

Articles of Incorporation
of
THE RAHIM IBN ABDULLAH FOUNDATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned incorporators, a majority of whom are citizens of the United States, hereby associate ourselves together to form and establish a corporation Not For Profit Under the Florida Not For Profit Corporation Act, and do hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Corporation shall be: THE RAHIM IBN ABDULLAH FOUNDATION, INC.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of this Corporation shall be: 7634 Wexford Club Drive, East, Jacksonville, Florida 32256.

ARTICLE III. STATEMENT OF CORPORATE NATURE

This is a Non-Profit Corporation organized solely for religious, charitable and educational purposes pursuant to the Florida Not For Profit Corporation Act as set forth in Chapter 617 of the Florida Statutes.

ARTICLE IV. PURPOSES

The specific purposes for which this Corporation is organized are:

Section 1. This Corporation is organized exclusively for religious, charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code.

Section 2. This Corporation shall design programs that will enrich, safeguard and strengthen the youth and the family unit; provide for the sanctity of the family, and the implementation of constructive community activities that will insure spiritual awareness and understanding among people within the community.

Section 3. The Corporation shall provide for and promote the education of the youth within the communities, to provide scholarships; to establish and implement programs to curb juvenile delinquency; and implement programs to prepare youths to become competent, confident and conscientious adults.

Section 4. The Corporation shall engage in charitable programs of donating clothes, toys, games, books, and sporting equipment to underprivileged children, and to organize, operate, and maintain juvenile athletic camps, and recreational activities for underprivileged children, and for boys and girls, who, for various reasons, would not be privileged to use facilities intended to provide entertainment, instruction, recreational athletics, sports and other wholesome activities.

Section 5. The Corporation shall, within the guidelines of the Internal Revenue Code, receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income in support of the purposes herein, and the maintenance thereof.

Section 6. No part of the earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no member, director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Section 7. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or other

wise attempting to influence legislation. The Corporation shall not participate, directly or indirectly, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 8. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempted from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and Treasury Regulations thereunder as they now exist or as they may hereafter be amended, or any organization, contributions to which are deductible under Section 179(c)(2) of such Code and Treasury Regulations thereunder as they now exist or they may hereafter be amended.

Section 9. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

Section 10. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

Section 11. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

Section 12. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

Section 13. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

ARTICLE V. POWERS

In order to accomplish the purposes and to attain the

objects for which this Corporation is formed and for which the funds and property of this Corporation shall be handled, administered, operated and distributed as hereinabove set forth, the Corporation, its officers and directors, shall possess and exercise all powers, authorities and privileges granted by and under the laws of the State of Florida, not inconsistent with the requirements for exemption under Section 501(c)(3) of the Internal Revenue Code of 1954 and Treasury Regulations as they now exist or as they may hereafter be amended and including, but not by way of limitation, the following powers, authorities and privileges:

Section 1. To accept, acquire, receive, take and hold by devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature or description and wherever situated.

Section 2. To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

Section 3. To borrow money and from time to time, make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.

Section 4. To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, land and other real estate, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or they may hereafter be amended.

Section 5. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise

such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to further limitations and conditions that, notwithstanding any other provisions of these Articles, only such powers shall be exercised as are in furtherance of the federal income tax exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Treasury Regulations as they now exist or as they may hereafter be amended and by an organization, contributions to which are deductible under Section 170(c)(9) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE VI. MEMBERS

The members of the Corporation shall be all persons hereinafter named as incorporators and such other persons as from time to time may become members. They shall be admitted upon an affirmative vote of the Board of Directors or such other manner as provided by the By-Laws of the Corporation as amended from time to time.

ARTICLE VII. TERM OF CORPORATE EXISTENCE

The term for which this Corporation shall exist is perpetual.

ARTICLE VIII. OFFICERS

The Corporation shall have a President, Vice-President, Secretary and Treasurer and may have additional and assistant officers, including without limitations thereto, Chairman of the Board of Directors or others. A person may hold more than one office. Officers shall be elected by the membership on an annual basis.

ARTICLE IX. INITIAL OFFICERS

The names and street addresses of the initial officers

who shall serve until the first election are as follows:

<u>Name And Address</u>	<u>Office</u>
Jamillah Habibah Abdullah 7634 Wexford Club Dr., East Jacksonville, FL 32256	President
Linda M. Elmore 14526 San Pablo Dr., North Jacksonville, FL 32224	Vice-President
Malachi Beyah 7634 Wexford Club Dr., East Jacksonville, FL 32256	Secretary
Stephanie Abdullah 7634 Wexford Club Dr., East Jacksonville, FL 32256	Treasurer

ARTICLE X. DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The initial Board of Directors shall consist of five (5) persons. The number of Directors may be changed from time to time by amendment of the By-Laws. In no event shall the Board of Directors be less than three (3) persons. The Directors shall be members of the Corporation and shall be elected according to procedures established by the By-Laws to serve for a term of one (1) year. A majority of the Directors shall be competent to contract.

