:

November 23, 1999



In Testimony Whereof, I have hereunto set my hand and affixed my official Seal. Done at my office in the City of Little Rock, this 23rd day of November 1999.

FILED

APPLICATION TO CREATE
A PUBLIC BODY CORPORATE AND POLITIC
OF
CENTRAL ARKANSAS LIBRARY SYSTEM

OCT 23 AM 10:14

OCT 20 1999

SHARON PRIEST
SECRETARY OF STATE
STATE OF ARKANSASSHARON PRIEST
SECRETARY OF STATE

BY _____

BY _____

We, the public agencies listed below (the "Public Agencies"), request that the Arkansas Secretary of State record this Application in an appropriate book of record in her office, make and issue a Certificate of Incorporation under the seal of the State of Arkansas setting forth the names of the Public Agencies, and record the Certificate of Incorporation in an appropriate book of record in her office, to thereby create a public body corporate and politic under the laws of the State of Arkansas (the "Corporation"), particularly the Interlocal Cooperation Act, subchapter 2, Chapter 20 of Title 25 of the Arkansas Code Annotated of 1987, as amended (codified as A.C.A. §§ 25-20-201 et. seq., the "Act"). In furtherance of this purpose, the Public Agencies hereby certify as follows:

FIRST: The proposed name of this Corporation is Central Arkansas Library System.

SECOND: The names of the participating Public Agencies, and the number of directors required from each Public Agency, are as follows:

<u>Public Agency</u>	<u>No. of Directors</u>
City of Little Rock, Arkansas	7
City of Jacksonville, Arkansas	1
City of Maumelle, Arkansas	1
City of Sherwood, Arkansas	1
County of Pulaski, Arkansas	2
County of Perry, Arkansas	1

Each director shall have one (1) vote on all matters coming before the board of directors.

THIRD: This Corporation is created for the purpose of constructing, operating and maintaining a public library system for the central Arkansas area which will offer library services to the public within the communities of each of the Public Agencies, allowing the Public Agencies to make the most efficient use of their powers, resources and facilities to serve their local communities to the fullest extent practical and possible; to establish a cooperative collection of books and related materials; to provide and improve rotation of books throughout a wider area; to eliminate unnecessary duplications of functions, facilities and assets; to take advantage of bulk discounts and purchase economics; and to provide for participation by other public agencies in the Corporation, all for the mutual advantage of the Public Agencies in their efforts to meet the needs of their local communities.

FOURTH: This Corporation shall have all powers, privileges, authority and rights conferred by the laws of the State of Arkansas on each of the Public Agencies and all powers and rights incidental to carrying out the purposes for which this Corporation is formed, except such as are inconsistent with the express provisions of the Act under which this Corporation is created, and the enumeration of the purposes shall not be held to limit or restrict in any manner the general powers conferred on this Corporation by the laws of the State of Arkansas. Such powers shall include but not be limited to the power to have perpetual succession; maintain such office(s) as it may deem appropriate; execute and perform contracts; apply for and receive permits, licenses, certificates, and approvals as may be necessary, and construct, maintain, and operate facilities in accordance therewith; employ the services of professionals; purchase insurance; purchase, receive, own, hold, improve, use, lease, sell, convey, exchange, transfer, assign, mortgage, pledge, or otherwise acquire, dispose of, or deal with, real or personal property or any legal or equitable interest therein in its own name; apply for, receive, and use loans, grants, taxes, donations, and contributions from any Public Agency or other lawful source, including any taxes levied pursuant to any authority granted by the Arkansas Constitution or statutes, and amendments thereto, and any proceeds from the sale of bonds; acquire by the exercise of the power of eminent domain any real property which it may deem necessary for its purposes, in the manner prescribed in Arkansas Code 18-15-1202-1207 or in the manner provided by any other statutory provisions for the exercise of the power of eminent domain; and do any and all other acts and things necessary, convenient, or desirable to carry out the purposes and to exercise the powers granted to public bodies corporate and politic by the Act. Notwithstanding any provision of State law other than the Act, or any ordinance, resolution or other action of any Public Agency to the contrary, none of the powers granted to this Corporation in the Act or hereunder shall be subject to the further supervision or regulation, or require the further approval or consent of, any Public Agency. This Application prescribes no limitations on the foregoing powers.

FIFTH: The principal office or place of business of this Corporation shall be located at 100 South Rock Street, Little Rock, Arkansas 72201.

SIXTH: The name and address of the registered agent of this Corporation is Dr. Bobby Roberts, Executive Director, Central Arkansas Library System, 100 South Rock Street, Little Rock, Arkansas 72201.

SEVENTH: The Corporation shall not have or issue shares of stock and no dividends shall be paid, and no part of the income of the Corporation shall be distributed to its directors or officers.

