

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
INFORMATION SYSTEMS AUDIT AND CONTROL ASSOCIATION, INC.

A California Nonprofit Mutual Benefit Corporation **ENDORSED - FILED**
 in the office of the Secretary of State
 of the State of California

The undersigned certify that:

NOV 06 2012

1. They are the **president** and the **secretary**, respectively, of Information Systems Audit and Control Associations, Inc., a California nonprofit mutual benefit corporation (the "Corporation").

2. The Amended and Restated Articles of Incorporation of this Corporation are amended and restated to read as follows:

ARTICLE I: NAME OF CORPORATION

The name of the corporation is INFORMATION SYSTEMS AUDIT AND CONTROL ASSOCIATION, INC.

ARTICLE II: PURPOSE OF CORPORATION

This corporation is a nonprofit mutual benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity other than credit union business for which a corporation may be organized under such law. This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5 of Division 2.

The specific purpose of this corporation is to be a leading global provider of knowledge, certifications, community, advocacy and education on information systems (IS) assurance and security, enterprise governance and management of information technology (IT), and IT-related risk and compliance, and to carry on other activities associated with this goal as allowed by law. To achieve its purpose, the corporation provides career- and profession-enhancing products and services to an international membership; hosts international conferences; publishes a technical/managerial peer-reviewed periodical and volumes of practical guidance; develops international IS auditing and control standards; advances and attests IT skills and knowledge through a global certification program; and maintains frameworks to help IT professionals and enterprise leaders govern and manage IT, particularly in the areas of assurance, security, risk and control.

ARTICLE III: TAX-EXEMPT STATUS OF CORPORATION


No part of the net earnings of the corporation shall inure to the benefit of any shareholder or private individual, as defined in Internal Revenue Code §501(c)(6).

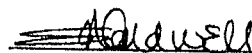
On the winding up and dissolution of this corporation, and after paying or adequately providing for its debts and obligations, the remaining assets shall be distributed to IT Governance Institute, as long as it is then provided for in Internal Revenue Code §§170(b)(1)(A), 501(c)(6), and 509(a)(1), and as long as it then meets the requirements of California Revenue and Taxation Code §214. If IT Governance Institute is not then so described, distribution of the remaining assets shall be to such corporation, described in such Code provisions, as shall have been substituted for IT Governance Institute, as approved by the Board of Directors.

3. The foregoing amendment and restatement of this Corporation's Amended and Restated Articles of Incorporation has been duly approved by the requisite vote of the members and by the Board of Directors.

The undersigned further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of their own knowledge.

Executed at Rolling Meadows, IL, on 18 October 2012


Name: Gregory Grocholski
Title: President


Name: Susan M. Caldwell
Title: Secretary



I hereby certify that the foregoing transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

DEC 14 2012

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State