ARTICLE XI. INITIAL BOARD OF DIRECTORS

The names and street addresses of the initial Board of Directors are as follows:

<u>Name And Address</u>
Rahim Fahim Ibn Abdullah 7634 Wexford Club Dr., East Jacksonville, FL 32256

Jamillah Habibah Abdullah
7634 Wexford Club Dr., East
Jacksonville, FL 32256

Malachi Beyah
7634 Wexford Club, Dr., East
Jacksonville, FL 32256

Linda M. Elmore
14526 San Pablo Dr., North
Jacksonville, FL 32256

Sean Tibbetts
1202 Arden Way
Jacksonville, FL 32250

ARTICLE XII. DISSOLUTION

Upon the dissolution of the Corporation or the winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for religious, charitable or educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws. Any such assets not so disposed of shall be disposed of by the Circuit Court of the Fourth Judicial Circuit, in and for Duval County, Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is: Jamillah Habibah Abdullah, 7634 Wexford Club Drive, East, Jacksonville, Florida 32256.

ARTICLE XIV. TRANSACTIONS IN WHICH MEMBERS, DIRECTORS AND OFFICERS ARE INTERESTED

Section 1. No contract or transaction between the

Corporation and one or more of its Members, Directors or Officers, or between the Corporation and any other organization in which one or more of its Members, Directors or Officers are Members, Directors or Officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Member, Director or Officer is present at or participates in the meeting of the Board of committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

(b) The contract or transaction is fair and reasonable as to the Corporation as of the time it is authorized by the Board of Directors or a committee thereof.

Section 2. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee which authorizes, approves or ratified such contract or transaction.

ARTICLE XV. INDEMNIFICATION OF MEMBERS, DIRECTORS OR OFFICERS

The Corporation hereby indemnifies any Officer or Director made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(a) Whether civil, criminal, administrative or investigative, other than on, by or in the right of the Corporation to procure a judgment in its favor, brought to impose liability or penalty on such person in his capacity of Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of

of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

(b) By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a Director or Officer of the Corporation, or by reason of his being or having been a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprises which he served at the request of the Corporation, against the expenses, including attorneys' fees, actually or reasonably incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the Corporation.

(c) Any indemnification under Section (a), above, shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or Officer seeks indemnification were properly incurred and that such Director or Officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal proceeding or action, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to such action, suit or proceeding.

(d) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of Section (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in Section (a) above, and upon receipt of an understanding by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this Section. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected

to in writing for valid reasons by such person. In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such persons and other parties represented in the same action, suit or proceeding by such counsel retained by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Section.

(e) The foregoing rights or indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

ARTICLE XVI. BY-LAWS

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered, or rescinded by the majority vote of the Members at any annual meeting or any special meeting called for that purpose as provided by the By-Laws.

ARTICLE XVII. AMENDMENT TO THESE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by recommendation of the Board of Directors, adopted at a special meeting of the membership by a two-thirds (2/3) vote of those present. Those Articles, however, pertaining to dissolution of the Corporation shall not be amended in such a way as to allow or cause any Member, Director or Officer of the Corporation or any other person to share in any of the Corporation's assets. Amendments shall be filed with the Department of State of the State of Florida for approval.

ARTICLE XVIII. INCORPORATORS

The name and street addresses of the incorporators to these Articles of Incorporation are as follows:

Name And Address

Rahim Fahim Ibn Abdullah
7634 Wexford Club Dr., East
Jacksonville, FL 32256

Jamillah Habibah Abdullah
7634 Wexford Club Dr., East
Jacksonville, FL 32256

Malachi Beyah
7634 Wexford Club Dr., East
Jacksonville, FL 32256

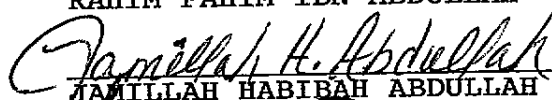
Linda M. Elmore
14526 San Pablo Dr., North
Jacksonville, FL 32224

Stephanie Abdullah
7634 Wexford Club Dr., East
Jacksonville, FL 32256

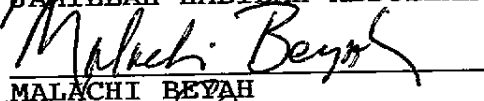
IN WITNESS WHEREOF, the undersigned, being the incorporators to the foregoing Articles of Incorporation, have hereunto set their hands and seals this 5th day of March, May 2000.



RAHIM FAHIM IBN ABDULLAH



JAMILLAH HABIBAH ABDULLAH



MALACHI BEYAH



LINDA M. ELMORE




STEPHANIE ABDULLAH

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the certificate, I hereby accept the appointment as registered agent and agree to act in this capacity.

I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


JAMILLAH HABIBAH ABDULLAH
Registered Agent

5-5-00

Date

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00 JUN 14 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA