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Division of Corporations

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COR AMND/RESTATE/CORRECT OR O/D RESIGN ISLAMIC FOUNDATION OF SOUTH FLORIDA INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ISLAMIC FOUNDATION OF SOUTH FLORIDA, INC.
(a Florida corporation, not for profit)**

In compliance with Chapter 617, Florida Statutes, the following Amended and Restated Articles of Incorporation of Islamic Foundation of South Florida, Inc., originally incorporated as the School of Islamic Studies of Broward, Inc., duly organized as a Florida corporation, not for profit, is submitted:

**ARTICLE I
Name**

The name of the corporation is and shall be: Islamic Foundation of South Florida, Inc., which corporation shall hereinafter be referred to as the "Corporation." The principal office of the Corporation shall be at 5455 NW 108th Avenue, Sunrise, FL 33351.

**ARTICLE II
Purpose**

The purpose for which the Corporation is organized is exclusively for religious, charitable, educational and other related purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (Code:)

**ARTICLE III
Powers**

In addition to the powers provided by law, the Corporation shall have the following powers:

1. The Corporation shall have all of the powers that are reasonably necessary and convenient to implement the purposes of the Corporation, as hereinabove set forth including, but not limited to, the following:

- 1.1. Have succession by its corporate name for the period set forth in the Articles of Incorporation.
- 1.2. Sue and be sued and appear and defend in all actions in proceedings in its corporate name to the same extent of a natural person.
- 1.3. Elect and appoint such officers and agents as its affairs require and allow them reasonable compensation, provided that members of the Board of Trustees will receive no compensation for such services.

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1.4 Adopt, change, amend and repeal Bylaws consistent with law and the Articles of Incorporation for the administration of the affairs of the Corporation and the exercise of its corporate powers.

1.5 Make contracts and incur liabilities, borrow money, issue its notes, bonds and other obligations and secure any of its obligations by mortgage and pledge any property, franchises or income.

1.6 Conduct its affairs, carry on its operations and have offices and exercise the powers granted by Florida law in any state, territory, district or possession of the United States or any foreign country.

1.7 Purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in or with real or personal property or any interest therein wherever situated, including the power to act as and perform the duties of trustee or to act in any other fiduciary capacity under deed, trust, will codicil, agreement, or other instrument, and to obligate itself to perform the conditions of such trusts, provided the Corporation has either a beneficial, contingent or remainder interest in the trust property.

1.8 Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein.

1.9 Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.

1.10 Purchase, take, receive, subscribe, form or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise use deal in and with shares and other interests in or obligations of other domestic or foreign corporations, whether for profit or not-for-profit, associations, partnerships or individuals, or direct or indirect obligation of the United States or of any other government, state, territory, governmental district, municipality or of any instrumentality thereof.

1.11 Lend money for its corporate purpose, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.

1.12 Make and receive donations for the public welfare of religious, charitable, educational or other similar purposes.

1.13 Have and exercise all powers necessary or convenient to affect any or all of the purposes for which the Foundation is organized.

1.14 Merge and consolidate with other corporate not-for-profits, domestic or foreign, provided that the surviving corporation is a corporation not-for-profit.

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1.15 All powers set forth in Section 617.0302, Florida Statutes (1997) not otherwise set forth herein.

2. The Corporation shall make no distribution of income to its trustees, members, directors or officers.

**ARTICLE IV
Membership**

1. The members of the Corporation shall be the thirteen (13) members of the Board of Trustees, who shall be the sole voting members of the Corporation.

2. The Bylaws may provide for one or more classes of other members, who shall be admitted in such manner and who shall have the rights and privileges as are set forth in the Bylaws but who shall have no right to vote.

3. The Bylaws may provide for the manner in which a Trustee is either replaced upon resignation or disability or removed. Any replacement Trustee shall be approved by a vote of two-thirds (2/3) of the remaining Board of Trustees.

**ARTICLE V
Management**

1. The affairs of the Corporation shall be managed by a Board of Trustees who shall serve without compensation.

5. The names and addresses of the members of the first Board of Trustees who shall hold office until their respective successors are elected and have qualified, or until removed, are as follows:

<u>Name</u>	<u>Address</u>
Zahid Qureshi, MD	7735 NW 47 th Drive Coral Springs, FL 33067
Wascom Quadri, PE	836 NW 164 th Avenue Pembroke Pines, FL 33028
Ashraf Amdani	_____

Birjees Alam, M.D.	_____

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Dr. Samina Qureshi

7735 NW 47th Drive
Coral Springs, FL 33067

Dr. Saleem Haq

Iqbal Panjwani

Furqan Nasri

Khalid Mirza

Saleem Bakali

Zia Bhutta

Mohsin Jafer, M.D.

Salah El-Rawney, RA

ARTICLE VI

Officers and Directors

The affairs of the Corporation shall be administered initially by the officers and directors named in these Articles of Incorporation. The names and addresses of the officers and directors who shall serve until their successors are designated by the Board of Trustees, are listed below ("Initial Officers and Directors). The Initial Officers and Directors are guarantors on behalf of the Corporation of a mortgage and other obligations in favor of DB Client Service LLC, which mortgage encumbers property owned by the Corporation located at 5455 NW 108th Avenue, Sunrise, FL 33391 (Mortgage). So long as the Mortgage remains outstanding and the guaranties executed and delivered by the Initial Officers and Directors remain in effect, the Initial Officers and Directors shall not be removed or placed. Thereafter, the officers and directors of the Corporation shall be elected or appointed by the Board of Trustees as provided in the Bylaws.

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<u>Name and Address</u>	<u>Office</u>
Dr. Zahid Qureshi, MD 7735 NW 47 th Drive Coral Springs, FL 33067	President Chairman
Ashraf Amdani	Vice Chairman and Vice President
<hr/>	
Waseem Quadri, PE 836 NW 164 th Avenue Pembroke Pines, FL 33028	Secretary

**ARTICLE VII
Indemnification**

Every trustee, director and officer of the Corporation shall be indemnified by the Corporation to the full extent permitted and set forth in the applicable laws of the State of Florida. Such indemnification shall include, but is not limited to, indemnification against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceedings to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a director or officer at the time such expenses are incurred, except in such cases wherein a trustee, director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement, indemnification shall apply only when the Board of Trustees approves such settlement as being for the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such trustee, director or officer may be entitled.

**ARTICLE VIII
By-Laws**

The First By-Laws of the Corporation are hereby repealed to the extent and only to the extent that such Bylaws conflict with this Amended and Restated Articles of Incorporation. The initial amended Bylaws, and all future amendments, shall be adopted by a two-thirds (2/3) vote of the Members of the Board of Trustees present at any meeting thereof.

**ARTICLE IX
Amendments**

The Articles of Incorporation of the Corporation may be amended or additional provisions added or adopted by a two-thirds (2/3) vote of the Members of the Board of Trustees present at any meeting thereof. Notice of any proposed amendment to the Articles of Incorporation shall be furnished in writing to each member of the Board of Trustees at least ten

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(10) days prior to the meeting at which such change in the Articles of Incorporation is to be voted upon.

**ARTICLE X
Term**

This Corporation shall have perpetual existence.

**ARTICLE XI
Incorporator**

The name and post office address of the Incorporator of these Amended and Restated Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Zahid Qureshi, MD	7735 NW 47 th Drive Coral Springs, FL 33067

**ARTICLE XII
Resident Agent**

The resident agent of the Corporation is and shall be Wahid Khurram, whose address is 3191 Coral Way, Suite 406, Miami, FL 33145.

**ARTICLE XIII
Principal Office**

The principal office of the Corporation shall be at 5455 NW 108th Avenue, Sunrise, FL 33351.

**ARTICLE XIV
General**

All income and assets of the Corporation's necessary expenses shall be administered solely and exclusively for the corporate purposes selected by the Corporation's Board of Trustees.

