

NEW JERSEY DEPARTMENT OF TREASURY
DIVISION OF REVENUE, BUSINESS GATEWAY SERVICES

CERTIFICATE OF INC, (NON PROFIT)

CAIR NJ INC
0400019434

The above-named DOMESTIC NON-PROFIT CORPORATION was duly filed in accordance with New Jersey State Law on 11/19/2002 and was assigned identification number 0400019434. Following are the articles that constitute its original certificate.

1. **Name:**
CAIR NJ INC
2. **The Registered Agent:**
MAGDY MAHMOUD
3. **The Registered Office:**
110 SQUIRE HILL ROAD
UPPER MONCTLAIR, NJ 07043-2516
4. **Business Purpose:**
Community Organizations
5. **Effective Date of this filing is**
11/20/2002
6. **Qualification as set forth herein:**
AS SET FORTH IN THE BYLAWS
7. **Rights and Limitations of the different classes of members as set forth herein:**
AS SET FORTH IN THE BYLAWS

Continued on next page ...

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8. Method of electing Trustees as set forth herein:
AS SET FORTH IN THE BYLAWS

9. Method of distributing assests as set forth herein:
AS SET FORTH IN THE BYLAWS

10. First Board of Trustees:
MAGDY MAHMOUD
110 SQUIRE HILL ROAD
UPPER MONCTLAIR, NJ 07043-2516

AHMED AL-SHEHAB
581 TILDEN AVE
TEANECK, 07666

AHMED SHEDEED
297 ACADEMY ST
JERSEY CITY, 07306

11. Incorporators:
MAGDY MAHMOUD
110 SQUIRE HILL ROAD
UPPER MONTCLAIR, NJ 07043-2516

Signatures:
MAGDY MAHMOUD

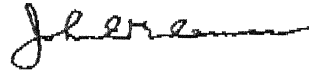
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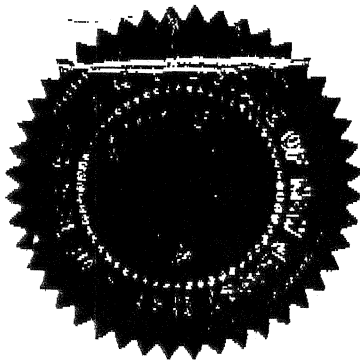
CERTIFICATE OF INC, (NON PROFIT)

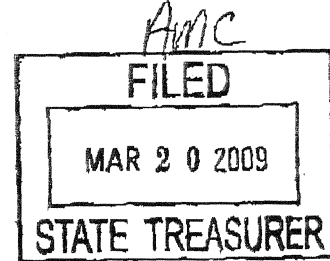
CAIR NJ INC
0400019434

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
11/20/2002



John E McCormac, CPA
Treasurer of the State of New Jersey





C-102B Rev 8/02

New Jersey Division of Revenue

Certificate of Amendment to the Certificate of Incorporation

(For Use by Domestic Non-profit Corporations)

0400019434

Pursuant to the provisions of Title 15A:9-4 New Jersey Non-profit Corporation Act, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

- 1. Name of the Corporation: CAIR NJ INC
- 2. Corporation Number: 0400019434
- 3. Article 4 of the Certificate of Incorporation is hereby amended to read as follows:
See attached

- 4. The corporation has does not have members.

A. For Corporations WITH members:

Number entitled to vote	Voting FOR	Voting AGAINST
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If any class or classes of members are entitled to vote as a class, set forth the number of members of each class, the series of votes of each class voting for and against, and the number of members present at the meeting. OR

X Adoption was by unanimous written consent without meeting.

Date of Adoption: March 20, 2009

B. For Corporations WITHOUT members:

Number of Trustees	Voting FOR	Voting AGAINST
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Trustees present at meeting OR

_____ Adoption was by unanimous written consent without meeting

Date of Adoption:

5 Other Provisions:

Signature: Ahmed Al-Shehab
(Must be Ch. Of Bd. Pres. Or Vice Pres)

Date: 3/20/09

Name: Ahmed Alshehab
(Type Name and Title)

This document MUST be filed in triplicate.

