

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU

FILED

Date Received

AUG 5 1982

JUL 26 1982

Administrator
 MICHIGAN DEPARTMENT OF COMMERCE
 Corporation & Securities Bureau

Corporation Number

717-687

(SEE INSTRUCTIONS ON REVERSE SIDE)

(Non-Profit Domestic Corporations)

ARTICLES OF INCORPORATION

These Articles of Incorporation are signed by the incorporators for the purpose of forming a non-profit corporation pursuant to the provisions of Act 327, Public Acts of 1931, as amended, and Act 284, Public Acts of 1972, as amended, as follows:

ARTICLE I.

The name of the corporation is Detroit Chapter—Institute of Internal Auditors, Inc. ✓

ARTICLE II.

The purpose or purposes for which the corporation is organized are as follows:
 (See Part 2 of Instructions)

1. To create, disseminate, and promote an interest in information concerning internal auditing and related subjects.
2. To establish and maintain high standards of integrity, honor, and character among internal auditors.
3. To 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. To do any and all things which shall be lawful and appropriate in furtherance of any of the foregoing purposes.

ARTICLE III.

Said corporation is organized upon a non-stock basis. (Stock-share or non-stock)

(a)

(If upon a stock-share basis fill in the following)

The total number of shares of stock which the corporation shall have authority to issue is _____ of the par value of \$ _____ per share.

A statement of all or any of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof is as follows: _____

(b)

(If upon a non-stock basis strike out paragraph (a) above and fill in the following)

The amount of assets which said corporation possesses is:

*Real Property: (Give description and value. If none, insert "none".) NONE

*Personal Property: (Give description and value. If none, insert "none".) \$13,228.88 as of 3-31-82
Bank Accounts.

Said corporation is to be financed under the following general plan:

Membership dues and seminar fees.

ARTICLE IV.

(1) The address of the initial registered office is (See part 3 of instructions)

23558 Lahser Road Southfield Michigan 48034
(No. and Street) (Town or City) (Zip Code)

(2) The mailing address of the initial registered office is (need not be completed unless different from the above address—See part 2 of instructions)

(No. and Street) (Town or City) Michigan (Zip Code)

(3) The name of the initial resident agent at the registered office is

Climie Seals, III

ARTICLE V.

The names and addresses of the incorporators are as follows:
(At least 3 incorporators are required; See Part 4 of instructions)

Names

Residence or Business Address

Climie Seals, III

Blue Cross-Blue Shield of Michigan

600 Lafayette East

Detroit, MI 48226

John K. Heitchue

Detroit Edison

2000 Second Avenue

Detroit, MI 48226

Robert B. Rito

K-Mart Corporation

3100 West Big Beaver

Troy, MI 48084

ARTICLE VI.

The names and addresses of the first board of directors (or trustees) are as follows:
(At least 3 directors or trustees are required; See Part 4 of instructions)

Names

Residence or Business Address

See attached.

ARTICLE VII.

(Here insert any desired additional provisions authorized by the Acts)

- A. The term for which the corporation shall be organized shall be perpetual, but in the event of dissolution the Board of Governors shall, after paying or making provisions for the payment of all liabilities of the corporation, return all unexpended assets to The Institute of Internal Auditors, Inc., to be disposed of by making distribution exclusively for the purposes set forth in Article II hereof in such manner as the Board of Directors shall determine, or by making distribution to such organizations, as the Board of Directors shall then determine, which are organized and operated exclusively for the purposes set forth in Article II hereof and which at that time qualify as exempt public organizations under Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- B. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its employees, governors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code).

These Articles of Incorporation are hereby signed by the incorporators on this 25th day of June, 1982.

Climie Seals III
Climie Seals, III

John K. Heitchue
John K. Heitchue

Robert B. Rito
Robert B. Rito

BOARD OF GOVERNORS

OFFICERS

President: Climie Seals, III
Staff Auditor
Blue Cross-Blue Shield of Mich.
600 Lafayette East
Detroit, MI 48226

1st Vice President: Ronald L. Bell, CIA
Auditor-GMAC
General Motors Corporation
3044 West Grand Blvd., AX-205
Detroit, MI 48202

2nd Vice President: Lloyd W. Coombe
Assistant General Auditor
Detroit Edison Company
2000 Second Ave., 1178 WCB
Detroit, MI 48226

Treasurer: William T. Allen, CIA
Systems Auditor
Blue Cross-Blue Shield of Mich.
25809 Patricia
Warren, MI 48091

