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Articles of Incorporation
FEDERAL IT SECURITY INSTITUTE
a Virginia Non-Profit, Non-Stock Corporation

I, the undersigned, a natural person 21 years of age or older, adopt the following Articles of Incorporation for the purpose of forming a non-profit, non-stock corporation under the Virginia Nonstock Corporation Act:

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 initial registered agent and registered office in the Commonwealth of Virginia, County of Fairfax, are:

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

James L. Wiggins, is a Director of the Institute and a resident of the Commonwealth of Virginia, as required under §13.1-833A2a of the Code of Virginia (1950).

Article Three
Name and Address of the Incorporator

The name and address of the incorporator are:

Wayne M. Zell, Esq.
11710 Plaza America Drive
Suite 120
Reston, Virginia 20190

Article Four Duration

The Institute's period of duration is perpetual.

Article Five Purposes and Powers

The Institute is organized and shall 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.

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 Articles of Incorporation or by applicable federal law, the Institute shall have all general powers as enumerated in §13.1-801 et seq., Code of Virginia 1950, as amended.

Article Six Membership

The Institute shall be a membership organization. Members shall have all the rights, powers and duties set forth in both these Articles of Incorporation 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 member shall have the right to one vote over election of any non-Founding 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 §13.1-907 of the Code of Virginia 1950, as amended, distribute all Corporate 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 Section 501(c)(6) of the Internal Revenue Code, 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 Section 501(c)(6) of the Internal Revenue Code 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 Section 501(c)(6) of the Internal Revenue Code. The Institute may, however, pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the 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 Section 501(c)(6) of the Internal Revenue Code; or

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

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

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, the Articles of Incorporation, 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, but excluding Director elections and any other decisions upon which a vote of members is required.

Section 9.02 Number

The Board of Directors shall consist of two classes of directors: the Founding Directors and the Non-Founding Directors (collectively, the "Directors"). All Directors shall be voting directors.

At all times there shall be no less than one (1) and no more than five (5) Directors.

Section 9.03 Election and Tenure

The initial Board of Directors shall consist of: (1) James L. Wiggins, who shall be a permanent member of the Board of Directors and whose address is 141 Cameron Station Blvd., Alexandria, Virginia 22304; (2) Taylor Devine, who shall serve an initial term of five (5) years and whose address is 5069 Curran Creek Drive, Haymarket, Virginia 20169; and (3) Louis Vescio, who shall serve an initial term of five (5) years and whose address is 169 Martesia Way, Indian Harbor Beach, Florida 32397-3572 (collectively, the "Founding Directors"). James L. Wiggins shall serve as the Chairperson of the Board of Directors at all times during his tenure.

The remaining Directors ("Non-Founding Directors") shall be elected at any regular annual meeting of the members. Non-Founding Directors may, however, change or be fixed in number from time to time, as voted upon by a majority of the members as further set forth in the By-Laws.

Each Non-Founding Director shall serve until the earlier of (i) the next annual meeting of the members; (ii) his or her resignation, as set forth in the By-Laws; or his or her removal as set forth below in Section 9.04. The initial Non-Founding Directors shall be elected by the Founding Directors. The members shall have the right to appoint replacement or successor Non-Founding Directors by majority vote, as further set forth in the By-Laws.

If the election of Non-Founding Directors shall not be held at a regular annual meeting of the members, such election shall be held as soon thereafter as conveniently possible at a special meeting of the members. Each Non-Founding Director shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign. Non-Founding Directors need not be residents of the Commonwealth of Virginia.

Section 9.04 Removal

Any Non-Founding Director may be removed for cause by a vote of two-thirds (2/3) of all of the 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 (10) days prior thereto. Any replacement Non-Founding Director shall be appointed by the

Members as further set forth in the By-Laws. Founding Members may not be removed by the members.

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, by resolution, may designate from among its members an executive committee, a nominating committee and other committees, each consisting of one (1) 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 Articles nor contrary to the laws of the Commonwealth of Virginia.

Article Eleven Amendments

The Founding Directors and a majority of the Non-Founding Directors may amend the Articles of Incorporation 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 Section 501(c)(6) of the Internal Revenue Code or Virginia law.

Article Twelve Indemnification

Directors and officers of the Institute shall be indemnified as set forth in the Institute's By-Laws.

**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.

IN WITNESS WHEREOF, the Articles of Incorporation are signed on November 19, 2009.

Wayne M. Zell

Wayne M. Zell, Esq., Incorporator

COMMONWEALTH OF VIRGINIA)

) ss.

COUNTY OF FAIRFAX)

Subscribed before me by Wayne M. Zell, who is personally known to me, this 19th day of November, 2009.



Carol Ann Preshong

Notary Public

Carol Ann Preshong, Registration # 126028
11710 Plaza America Drive, Suite 120
Reston, Virginia 20190

My commission expires: November 30, 2011