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

A California Nonprofit Mutual Benefit Corporation

The undersigned certify that:

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 periodicals and volumes of practical guidance; develops international IS
auditing and control standards; advances and atests 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

[Signature]
Name: Gregory Grocholski
Title: President

[Signature]
Name: Susan M. Caldwell
Title: Secretary
I hereby certify that the foregoing transcript of [underline] 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: __________________________

[Signature]
DEBRA BOWEN, Secretary of State