The Corporation shall have no capital stock and shall not pay dividends. In addition, no part of the income of the Corporation shall be distributed to its Subscribers, Trustees, officers or members, provided that the Corporation may reimburse appropriate costs in a reasonable amount to its Subscribers, Trustees, officers or members for services rendered which are unrelated to their Board duties and such other appropriate costs in a reasonable amount as may be approved by the Board of Trustees.

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**ARTICLE XV
Prohibited Activities**

The Corporation shall not:

- (a) Attempt to influence legislation as a substantial part of its activities.
- (b) Allow any part of its income to inure to the benefit of Trustees, officers or members of the Foundation, or to any other individuals except in the furtherance of its charitable purposes.
- (c) Participate or intervene in any political campaign for or against any candidate for public office.
- (d) Conduct any activity not permitted to be carried on by organizations exempt under 501(c)(3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereinafter be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereinafter be amended

**ARTICLE XVI
Dedication of Assets**

The Corporation dedicates all assets, which it may acquire to the religious, charitable and educational purposes set forth in Article II hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapter 617, Florida Statutes, the Corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, as amended, or corresponding sections of any prior or future law or to the Federal government or to a state or local government for exclusive public purposes

**ARTICLE XVII
Confirmation of Approval of Amendment**


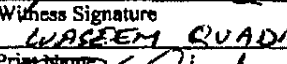
This Amendment and Restated Articles of Incorporation was duly adopted by the members and the number of votes cast for the amendment was sufficient for approval.

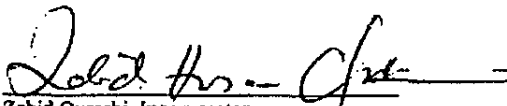
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IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal and acknowledgment to the foregoing Amended and Restated Articles of Incorporation this 27 day of August, 2014, which Articles shall be filed in the Office of the Secretary of State.


Signed, sealed and delivered in the presence of:


 Witness Signature
WASEEM QUADRI
 Print Name

 Witness Signature
R. G. Coker, Jr.
 Print Name

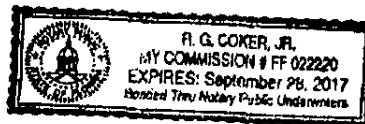

 Zahid Qureshi, Incorporator

STATE OF FLORIDA :
 : SS.
 COUNTY OF BROWARD :

The foregoing instrument was acknowledged before me this 27 day of August, 2014 by Zahid Qureshi, on behalf of the corporation. He is personally known to me and did not take an oath.


 Signature of Notary Public

(Print, type or stamp name of Notary Public and Commission No.)



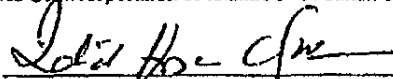
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BOARD OF TRUSTEES APPROVAL


We, the undersigned, being all of the members of the Board of Trustees, do hereby approve the foregoing Amended and Restated Articles Of Incorporation of Islamic Foundation of South Florida, Inc.

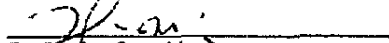
DATED: AUGUST 27, 2014

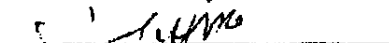

Zahid Quershi, MD

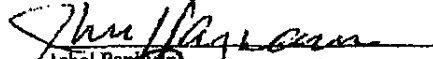

Wassem Quadri, PE

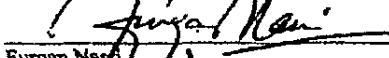
Ashraf Amdani


Birjees Alam, MD

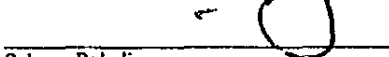

Dr. Samina Qureshi



Dr. Saleem Haq

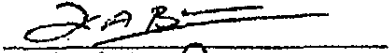

Iqbal Parvian



Furqan Naezi


Khalid Mirza


Saleem Bakali


Zia Bhutta


Mohsin Jafer, M.D.


Salah El-Ramly, B.A.

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