



State
of
California

OFFICE OF THE SECRETARY OF STATE

I hereby certify this to
be a true and correct
copy of the original.

By: *Ahmad El-Bendary*
Ahmad El-Bendary
Chief Executive Officer

CORPORATION DIVISION 1844640

I, *MARCH FONG EU*, Secretary of State of the
State of California, hereby certify:

That the annexed transcript has been compared with
the corporate record on file in this office, of which it
purports to be a copy, and that same is full, true and
correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

OCT 05 1993



March Fong Eu

Secretary of State

1844640

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

ARTICLES OF INCORPORATION OF
ISLAMIC RELIEF

CCT 05 1993

MARCH FONG EU, Secretary of State

I

The name of the corporation is Islamic Relief.

II

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

III

The specific purposes of this corporation is international relief and development work in the world's poorest nations.

IV

A. This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

B. This corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and 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, contributions 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.

C. No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for political office except as provided in Section 501(h) of the Internal Revenue Code of 1986.

V

The name and address in California of the corporation's initial agent for service of process are:

Mr. Ahmad El-Bandary
5715 Vineland Avenue, Apartment 22
North Hollywood, California 91601

VI

A. All corporate property is irrevocably dedicated to the purposes set forth in Article Two above. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

B. On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) organized and operated exclusively for charitable or educational purposes, which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law) and which is engaged in relief and development work in the same countries in which Islamic Relief conducts its activities.

Dated: 09-28-93

Ahmad El-Bandary *incorp*

Ahmad El-Bandary
Incorporator

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

Ahmad El-Bandary *incorp*
Ahmad El-Bandary

[PROPOSED]

The Bylaws of ISLAMIC RELIEF

A California NonProfit Public Benefit Corporation

**Article I
Non-Profit Status**

Section 1. Non-Profit Status

ISLAMIC RELIEF is a non-profit public benefit corporation organized under the laws of the state of California.

**Article II
Offices**

Section 1. Principle Offices

The principal office of this corporation is located in North Hollywood, California.

Section 2. Other Offices

The corporation may also have offices at places, within or without the State of California, other than its principle office.

**Article III
Affiliation**

Section 1. Affiliation

The corporation shall coordinate its work and be affiliated with Islamic Relief organized under the laws of the United Kingdom and having its principal office in Birmingham, U.K.

**Article IV
Purposes**

Section 1. General Purposes

This corporation is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes. Purposes of the corporation include conducting relief and development work in several underdeveloped and war torn countries.

Section 2. Specific Purposes

The specific purposes of this corporation shall be:

1. To raise funds to be used for providing food, clothing, and medicine to the needy on a worldwide basis.
2. To distribute and disseminate food, clothing and medicine to the needy directly or indirectly through governments, relief agencies and other intermediaries.
3. To establish, operate or help to establish and operate training centres, schools, hospitals, clinics, drainage and irrigation and

other schemes will directly relieve the need of poor refugees and victims of natural disasters.

4. To arrange for and provide for or join in arranging and providing for the holding of meetings, lectures, classes and exhibitions.

Article V Organizational Structure

Section 1. Members

This corporation shall have no members.

Article VI The Board of Directors

Section 1. Composition

The Board of Directors shall be composed of no less than three (3) and no more than seven (7) members. The initial three member Board of Directors is appointed by the U.K. head office and shall serve for a period of three months. Following this initial three months period, the Chairman of the Board of Directors is the Executive Director of ISLAMIC RELIEF and is elected by the Board of Directors. Directors shall be appointed by the Executive Director of ISLAMIC RELIEF and shall serve two-year terms. Upon expiration of the term of the Executive Director, the Board of Directors shall, by a two-thirds majority, elect an Executive Director for another three-year term. The Executive Director appoints an Executive Committee which includes a Vice-President, a Treasurer and a Secretary. Members of the Executive Committee, with the exception of a Vice-President, if any, may not need not be members of the Board of Directors. Appointees of the Executive Committee who are not members of the Board, must be confirmed by a majority of all Board of Directors members then in office.

Section 2. Initial Directorial

The initial Directorial of the corporation shall serve a term of three months starting on the date of incorporation. Upon termination of the three months period, the initial Directorial shall by a consensus elect an Executive Director. The other members, if any, of the initial Board of Directors shall then resign. The Executive Director shall then serve a term of three years and shall appoint persons to fill the seats on the Board of Directors.

Section 3. Authority

The Board of Directors has the authority to initiate any action or take any decision relating to the operation and management of ISLAMIC RELIEF.

Section 4. Duties

Subject to the provisions and limitations of the California

Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

Section 5. Regular Meetings

The Board of Directors shall meet four (4) times annually in regularly scheduled and properly called for meetings wherein a quorum shall be declared as specified in these Bylaws. The time and place of the meeting, as set by the Executive Director, must be noticed at least 30 days before the meeting.

