

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
COSUGI  
(FORMERLY CUSTOMERS OF DYNIX, INC.)**

(A Utah Nonprofit Corporation)

The undersigned, being the duly elected President of COSUGI, a Utah nonprofit corporation formerly known as Customers of Dynix, Inc. (the “Corporation”), pursuant to Section 16-6a-1001 *et seq.* of the Utah Revised Nonprofit Corporation Act, executes the following Amended and Restated Articles of Incorporation (the “Amended Articles”), to make changes to the Articles of Incorporation of the Corporation filed with the Department of Commerce, Division of Corporations and Commercial Code of Utah on the 22nd day of August, 1996, as amended by the Articles of Amendment filed with the Department of Commerce, Division of Corporations and Commercial Code of Utah on the 29th day of January, 2004 (the “Articles of Incorporation”).

ARTICLE FIRST

Name: The name of this Corporation is **COSUGI**.

ARTICLE SECOND

Duration: This Corporation shall exist perpetually unless sooner dissolved by law.

ARTICLE THIRD

Purposes: The purposes for which this Corporation is organized are educational and professional within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, including but not limited to:

- a. Establishing forums to provide support and foster the sharing of information among the membership.
- b. Maintaining and improving relations and lines of communication among Members and between Members and Sirsi Corporation, known worldwide as SirsiDynix, and its affiliates or authorized distributors (the “Company”).

- c. Formulating, coordinating, and recommending enhancements regarding the development of software and related products.
- d. Carrying out activities which the Members deem appropriate for the benefit of the Corporation.
- e. Serving as designated User according to the terms of the Escrow Agreement(s) for Software Program Source Code and Other Material, through which Members shall have access to appropriate Company source code and documentation.
- f. Supporting and coordinating the activities of special interest groups and regional users groups in an ongoing and consistent manner.

Limitation: This Corporation shall be a nonprofit corporation under Title 16, Chapter 6, of the Utah Code and is not organized for pecuniary profit.

#### ARTICLE FOURTH

Membership: The Corporation shall be a membership corporation with membership rights and requirements as set forth in the Bylaws. There shall be no shares of stock issued evidencing membership.

#### ARTICLE FIFTH

Directors' Contracts: No contract or other transaction between this Corporation and one or more of its Directors or any other person, partnership, corporation, firm, association or entity in which one or more of this Corporation's Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose and each such Director of this Corporation is hereby released from liability which might otherwise exist from such contract if: (a) such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction and a majority of non-interested Directors, or all non-interested directors in the case of a committee, vote to approve or ratify the contract or transaction; (b) such relationship or interest is disclosed or known to the Members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the Corporation.

## ARTICLE SIXTH

Amendment: Upon resolution by the Board of Directors and after notice has been given to members entitled to vote as provided in Section 16-6a-1003 of the Utah Code, as amended, these Articles may be amended by ballot as provided in the Bylaws of the Corporation, or at an annual or special meeting of the Members, by the affirmative vote of at least two-thirds of the Members voting by ballot, or present at such meeting or represented by proxy, as the case may be.

## ARTICLE SEVENTH

Initial Registered Office and Agent: The address of this Corporation's registered office is 3214 North University Avenue, #333, Provo, Utah 84604. The name of the registered agent at such address is Frances P. Orton.

## ARTICLE EIGHTH

Incorporator: The name and address of the Incorporator is:

Kate Olsen	1340 Westcott Road
	Eagan, MN 55123-1099

## ARTICLE NINTH

Indemnification: The Corporation shall indemnify all officers and Directors of the Corporation to the full extent permitted by the Utah Revised Nonprofit Corporation Act.

## ARTICLE TENTH

Distribution Upon Dissolution. In the event of dissolution or liquidation of the Corporation, to the extent allowed by law, all of its assets, if any, shall be reduced to cash and the proceeds shall be donated to another non-profit organization as determined by the Board of Directors. There shall be no personal financial gain or profit of any Member of the Corporation.

## ARTICLE ELEVENTH

Date of the Adoption of the Amended Articles. The foregoing Amended and Restated Articles were adopted by the Directors and Members of the Corporation in conformity with the

procedures of the Utah Revised Nonprofit Corporation Act on \_\_\_\_\_,  
200[8].

ARTICLE TWELFTH

Vote: \_\_\_\_\_ Members of the Corporation were entitled to vote as a single class on the Adoption of the Amended Articles. The Amended Articles were approved and adopted by the Members of the Corporation by written ballot as follows:

For

Against

IN WITNESS WHEREOF, the undersigned executes these Amended and Restated Articles of Incorporation and certifies to the truth of the facts herein stated this \_\_\_\_ day of \_\_\_\_\_, 2008.

\_\_\_\_\_, President

The appointment of the undersigned as the registered agent of the Corporation is hereby accepted.

\_\_\_\_\_  
Frances P. Orton, Registered Agent