

110800006677

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

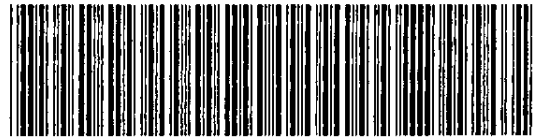
(Document Number)

Certified Copies ☒

Certificates of Status ☒

Special Instructions to Filing Officer:

Office Use Only



100194059261

02/14/11--01029--022 **52.50

2011 FEB 15 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Amey
GJ

2/16/11

COVER LETTER

TO: Amendment Section
• Division of Corporations

NAME OF CORPORATION: Indian River Islamic Center Inc. (IRIC)

DOCUMENT NUMBER: N08000006677

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

Please return all correspondence concerning this matter to the following:

Dr. Taher Husainy

Name of Contact Person

Firm/ Company

6060 4th St.,

Address

Vero Beach, FL 32968

City/ State and Zip Code

HUSAINY TAHER at Gmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Dr Taher Husainy

Name of Contact Person

at (772)

538-3460 / 778-1751

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is enclosed)

☒ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Indian River islamic Center Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N08000006677

(Document Number of Corporation (if known))

FILED
2011 FEB 15 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

2015 9th Street SW

Suite# E & F

Vero Beach FL 32962

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

Same As Above

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

(Attach additional sheets, if necessary)

Page 2 of 3

The date of each amendment(s) adoption: 01/01/2011

(date of adoption is required)

Effective date if applicable: 02/01/2011

(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 01/25/2011

Signature 

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Aziz Chagani

(Typed or printed name of person signing)

Incorporator

(Title of person signing)

2

AMENDMENTS AND ADDITIONS TO THE
ARTICLES OF INCORPORATION
OF
INDIAN RIVER ISLAMIC CENTER INC, (IRIC)

January 2011

AMENDMENTS AND ADDITIONS TO THE ARTICLES OF INCORPORATION
OF
INDIAN RIVER ISLAMIC CENTER INC. (IRIC)
(A Florida Nonprofit Corporation)

ARTICLE I. NAME

The name of this corporation shall be INDIAN RIVER ISLAMIC CENTER INC (IRIC), whose address is 2015 9TH St. SW, Suite# E & F, Vero Beach, FL 32962.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Florida Department of State, Division of Corporations. This corporation's duration shall be perpetual, unless it is hereafter dissolved according to law.

ARTICLE III. PURPOSE

The purpose of the corporation shall be to practice Islam according to the commands Allah Subhana Watalaha and the Sunnah of Prophet Mohammad (Peace be upon him) in the way of Sunni principles; to purchase land, construct and manage the Masjid for Sunni Muslims; to operate a religious school for the Muslim children of the community; to convey the message of Islam to other faiths, so that better understanding and harmony exists in the community at large; and establish work of Dawaha.

ARTICLE IV. MEMBERSHIP

Any person who agrees to be bound by these Articles Of Incorporation, the corporate Bylaws, and any rules and regulations, which the Board Of Trustees may from time to time adopt, is eligible and qualified for membership in this corporation.

The corporate Bylaws may provide the Board of Trustees further discretionary powers relating to the admission of members.

Members shall be:

1. All practicing Sunni Muslims are eligible for membership of this corporation.
2. To be a member, one must use the facilities of the corporation on a regular basis, believe and practice Islam according to the commands of Allah Subhana Watawala and the Sunnah of Prophet Mohammad (Peace be upon him).
3. Work for and participate in regular activities.
4. No membership fee will be collected from anyone.
5. The members will use any facilities of the corporation with the sole objective of practicing Islam.
6. Board of Trustees reserves the right to cancel the membership of any member at any time.

ARTICLE V. MANAGEMENT

The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board Of Trustees.

Any action required or permitted to be taken by the Board Of Trustees, under any provision of the law, may be taken without a meeting, if all of the trustees shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board Of Trustees. Any such action by written consent shall have the same force and effect as if taken by a unanimous vote of the Board Of Trustees. Any certificate or other document filed, under any provision of the law, which relates to the action so taken, shall state that the action was taken by the unanimous written consent of the Board Of Trustees without a meeting, and that these Articles Of Incorporation authorize the Board Of Trustees to do such act. Such a statement shall be prima facie evidence of such authority.

ARTICLE VI. SHURA (COMMITTEE)

The Shura will consist of four members. The members will be selected in the Mashwara (consultation) of the members.

The members of the Shura will be permanent unless one resigns, dies, leaves the area or is disqualified to be in the Shura. The remaining members of the Shura along with the trustee through their Mashwara will pick a new member to fill the position.

The members of the Shura will select the Responsible Brother (President) through their own Mashwara. Every six months a new Responsible Brother will be selected. No same person be selected as Responsible Brother twice in the same year.

