

SEP 12 2011

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

OF

**IT GOVERNANCE INSTITUTE**

**A California Nonprofit Public Benefit Corporation**

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of IT Governance Institute, a California nonprofit public 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 IT GOVERNANCE INSTITUTE.

**ARTICLE II: PURPOSE OF CORPORATION**

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public purposes. 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 recognize the increasing criticality of information technology (IT) to the enterprise's success in delivering on its mission and goals, by conducting research on global practices and perceptions of governance of enterprise IT and, through its research, helping enterprise leaders understand how effective governance can assist in ensuring that IT supports business goals, optimizes IT-related business investment, and appropriately manages IT-related risks and opportunities and to carry on other activities associated with this goal as allowed by law.

Organized as a type II organization within the meaning of Sections 509(a)(3) and §501(c)(3) of Internal Revenue Code or the corresponding provision of any future United States internal revenue law, the corporation supports the purposes of the Information Systems Audit and Control Association, Inc. Despite any other provision in these articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code §501(c)(3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code §170(c)(2) or the corresponding provision of any future United States internal revenue law.