

Attachment 3
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CONFIDENTIAL



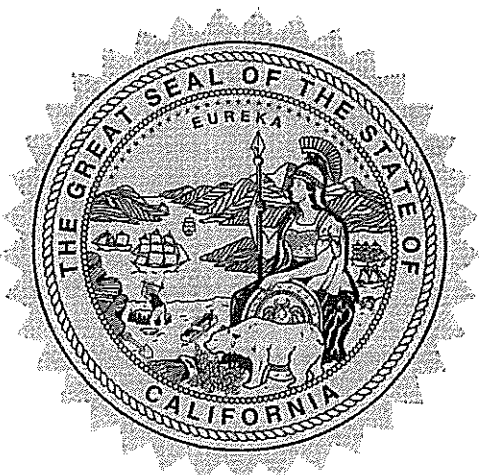
SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JAN 19 2005



Kevin Shelley
Secretary of State

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FILED

In the office of the Secretary of State
of the State of California.

JUN 11 1984

MARCH FONG ER, Secretary of State

By Alvin [Signature]
Deputy

ARTICLES OF INCORPORATION

OF

SACRAMENTO CHAPTER OF THE INSTITUTE OF INTERNAL AUDITORS

I

The name of this corporation is Sacramento Chapter of The Institute of Internal Auditors.

II

A. This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this organization is to engage in any lawful act or activity 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:

Mary E. Harris, Secretary
c/o Sacramento Savings & Loan Association
P. O. Box 872, 5th & L Streets
Sacramento, CA 95804

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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: April 2, 1984

Mary E. Harris

Mary E. Harris

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

Mary E. Harris

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JUN 11 1984



STATE OF CALIFORNIA

FRANCHISE TAX BOARD

SACRAMENTO, CALIFORNIA 95867

June 8, 1984

In reply refer to
342:APP:BJC:rc:g

Sacramento Chapter of The Institute
of Internal Auditors
c/o E. Asmus
P. O. Box 15779
Sacramento, CA 95852

Purpose : Business League
Code Section : 23701e
Form of Organization : Corporation
Accounting Period Ending: June 30
Organization Number :

On the basis of your stated purposes and the understanding that your present operations will continue or will be as proposed in your application, you are exempt from state franchise or income tax under the section of the Revenue and Taxation Code indicated above. Any changes in operation, character or purposes must be reported to this office immediately for consideration of their effect upon your exempt status. You also must report any change in name or address.

You are required to file Form 199 (Exempt Organization Annual Information Return) or Form 199B (Exempt Organization Annual Information Statement) on or before the 15th day of the 5th month (4 1/2 months) after the close of your accounting period. See annual instructions with forms for requirements.

You are not required to file state franchise or income tax returns unless you have income subject to the unrelated business income tax under Section 23731 of the Code. In this event, you are required to file Form 109 (Exempt Organization Business Income Tax Return) by the 15th day of the 5th month (4 1/2 months) after the close of your annual accounting period.

If the organization is incorporating, this approval will expire unless incorporation is completed with the Secretary of State within 60 days.

Exemption from federal income or other taxes and other state taxes requires separate applications.

D. Haxeid, Supervisor
Exempt Audit Unit
Telephone (916) 355-0370

cc: Secretary of State

FTB 4 207-ATS (REV. 10-81/8-83)



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