The Mashwara will be conducted by the Responsible Brother (President) as practiced by the Tabligh Jamat, The Mashwara will be conducted with the natural members on a regular basis by the Shura. The decision of the Responsible Brother will be final.

The Responsible Brother will select the signatories with the Mashwara of the Shura members. The Shura must approve any expenses of more than two hundred dollars. The Shura will meet at least once a month.

ARTICLE VII. DONATIONS

No donations will be accepted with any conditions that are contrary to the principles of the corporation. The Shura may reject donations that may not come from halal sources.

ARTICLE VIII. BOARD OF TRUSTEES

This corporation's initial Board Of Trustees shall have four trustees. Each trustee shall be member of the corporation, as only a member of this corporation may serve as a trustee of this corporation. If any of the trustees dies or leaves, a majority of the remaining members of the trustee shall select a replacement trustee.

In the event of any dispute in any matter the decision of a majority of the trustees will be final. The trustees named herein, comprising the initial Board Of Trustees, shall hold office until their successors are duly qualified.

The name and address of each individual who shall serve as a member of the Initial Board Of Trustees are:

<u>Name</u>	<u>Address</u>
1- Taher Husainy	6060 4 th St., Vero Beach FL 32968
2- Altaf Hussain	141 20 th Avenue, Vero Beach FL 32962
3- JKMS Rehman Azad	356 19 th Avenue, Vero Beach FL 32962
4- Aziz Chagani	P.O. Box 1546, Jensen Beach FL 34958

ARTICLE IX.
PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 2015 9th St. SW, Suite# E & F, Vero Beach, FL 32962.

ARTICLE X. INCORPORATORS

The name and residence address of the subscriber to these Articles Of Incorporation is: Aziz Chagani- 2015 9th St. SW, Suite# E & F, Vero Beach, FL 32962.

ARTICLE XI. BYLAWS

The Board Of Trustees will hereinafter adopt the Corporate Bylaws. The corporate Bylaws may be amended or repealed, in whole or in part, by the Board Of Trustees in the manner provided therein, provided that they are not inconsistent with the provisions of these Articles Of Incorporation. Any amendments to the corporate Bylaws shall be binding on this corporation's members.

ARTICLE XII AMENDMENTS

Amendments to these Articles Of Incorporation may be proposed by a resolution adopted by the Board Of Trustees and presented to the Mashwara. Such amendments may be adopted by the Mashwara of this corporation's members.

ARTICLE XIII. LIMITATION

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, or other private persons, 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 of the corporation. No substantial part of the activities of the corporation shall be used for propaganda or otherwise attempting to influence legislation, except as otherwise provided in Section 501(h) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), and the corporation 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 these Articles, the corporation shall not carry on any other activities not permitted to be carried on by United States Laws currently in effect.

ARTICLE XIV. DISSOLUTION

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions-of the payment of all of the liabilities of the corporation, transfer all of the assets of the corporation exclusively to an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 so long as such organization shall used the assets for Islamic purposes as per Shariah. Any such assets not so disposed of for any reason shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for Islamic charitable, Islamic educational, Islamic religious, or to such Islamic organization or organizations as said court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE XV. ACCOUNTS AND BOOKS

The Board of Trustees from time to time shall determine whether and to what extent, and at what times and places and under what conditions and regulations, the accounts and books of this corporation, or any of them, shall be opened to the members for inspection.

ARTICLE XVI. NONSTOCK BASIS

The Corporation is organized and shall be operated on a nonstick basis within the meaning of the Florida Non-Profit Corporate Act, and shall not have the power to issue shares of any type of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

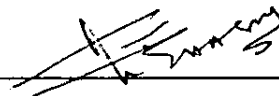
The undersigned, constituting this corporation 's designated registered agent and this corporation's subscribers, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, on the dates indicated.



Incorporator: Aziz Chagani

2/11/11

Date



Registered Agent: Aziz Chagani

2/11/11

Date

Conflict of Interest Policy of Indian River Islamic Center Inc. (IRIC)

Article I

Purpose

The purpose of the conflict of interest policy is to protect the interest of our tax-exempt organization - Indian River Islamic Center Inc. (IRIC), in case, when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the IRIC or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any member of a committee with governing board delegated powers or director, principal officer, or who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the IRIC has a transaction or arrangement,
- b. A compensation arrangement with the IRIC or with any entity or individual with which the IRIC has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the IRIC is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

Having disclosed of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the

determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

The governing board or committee shall perform necessary actions for due diligence and it shall determine whether the IRIC can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

4. Violations of the Conflicts of Interest Policy

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain: The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

Article V

Compensation

A voting member of the governing board who receives compensation, directly or indirectly, from the IRIC for services is precluded from voting on matters pertaining to that member's compensation.

Article VI

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person has read and understands the policy.

Article VII

Periodic Reviews

To ensure the IRIC operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management Organizations conform to the IRIC's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the IRIC may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

-