

## ARTICLES OF RESTATEMENT OF THE FEDERAL IT SECURITY INSTITUTE

The undersigned, on behalf of the nonstock corporation set forth below, and pursuant to Section 13.1-889 of the Virginia Nonstock Corporation Act, submits the following Articles of Restatement (“**Restatement**”) for the purpose of amending and restating its Articles of Incorporation:

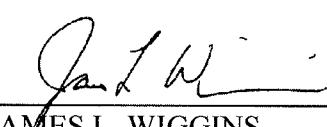
1. The nonstock corporation’s name prior to restatement is the Federal IT Security Institute (the “**Institute**”).
2. The Institute’s Amended and Restated Articles of Incorporation, which are attached and incorporated hereto as Exhibit 1, contain an amendment to the Institute’s Articles of Incorporation.
3. The Restatement was adopted by the Institute on July 20th, 2021.
4. The Restatement was adopted by the Institute’s Board of Directors by the unanimous (i.e., more than 2/3) vote of the directors in office.
5. Member approval of the Restatement was not required because the Institute has members without voting rights.
6. This Restatement and the attached Amended and Restated Articles of Incorporation will be effective upon filing.

\* \* \* \* \*

**Federal IT Security Institute**

7/21/2021  
\_\_\_\_\_  
Date

By:

  
\_\_\_\_\_  
JAMES L. WIGGINS,  
CEO

## **Amended and Restated Articles of Incorporation**

### **Federal IT Security Institute A Virginia Non-Profit, Non-Stock Corporation**

#### **Article One Name**

The name of the non-profit corporation is: Federal IT Security Institute (the “**Institute**”).

#### **Article Two Registered Agent and Office**

The name of the current registered agent and registered office in the Commonwealth of Virginia, County of Fairfax, are:

James L. Wiggins  
141 Cameron Station Blvd.  
Alexandria, Virginia 22304

Mr. Wiggins is a Director of the Institute and a resident of the Commonwealth of Virginia, as required under Section 13.1-833(A)(2)(a) of the Virginia Nonstock Corporation Act (the “**Act**”). The registered office address is identical to the business address of the registered agent.

#### **Article Three Duration**

The Institute’s period of duration is perpetual.

#### **Article Four No Capital Stock**

The Institute shall not have any capital stock.

## **Article Five**

### **Purposes and Powers**

The Institute is organized and will be administered and operated exclusively to receive, administer, and expend funds to promote and represent the common business interests of, and to establish certification standards and educational programs and generally improve the business conditions among, workers in the information technology security and information assurance industry who support federal information technology programs, and for any other tax-exempt purpose permitted under Section 501(c)(6) of the Internal Revenue Code (the “**Code**”).

This Institute is in no way intended to create a system of paying retirement and/or death benefits to its members.

Except as limited in these Amended and Restated Articles of Incorporation (“**A&R Articles**”) or by applicable federal law, the Institute shall have all general powers as enumerated in Section 13.1-801 et seq. of the Act.

## **Article Six**

### **Membership**

The Institute shall be a membership organization. Members shall have all the rights, powers and duties set forth in both these A&R Articles, as well as the By-Laws, and membership shall consist of individuals who are involved in the federal information technology assurance industry, who support federal information technology programs and who otherwise meet any other requirements set forth in the By-Laws. Each Founding Member (as later defined) shall have the right to one vote over election of any Director as well as the right to one vote on any other matter for which membership votes are required, except as otherwise provided in the By-Laws.

## **Article Seven**

### **Dissolution**

Upon the dissolution of the Institute, the Board of Directors of the Institute will, after paying or making provision for the payment of all liabilities of the Institute as provided for by Section 13.1-907 of the Act, as amended, distribute all Institute assets to one or more organizations organized and operated exclusively for similar tax-exempt purposes that are, at that time, qualified as exempt organizations under Code Section 501(c)(6), or, if Section 501(c)(6) or any successor provision of law is no longer in effect, to one or more organizations organized and operated for similar tax-exempt or non-profit purposes, or, if no such organization exists, to the federal government, or to a state or local government, for a public purpose, in the sole discretion of the Board of Directors of the Institute and in accordance with federal and Virginia law.

If any assets are not distributed as provided in the preceding paragraph, the court of appropriate jurisdiction for the city or county in which the principal office of the Institute is then

located, will direct distribution of those assets to one or more organizations that are, at that time, qualified as exempt organizations under Code Section 501(c)(6) or would have qualified under such section if it is no longer in effect, as the court shall determine.

## **Article Eight Restrictions**

No part of the net assets or net income of the Institute will inure to the benefit of, or be distributable to, its directors, officers, or any other private persons, except as set forth herein and permitted under Code Section 501(c)(6). The Institute may, however, pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these A&R Articles.

