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ENDORSED - FILED
in the office of the Secretary of State
of the State of California

NOV 28 2001

BILL JONES, Secretary of State

ARTICLES OF INCORPORATION
OF
CAIR CALIFORNIA TITLE HOLDING CORPORATION

I

The name of this corporation is the CAIR CALIFORNIA TITLE HOLDING CORPORATION.

II

A. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

B. The exclusive purpose for which this corporation is organized is to hold title to property and collect income there from, which belongs to or dedicated to the exclusive use of the Council on American-Islamic Relations, N. Cal (the "Foundation"), an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or any substitute statute therefore (the "Code"), and to turn over all funds received from such activity, less the necessary expenses, to the Foundation. In the event the Foundation dissolves or loses its exempt status, then all such net income shall be transferred to an organization supporting the mission of the Foundation and qualifying as an exempt organization under Section 501(c)(3) of the Code.

C. This corporation is organized and operated exclusively for activities that are permissible for a title holding corporation to conduct within the meaning of Section 501(c)(2) and 501(c)(25) of the Code, including without limitation holding title to property, collecting income from the property, and remitting the net income to the Foundation.

III

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

Hussam Ayloush
2180 W. Crescent Avenue
Suite F
Anaheim, California 92801-3842

IV

The total number of shares which this corporation is authorized to issue is one-million (1,000,000), all of the same class, designated "Common Stock."

V

This corporation may issue its shares only to an organization described in Section 501(c)(2) of the Code. The corporation may not have more than one (1) shareholder at any one time.

VI

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

VII

The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the Corporations Code) for breach of duty to the corporation and its shareholder, through bylaw provisions or through agreements with the agents, or both, in excess of the indemnity otherwise provided by Section 317 of the Corporations Code, subject to the limitations on such excess indemnification set forth in Section 204 of the Corporations Code.

IN WITNESS WHEREOF, I, Mace Abdullah, Esq., as incorporator of the CAIR CALIFORNIA TITLE HOLDING CORPORATION, have executed these articles of incorporation.

Dated: November 17, 2001

Mace Abdullah, Esq.

I hereby declare under the penalty of perjury of the laws of the State of California that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed. Executed this 17th day of November, 2001, in Los Angeles, California.

Mace Abdullah, Esq.

OFFICE OF THE SECRETARY OF STATE

In the Name of Allah, The Beneficent, The Merciful

BYLAWS

CAIR CALIFORNIA TITLE HOLDING CORPORATION

2180 W. Crescent Ave.
Anaheim, CA 92801

Telephone: 714-776-1847/Fax: 714-776-8340/Email: socal@cair.com

April 15, 2004

CAIR-California Title Holding Corporation is incorporated in the State of California, USA as a Non-Profit Holding Organization under Section 23701d of the California Revenue and Taxation Code (R&TC) and 501(c)(2) of the Internal Revenue Code (IRC)

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Article I
NAME OF THE ORGANIZATION

Section 1:1
NAME

The name of the organization shall be CAIR California Title Holding Corporation, also referred to as "the corporation".

Article 2
PURPOSE

Section 2:1
OBJECTIVES/PURPOSE OF ORGANIZATION

The purpose of CAIR California Title Holding Corporation is to control and oversee the operations and/or investments of any property or assets belonging to CAIR California, a non-profit 501c3 (tax id: 77-0411194). Responsibilities include preparation of budgets, collecting income derived from property and/or assets and maintenance of all property belonging to the corporation. All net income derived from the corporation will be transferred in full to CAIR California.

Article 3
OFFICES

Section 3:1
PRINCIPLE OFFICE

The principal office of the corporation for the transaction of its business is located at 2180 W. Crescent Ave., Suite F, Anaheim, California 92801. Tel: (714) 776-1847, County of Orange, State of California

Section 3:2
CHANGE OF ADDRESS

The Director(s) and Officers may change the principal office from one location to another by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

_____ Dated _____

_____ Dated _____

_____ Dated _____

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Article 4
DIRECTORS AND OFFICERS

Section 4:1
NUMBER

The affairs of this corporation shall be under the control of the Directors consisting of at least three and not to exceed five persons, all of whom will be volunteers and non paid personnel of this corporation. The above number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw.

The Directors shall be appointed by the CAIR-CA (501c3) Board of Directors. The term shall be 4 years, after which they may be re-appointed by a simple majority vote of the CAIR-CA Board of Directors.

Section 4:2
POSITIONS

The positions of the officers shall be Chief Executive Officer, Chief Financial Officer and Secretary. CAIR California will designate the positions of the officers from among the directors. All directors, officers and non-officers shall have equal voting rights.

Section 4:3
DUTIES OF CHIEF EXECUTIVE OFFICER

The Chief Executive Officer of the corporation shall supervise and control the affairs of the corporation and the activities of the officers. He or she shall enforce the CAIR Corporation bylaws, rules, policies and regulations. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws. He or she shall preside at all meetings. He or she shall, in the name of the corporation, execute such deed mortgages, bonds, contracts, and checks.

Section 4:4
DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation a book of minutes of all meetings of the directors and officers, and, if applicable, meetings of committees, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

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In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws.

Section 4:5
DUTIES OF CHIEF FINANCIAL OFFICER

Subject to the provisions of these Bylaws relating to the execution of instruments, deposits and funds, the Chief Financial Officer shall:

Disburse, or cause to be disbursed, the hinds of the corporation as may be directed by vote from the director(s) and officers.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses, as per federal, state, and local laws and regulations as well as standard accounting practices.

