

**RESTATED AND AMENDED CERTIFICATE OF FORMATION**

**OF**

**HOUSTON CHAPTER, THE INSTITUTE OF INTERNAL AUDITORS**

ARTICLE 1

HOUSTON CHAPTER, THE INSTITUTE OF INTERNAL AUDITORS (referred to as the "Corporation"), a Texas nonprofit corporation subject to the Texas Business Organizations Code, Chapter 22, has adopted this Restated and Amended Certificate of Formation. This Restated and Amended Certificate of Formation accurately copies the previous Certificate of Formation and all prior amendments that are in effect to date and also includes further amendments described in Article 4.

ARTICLE 2

**PROCEDURE OF ADOPTION OF AMENDMENTS**

The Restated and Amended Certificate of Formation was adopted in the following manner:

The Corporation, through approval by its members, adopted the Restated and Amended Certificate of Formation at a properly called meeting of the members of the Corporation held on March 2, 2015. The Restated and Amended Certificate of Formation received the required vote of at least two-thirds of the members present. The Corporation has no one else eligible to vote on these amendments.

ARTICLE 3

**RESTATED ARTICLES**

The Certificate of Formation and all amendments and other changes to those articles of amendment are hereby superseded by the Restated and Amended Certificate of Formation set forth as Exhibit A, attached and incorporated herein for all purposes.

ARTICLE 4

**AMENDMENT OF CERTIFICATE OF FORMATION**

The Restated and Amended Certificate of Formation includes the following amendments:

All existing Certificates of Formation were deleted and replaced with the provisions in the Restated and Amended Certificate of Formation attached as Exhibit A.

Each new amendment (i) has been made in accordance with the Texas Business Organizations Code, (ii) has been approved in the manner required by the Texas Business

Organizations Code and the Corporation's governing documents, and (iii) does not contain any other change in the Certificate of Formation other than omissions allowed by the Texas Business Organizations Code section 3.059.

I am an officer of the Corporation and I hereby execute this Restated and Amended Certificate of Formation on behalf of the Corporation on this 30th day of March, 2015.

**HOUSTON CHAPTER, THE INSTITUTE OF INTERNAL AUDITORS**

By:  \_\_\_\_\_

Name: Romy Jaleel-Khan

Title: President