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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 164909 4725791

AUTHORIZATION : *Patricia Pizots*

COST LIMIT : \$ 122.50

ORDER DATE : November 22, 1996

ORDER TIME : 11:17 AM

ORDER NO. : 164909-005

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CUSTOMER NO: 4725791

CUSTOMER: Ana Coz, Legal Assistant
THOMSON MURARO RAZOOK & HART,
P.A.
1700 Sun Trust Building
One Southeast Third Avenue
Miami, FL 33131-2363

DOMESTIC FILING

NAME: AL-AMIN ISLAMIC
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

Dmc 11/25/96

FILED RECEIVED
96 NOV 22 11:10:58 NOV 22 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA DEPARTMENT OF CORPORATION

**ARTICLES OF INCORPORATION
OF
AL-AMIN ISLAMIC FOUNDATION, INC.**

FILED
96 NOV 22 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation shall be:

AL-AMIN ISLAMIC FOUNDATION, INC

ARTICLE II

The principal place of business and mailing address of the Corporation shall be:

One Southeast Third Avenue, 14th Floor, Miami, Florida 33131.

ARTICLE III

CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE IV

CORPORATE PURPOSES

The Corporation shall be a nonprofit, nonsectarian organization formed and operated exclusively for exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (unless stated otherwise, all section references hereinafter are to the Internal Revenue Code, as amended, including any corresponding provisions of any subsequently enacted federal tax laws), which purposes shall include the acceptance from any party, from time to time, of contributions and the deriving of income therefrom to be used or applied exclusively for charitable, scientific, literary, religious or educational purposes and, for the benefit of all residents of the Dade County community and without limitation of the foregoing purposes shall organize and operate on a nondiscriminatory basis without regard for race, religion, or ethnic background:

- A. A clinic to provide medical services for all women and children of the community without regard to their ability to pay;
- B. A community center offering recreational and educational programs open to any member of the public which broaden the public's knowledge of the teachings of Islam;
- C. Community programs designated to better the physical, mental, and moral health of residents of the community; and
- D. A Mosque and associated school.

The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to section 501(c)(3) and to which deductible contributions may be made under sections 170, 2055, or 2522 thereof, as applicable. No part of the assets or net earnings of the Corporation shall inure to the benefit of any officer, director, member, or any other person. No substantial part of the activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate of the public office.

During any period that the Corporation is a private foundation, as defined by section 509(a), the Corporation shall: (1) distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942(a); (2) not engage or be involved in any act of self-dealing, as defined in section 4941(d), so as to give rise to any liability for the tax imposed by section 4941(a); (3) not retain any excess business holdings as defined in section 4943(c), so as to give rise to any liability for tax imposed by section 4943(a); (4) not make investments which would jeopardize the carrying out of any of its exempt purposes, within the meaning of section 4944, so as to give rise to any liability for the tax imposed by section 4944(a); and (5) not make any taxable expenditures, as defined in section 4945(d), so as to give rise to any liability imposed by section 4945(a).

ARTICLE V

CORPORATE POWERS

The Corporation shall have and exercise all powers accorded corporations not for profit under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article IV.

ARTICLE VI

CAPITAL STOCK

The Corporation shall not have capital stock.

ARTICLE VII

MEMBERS

The qualification for Members and the manner of their admission shall be regulated by the Bylaws of the Corporation, which may establish different classes of membership and may limit voting rights to one or more of such classes.

ARTICLE VIII

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the method of election of which and number of which may be either increased or decreased from time to time as regulated by the Bylaws but in no case shall the number of directors be less than three. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit.

The Board of Directors of the Corporation, set forth below, shall hold office until the Board meeting immediately after the first annual meeting of members and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death, all as provided:

Mohammad Amin Mohanmad Jamil Dahlawi
Al Meina Road
P.O. Box 1552
Jeddah, Saudi Arabia 21441

Hassan Mohammad Jamil Dahlawi
Al Meina Road
P.O. Box 1552
Jeddah, Saudi Arabia 21441

Abdullah Mohammad Amin Dahlawi
Al Meina Road
P.O. Box 1552
Jeddah, Saudi Arabia 21441

Ghassan Mohammad Amin Dahlawi
Al Meina Road
P.O. Box 1552
Jeddah, Saudi Arabia 21441

Nasim Rahman
One Southeast Third Avenue
14th Floor
Miami, Florida 33131

ARTICLE XI

MEETINGS

Meetings of Members shall be held at such time and place as are designated by the Board. Unless otherwise designated by the Board, the Annual Meeting of the Members of the Corporation shall be held at the offices of the Corporation on the first Monday in August each year. Special meetings of the Members or of a class of Members may be called at any time by three or more members of the Board, the Chair of the Board, the President, or 50% or more of the Members of the Corporation entitled to vote regarding such a meeting.

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended by majority vote of the Board of Directors of the Corporation then in office in accordance with the procedure provided by Section 617.1002(1)(b), Florida Statutes. Members of the corporation are not entitled to vote to amend these Articles in their capacity as Members. Such action may be taken by the directors present at any regular or special meeting provided a quorum is present, or by the Board without a meeting if a consent in writing, signed by not less than the number of the directors whose votes would be necessary to authorize such amendment at a meeting at which all directors were present and voted, is filed in the minutes of the Corporation. Within ten days after obtaining such authorization by written consent, notice summarizing the action shall be given to those directors who have not consented in writing.

ARTICLE XI

DISSOLUTION

Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed for an exempt purpose to any organization which shall then be qualified for exemption under section 501(c)(3) of the Internal Revenue Code and to which a contribution shall be permitted as a deduction under section 170, 2055, or 2522 as applicable, or to the federal government, or to a state or local government for a public purpose. None of the assets shall be distributed to any officer, director, or member of the Corporation, or any other person or organization not described in the preceding sentence.

ARTICLE XII

REGISTERED OFFICE AND REGISTERED AGENT

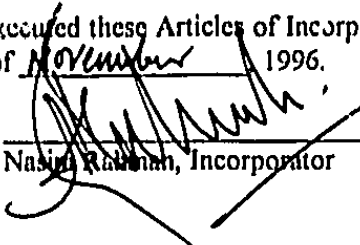
The address of the Registered Office of the Corporation is One Southeast Third Avenue, 14th Floor, Miami, Florida 33131 and the name of the Registered Agent at such address is Nasim Rahman.

ARTICLE XIII

INCORPORATOR

The name and address of the incorporator is Nasim Rahman, One Southeast Third Avenue, 14th Floor, Miami, Florida 33131.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation of AL-AMIN ISLAMIC FOUNDATION, this 20 day of November 1996.


Nasim Rahman, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 20 day of November, 1996 by Nasim Rahman, Incorporator of the Articles of Incorporation of AL-AMIN ISLAMIC FOUNDATION, a Florida corporation not for profit, who is personally known to me.


Notary Public

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for AL-AMIN ISLAMIC FOUNDATION, INC., at the location designated herein, the undersigned hereby agrees to act in that capacity, is familiar with and accepts the obligations of sections 48.051 and 617.051, Florida Statutes, and agrees to comply with the laws of Florida applicable thereto.

By 

Date: Nov. 20, 1996