

N95000002523

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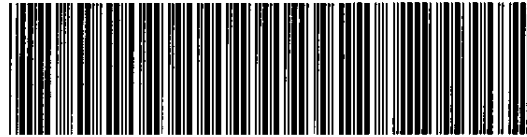
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 NOV - 9 PM 12: 28

Amend
10/11/11

RUSSELL LAW OFFICES

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
1030 NORTH ORANGE AVENUE
POST OFFICE BOX 2751
ORLANDO, FLORIDA 32802

RODNEY L. RUSSELL
FLORIDA BAR BOARD CERTIFIED
BUSINESS LITIGATION LAWYER

TELEPHONE 407-422-1234

TELECOPIER 407-420-4839
EMAIL RUSSLAW@ATT.NET
WEBSITE WWW.RUSSLAW.COM

November 7, 2011

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

Re: Darul Uloom Florida, Inc.


Ladies/Gentlemen:

Enclosed are the Second Articles of Amendment to Articles of Incorporation of Darul Uloom Florida, Inc. The articles have been revised pursuant to your letter of November 2, a copy of which is enclosed.

Thank you for your service in this matter.

Very truly yours,

RUSSELL LAW OFFICES, P.A.

By: 
Rodney L. Russell

RECEIVED

11 NOV -9 PM 1:07

RUSSELL LAW OFFICES, P.A.
TALLAHASSEE, FLORIDA

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 2, 2011

RUSSELL LAW OFFICES, P.A.
POST OFFICE BOX 2751
ORLANDO, FL 32802

SUBJECT: DARUL ULOOM FLORIDA, INC.
Ref. Number: N95000002523

We have received your document for DARUL ULOOM FLORIDA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state that there are no members or members entitled to vote.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 911A00024890

SECOND ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DARUL ULOOM FLORIDA, INC.
(a Florida not-for-profit corporation)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 NOV -9 PM 12:28

The undersigned President of Darul Uloom Florida, Inc., a Florida not-for-profit corporation, hereby certifies that pursuant to Chapter 617, Florida Statutes, the following Second Amendment to the Articles of Incorporation was duly adopted unanimously by a Resolution of all of the Trustees at a meeting duly held by them on September 8, 2011, in accordance with Article XII of the Articles of Amendment to Articles of Incorporation of Darul Uloom Florida, Inc. Apart from the Trustees, there are no other Members entitled to vote.

The Articles of Incorporation of Darul Uloom Florida, Inc., a Florida not-for-profit corporation hereby are re-stated, as follows:

ARTICLE I
NAME

The name of the Corporation is DARUL ULOOM FLORIDA, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is: 2350 Old Vineland Road, Kissimmee, Florida 34746.

ARTICLE III
PURPOSE

The purpose for which the corporation is organized:

1. To practice Islam according to the commands of Allah Subhana Wa Ta'alaa and the Sunnah of Prophet Mohammad (Peace be upon him) in the ways of Sunni principles.
2. To purchase land, construct and manage the Masjid for Sunni Muslims of the community.
3. To own and manage a cemetery for the Muslims of the community.
4. To operate a religious school for the Muslim children of the community.

5. To convey the message of Islam to the people of other faiths, so that better understanding and harmony exists in the community at large.

6. To establish the work of dawah.

7. To make contributions to other Islamic organizations both here and abroad.

Further, the Corporation is being formed for the purpose of engaging in the transaction of any and all activities permitted under the laws of Florida and the United States of America. The Corporation is irrevocably dedicated to and operated exclusively for non-profit purposes; and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of any individual.

ARTICLE IV DURATION

The Corporation's duration shall be perpetual, unless it is hereafter dissolved according to law.

ARTICLE V MEMBERSHIP

1. The Corporation shall have at least two classes of members: the Voting Members and the Non-Voting Members.

2. The members of the Board of Trustees shall be the Voting Members. To be eligible to become a member of the Board of Trustees, the person must also be a Non-Voting Member of the Corporation, as is described in this Article V, Section 3. The initial four members of the Board of Trustees are named herein. The members of the Board of Trustees shall have all the rights and privileges of members of the Corporation.

3. A Non-Voting Member shall not have the right to vote and shall be a person who meets the qualifications described herein and who agrees to be bound by these Articles of Incorporation, the corporate By-Laws, and any rules and regulations which the Board of Trustees may from time to time adopt. The corporate By-Laws may provide the Board of Trustees further discretionary powers relating to the admission of members.

4. Non-voting members shall include:

(a) All practicing Sunni Muslims will be eligible to be members of the Corporation.

