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AUG 30 1989

SECRETARY OF STATE
CORPORATION DIVISION

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
GENERAL LAWS, CHAPTER 180

I hereby certify that, upon an examination of the within-written articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles: and the filing fee in the amount of \$35.00 having been paid, said articles are deemed to have been filed with me this 30th day of August 1989

FILING FEE: \$35.00

Effective date




MICHAEL JOSEPH CONNOLLY
Secretary of State

TO BE FILLED IN BY CORPORATION
PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT

TO:

..... RAYMOND T. MAHON, ESQ.
..... c/o BOWDITCH & DEWEY
..... 311 MAIN STREET
..... WORCESTER, MA 01608
.....
Telephone... (508) 791-3511

A TRUE COPY ATTEST

WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 1/9/14 CLERK KV

Filing Fee ~~\$30.00~~ ^{35.00}

Copy Mailed

J.D.
Examiner

The Commonwealth of Massachusetts

Office of the Secretary of State
One Ashburton Place, Boston, MA 02108
Michael Joseph Connolly, Secretary

ARTICLES OF ORGANIZATION (Under G.L. Ch. 180)

Incorporators

NAME **RESIDENCE**
Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.

Michael J. Corby	11 Ash View Drive, Spencer, MA
Richard C. Koenig	6 Flanagan Drive, Shrewsbury, MA

89 242019

The above-named incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter 180 and hereby state(s):

J.D.
Name
Approved

- The name by which the corporation shall be known is:
INTERNATIONAL INFORMATION SYSTEM SECURITY CERTIFICATION CONSORTIUM, INC.

- The purposes for which the corporation is formed is as follows:

SEE CONTINUATION SHEET 2A

C
P
M
R.A.

9

P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

3. If the corporation has more than one class of members, the designation of such classes, the manner of election or appointment, the duration of membership and the qualification and rights, including voting rights, of the members of each class, are as follows:

The designation of the class or classes of members of the corporation, the manner of election or appointment, the duration of membership and the qualifications and rights, including voting rights, of the members of each class are as set forth from time to time in the By-laws of the corporation.

- *4. Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:-

SEE CONTINUATION SHEET 4A

CONTINUATION SHEET 2A

To the extent that Corporations organized under Chapter 180 of the Massachusetts General Laws may now or hereafter be permitted under the laws of the Commonwealth of Massachusetts, in this Commonwealth or anywhere on earth or elsewhere, the corporation is formed:

(1) To develop and support a program for the certification of information systems security professionals, including developing an examination (and examination procedures), and codes of conduct and ethics which will establish the criteria for granting certification or recertification;

(2) To develop a Common Body of Knowledge on an on-going basis which will delineate the changing qualifications expected of professionals engaged in the information systems security field of endeavor;

(3) To raise funds through solicitation of public and private organizations and individuals, and government grants to further the purposes of the corporation; and

(4) To engage in any business or transaction permitted by the laws of the Commonwealth of Massachusetts to a corporation organized under Chapter 180 of the Massachusetts General Laws, to the extent that such permitted business or transaction is related to any purpose of business or power otherwise included in these Articles of Organization.

#664

CONTINUATION SHEET 4A

The Corporation shall have the following powers in furtherance of its corporate purposes:

(a) The Corporation shall have perpetual succession in its corporate name.

(b) The Corporation may sue and be sued.

(c) The Corporation may have a seal, which it may alter at pleasure.

(d) The Corporation may elect or appoint directors, officers, employees, trustees or other agents, fix their compensation and define their duties and obligations.

(e) The Corporation may make donations, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic or similar purposes.

(f) The Corporation may purchase, receive, take by grant, gift, devise, bequest or otherwise, lease or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(g) The Corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its property, or any interests therein, wherever situated.

(h) The Corporation may purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental or other activities.

(i) The Corporation may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated.

(j) The Corporation may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) The Corporation may do business, carry on its operations, and have offices and exercise the powers granted by Chapter 180 of the Massachusetts General Laws as now in force or as hereafter amended, in any jurisdiction within or without the United States.

(l) The Corporation may pay pensions, establish and carry out pension, profit-sharing, and other retirement, incentive and benefit plans, trusts and provisions for any and all of its employees, including employees who serve as officers or directors, and for any or all of the directors, officers, and employees of any corporation, fifty (50%) percent or more of the shares of which outstanding and entitled to vote on the election of directors are owned, directly or indirectly, by the Corporation.

(m) the Corporation may participate as a subscriber in the exchanging of insurance contracts specified in section ninety-four B of chapter one hundred and seventy-five of the Massachusetts General Laws.

(n) The Corporation may be an incorporator of other corporations of any type or kind.

