

RESTATED CERTIFICATE OF INCORPORATION

OF

FINANCIAL ACCOUNTING FOUNDATION

Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware

FINANCIAL ACCOUNTING FOUNDATION, a non-profit, non-stock corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is FINANCIAL ACCOUNTING FOUNDATION. The date of filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware was June 30, 1972.

2. This Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of the Corporation, as heretofore amended, by effecting the following changes:

(a) Article FOURTH is amended to expand the number of organizations which appoint individuals to serve as members of the Corporation;

(b) Article SIXTH is amended to provide (i) for the establishment of the Governmental Accounting Standards Board and the Governmental Accounting Standards Advisory Council; (ii) for the delegation of certain authority, functions and powers of the Corporation to such bodies; and (iii) for the resolution of questions involving the jurisdictional authority, functions and powers of the Financial Accounting Standards Board and the Financial Accounting Standards Advisory Council on the one hand, and the Governmental Accounting Standards Board and Governmental Accounting Standards Advisory Council on the other;

(c) Article SEVENTH(a) is amended to increase the size of the full Board of Trustees of the Corporation from thirteen to sixteen, and to prohibit members of the Board of Trustees from holding certain positions with other bodies simultaneously with their Board membership;

(d) Article SEVENTH(b), which acknowledges the increased size of the Board of Trustees, is amended (i) to increase the number of members of the Board of Trustees of the Corporation who shall be elected to three-year terms;

(ii) to define the experience the additional members shall have; and (iii) to list the additional organizations which nominate individuals to the additional Board positions;

(e) Article EIGHTH(c) is amended to conform to changes in the Internal Revenue Code of 1954, as amended; and

(f) Articles TENTH and ELEVENTH, concerning, respectively, amendments, etc. to the By-Laws and Certificate of Incorporation of the Corporation, are amended to increase from nine to eleven the number of members of the Board of Trustees of the Corporation required to approve such action.

3. This Restated Certificate of Incorporation was duly adopted by the Board of Trustees of the Corporation pursuant to and in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware.

4. The text of the Certificate of Incorporation of the Corporation, as heretofore amended, is hereby further amended as set forth above, and as so amended is restated in its entirety as hereinafter set forth:

RESTATED CERTIFICATE OF INCORPORATION  
OF  
FINANCIAL ACCOUNTING FOUNDATION

FIRST: The name of the corporation (the "Corporation") is FINANCIAL ACCOUNTING FOUNDATION.

SECOND: The address of the registered office of the Corporation in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle, and the name of its registered agent at such address is The Corporation Trust Company.

THIRD: The Corporation is organized to operate exclusively for charitable, educational, scientific and literary purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law). In particular, the purposes of the Corporation shall

be to advance and to contribute to the education of the public, investors, creditors, preparers and suppliers of financial information, reporting entities and certified public accountants in regard to standards of financial accounting and reporting; to establish and improve the standards of financial accounting and reporting by defining, issuing and promoting such standards; to conduct and commission research, statistical compilations and other studies and surveys; and to sponsor meetings, conferences, hearings, and seminars, in respect of financial accounting and reporting.

Without limiting the powers the Corporation may lawfully exercise, the Corporation shall have the power to take and receive funds from any source including the Government of the United States, the governments of the States, local governments, charitable or educational organizations (including foundations), trade and professional associations, business corporations, partnerships and individuals.

Consistent with the above, the Corporation may exercise all powers available to non-profit, non-stock corporations organized under the Delaware General Corporation Law.

FOURTH: The Corporation shall be a non-stock corporation without authority to issue capital stock. Each of the American Accounting Association, American Institute of Certified Public Accountants, Financial Analysts Federation, Financial Executives Institute, Government Finance Officers Association, National Association of Accountants, National Association of State Auditors, Comptrollers, and Treasurers, and Securities Industry Association shall appoint an individual to serve at the pleasure of the appointing organization as a member of the Corporation (subject to any provision in the By-Laws). The remaining members of the Corporation shall be the members of the Board of Trustees of the Corporation. The voting rights of the members of the

Corporation as members shall be limited to the election and removal of members of the Board of Trustees as elsewhere provided in this Restated Certificate of Incorporation and the By-Laws of the Corporation. Membership in the Corporation shall be personal to the persons appointed or elected thereto and, subject to the By-Laws of the Corporation, no member shall have any power of substitution or delegation of authority as a member.