NJ Division of Revenue, PO Box 308, Trenton, NJ 08646

S 2136028
+ 3924442

The Purpose for which this corporation is organized is:

1. Exclusively for charitable purposes including, for such purpose the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

3. 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, or the corresponding section of any future federal code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4. Upon dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose.

BYLAWS

OF

Council on American-Islamic Relations, New Jersey

A NEW JERSEY NONPROFIT PUBLIC BENEFIT CORPORATION

Article I Name of the Organization

The name of this Corporation is CAIR NJ Inc. This Corporation may also be referred to as CAIR-NJ and CAIR New Jersey and Council on American Islamic Relations, New Jersey (chapter).

Article II General and Specific Aims and Purposes

The purpose of this Corporation is to provide an Islamic religious perspective on issues of importance to the American public. In offering that perspective the Corporation shall seek to empower the Muslim community in New Jersey through social activism. The Corporation shall also seek to promote a positive image of Islam and Muslims.

Article III Dedication of Assets

This Corporation's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or Corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

Article IV Corporations without Members

This Corporation shall have no voting members within the meaning of the Nonprofit Corporation Law. The Corporation's board of directors may, at its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the board finds appropriate.

Article V General and Specific Powers of the Board

Section 1. General Powers

Subject to the provisions and limitations of the New Jersey 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. The Board shall set the policies and procedures to facilitate and guide the operation of the Council.

Section 2. Specific Powers

Without prejudice to the general powers set forth in **Section 1** of these Bylaws, but subject to the same limitations, the board shall have the power to:

1. Appoint and remove all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these Bylaws; fix their compensation.
2. The Board may appoint committees to manage the day-to-day operation of the Corporation.
3. The Board shall approve the annual budget of the Corporation at the annual meeting.

Section 3. Number of and Qualifications for Directors

The board of directors shall consist of at least 5 but no more than 9 directors unless changed by amendment to these Bylaws. The board shall try to have representation from the all regions of New Jersey including what are traditionally referred to as North, Central and South Jersey. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the board of directors.

Section 4. Nomination of Directors

Directors shall be nominated and confirmed by a majority of the board at the annual board meeting. The board will appoint a selection committee from within the board of 3 persons, who shall suggest and make nominations of potential directors. Directors shall hold office for three year terms, and will be eligible to hold office for a maximum of two full consecutive terms. However, if directors are not selected at an annual meeting, they may be selected at any special members' meeting held for that purpose or by written ballot. Each director, including a director selected to fill a vacancy or selected at a special members' meeting or by written ballot, shall hold office until expiration of the term for which selected and until a successor is selected. Directors will be selected by a majority vote of the current Directors, and will assume office immediately.

In order to facilitate the initial transition, one third of the board members who have served for the longest period will be deemed to be up for re-nomination.

Section 5. Vacancies, Resignations and Terminations

A vacancy or vacancies on the board of directors shall occur in the event of (a) the end of a board members term (b) the death or resignation of any director; (c) the declaration by resolution of the board of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under New Jersey Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; (d) the vote by a two-thirds majority of all remaining Board members, to remove the director(s).

Except as provided below, any director may resign by giving written notice to the president or the secretary of the board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the board may select a successor to take office as of the date when the resignation becomes effective.

In the event of a vacancy -- due to removal, resignation or otherwise, a new Board member may be selected to fill the remaining term of the open position.

Section 6. Meetings

The Board shall schedule four quarterly in person meetings per year. All directors shall be required to attend these quarterly scheduled meetings. If a director for any reason is unable to attend any such quarterly meeting, the director will provide a reasonable explanation and a quorum of directors will vote and accept his/her absence. If a board member misses two or more consecutive quarterly meetings without a valid reason, the board of directors can vote and call for the resignation of this director.

Special meetings may be held as and when necessary and called by any Board member. The presence of a majority of the Board shall constitute a quorum. Any meeting with the exception of the quarterly meetings, regular or special, may be held by conference telephone, videoconference, internet chat room, or similar communications equipment, so long as all directors participating in such meeting can hear one another.

Section 7. Notice of Meetings

Notice of the time and place of meetings shall be given to each director by the secretary or an assigned designee by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages (SMS), either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the director's address or telephone number as shown on the Corporation's records.

