

N04000000533

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

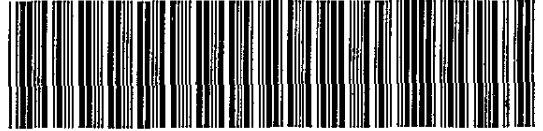
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900060615939

10/17/05 --01044--005 **43.75

FILED
05 OCT 17 AM 8:40
TALLAHASSEE, FLORIDA
STATE

aj Ameri

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: **UNIVERSITY CULTURAL CENTER INC.**

DOCUMENT NUMBER: **N04000000533**

The enclosed Articles of Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

KHALED ODEH
(Name of contact Person)

UNIVERSITY CULTURAL CENTER INC.
Firm(Company)

2018 ROUSE ROAD
(Address)

ORLANDO, FL 32817
(City/State/and Zip Code)

For further information concerning this matter please call:

KHALED ODEH
(Name of contact Person)

(407) 432 2403
(Daytime Phone Number)

Enclosed is a check for the following amount:

<input type="checkbox"/> \$35 Filing Fee	<input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status	<input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional Copy is enclosed)	<input type="checkbox"/> \$52.50 Filing Fee Certified Copy (Additional Copy is enclosed)
<u>Mailing Address</u> Amendment section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314		<u>Street Address</u> Amendment Section Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399	

**Amended & Restated Articles of Incorporation
Of
UNIVERSITY CULTURAL CENTER INC.**

In accordance with Section 617.1007, Florida Statutes, the undersigned corporation, UNIVERSITY CULTURAL CENTER INC., pursuant to a resolution adopted by its board of directors, adopts and files the following Amended and Restated Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation shall be:
<<<University Cultural Center Inc.>>>

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:
<<<2018 Rouse Rd., Orlando, Florida 32817>>>

ARTICLE III- REGISTERED AGENT AND STREET ADDRESS

The name and Florida Street address of the registered agent of this Corporation is
KHALED ODEH, 10239 Cypress Trail Dr. Orlando FL 32825.

ARTICLE IV- INCORPORATOR

The name and Florida Street address of the Incorporator of this Corporation is:
KHALED ODEH, 10239 Cypress Trail Dr. Orlando FL 32825.

ARTICLE V - DIRECTORS AND/OR OFFICERS

<<<Dr. ASHRAF RIAD, 908 Horseshoe Falls Dr. Orlando FL 32828, Director>>>
<<<KHALED ODEH, 10239 Cypress Trail Dr. Orlando FL 32825, Director>>>
<<<Dr. MOHAMED GHONAIM, 9566 Bracken St. Orlando FL 32525, Director>>>

ARTICLE VI - PURPOSE

This Corporation is organized and operated exclusively for Public Benefit, Charitable, Educational, Religious, and, Scientific 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 corresponding section of any future federal tax code. To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this Corporation shall be as follows: (1) the specific purpose is to support and spread the message of Islam in North America in the way that does not contradict in whole or in part with the teachings of the Holy Quraan, and the Sunnah (the tradition of the prophet Muhammad, May Peace and Blessings of Allah be upon Him) as understood and applied by the well-known Sunni scholars of Islam; (2) the Community of East Orlando and its neighborhood is the principal beneficiary of these services; and (3) the Corporation will also provide its members and the community at large with cultural, religious, social, and recreational services.

ARTICLE VII - ASSETS AND PROPERTIES

Any and all property and assets University Cultural Center Inc. owns shall **NOT** be sold, mortgaged, disposed of, transferred, or committed without a **WRITTEN CORPORATE DECISION** approved and signed by **ALL** members of the Board of Directors in a Board of Directors' meeting without exception.

FILED
05 OCT 17 AM 8:40
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Director who is wholly successful, on the merits or otherwise in the defense of any proceeding to which the Director was a party because of his capacity in working for this Corporation against reasonable attorney fees and expenses incurred by the Director in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee, or agent of this Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee, or agent, as the case may be, is permissible in the circumstances because the director, officer, employee, or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees, and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee and or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding in the sole discretion of the Board of Directors. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as director, officer, employee or agent of this Corporation, whether or not this Corporation would have power to indemnify the individual against the same liability under the law.

ARTICLE IX- OTHER PROVISIONS

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE X – CONFLICT OF INTEREST

A conflict of interest may exist in such a manner in which any director, principal officer, or member of a committee has a direct or indirect financial interest with any entity or individual with whom the University Cultural Center, Inc. is negotiating a transaction or arrangement. Such financial interest may be either directly or indirectly, through business, investment, and/or family. An interested person must disclose the existence of this financial interest to the board of directors. The board of directors (excluding the interested person) and after any discussion shall decide the existence of any conflict. If the board of directors determined that the interested person has deliberately failed to disclose an actual or possible conflict of interest, in a way that may or might lead to a loss/damage to the organization's interests, the board shall have the full right to take the appropriate disciplinary and corrective action.

ARTICLE XI - DISSOLUTION

The corporation may voluntarily dissolve its articles of incorporation. Upon the dissolution of the organization, the assets of the corporation in the process of dissolution shall be applied and distributed as follows: (1) all liabilities and obligations of the corporation shall be paid, satisfied, and discharged. (2) Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements. (3) The remaining assets, if any, of the corporation shall then be distributed only for tax-exempt purposes to one or more Sunni Muslim organizations, which is/are: (1) Tax exempted under Section 501 [c] (3), Internal Revenue Code AND (2) Organized and operated exclusively for similar purposes such that of University Cultural Center, Inc. as indicated in Article III above.

The date of adoption of these amendments and restated articles of incorporation amendment was October 11, 2005.

Adoption of Amendment(s)

As of September 30, 2005, there are no members or members entitled to vote on the amendment. In accordance with sections 617.1007(3)(a) and 617.1002(1)(b), these Amended and Restated Articles of Incorporation have been adopted by the Board of Directors.

Signed this 11 day of October, 2005

Signature: <u>Ashraf Riad</u>	<u>10/11/05</u>
Ashraf Riad, Director	Date
Signature: <u>Khaled Odeh</u>	<u>10/11/05</u>
Khaled Odeh, Director	Date
Signature: <u>M. F. Ghonaim</u>	<u>10/11/05</u>
Mohamed Ghonaim, Director	Date