FIFTH: The names and mailing addresses of the incorporators of the Corporation are:

<u>Name</u>	<u>Mailing Address</u>
Marshall S. Armstrong	Geo. S. Olive & Co. 320 North Meridian Street Indianapolis, Indiana 46204
John C. Biegler	Price Waterhouse & Co. 1251 Avenue of the Americas New York, New York 10020
Winston Brooke	Brooke & Freeman 303 East 11th Street Anniston, Alabama 36201
LeRoy Layton	Main Lafrentz & Co. 280 Park Avenue New York, New York 10017
Walter J. Oliphant	Arthur Andersen & Co. 69 West Washington Street Chicago, Illinois 60602

The incorporators shall manage the affairs of the Corporation and do whatever is necessary and proper to perfect the organization of the Corporation, including the adoption of the initial By-Laws of the Corporation, until the appointment of the initial members of the Board of Trustees of the Corporation.

SIXTH: There shall be a Financial Accounting Standards Board to which there is hereby delegated all

authority, functions and powers of the Corporation and the Board of Trustees in respect of standards of financial accounting and reporting, including the conduct of all activities related thereto, which authority, functions and powers shall be exercised by the Financial Accounting Standards Board in conformity with the By-Laws. There shall be a Governmental Accounting Standards Board to which there is hereby also delegated all authority, functions and powers of the Corporation and the Board of Trustees in respect of standards of financial accounting and reporting, including the conduct of all activities related thereto, in respect of activities and transactions of state and local governmental entities, which authority, functions and powers shall be exercised by the Governmental Accounting Standards Board in conformity with the By-Laws. The Board of Trustees of the Corporation shall have the final responsibility for resolving questions involving the jurisdictional authority, functions and powers of the Financial Accounting Standards Board on the one hand and the jurisdictional authority, functions and powers of the Governmental Accounting Standards Board on the other, which power and authority shall be exercised by the Board of Trustees in conformity with the By-Laws. The composition of the Financial Accounting Standards Board, the Governmental Accounting Standards Board, the Financial Accounting Standards Advisory Council, and the Governmental Accounting Standards Advisory Council, and the exercise of the authority, functions and powers delegated to the Financial Accounting Standards Board and the Governmental Accounting Standards Board, and the nature of the advisory functions of the members of the Financial Accounting Standards Advisory Council and the Governmental Accounting Standards Advisory Council, shall be as provided in or pursuant to the By-Laws of the Corporation. Subject to such conditions as may be specified therein, the By-Laws

shall authorize the Board of Trustees of the Corporation initially to adopt, and the Financial Accounting Standards Board thereafter to adopt, alter, amend, supplement and repeal, rules of procedure of the Financial Accounting Standards Board with respect to the Financial Accounting Standards Board establishing and improving standards of financial accounting and reporting and otherwise carrying out the authority, functions and powers delegated to it by this Restated Certificate of Incorporation. Similarly, subject to such conditions as may be specified therein, the By-Laws shall authorize the Board of Trustees of the Corporation initially to adopt, and the Governmental Accounting Standards Board thereafter to adopt, alter, amend, supplement, and repeal, rules of procedure of the Governmental Accounting Standards Board with respect to the Governmental Accounting Standards Board establishing and improving standards of financial accounting and reporting and otherwise carrying out the authority, functions, and powers delegated to it by this Restated Certificate of Incorporation.

SEVENTH: (a) The governing body of the Corporation shall be its Board of Trustees. A full Board of Trustees shall consist of sixteen members. The business and affairs of the Corporation shall be managed by the Board of Trustees except to the extent that authority, functions and powers shall be assigned or delegated pursuant to this Restated Certificate of Incorporation or the By-Laws. No member of the Board of Trustees shall serve simultaneously on the Board of Trustees and on the Financial Accounting Standards Board, the Governmental Accounting Standards Board, the Financial Accounting Standards Advisory Council, or the Governmental Accounting Standards Advisory Council.