(b) To be a member, one must:

(i) 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).

(ii) Work for and participate in regular activities.

(iii) Agree to be bound by these Articles of Incorporation, the corporate By-Laws, and any rules and regulations which the Board of Trustees may from time to time adopt.

5. Non-Voting Members are strictly forbidden from appealing for donations or collecting money in the name of the corporation, either on the property of the corporation or elsewhere, under any circumstances whatsoever. Any non-voting member found collecting money in the name of the corporation (masjid) will be prosecuted to the fullest extent of the law.

6. The corporate By-Laws may provide for additional classes of non-voting members, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the By-Laws, but who shall not have the right to vote.

ARTICLE VI MANAGEMENT

The management of the Corporation shall consist of the Board of Trustees and the Board of Directors, all as more particularly described in Articles VII and VIII.

ARTICLE VII BOARD OF TRUSTEES

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

2. The membership of the Board of Trustees will be permanent unless a Trustee resigns, dies, leaves the area or is disqualified to be a member of the Corporation.

3. The Trustees shall hold office until their successors are duly qualified.

4. Hereafter, if any member of the Board of Trustees dies or resigns or otherwise leaves office, the remaining members of the Board of Trustees shall select a replacement trustee by a majority vote. Successor members of the Board of Trustees shall be selected (and may be removed) by a majority vote of the members of the Board of Trustees.

5. All Trustees must be United States citizens.

6. In the event of any dispute in any matter the decision of a majority of the Trustees will be final.

7. 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 so act. Such a statement shall be prima facie evidence of such authority.

8. Upon a resolution approved by a majority of the Board of Trustees at a meeting thereof, or upon the unanimous written consent of the Board of Trustees taken without a meeting thereof, any Trustee is authorized to sign and execute contracts legally binding the Corporation. Such contracts include, without limitation, construction, alterations, extensions, renovations, and repair work to the Corporation's existing properties, contracts to purchase or acquire other lands and properties to expand to additional locations, to demolish any part or all of the current improvements to develop new facilities, and contracts to sell any part or all of the current properties, leases, subleases, lease extensions, and lease renewal contracts.

9. The Board of Trustees is not authorized to transfer, sell, or convey any part of or all of the Corporation's property located at 2350 Old Vineland Road, Kissimmee, Florida 34746 to either Islamic Circle of North America (ICNA) or Islamic Society of North America (ISNA).

10. The Board of Trustees shall deposit any construction funds collected by the corporation in a separate bank account, a Construction Fund account, and shall maintain those funds in that account until completion of the construction project, after which that bank account shall be closed.

11. The Board of Trustees is not authorized to transfer, sell, or convey any part of or all of the Corporation's property located at 2350 Old Vineland Road, Kissimmee, Florida 34746 for any reason other than to replace the existing mosque and related facility located thereon with another one or to develop a larger mosque and related facility. All proceeds of any transfers, sales, or conveyances of any parts of or all of the Corporation's property located at 2350 Old Vineland Road, Kissimmee, Florida 34746 may be used only to purchase another mosque and related facility or to develop a larger mosque and related facility.

12. All corporate documents, such as deeds, certificates of title, corporate minutes, articles of incorporation, by-laws, and other such original documents shall be maintained by Trustee Bashir H. Khan at his office, presently at 4629 West Irlo Bronson Memorial Highway, Kissimmee, Florida 34736.

ARTICLE VIII BOARD OF DIRECTORS (SHURA MEMBERS)

1. The Directors (Shura Members) shall be the principal executive officers of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation, subject to the control of the Board of Trustees.

2. The Directors (Shura Members) are appointed by the Board of Trustees. The Board of Directors (Shura Members) shall consist of from one to five members, at the discretion of the Board of Trustees.

3. The terms of the Directors (Shura Members) shall be as the Board of Trustees determine from time to time. The Board of Trustees may remove from that office any Director (Shura Member) without cause at any time.

4. All Directors (Shura Members) must be either United States citizens or be Resident Aliens of the United States (e.g., holders of Green Cards) and must have maintained a permanent residence within thirty miles of the principal place of business of the Corporation for no less than the twelve months preceding their appointment as Directors. Any Director (Shura Member) who fails to attend three consecutive meetings of the Board of Directors (Shura Members) without prior permission from the Board of Trustees will be terminated as a Director.

5. No members of the Board of Directors (Shura Members) are authorized to sign or to execute any contract legally binding the Corporation. Any such document signed by any members of the Board of Directors (Shura Members) shall be null and void and of no effect upon the Corporation. Any contracts or proposals for contracts shall be submitted by the Directors to the Board of Trustees for its decision.