Section 6. Emergency Meetings

The Executive Director of ISLAMIC RELIEF, or any two of the members of the Board may call for emergency meetings of the Board of Directors.

Section 7. Notice Requirements

Regular meetings shall be noticed either in writing, in telephone or by any other means at least 30 days ahead of the scheduled meeting. Emergency meetings shall be noticed at least 4 days ahead of the meeting by means similar to that of regular meetings.

Section 8. Quorum

A majority of the members of the Board of Directors shall constitute a quorum for any regular or emergency meeting of the Board.

Section 9. Waiver of Notice

Notice of a meeting need not be given to any Board member, who either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting.

Section 10. Action without a Meeting

Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to the action.

**ARTICLE VII
COMMITTEES OF THE BOARD**

Section 1. Committees of the Board

The Board, by resolution adopted by a majority of the Board Members then in office, provided a quorum is present, may create one or more committees, including an Executive Committee, each consisting of one or more Board Members and, at the Board's discretion and subject to its confirmation, may include non Board Members. Appointments to the committees of the Board shall be by majority vote of the Board Members then in office, except that members of the Executive Committee must be appointed by the Executive Director, subject to confirmation by a simple majority of Board of Directors.

INTERNAL REVENUE SERVICE
DISTRICT DIRECTOR
2 CUPANIA CIRCLE
MONTEREY PARK, CA 91755-7406

DEPARTMENT OF THE TREASURY

Date: JUL 11 1994

Employer Identification Number:
95-4453134
Case Number:
954126003
Contact Person:
JOANNA YAMNEY
Contact Telephone Number:
(909) 682-3146

ISLAMIC RELIEF
C/O AHMAD E. EL-LENDARY
7817 VINELAND AVENUE APT. #1
SUN VALLEY, CA 91352

Dear Applicant:

We received your application for recognition of exemption from federal income tax.

We referred your application to our National Office for ruling and they will reply direct to you. If you have any questions, please write to:

Assistant Commissioner (E) Internal Revenue Service
1111 Constitution Avenue, NW
Washington, D.C. 20224
Attention: E:EO

If you do not receive a decision on your application by the date the annual information return for exempt organizations is due, file that return by the due date. File either Form 990, Return of Organization Exempt from Income Tax, or Form 990-PF, Return of Private Foundation or Section 4947(a)(1) Trust Treated as a Private Foundation, whichever is applicable. Check the block on the return indicating an application is pending.

Please see the instructions for those returns to determine if any other returns are required.

Thank you for your cooperation.

Sincerely yours,


Richard A. Orsack
District Director

11-10-94 DO/CA

ISLAMIC RELIEF

Your case is being transferred to National Office for further review due to your close association with Islamic Relief, United Kingdom, an organization that you have described as an established charity in the United Kingdom but which does not have tax exempt status in the United States. As stated in your application, Islamic Relief, United Kingdom will administer the operation of your numerous, diverse programs.

Internal Revenue Service

Department of the Treasury

Washington, DC 20224

Islamic Relief
7817 Vineland Avenue, Apt. 1
Sun Valley, CA 91352

Person to Contact: Richard McCray

Telephone Number:

Refer Reply to: (402) 622-7511

Date: CPLE:EO:R:3

AUG 9 1994

•Dear Applicant:

Your key district office recently referred to our office your application for recognition of exemption.

In view of our current backlog, we may not be able to begin processing your case for approximately 60-90 days. If you have any questions after that time, please contact the person whose name and telephone number are shown above.

Sincerely,

Chief, Exemption Organizations
Internal Revenue Service

members then in office. The Board may appoint one or more Board Members as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the Board resolution, shall have all of the authority of the Board, except that no committee may take any action that is illegal or that violates the duty of loyalty to the corporation.

Section 2. Meetings and Actions of Committees

Meetings and actions of committees of the Board shall be governed by, held and taken in accordance with the provisions of these bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

ARTICLE VIII DUTIES OF MEMBERS OF THE EXECUTIVE COMMITTEE

Section 1. Responsibilities of the Executive Director

The Executive Director shall be the chief executive officer of ISLAMIC RELIEF and shall supervise, direct and control the corporation's activities, affairs and officers. The Executive Director shall preside at all Board of Directors meetings. The President shall have other powers and duties as the Board or bylaws may prescribe.

Section 2. Responsibilities of the Vice-Presidents

If the Executive Director is absent or disabled, the vice-presidents, if any, in order of rank, or if not ranked, as fixed by the Board shall perform all duties of the Executive Director. When so acting, a vice president shall have all the powers of and be subject to all restrictions on the Executive Director. The vice-presidents shall have such other powers and perform such other duties as the Executive Director, or in his absence, the Board, may prescribe.

