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**RESTATED CERTIFICATE OF INCORPORATION OF  
AMERICAN BOOKSELLERS ASSOCIATION, INC.,  
UNDER SECTION 905 OF THE NOT-FOR-PROFIT CORPORATION LAW**

CT-07

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1. The name of the corporation is the American Booksellers Association, Inc. (the "Corporation"), a not-for-profit corporation formed under the laws of the State of New York and incorporated pursuant to Section 402 of New York State Not-For-Profit Corporation Law. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 and a Type A corporation as defined in Section 201 of the New York State Not-For-Profit Corporation Law.

2. The Corporation's Certificate of Incorporation was filed by the Department of State on January 6, 1936.

3. The Restated Certificate of Incorporation restates the text of the Certificate of Incorporation as amended to effect the following amendments authorized by Chapter 35 of the Consolidated Laws of the State of New York:

- (a) The Corporation has changed its purposes. The new purposes are: "The purposes for which it is to be formed are to act as an association as defined in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, in the field of bookselling to provide professional advancement, education, and advocacy on behalf of professional booksellers by: serving as the voice of professional independent booksellers and advocating on their behalf; providing professional independent booksellers with access to the information and services they require; providing opportunities for peer interaction; and promulgating policies and conducting activities for the betterment of all those individuals and firms involved in aspects of the professional independent bookselling industry. The corporation shall be a Type A corporation as defined in Section 201 of the New York Not-For-Profit Corporation Law."
- (b) The city and county location of the Corporation have been changed. Therefore, Section 4 of the Certificate should state: "The City, and County in which its office is to be located is Tarrytown, Westchester County, in the State of New York."
- (c) The Corporation has changed the number of directors. Therefore, Section 5 of the Certificate should state: "The number of its directors shall be set forth in the Bylaws of the corporation."
- (d) The Corporation has added a Section 8 to the Certificate that states: "Members of the corporation may vote by less than unanimous written consent as permitted by Section 614(a) of New York Not-For-Profit Corporation Law."

The text of the Certificate of Incorporation is hereby restated as amended to read as herein set forth in full:

**CERTIFICATE OF INCORPORATION OF  
AMERICAN BOOKSELLERS ASSOCIATION, INC.  
UNDER SECTION 402 OF THE  
NEW YORK NOT-FOR-PROFIT CORPORATION LAW**

We, the undersigned, for the purpose of forming a membership corporation pursuant to New York Not-For-Profit Corporation Law hereby certify:

1. The name of the corporation shall be **AMERICAN BOOKSELLERS ASSOCIATION, INC.**

2. The purposes for which it is to be formed are to act as an association as defined in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, in the field of book selling to provide professional advancement, education, and advocacy on behalf of professional booksellers by: serving as the voice of professional independent booksellers and advocating on their behalf; providing professional independent booksellers with access to the information and services they require; providing opportunities for peer interaction; and promulgating policies and conducting activities for the betterment of all those individuals and firms involved in aspects of the professional independent bookselling industry. The corporation shall be a Type A corporation as defined in Section 201 of the New York Not-For-Profit Corporation Law.

3. The territory in which its operations are principally to be conducted is the United States of America.

4. The City, and County in which its office is to be located is Tarrytown, Westchester County, in the State of New York.

5. The number of its directors shall be set forth in the Bylaws of the corporation.

6. The names and residences of the initial directors until the first annual meeting are:

Edmund S. McCawley	Ithaca, Pennsylvania.
Frank Magel	Demarest, New Jersey
Ernest Kisele	97 Fort Place, St. George, Staten Island, New York.
Robert M. Coles	35 West 82nd Street, New York, New York
Cedric H. Crowell	Port Washington, Long Island, New York

7. All of the subscribers to this certificate are of full age; at least two-thirds of them are citizens of the U.S.; at least one of them is a resident of the State of New York. Of the persons named as directors, at least one is a citizen of the United States and resident of the State of New York.

8. Members of the corporation may vote by less than unanimous written consent as permitted

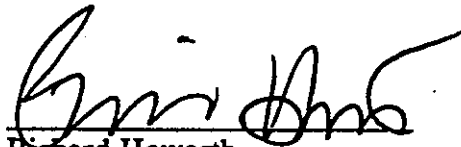
by Section 614(a) of New York Not-For-Profit Corporation Law.

4. The Secretary of State is designated as agent of the corporation upon whom process against it may be served and the address within the this state to which the secretary of state shall mail copy of any process against it served upon him shall be: 828 South Broadway, Tarrytown, New York 10591.

5. The Restatement to the Certificate of Incorporation was voted on at a duly noticed meeting of the members of the Corporation at which a quorum was present and was approved by a majority of the members present in person such that the affirmative votes cast in favor of the Restatement to the Certificate of Incorporation were at least equal to the quorum.

In witness whereof, I have executed this Restated Certificate of Incorporation this 7<sup>th</sup> day of July, 1999.

SIGNED:



Richard Howorth

President

American Booksellers Association, Inc.

Date:

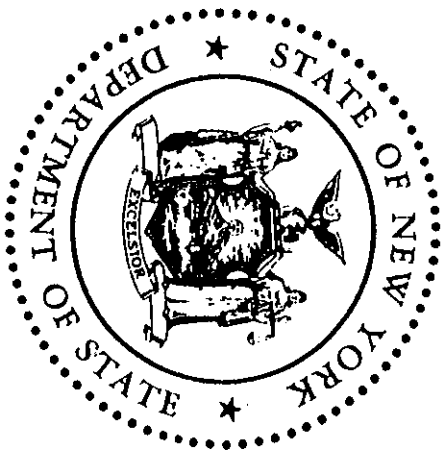
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State of New York  
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on AUG 02 1999



A handwritten signature in cursive script, appearing to read "J. Paul", written in black ink.

Special Deputy Secretary of State

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OF  
AMERICAN BOOKSELLERS ASSOCIATION, INC.

UNDER SECTION 805 OF THE NOT FOR PROFIT CORPORATION LAW

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STATE OF NEW YORK  
DEPARTMENT OF STATE

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JENNER & BLOCK  
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WASHINGTON, DC 20005