(o) The Corporation may have and exercise all powers necessary or convenient to effect any and all of the purposes for which the Corporation is formed, provided that no such power shall be exercised in a manner inconsistent with Chapter 180 or any other Chapter of the General Laws of the Commonwealth.

(p) The Corporation may be a partner in any business enterprise which it would have power to conduct by itself.

(q) The Corporation may make contracts of guarantee and suretyship whether or not in furtherance of its corporate purposes, provided, however, that such contracts are necessary or convenient to the conduct, promotion or attainment of the business of a corporation all of the outstanding stock of which is owned, directly or indirectly, by the Corporation; and provided further, that the board of directors of the Corporation has determined that such contracts are necessary or convenient to the conduct, promotion or attainment of the business of the Corporation.

(r) To the extent permitted by the By-laws, meetings of the members of this Corporation may be held anywhere in the United States.

(s) To the extent permitted by the By-laws, no person shall be disqualified from holding any office in, or contracting

or transacting business with the Corporation by reason of any personal interest or interest as a stockholder, director, officer, member, trustee or beneficiary of any other corporation, association, trust, partnership, firm or entity.

(t) An officer or director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability except for liability: (i) for any breach of the officer's or director's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the officer or director derived an improper personal benefit. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any officer or director occurring prior to such amendment or repeal.

(u) The Corporation, upon dissolution and after payment of or due provision for all the liabilities of the Corporation shall transfer all remaining assets of the Corporation to a successor organization, or, in the event that this is not possible, to an educational entity. This decision will be made by the Board of Directors subject to the following conditions:

- (1) that the transferee organization shall be a not-for-profit, tax-exempt organization as defined in Section 501(c) of the Internal Revenue Code of 1986, as amended; and
- (2) (a) if the transferee organization is a successor organization to this Corporation - that it agrees to carry on the purposes for which this Corporation was organized, or
- (b) if the transferee organization is not a successor organization to this Corporation - that it be empowered to foster information security education, research, and development.

This provision shall not be amended or repealed by the Corporation, or by vote of its members or directors.

CONTINUATION SHEET 7B

	<u>NAME</u>	<u>RESIDENCE</u>	<u>POST OFFICE ADDRESS</u>
President	Philip Fites	RR#5 Edmonton, Alberta Canada T5P 4B7	Same
Vice President/ President Elect	Sarajane Meglathery	377 W. 11th Street Apt. 1E New York, NY 10014	c/o NYSE Corporate Audit 11 Wall Street New York, NY 10005
Treasurer	Harold F. Tipton	18862 Colony Circle Villa Park, CA 92667	c/o Rockwell Internat'l P.O. Box 2515 Seal Beach, CA 90740-1515
Clerk	Richard C. Koenig	6 Flanagan Drive Shrewsbury, MA 01545	c/o Computer Security Institute 360 Church Street Northborough, MA 01532

Directors:

All of the above plus the following individuals

Michael J. Corby	11 Ash View Drive Spencer, MA 01562	P.O. Box 98 Spencer, MA 01562-0098
Martin Kratz	300 Albrumac Center 8657 51st Avenue Edmonton, Alberta Canada T6E 6A8	Same
James H. Finch	2200 Lakeshore Blvd. West Suite 111 Toronto, Ontario Canada M8V 1A4	Same
Gilbert R. Hedger	8115 North 18th Street Phoenix, AZ 85020	Same

5. By-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers whose names are set out below, have been duly elected.
6. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if later date is desired, specify date. (not more than 30 days after date of filing).
7. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.
 - a. The post office address of the initial principal office of the corporation in Massachusetts is:

P.O. Box 98
Spencer, MA 01562-0098

- b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

NAME	RESIDENCE	POST OFFICE ADDRESS
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SEE CONTINUATION SHEET 7B

President:

Treasurer:

Clerk:

Directors: (or officers having the powers of directors)

- c. The date initially adopted on which the corporation's fiscal year ends is: **December 31**

- d. The date initially fixed in the by-laws for the annual meeting of members of the corporation is:

The last Tuesday of March in each year

- e. The name and business address of the resident agent, if any, of the corporation is:

~~Richard G. Koenig, ^{Suite 110} 360 Church Street, Northborough, MA 01532~~

IN WITNESS WHEREOF, and under the penalties of perjury the INCORPORATOR(S) sign(s) these Articles of Organization this **29th** day of **AUGUST**, 19**89**

I/We the below signed INCORPORATORS do hereby certify under the pains and penalties of perjury that I/We have not been convicted of any crimes relating to alcohol or gaming within the past ten years; I/We do hereby further certify that to the best of my/our knowledge the above named principal officers have not been similarly convicted. If so convicted, explain.

.....
Michael Flory

Richard C. Koenig

The signature of each incorporator which is not a natural person must be by an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized on its behalf to sign these Articles of Organization.