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.
ARTICLE III: TAX-EXEMPT STATUS OF CORPORATION

(a) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Internal Revenue Code §501(h)(9)), and this corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

(b) All corporate property is irrevocably dedicated to the purposes set forth in Article II. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

(c) 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 Information Systems Audit and Control Association, Inc., a California nonprofit mutual benefit corporation, as long as it is then provided for in Internal Revenue Code §§170(b)(1)(A), 501(c)(3), and 509(a)(1), and as long as it then meets the requirements of California Revenue and Taxation Code §214. If Information Systems Audit and Control Association, Inc. 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 Information Systems Audit and Control Association, Inc., as the organization this corporation is operated exclusively to support.

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

4. The Corporation has no members.

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 1 September 2011

Name: Kenneth L. Vander Wal
Title: International President

Name: Susan M. Caldwell
Title: Secretary