

**FILED**  
in the office of the Secretary of State  
of the State of California  
NOV 16 2010 *limk*

ARTICLES OF INCORPORATION

OF

NORTHERN CALIFORNIA EAST BAY CHAPTER, THE INSTITUTE OF  
INTERNAL AUDITORS, INC

I

The name of this corporation is Northern California East Bay Chapter, The Institute of Internal Auditors, Inc.

II

- A. This corporation is a nonprofit Mutual Benefit Corporation organized under the 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.
- B. The specific purposes of this corporation are to:
1. Cultivate, promote, and disseminate knowledge and information concerning internal auditing and subjects related thereto.
  2. Establish and maintain high standards of integrity, honor, and character among internal auditors.
  3. Furnish information regarding internal auditing and the practice and methods thereof to its members, and to other persons interested therein, and to the general public.
  4. Do any and all things which shall be lawful and appropriate in furtherance of any of the purposes herein before expressed.

III

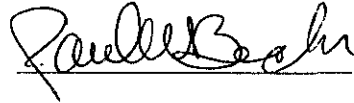
The name and address in the State of California of this corporation's initial agent for service of process is:

Paul W. Becker  
2005 Diamond Blvd, Suite 2250  
Concord, CA 94520.

IV

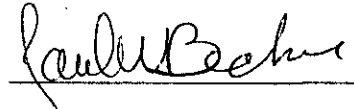
Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of this corporation.

DATED: 10/26/2010

A handwritten signature in cursive script, appearing to read "Paul W. Becker", written over a horizontal line.

Paul W. Becker

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

A second handwritten signature in cursive script, appearing to read "Paul W. Becker", written over a horizontal line.