The Institute may not exercise any power or engage directly or indirectly in any activity that would invalidate its status:

As a corporation exempt from federal tax under Code Section 501(c)(6); or

As a non-profit corporation organized under the laws of the Commonwealth of Virginia.

The Institute must comply annually with the requirements set forth under Code Section 6033.

## **Article Nine Board of Directors**

### **Section 9.01 General Powers**

The Institute is organized on a non-stock basis and will be managed by its Board of Directors. The Board of Directors will have authority for all affairs of the Institute and may exercise all powers of the Institute as permitted by federal law, state law, these A&R Articles, and the Institute's By-Laws as in effect from time to time.

Directors shall each have the right to cast a vote on matters before the Board of Directors and shall be responsible for making all decisions affecting the Institute, including, without limitation, decisions regarding operating budgets and expenses, decisions regarding use of the funds for the Institute's tax-exempt purposes, investment decisions, and hiring and firing officers and employees.

### **Section 9.02 Number**

The Board of Directors shall consist no less than one and no more than five Directors (the "Directors"). All Directors shall be voting directors.

### **Section 9.03 Election and Tenure**

The current Board of Directors shall consist of: James L. Wiggins, Louis Vescio, and Taylor Devine. Each Director shall serve a term of five years. James L. Wiggins shall serve as

the Chairperson of the Board of Directors at all times during his tenure.

Any successor Directors shall be elected at any regular annual meeting of the members. The number of Directors may, however, change or be fixed in number from time to time, as further set forth in the By-Laws.

Each Director shall serve until the earlier of (i) the next annual meeting of the members following the expiration of his or her term; (ii) his or her resignation, as set forth in the By-Laws; or (iii) his or her removal as set forth below in Section 9.04. The Founding Members, as defined in the By-Laws (the “**Founding Members**”), shall have the right to appoint replacement or successor Directors by majority vote, as further set forth in the By-Laws.

If the election of Directors shall not be held at a regular annual meeting of the members, then such election shall be held as soon thereafter as conveniently possible at a special meeting of the members. Directors need not be residents of the Commonwealth of Virginia.

#### **Section 9.04 Removal**

Any Director may be removed for cause by a vote of two-thirds (2/3) of all of the Founding Members. Such action shall be taken at a regular meeting of the members or at a special meeting called for such purpose, and the proposed removal shall be set forth in the notice of any such regular or special meeting, sent at least ten days prior thereto. Any replacement Director shall be appointed by an affirmative vote of a majority of the Founding Members as further set forth in the By-Laws.

#### **Section 9.05 Compensation**

Directors, as such, shall not receive any stated compensation for their services, but, by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, that nothing herein contained shall be construed to preclude any Director from serving the Institute in any other capacity, including as an officer of the Institute, and receiving compensation therefor.

#### **Section 9.06 Committees**

The Board may, by majority vote, designate one or more committees. Each committee must consist of one or more Directors or officers of the Institute. Each such committee shall serve at the pleasure of the Board.

## **Article Ten**

## **By-Laws**

In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall adopt, amend and repeal from time to time, the By-Laws of the Institute to the extent such By-Laws are not inconsistent with these A&R Articles nor contrary to the laws of the Commonwealth of Virginia.

## **Article Eleven Amendments**

The Board of Directors may amend these A&R Articles in the manner set forth in the By-Laws and as provided by the laws of the Commonwealth of Virginia. No amendment may authorize the Board of Directors to conduct the affairs of the Institute in any manner or for any purpose contrary to the provisions of Code Section 501(c)(6) or Virginia law.

## **Article Twelve Indemnification**

The Institute shall indemnify the Directors and officers of the Institute to the full extent permitted by Section 13.1-876 et seq. of the Act, as amended. The right of indemnification provided by this Article 12 shall not be exclusive of any other rights to which any Director or officer may be entitled, including any right under policies of insurance that may be purchased and maintained by the Institute or others, even as to claims, issues or matters in relation to which the Institute would not have the power to indemnify such Director or officer under the provisions of this Article.

## **Article Thirteen Miscellaneous**

All general or specific references to the Internal Revenue Code are to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States revenue law. Similarly, any general or specific references to the laws of the Commonwealth of Virginia are to the laws of the Commonwealth of Virginia as now in force or hereafter amended.

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**COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION**

AT RICHMOND, JULY 23, 2021

The State Corporation Commission has found the accompanying articles of restatement submitted on behalf of

**Federal IT Security Institute**

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

**CERTIFICATE OF RESTATEMENT**

be issued and admitted to record with the articles of restatement in the Office of the Clerk of the Commission, effective July 23, 2021.

The corporation is granted the authority conferred on it by law in accordance with the articles of restatement, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Angela L. Navarro  
Commissioner