(b) The senior elected officer of the American Institute of Certified Public Accountants who is not an

employee thereof shall be, ex officio, a member of the Board of Trustees to the extent provided and subject to any provisions in the By-Laws. There shall be fifteen other members of the full Board of Trustees, thirteen of whom shall be elected for three-year terms (subject to any provisions in the By-Laws) by the members of the Corporation appointed pursuant to Article Fourth of this Restated Certificate of Incorporation by the American Accounting Association, American Institute of Certified Public Accountants, Financial Analysts Federation, Financial Executives Institute, Government Finance Officers Association, National Association of Accountants, National Association of State Auditors, Comptrollers, and Treasurers and Securities Industry Association, as follows: four shall be certified public accountants in public practice at the time of their election, who shall be nominated by the American Institute of Certified Public Accountants; three shall be or, in the judgment of such members of the Corporation, have extensive experience as financial executives, two of whom shall be nominated by the Financial Executives Institute and the other by the National Association of Accountants; one shall be or, in the judgment of such members of the Corporation, have extensive experience as a financial analyst, and shall be nominated by the Financial Analysts Federation; one shall be or, in the judgment of such members of the Corporation, have extensive experience as an accounting educator, and shall be nominated by the American Accounting Association; one shall be or, in the judgment of such members of the Corporation, have extensive experience as an investment banker, and shall be nominated by the Securities Industry Association; and three shall be or, in the judgment of such members of the Corporation, have extensive experience as financial officers or as elected officials of state or local government units and shall be nominated pursuant to procedures developed jointly by the Government Finance Officers

Association, the National Association of State Auditors, Comptrollers and Treasurers, the Council of State Governments, the International City Management Association, the National Association of Counties, the National Conference of State Legislatures, the National Governors Association, the National League of Cities, and the U.S. Conference of Mayors. The remaining two members of the full Board of Trustees shall be members at large, and shall be elected for three-year terms (subject to any provisions in the By-Laws) by the members of the Board of Trustees serving at the time of such election, as follows: one shall be or, in the judgment of the Board of Trustees, have extensive experience as a commercial banker, and the other shall be an individual with business, professional, government or other experience who, in the judgment of the Board of Trustees, can contribute to advancing the purposes of the Corporation. Nominations and rights in respect of nominations shall be subject to, and as may be prescribed in, the By-Laws of the Corporation, and vacancies in the Board of Trustees shall be filled in the manner prescribed in the By-Laws. The By-Laws may provide that the elected members of the Board of Trustees shall be divided into three classes with the term of the office of each class to expire in successive years.

EIGHTH: (a) The Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent it from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), contributions to which are deductible for Federal Income Tax purposes.



(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, trustees, officers, members or other private persons within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or any such future corresponding provision), 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 Article Third hereof.

(c) Except to the extent authorized by Section 501(h) of the Internal Revenue Code of 1954 (or any such future corresponding provision), no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

(d) Neither the whole, nor any part or portion, of the assets or net earnings of the Corporation shall be used, nor shall the Corporation ever be organized or operated, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or any such future corresponding provision), for purposes or objects other than those set out in Article Third hereof.

(e) If the Corporation shall during any period be treated as a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1954 (or any corresponding provision of any future United States Internal Revenue law), the Corporation shall during any such period:

(1) distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the

Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

(2) not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

(3) not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

(4) not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

(5) not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

NINTH: In the event the Corporation shall be dissolved, any assets of the Corporation remaining after all obligations of the Corporation shall have been paid, or otherwise adequately provided for, shall be distributed, or they shall be sold and the net proceeds therefrom shall be distributed, for purposes or to organizations with purposes related to the purposes of the Corporation and qualifying as exempt purposes or organizations for purposes of Section 501(c) of the Internal Revenue Code and the regulations thereunder, as the same now exist or as they may be amended from time to time.

TENTH: Except as otherwise provided by Article Fifth of this Restated Certificate of Incorporation, the power to adopt, alter, amend, supplement and repeal the By-Laws of the Corporation shall be vested exclusively in the Board of Trustees. Unless the By-Laws otherwise pro-

vide, any such adoption, alteration, amendment, supplement or repeal shall require the approval of eleven members of the Board of Trustees.

ELEVENTH: The Corporation reserves the right to amend this Restated Certificate of Incorporation, and thereby to change or repeal any provision herein contained from time to time, in the manner prescribed at the time by statute, and all rights conferred upon any person herein are granted subject to this reservation; provided, however, that any amendment hereto must be approved by eleven members of the Board of Trustees. Power to amend this Restated Certificate of Incorporation shall be vested exclusively in the Board of Trustees.

IN WITNESS WHEREOF, the FINANCIAL ACCOUNTING FOUNDATION has caused this Certificate to be signed by William H. Dougherty, its President, and attested by Edus H. Warren, Jr., its Secretary, this 25<sup>th</sup> day of June, 1984.

FINANCIAL ACCOUNTING FOUNDATION

By

  
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President

ATTEST:

  
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Secretary