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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

HIGHLANDS ISLAMIC CENTER, INC.

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**ARTICLES OF INCORPORATION
OF
HIGHLANDS ISLAMIC CENTER, INC.**

The undersigned incorporator, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name and Principal Office

The name of the corporation shall be **HIGHLANDS ISLAMIC CENTER, INC.**, which is hereinafter referred to as the "Corporation." The principal place of business and mailing address of the corporation shall be *5180 Schumacher Road, Sebring, Highlands County, Florida 33872.*

ARTICLE II

Purposes and Powers

The objectives and purposes of the Corporation are those objectives and purposes as are authorized by Chapter 237, Florida Statutes, and pursuant to Chapter 617, and is organized exclusively for charitable and religious purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1954. The Corporation is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any member or individual person, firm or corporation.

The Corporation shall exercise any, all and every power under which a non-profit corporation organized under the provisions of the Florida Not-For-Profit Corporation Act, as from time to time may be amended, for religious, charitable or educational purposes, can be authorized to exercise.

ARTICLE III

Membership

The Corporation shall have members and the members of the Corporation will be required to meet the qualifications set forth in the Corporation's Bylaws; provided, however, neither the incorporators nor the members of the Corporation shall have any vested right,

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interest or privilege of, in or to the assets of the Corporation, or any right, interest or privilege which may be inheritable or which shall continue once his membership ceases in the Corporation.

ARTICLE IV

Corporate Existence

The Corporation shall have perpetual existence.

ARTICLE V

Board of Directors

Section 1. Management by Directors. The property, business and affairs of the Corporation shall be managed by a Board of Directors, which shall consist of not less than three (3) persons, but as many persons as the Board of Directors shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of directors, including an annual meeting.

Section 2. First Board of Directors. The names and addresses of the first board of Directors of the Corporation, who shall hold office until the first annual meeting of members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

Syed Ahmed, M.D.
5180 Schumacher Road
Sebring, Florida 33872

Sheikh Jasimuddin, M.D.
5180 Schumacher Road
Sebring, Florida 33872

Yusef Ismail
5180 Schumacher Road
Sebring, Florida 33872

Section 3. Election of Members of Board of Directors. Except for the first Board of Directors, directors shall be elected by the Members of the Corporation at the annual meeting of the membership as provided in the Bylaws of the Corporation, and the bylaws may provide for the method of voting in the election and for removal from office of directors. All directors shall be Members of the Corporation, or shall be authorized representatives, officers or employees of

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corporate Members of the Corporation. The election of directors shall be by voting as provided in accordance with the Bylaws.

Section 4. Duration of Office. Persons elected to the Board of Directors shall hold office until the next succeeding annual meeting of Members and thereafter until qualified successors are duly elected and have taken office.

Section 5. Vacancies. If a director shall for any reason cease to be a director, the remaining directors may elect a successor to fill the vacancy for the balance of the unexpired term.

Section 6. Compensation. Directors and officers, as such, shall receive no compensation for their services.

ARTICLE VI

Officers

Section 1. Officers to Serve. The Corporation shall have a President, Vice President, Secretary and Treasurer, and such other officers as the Board of Directors may from time to time elect. One person may not hold more than one office, except for the offices of Secretary and Treasurer.

Section 2. Election and Appointment of Officers. The officers of the Corporation, in accordance with any applicable provision of the Bylaws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The Bylaws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. If any office shall become vacant for any reason, the Board of Directors may appoint an individual to fill such vacancy until the next election of directors.

Section 3. First Officers. The names and addresses of the first officers of the Corporation, who shall hold office until the annual meeting of directors, and thereafter until successors are duly elected and have taken office, shall be as follows:

President / Treasurer

Syed Ahmed, M.D.

5180 Schumacher Road
Sebring, Florida 33872

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| | | |
|----------------|--------------------------|--|
| Vice President | Yusef Iemal | 5180 Schumacher Road Sebring, Florida 33872 |
| Secretary | Sheikh Jasimuddin | 5180 Schumacher Road Sebring, Florida 33872 |

ARTICLE VII

Bylaws

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Such Bylaws may be altered, amended or repealed by the membership in the manner set forth in the Bylaws.

ARTICLE VIII

Amendments

Section 1. Manner of Amendment. Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Corporation for adoption or rejection by the same vote of the membership as required to amend the Bylaws.

Section 2. Conflict. In case of any conflict between these Articles of Incorporation and the Bylaws, these Articles shall control.

ARTICLE IX

Incorporator

The name and address of the incorporator to these Articles of Incorporation is:

Syed Ahmed, M.D.
5180 Schumacher Road
Sebring, Florida 33872

ARTICLE X

Indemnification

Section 1. Indemnity. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action or

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Corporation, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he 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 action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or malfeasance or malfeasance in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Expenses. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 of this Article X or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees, appellate attorneys' fees and court costs) reasonably incurred by him in connection therewith.

Section 3. Approval. Any indemnification under Section 1 of this Article X (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in Section 1 above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum, consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by a majority of the Members.

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Section 4. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

Section 5. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such persons.

Section 6. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XI

**Name and Office Address
of Initial Registered Agent**

The name and address of the Initial Registered Agent is:

Jeffrey M. Lasman, Esquire
LASMAN LAW FIRM, P.A.
6152 Delancey Station Street, #205
Riverview, Florida 33578

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ARTICLE XII
Dissolution

In the event of dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of the Internal Revenue Code, or to the Federal, State or Local government for exclusive public use. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) an entity exempt from Federal Income Tax under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Code or (b) an entity to which contributions are deductible under Section 170(c)(2) of the United States Internal Revenue Code of 1986, as amended, or any other corresponding provision of any future United States Internal Revenue Code.

ARTICLE XIII
No Stock or Dividends

There shall be no dividends to any of the members. This corporation shall not issue shares of stock of any kind or nature whatsoever.

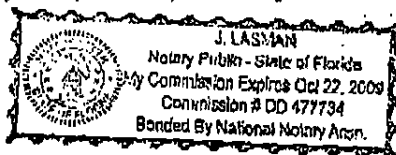
IN WITNESS WHEREOF, the said Incorporator has hereunto set her hand this 12th day of October, 2009.

Syed E. Ahmed

SYED AHMED, M.D., Incorporator

STATE OF FLORIDA)
) ss.
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 12th day of October, 2009 by SYED AHMED, M.D., who is personally known to me.



J. Lasman

Jeffrey M. Lasman, Notary Public

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REGISTERED AGENT CERTIFICATE

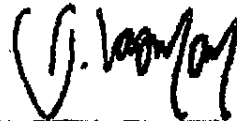
In pursuance of the General Corporation Act of Florida, the following is submitted, in compliance with said statute:

That **HIGHLANDS ISLAMIC CENTER, INC.**, desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Sebring, County of Highlands, State of Florida, has named Jeffrey M. Lasman, located at 6152 Delancey Station Street, #205, Riverview, Florida 33578, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative to keeping open said office, and further states he is familiar with Florida Statutes § 607.325.

Dated this 12th day of October, 2009.



JEFFREY M. LASMAN

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