Notices given by personal delivery, telephone, or electronic mail shall be delivered,

telephoned, or sent, respectively, at a reasonable time before the time set for the meeting.

The notice shall state the time of the meeting and the place, if the place is other than the Corporation's principal office. The notice need not specify the purpose of the meeting.

Section 8. Quorum

A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the board, subject to the more stringent provisions of the New Jersey Nonprofit Public Benefit Corporation Law.

Section 9. Waiver of Notice

Notice of a meeting need not be given to any director 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. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

Section 10. Adjournment

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 11. Compensation and Reimbursement

Directors shall serve without compensation for their services as directors or officers. The Directors shall be permitted reasonable advance or reimbursement of expenses, as the board may establish by resolution to be just and reasonable in the performance of their regular duties or other services on behalf of the Corporation.

Article VI Officers and Duties

There shall be four officers of the Board consisting of the President, Vice President, Secretary, and a Treasurer. The President and Vice President cannot hold a similar or higher position in any other non-profit community organization or association. :

The President shall convene quarterly scheduled Board meetings, and shall preside over each meeting. The President shall authorize all expenditures.

The Vice President shall preside over the quarterly scheduled Board meetings in the absence of the President

The Secretary shall be responsible for keeping record of Board actions, including overseeing the taking of minutes of all Board meetings, sending out notice of meetings, announcements, distributing copies of minutes and agenda to Board members, and assuring that corporate records are maintained.

The Treasurer shall be responsible for overseeing the maintenance of accurate financial records of the Corporation, and make a report at each regularly scheduled Board meeting. The Treasurer shall be responsible for the preparation of the budget and for making financial information available to the Board.

Article VII Contracts With Directors and Officers

No director of this Corporation nor any other Corporation, firm, association, or other entity in which one or more of this Corporation's directors have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this Corporation, unless (a) the material facts regarding that director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the board prior to the board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the votes of the interested directors; (c) before authorizing or approving the transaction, the board considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the Corporation for its own benefit enters into the transaction, which is fair and reasonable to the Corporation at the time the transaction is entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of this Corporation if it (a) is approved or authorized by the Corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

Article VIII Loans to Directors and Officers

This Corporation shall not lend any money or property to or guarantee the obligation of any director or officer; provided, however, that the Corporation may advance money to a director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses by the Corporation.

Article IX Indemnification

To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, and other persons described in Corporations Code section 5238(a) including persons

formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, 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. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the board by any person seeking indemnification under Corporations Code section 5238(b) or section 5238(c), the board shall promptly decide under Corporations Code section 5238(e) whether the applicable standard of conduct set forth in Corporations Code section 5238(b) or section 5238(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code section 5238(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

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 under Article IX of these Bylaws in defending any proceeding covered by Article IX 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 found that the person is entitled to be indemnified by the Corporation for those expenses.

Article X Insurance

This Corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

Article XI Maintenance of Corporate Records

This Corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of its members, board, and committees of the board;
and
- (c) A record of each member's name, address, and class of membership.

Article XII Annual Report

The board shall cause an annual report to be published within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds;
- (c) The Corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- (d) The Corporation's ~~expenses or disbursements~~ for both general and restricted purposes; and
- (e) An independent accountants' report or, if none, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

This requirement of an annual report shall not apply if the Corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors requests it in writing.

Article XIII Amendment of Bylaws

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws may be altered, amended, or repealed and new Bylaws adopted by approval of the majority of the Board of Directors.

Article XIV Amendment of Article of Incorporation

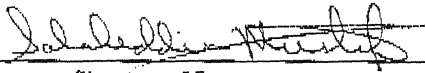
Any amendment of the Articles of Incorporation may be adopted by approval of the majority of the Board of Directors.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Council on American Islamic Relations, New Jersey, a New Jersey nonprofit public benefit Corporation; that these Bylaws, consisting of 9 pages, are the Bylaws of this Corporation as adopted by the board of directors on January 22, 2006; and that these Bylaws have not been amended or modified since that date.

Executed on January 22, 2006 at 265A Rte 46 W, Totowa, New Jersey.

Date: January 22, 2006


Signature of Secretary

Salaheddin Mustafa
Printed name of Secretary