Secretary: Richard L. Crawley, CIA
Senior Auditor
Michigan Bell Telephone Co.
29350 Southfield Road, Room 31
Southfield, MI 48076

PAST PRESIDENTS

1981-82 Robert J. Seefelt, Jr.
Manager-Internal Audit
Federal Mogul Corporation
P. O. Box 1966
Detroit, MI 48235

1980-81 John K. Heitchue
Dir. Revenue-Inv., EDP Audit
Detroit Edison Company
2000 Second Ave.
Detroit, MI 48226

GOVERNORS TERM EXPIRING 1983

Sandra K. Bonkosky
175 Boyken
Rochester, MI 48063

Gary E. Glowacki, CIA
Director, Internal Auditing
Grand Trunk Western Railroad
131 W. Lafayette
Detroit, MI 48226

Dominic Moterosso
Director, Corporate Audit
Michigan Consolidated Gas Co.
One Woodward Ave.
Detroit, MI 48226

Albert E. Quarton
Adm. Div. Pricing & Spec. Studies
Detroit Diesel Allison-GMC
13400 Outer Drive
Detroit, MI 48228

GOVERNORS TERM EXPIRING 1984

Larry L. Fry, CIA
Manager-EDP Audit
Michigan Wisconsin Pipe Line
One Woodward Ave., GB-30
Detroit, MI 48226

Richard T. Junkin
EDP Audit Supervisor
Michigan Wisconsin Pipe Line
One Woodward Ave., GB-30
Detroit, MI 48226

Robert E. Molyneux, CIA
Area Audit Manager
J. C. Penney Company
41410 Ayrshire Drive
Canton, MI 48188

Thomas Seim
General Motors Corporation
Room 8-238, G. M. Bldg.
3044 W. Grand Blvd.
Detroit, MI 48202

GOVERNORS TERM EXPIRING 1985

George B. Endreszl
Manager of Audits
Southeastern Mich. Trans. Auth.
38775 Grandon
Livonia, MI 48150

Edward J. Kowalski, Jr.
Senior Auditor
Great Lakes Gas Transmission
2100 Buhl Building
Detroit, MI 48226

Dennis R. Mason
Manager Internal Audit
Core Industries Inc.
500 North Woodward
P. O. Box 2000
Bloomfield Hills, MI 48013

Dominic Monastiere
Vice President-Auditing
Michigan National Corporation
P. O. Box 589
Bloomfield Hills, MI 48013

MAIL RETURNED COPY TO:
(Fill in Name and Address Here)

Nancy Keppelman
Miller, Canfield, Paddock and Stone
2500 Detroit Bank & Trust Building
Detroit, MI 48226

Telephone:
Area Code 313
Number 963-6420

INFORMATION AND INSTRUCTIONS

Articles of Incorporation—Non-Profit Corporations (Excluding Ecclesiastical Corporations)

1. Submit one original copy of the Articles of Incorporation. Upon the filing, a microfilm copy will be prepared for the records in the Corporation and Securities Bureau. The original copy of the document will be returned as evidence of the filing. Please complete the box above to reflect the name, street and number (or P.O. Box), city, state and zip code to which the copy is to be returned.
2. Article II should state, in general terms, the specific purpose or object for which the corporation is organized.
3. Article IV—A post office box is not permitted to be designated as the address of the registered office in part 1 of Article IV. The mailing address in part 2 of Article IV may differ from the address of the registered office **only** if a post office box address in the same city as the registered office is designated as the mailing address.
4. Article V—At least three incorporators are required. Article VI—At least three directors (or trustees) are required. The addresses should include a street number and name (or other designation), in addition to the name of the city and state.
5. The duration of the corporation should be stated in the Articles **only if the duration is not perpetual**.
6. The Articles must be signed in ink by each incorporator. The names of the incorporators as set out in Article V should correspond with the signatures.
7. An effective date, not later than 90 days subsequent to the date of filing, may be stated in the Articles of Incorporation.
8. Since the corporate documents are microfilmed for the Bureau's files, it is imperative that the document submitted for filing be legible so that a usable microfilm can be obtained. Corporate documents with poor black and white contrast, whether due to the use of a worn typewriter ribbon or due to a poor quality of reproduction, will be rejected.
9. FEES: \$10.00 filing plus \$10.00 franchise; total \$20.00. Checks or money orders should be made payable to the State of Michigan.
10. Mail Articles of Incorporation and fees to:

Michigan Department of Commerce
Corporation and Securities Bureau
Corporation Division
P.O. Box 30054
Lansing, Michigan 48909
(Tel: 517-373-0493)