6. Directors (Shura Members) may collect donations for the corporation, and they are to collect funds on Friday after Jumma prayers. This collection is to be used for the purpose of paying wages to the Imam (Priests), and for paying only for the utilities (e.g., electric and telephone bills), property insurance, and landscape maintenance.

7. Directors (Shura Members) are not permitted to use any of the corporation's funds to make any payments to any suppliers or vendors, or to make any donations from masjid funds.

8. Directors (Shura Members) are not permitted to transfer any donations collected for or by the masjid to any other organization.

ARTICLE IX OFFICERS

1. The officers shall consist of a President/Ameer, a deputy Ameer, a Treasurer, and an Education Secretary. The Corporation may have such other officers as may be provided in the corporate By-Laws.

2. The officers are appointed by the Board of Trustees.

3. The terms of the officers shall be as the Board of Trustees determine from time to time. The Board of Trustees may remove from that office any officer without cause at any time.

ARTICLE X PRIEST

1. The Priest is appointed by the Board of Trustees.
2. The term of office of the Priest is one year from the date of his appointment.
3. The priest must be a United States citizen.
4. The Priest shall: (a) conduct the daily prayers; (b) conduct the Friday special prayers; (c) teach the children of Members the Islamic studies; and (d) have such other duties as the Board of Trustees may, from time to time, assign to him.
5. The Priest's moral conduct must be of high standard and serve as a moral example to the Members and their children.
6. At the end of the term of office of the Priest, he may not be re-appointed unless the Board of Directors recommend it. The Board of Directors shall take into consideration the progress the masjid has made over the Priest's term of office, including the education of the Members' children.

ARTICLE XI PRINCIPAL OFFICE & REGISTERED OFFICE & AGENT

The Corporation's registered office remains at 2350 Old Vineland Road, Kissimmee, Florida 34746. The name of the individual who shall continue to serve as the Corporation's initial Registered Agent at that address is Qaim Ullah Khan.

ARTICLE XII BY-LAWS

Corporate By-Laws will be hereinafter adopted by the Board of Trustees. 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 provision of these Articles of Incorporation. Any amendments to the corporate Bylaws shall be binding on the Corporation's members.

ARTICLE XIII AMENDMENTS

Amendments to these Articles of Incorporation may be made by a resolution adopted by the Board of Trustees.

ARTICLE XIV 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 the carrying on of 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 (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XV 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 use the assets for Islamic purposes as per Sariah. 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 purposes.

ARTICLE XVI ACCOUNTS AND BOOKS

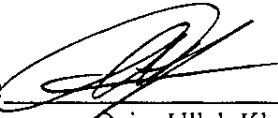
The Board of Trustees from time to time shall determine whether and to what extent, and at what times and places and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be opened to the inspection of the members, and no representative of the members shall have the right to inspect any account or document of the Corporation except as conferred by a statute, the By-Laws, or authorized by the Board of Trustees.

**ARTICLE XVII
NON-STOCK BASIS**

The corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificate or writings evidencing an ownership or proprietary interest in the corporation.

THE UNDERSIGNED, the Corporation's President, certifies that these Second Articles of Amendment to the Articles of Incorporation of Darul Uloom of Florida, Inc. have been approved by a Resolution of the Board of Trustees of the Corporation, and that he has executed these Second Articles of Amendment to the Articles of Incorporation of Darul Uloom of Florida, Inc. on this 6 day of September, 2011.

DARUL ULOOM OF FLORIDA, INC.

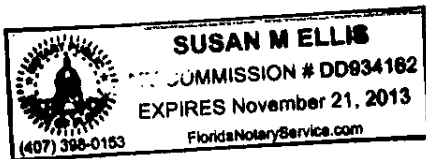
By: 
Qaim Ullah Khan, President

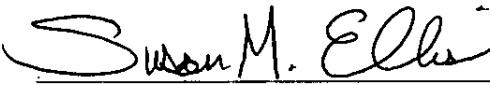
DATE: 9/8/11

STATE OF FLORIDA
COUNTY OF OSCEOLA

The foregoing instrument was sworn to and subscribed before me this 6 day of September, 2011, by QAIM ULLAH KHAN, as the President. Said person (check one) ☒ is personally known to me, ☐ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or ☐ produced other identification, to wit:

(NOTARIAL SEAL)




Signature of Notary Public, State aforesaid
SUSAN M. ELLIS
Print, type, or stamp commissioned name of Notary