

State of California
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

AUG 15 2005

BRUCE McPHERSON
Secretary of State

AUG 10 2005

RESTATED ARTICLES OF INCORPORATION
OF
CALIFORNIA SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS

The undersigned certify that:

1. They are the chairman of the board and the treasurer, respectively, of California Society of Certified Public Accountants, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

Article First: The name of this corporation is California Society of Certified Public Accountants.

Article Second: This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under part 5.

Article Third:

A. This corporation is a nonprofit MUTUAL BENEFIT CORPORATION organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law.

B. The specific purposes for which this corporation is formed are: to advance the science of accountancy; to encourage the maintenance of high professional standards for the Certified Public Accountant; to cultivate cordial relationships among practicing accountants; to promote a better lay understanding of the services rendered by Certified Public Accountants; and to act in a representative capacity for the profession.

Article Fourth: The number of directors of the corporation shall be as stated in the Bylaws of the corporation.

Article Fifth: Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of this corporation. This corporation shall not take any action or carry on any activity not permitted to be taken or carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 as amended and its regulations as they now exist or as they may later be amended.

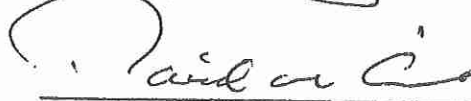
Article Sixth: No part of the net earnings of this corporation shall inure to the benefit of any member, director or officer of this corporation, or any private person, except that reasonable compensation may be paid for services actually rendered to or for this corporation.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of the members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: July 22, 2005


D. Paul Regan, Chairman of the Board


David Cieslak, Treasurer