EIGHTH: The business of the Corporation shall be conducted by the Board of Directors. The number of the directors of the Corporation shall be 13. Their terms of office shall be 3 years, except for the initial terms set forth below to provide for the staggering of terms. The Board of Directors shall be charged with the direction of the affairs of this Corporation and shall meet as soon as practicable after the issuance and recording of the Certificate of Incorporation for the purposes of electing officers, adopting bylaws, and taking such other action as may be

necessary to perfect the organization of the Corporation. Thereafter, the Bylaws may be amended and officers elected as provided in the Bylaws. The initial Directors and their terms shall be as follows:

<u>One Year</u>	<u>Two Years</u>	<u>Three Years</u>
Sherman Banks (Little Rock)	Shirley J. Pine (Little Rock)	James M. McHaney, Jr. (Little Rock)
Frances O. "Freddie" Nixon (Little Rock)	Judith Faust (Little Rock)	Jesse J. Lacey, Jr. (Little Rock)
David L. Rickard (Little Rock)	Joyce Wilson (Maumelle)	Fanye R. Porter (Pulaski County)
B.H. "Buddy" Metcalf (Perry County)	Shirley Hale (Sherwood)	Wally Nixon (Jacksonville)
William Terry (Pulaski County)		

NINTH: This Corporation will be performing functions and will be a public instrumentality of the Public Agencies. Accordingly, all properties at any time owned by this Corporation and the income therefrom shall be exempt from all taxation in the State.

TENTH: The creation of this Corporation does not abrogate, or in any other manner affect, the immunity of the Public Agencies, and such immunity extends also to this Corporation created pursuant to this Application, and to each director thereof.

ELEVENTH: Because this Corporation is organized as a public body corporate and politic with perpetual existence, the undersigned do not anticipate the dissolution of the Corporation. However, if the Corporation should ever be dissolved, then upon the dissolution of the Corporation the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, determine the net assets added to the Corporation during each Public Agency's period of participation and the pro rata portion of those net assets fairly attributable to each Public Agency, and return same to each Public Agency, together with any fixed assets, title to which had been transferred to the Corporation, and any articles of dissolution adopted by the Corporation shall so provide. Any of such assets not so disposed of shall be disposed of by the

Chancery Court of the county in which the principal office of the Corporation is located, exclusively to such Public Agencies as said Court shall determine.

TWELFTH: The Corporation is not bound or governed by, and it shall not be necessary for the Corporation to comply with, the general provisions of other laws dealing with public facilities, their acquisition, construction, equipping, maintenance, operation, leasing, encumbering, or disposition.

IN WITNESS WHEREOF, the Public Agencies listed above have executed this Application effective the 1st day of September, 1999, by attaching hereto certified copies of the ordinance, resolution or other action of each Public Agency, evidencing approval of this Application by its mayor, board of directors, aldermen or quorum court, as required by Arkansas law.



ATTORNEY GENERAL OF ARKANSAS
Mark Pryor

Opinion No. 99-239

October 1, 1999

M. Gayle Corley
Friday, Eldredge & Clark
2000 Regions Ctr., 400 W. Capitol
Little Rock, AR 72201-3493

Dear Mr. Corley:

You have requested approval, pursuant to the Interlocal Cooperation Act [A.C.A. § 25-20-101 *et seq.*], of a proposed interlocal agreement between the Cities of Little Rock, Jacksonville, Maumelle, and Sherwood, Arkansas, and the Counties of Pulaski and Perry, Arkansas.

You have submitted a copy of the agreement, under the terms of which the parties agree generally to cooperate in connection with the construction, operation, and maintenance of a public library system, under the auspices of a separately-created entity named the "Central Arkansas Library System."

The Interlocal Cooperation Act requires that an interlocal agreement for joint or cooperative action that is carried out by a separate entity specify the following items:

- (1) The duration of the agreement;
- (2) The purposes of the agreement;
- (3) The manner of financing the joint or cooperative undertaking and of establishing and maintaining a budget for it;
- (4) The methods of accomplishing termination of the agreement and for the disposal of property upon termination;

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(501) 682-2007 • FAX (501) 682-8084
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(5) Any other necessary and proper matters.

A.C.A. § 25-20-104(c).

Having analyzed the agreement between the Cities of Little Rock, Jacksonville, Maumelle, and Sherwood, Arkansas, and the Counties of Pulaski and Perry, Arkansas, under the requirements of the Interlocal Cooperation Act, I find that the agreement meets those requirements, and is therefore hereby approved in its current form.

Assistant Attorney General Suzanne Antley prepared the foregoing opinion, which I hereby approve.

Sincerely,

A handwritten signature in dark ink, appearing to read "Mark Pryor", with a stylized flourish at the end.

MARK PRYOR
Attorney General

MP:SA/cyh