Office of the Secretary of State/Corporations Division

Not for Profit Articles of Incorporation

We, the undersigned incorporators, hereby associate ourselves together to form and establish a corporation NOT for profit under the laws of the State of Kansas.

Article One: Name of the corporation

TOPEKA CHAPTER OF THE
Institute of Internal
Auditors

Article Two: Address of registered office in Kansas

Topeka, , Shawnee
City County
Name of resident agent at above address

Percy C. Adkins, Jr

Article Three: Nature of corporation business or purposes to be conducted or promoted is a professional association organized for educational purposes. See Exhibit A.

Article Four: Will this corporation have authority to issue capital stock? Yes No

If yes, the total number of shares that this corporation shall be authorized to issue is as follows:

<table>
<thead>
<tr>
<th>Shares of</th>
<th>Stock, class</th>
<th>Par value of</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>10</td>
<td>100</td>
</tr>
</tbody>
</table>

If applicable, state any designations, powers, preferences, rights, qualifications, limitations or restrictions applicable to any class of stock or any special grant of authority to be given to the board of directors

Article Five: Are conditions of membership to be fixed by the by-laws? Yes No

If no, state conditions of membership

KANSAS SECRETARY OF STATE

11/13/2020 12:48:51 PM
Article Six: Name and mailing address of each incorporator is

Perry O. Adkins, Jr.,
P.O. Box 1308
Topeka, KS 66601

Article Seven: Name and mailing address of each person who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified is

Ken Abitz 4535 S.W. Winamaker, Topeka, KS 66610-1338
Mary Hoover 1259 Jewel, Topeka, KS 66604
Rita Barnard 3108 Wisconsin, Topeka, KS 66605

Article Eight: Is this corporation to exist perpetually? Yes X No __
If no, the term for which this corporation is to exist is____________________

In testimony whereof, we have hereunto subscribed our names the 22 day of December, A.D. 1990.

(P Signatures must correspond exactly to the names of the incorporators listed in Article Six.)

Perry O. Adkins Jr.

State of Kansas ss.
County of Douglas

Before me, a notary public in and for said county and state, personally appeared

Perry O. Adkins Jr.

who are known to me to be the same persons who executed the foregoing Articles of Incorporation and duly acknowledged the execution of the same. In witness whereof, I have hereunto subscribed my name and affixed my official seal, this 27th day of December, A.D. 1990.

(Seal) Josephine A. Kappelman

Notary Public
State of Kansas
My Appt. Expires 7-16-94

My appointment or commission expires 7-16-94.
Said corporation is organized exclusively for charitable, religious, educational, scientific, testing for public safety, prevention of cruelty to children or literary purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations which are described in section 501(c) (3) and exempt under section 501(a) of the internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, 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 these articles. 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 (including the publishing or distribution of statements or the making of oral statements on behalf of or in opposition to such candidate) of any political campaign on behalf of any candidate for public office. 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) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, scientific, or any other purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the District Court in the county in which the principal office of the corporation is then located, exclusively or such purposes or to such organization or organizations, a said Court shall determine, which are organized and operated exclusively for such purposes.