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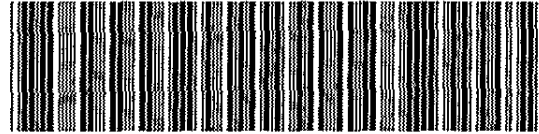
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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

J. Shivers AUG 10 2006

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*NOT ADMITTED TO DC BAR

August 8, 2006

BY FEDERAL EXPRESS

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Internal Auditing Academic Advancement Fund, Inc.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation, and a check for \$87.50 for the filing fee, designation of registered agent, one certified copy, and a certificate of status.

Please return the certified copy and certificate to me.

Yours truly,

Charles M. Watkins

Charles M. Watkins

CMW/ctb

Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
INTERNAL AUDITING ACADEMIC ADVANCEMENT FUND, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not-For-Profit Corporation Act, hereby adopts the following Articles of Incorporation:

1. Name. The name of the corporation shall be Internal Auditing Academic Advancement Fund, Inc.

2. Principal office. The principal place of business and the mailing address of this corporation shall be: 247 Maitland Avenue, Altamonte Springs, Florida 32701.

3. Purposes. This corporation is organized, and shall be administered and operated, exclusively to receive, administer and expend funds for the following purposes:

(a) To carry out the educational and charitable purposes for internal auditing education of the Institute of Internal Auditors, Inc.;

(b) To collect and distribute funds to support the teaching of internal auditing in post-secondary educational institutions;

(c) To establish and maintain high standards for the teaching of internal auditing in post-secondary educational institutions;

(d) To assist other charitable and educational organizations in the conduct of similar activities; and

(e) To engage in any and all lawful activities to accomplish the foregoing purposes except as restricted herein.

In order to accomplish the foregoing charitable and educational purposes, and for no other purpose or purposes, the corporation shall have all of the powers granted to nonstock corporations by §617.0302 of the Florida Not-For-Profit Corporation Act; provided, however, that the corporation shall not except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of the corporation.

4. Manner of election of directors. The method of election of the directors shall be stated in the bylaws.

5. Initial registered agent and street address. The name, and the Florida street address, of the initial registered agent is David A. Richards, 247 Maitland Avenue, Altamonte Springs, Florida 32701.

6. Other provisions. (a) No part of the net income of the corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article 3 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of or against any candidate for public office.

(b) Notwithstanding any other provision set forth in these Articles of Incorporation, at any time during which it is deemed a private foundation, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986; the corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986; the corporation shall not own any excess business holdings that would subject it to tax under Section 4943 of the Internal Revenue Code of 1986; the corporation shall not make any investment in such manner as to subject it to the tax imposed by Section 4944 of the Internal Revenue Code of 1986; and the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986. Any reference in these Articles to any section of the Internal Revenue Code of 1986 shall be deemed to incorporate by reference the corresponding provisions of any subsequent federal tax laws.

(c) Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, or by an organization contributions to which are to be deductible under Section 170(c)(2) of such Code.

(d) Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively for the corporation's charitable and educational purposes, or to organizations which are then exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1986, and to which contributions are then deductible under Section 170(c)(2) of such Code.

(e) These Articles of Incorporation may be amended at any time in the manner provided by law. However, no such amendment shall be filed with the State of Florida, or otherwise take effect, unless and until it has been approved by the Executive Committee of the Institute of Internal Auditors, Inc.

(f) The corporation shall not file articles of merger or articles of dissolution with the State of Florida, nor shall any such document take effect, unless and until it has been approved by the Executive Committee of the Institute of Internal Auditors, Inc.

7. Incorporator. The name and address of the incorporator of these Articles of Incorporation are:

Charles M. Watkins
Suite 1000
1747 Pennsylvania Avenue, N.W.
Washington, D.C. 20006.

Dated: July 28, 2006

A handwritten signature in cursive script that reads "Charles M. Watkins". The signature is written in dark ink and is positioned above a horizontal line.

Charles M. Watkins

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept the appointment of registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: July 12, 2006



David Richards

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TALLAHASSEE, FLORIDA