

## **Articles of Incorporation**

### **Commonwealth of Pennsylvania Department of State Corporation Bureau**

#### **Articles of Incorporation Domestic Nonprofit Corporation**

In compliance with the requirements of 15PA. S. Section 7316 (relating to articles of incorporation), the under signed, desiring to be incorporated as a nonprofit corporation, hereby certifies that:

1. The name of the corporation is PHILADELPHIA CHAPTER OF THE INSTITUTE OF INTERNAL AUDITORS, INC.
2. The location and post office address of the initial registered office of the corporation in this Commonwealth is c/o Theodore R. Wenrich, Scott Paper Company, Scott Plaza, Philadelphia, PA 19113.
3. The corporation is incorporated under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania for the following purposes:

To cultivate, promote and disseminate knowledge and information concerning internal auditing and subjects related thereto; to establish and maintain high standards of integrity, honor and character among internal auditors; to furnish information regarding internal auditing and the practice thereof to its members, and to other persons interested therein, and to the general public; to do any and all things which shall be lawful and appropriate in furtherance of any of the purposes herein before expressed.

The corporation does not contemplate pecuniary profit, incidental or otherwise.

4. The corporation shall be organized and operated exclusively as a business league, not organized for profit, and no part of the net earnings which shall incur to the benefit of any private member thereof, or individual as those terms are used in Section 501 (c) (6) of the Internal Revenue Code of 1954, as amended. It is an independent affiliate of other similar Chapters worldwide and of The Institute of Internal Auditors, Inc.
5. The term for which the corporation is organized is to exits perpetual.
6. The corporation is organized upon a nonstock basis.
7. The membership of the corporation shall consist of those individuals who are members of the Philadelphia Chapter of The Institute of Internal Auditors (an unincorporated association) at the time of the filing of these Articles of incorporation and who may, from time to time, be admitted to membership in such manner and under such requirements as prescribed in the Bylaws.

8. The property, business and affairs of this corporation shall be managed by the Board of Governors which shall be constituted as prescribed in the Bylaws.
9. The incorporates constitute a majority of the members of the committee authorized to incorporate Philadelphia Chapter of The Institute of Internal Auditors, by the requisite vote required by the organic law of the association for the amendment for such organic law.
10. The name and post office address of each incorporator is:

John J. Robrecht, III  
GSB Building  
City Line & Belmont Aves  
Bala Cynwyd, PA 19004

Theodore R. Wenrich  
Scott Plaza  
Philadelphia, PA 19113

Mark Sibley, Jr.  
2 Penn Center, 7th Floor  
Philadelphia, PA 19102

11. In case of dissolution of the corporation and liquidation of its affairs, any money or other assets remaining after the payment of all obligations shall be distributed for such charitable or educational purposes as the Board of Governors may determine and direct, and in every case the decision and determination of the Board shall be final and conclusive upon all persons in any way interested.

IN TESTIMONY WHEREOF, the incorporators have signed and sealed these Articles of Incorporation this 19th day of June, A.D. 1981.

s/s John J. Robrecht, III  
s/s Theodore R. Wenrich  
s/s Mark Sibley, Jr.

Approved and filed in the Department of State on the 8th day of July, A.D. 1981.

s/s William R. Davis