Section 3. Responsibilities of the Secretary

(a) Book of Minutes:

The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, the names of those present at Board

and committee meetings. The secretary shall keep or cause to be kept, at the principal office, a copy of the articles of incorporation and bylaws, as amended to date.

(b) Notices, Seal, and Other Duties

The secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these bylaws to be given. The secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

Section 4. Responsibilities of the Treasurer (chief financial officer)

(a) Books of Account

The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The chief financial officer shall send or cause to be given to the Board Members such financial statements and reports as are required to be given by law, by these bylaws, or by the Board. The books of account shall be open to inspection by any Board Member at all reasonable times.

(b) Deposit and Disbursement of Money and Valuables

The chief financial officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate, shall disburse the corporation's funds as the Board may order, shall render to the Executive Director, and the Board, when requested, an account of all transactions as have such other powers and perform such other duties as the Board or the bylaws may prescribe.

(c) Bond

If required by the Board, the chief financial officer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the chief financial officer on his or her death, resignation, retirement, or removal from office.

Section 5. Removal of Directors and/or Officers

Without prejudice to any rights of an officer or Director under any contract of employment, any Director (also referred to as Board Member) or officer may be removed with or without cause by the Board and also, if the officer was not chosen by the Board, by any officer on whom the Board may confer that power of removal. Removal of a Director without cause requires the consensus of all other Directors. A removal of a Director for cause requires a simple majority vote of other Directors.

Section 6. Resignation of Directors and/or Officers

Any Director or officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in

the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the Director and/or officer is a party.

Section 7. Vacancy

A vacancy or vacancies on the Board shall exist on the occurrence of the following: (a) the death or registration of any Board Member; (b) the removal of a Board member as provided under Section 5 of this Article; (c) the increase of the authorized number of Board Members; (d) the failure of the Executive Director, at any meeting of the Board at which any Board Member or Board Members are to be appointed, to appoint the number required to be appointed at such meeting.

Section 8. Filling Vacancies

Vacancies on the Board of Directors may be filled by the Executive Director. Upon failure of the Executive Director to fill the vacancy, the vacancy may be filled by unanimous consent of all members of the Board of Directors, excluding the Executive Director.

ARTICLE IX COMPENSATION, INSURANCE AND INDEMNIFICATION

Section 1. Compensation and Reimbursement

Directors, officers and members of committees may receive such compensation, if any for their services as Directors, or officers, and such reimbursement of expenses, as the Board of Directors may determine by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

Section 2. Indemnification

(a) Right of Indemnity

To the fullest extent permitted by law, this corporation shall indemnify its Directors, officers, employees, and persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceeding, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section.

(b) Approval of Indemnity

On written request to the Board by any person seeking indemnification, the Board shall promptly determine whether the applicable standard of conduct has been met and, if so, the Board shall authorize indemnification.

(c) Advancement of Expenses

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any proceeding covered by those Sections shall be advanced by the corporation.

before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 3. Insurance

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents against any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising out of the officer's, Director's, employee's, or agent's status as such.

ARTICLE X LIMITATIONS ON INTERESTED PERSONS AS DIRECTORS

Section 1. Limitation on Interested Persons as Members of the Board of Directors

No more than 49 percent of the persons serving on the Board may be interested persons. An interested person is (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

ARTICLE XI DISSOLUTION OF THE CORPORATION

Section 1. Dissolution

The Board of Directors, or any remaining Director(s), by unanimous consent of the Director(s) present at a duly called for meeting, may vote to dissolve the Corporation.

Section 2. Distribution of Assets upon Dissolution

Upon dissolution, all assets of the corporation shall be distributed to a Non-Profit Corporation as specified in the Articles of Incorporation of ISLAMIC RELIEF.

ARTICLE XII AMENDMENT OF THESE BYLAWS

Section 1. Authority to Amend

The Board of Directors has the authority to amend or change the

Bylaws of ISLAMIC RELIEF.

Section 2. Votes Required

Any amendments, changes, deletions or additions must receive a two thirds (2/3) majority vote of the Board members present at a duly called for meeting or, if voting is done by mail, a two thirds (2/3) majority vote of those casting ballots.

CERTIFICATION

I hereby declare that the above Bylaws of ISLAMIC RELIEF were adopted by the required vote by the Board of Directors of ISLAMIC RELIEF on 12-25-93.

Ahmad El-Bendary *Chairman*

SIGNATURE OF MEMBERS OF THE BOARD OF DIRECTORS:

Ahmad El-Bendary *Chairman*

SHAHAR

Yell G. Bendary

I hereby certify this to be a true and correct copy of the original.

By: Ahmad El-Bendary *Chairman*
Ahmad El-Bendary
Chief Executive Officer