Exhibit at all reasonable times the books of account and financial records to any director or officer of the corporation, or to his or her agent or attorney, on request therefore.

Render to the directors and officers, whenever requested, an account of any or all of his or her transactions as Chief Financial Officer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Chief Financial Officer and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws.

The Chief Financial Officer is responsible to make sure that all finances and accounting books of the corporation remain the property of the corporation and that the directors and officers at any reasonable time may inspect this financial information. The inspection requires a written request that is presented to the Chief Financial Officer and is approved by vote of the directors and officers.

Section 4:6
COMPENSATION

Director(s) and officers shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending meetings. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties.

Section 4:7
VACANCIES

Vacancies shall exist (1) on the death, resignation or removal of any director or officer, and (2) whenever the number of authorized directors and/or officers are increased.

Any director or officer may resign effective upon giving written notice to the Chief Executive Officer unless the notice specifies a later time for the effectiveness of such resignation. If the Chief Executive Officer resigns, written notice shall be given to the Chief Financial Officer.

Vacancies for directors and officers may be filled by unanimous approval of the current director(s) and officers

Section 4:8
NON-LIABILITY OF DIRECTORS AND OFFICERS

The directors and officers shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 4:9
INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

To the extent that a person who is, or was a director or officer of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 23701h of the California Nonprofit Title Holding Corporation Law.

Article 5
MEETINGS

Section 5:1
REGULAR MEETINGS

Regular meetings shall be held on an annual basis. The date, time and meeting venue shall be determined by the directors and officers.

Any meeting regular or special, may be held by conference telephone or similar communication equipment and facilities as long as all directors and officers can communicate clearly and simultaneously with one another. All such directors and officers shall be considered present in person at such a meeting. The minutes of the meeting are to be completed promptly by the Secretary of the corporation and filed properly.

Section 5:2
SPECIAL MEETINGS

Special meetings may be called by the Chief Executive Officer or Director or by any two officers, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

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Section 5:3
QUORUM FOR MEETINGS

A quorum shall consist of presence of a majority of the directors and officers.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the directors and officers at any meeting at which a quorum, as hereinbefore defined, is not present, and the only motion which the Chief Executive Officer shall entertain at such meeting is a motion to adjourn.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken.

The directors and officers present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors or officers from the meeting provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law or the Articles of Incorporation or Bylaws of this corporation.

Section 5:4
MAJORITY ACTION

Every act or decision done or made is to be made by a majority of the director(s) and officers present at a meeting duly held at which a quorum is present.

Section 5:5
ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the directors and officers under any provision of law may be taken without a meeting, if a majority of the directors and officers shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings. Such action by written consent shall have the same force and effect as a majority vote of the directors and officers. Any certificate or other document filed under any provision of law, which relates to action so taken shall state that the action was taken by unanimous written consent of the director(s) and officers without a meeting and that the Bylaws of this corporation authorize the act, and such statement shall be prima facie evidence of such authority.

Article 6
MEMBERS

Section 6:1
DETERMINATION OF MEMBERS

This corporation shall make no provisions for members.

Article 7
COMMITTEES

Section 7:1
CREATION OF COMMITTEES

The corporation shall have other committees deemed necessary from time to time designated by resolution of the director(s) and officers. Such other committees may consist of persons who are not directors or officers. These additional committees shall act in an advisory capacity only to the director(s) and officers and shall be clearly titled as "advisory" committees.

Article 8
CORPORATE RECORDS, REPORTS AND SEAL

Section 8:1
MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the State of California:

a) Minutes of all meetings indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipt, disbursements, gains and losses;

c) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

Section 8:2
CORPORATE SEAL

The directors and officers may adapt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 8:3
RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

Article 9
FISCAL YEAR

Section 9:1
FISCAL YEAR OF THE CORPORATION

The fiscal year of the Corporation shall begin on January 1 and end on December 31 each year.

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Article 10
AMENDMENT OF BYLAWS

Section 10:1
AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of title holding nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by majority vote of the directors and officers.

Article 11
AMENDMENT OF ARTICLES

Section 11:1
AMENDMENT OF ARTICLES

Any amendment of the Articles of Incorporation may be adopted by a majority vote of the directors and officers either through regular or special meeting. The amendment will take effect on the date set forth by the person or persons initiating the amendment.

Article 12
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

Section 12:1
CORPORATE PROFITS AND ASSETS

No director, officer, or agent connected with this corporation, or any private individual, shall receive at anytime any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its purposes, and no such person or persons shall be entitled to share in the distribution of and shall not receive, any of the corporate assets on dissolution of the corporation. In the case the corporation is dissolved, all assets shall be transferred to CAIR California.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial Directors of CAIR CALIFORNIA TITLE HOLDING CORPORATION, a California nonprofit corporation, and pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to and hereby do, adopt the foregoing Bylaws, consisting of 9 pages, as the Bylaws of this corporation.

Fouad Khatib — Chief Executive Officer — Date: 5/9/2004

[signature] — Chief Financial Officer — Date: 6/7/2004

Asem Abusir — Secretary — Date: 5-26-2004

Director — Date

Director — Date

Director — Date

Director — Date

Director — Date

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Corporation named in the title thereto and that such Bylaws were duly adopted by the directors of said corporation on the date set forth above.

[signature] — Secretary — Date: 5-26-2004

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