ATTACHMENT A TO FORM 1024

COUNCIL ON AMERICAN-ISLAMIC RELATIONS, INC.
1511 K Street, N.W., Suite 807
Washington, D.C. 20005

I, Nihad Awad, hereby certify that the Articles of Incorporation and the Certificate of Incorporation attached hereto constitute a full, true and complete copy of the original.

6-13-96
Date

NIHAD AWAD
Executive Director

Law Offices
BANKERT & NORAIR, P.C.
3025 Hamaker Court
Fairfax, VA 22031
876-8484

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GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION

THIS IS TO CERTIFY that the pages attached hereto constitute a full, true and complete copy of:

CERTIFICATE AND ARTICLES OF INCORPORATION OF

COUNCIL ON AMERICAN-ISLAMIC RELATIONS, INC., AS RECEIVED AND

FILED SEPTEMBER 15, 1994.

as the same appears of record in this office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of this office to be affixed, this the 15TH day of SEPTEMBER , 1994 .

Hampton Cross
Director

Barry K. Campbell
Administrator
Business Regulation Administration

Desiree M. Jones
DESIREE M. JONES
Act Asst Superintendent of Corporations
Corporations Division

Government of the District of Columbia
Sharon Pratt Kelly, Mayor

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION

CERTIFICATE

THIS IS TO CERTIFY that all applicable provisions of the DISTRICT OF COLUMBIA NONPROFIT CORPORATION ACT have been complied with and accordingly, this ***CERTIFICATE of INCORPORATION*** is hereby issued to

COUNCIL ON AMERICAN-ISLAMIC RELATIONS, INC.

as of ***SEPTEMBER 15TH, 1994.***

Hampton Cross
Director

Barry K. Campbell
Administrator
Business Regulation Administration

Desiree M. Jones
Act Asst Superintendent of Corporations
Corporations Division

Sharon Pratt Kelly
Mayor

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ARTICLES OF INCORPORATION

OF

COUNCIL ON AMERICAN-ISLAMIC RELATIONS, INC.

TO: Department of Consumer and Regulatory Affairs
Business Regulation Administration
Corporations Division
Washington, D.C.

THE UNDERSIGNED, all of whom are natural persons of the age of eighteen years or more, acting as incorporators of a corporation pursuant to the District of Columbia, Nonprofit Corporation Act, hereby certify:

ARTICLE I

The name of the corporation, hereinafter referred to as the "Corporation" is COUNCIL ON AMERICAN-ISLAMIC RELATIONS, INC.

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized is to promote interest and understanding among the general public and government officials with regards to Islam and Muslims in North America; and conduct educational services in the fields of religion, culture, education, society, and history concerning Islamic issues both in the United States and abroad.

Said corporation is organized exclusively for the promotion of social welfare as stated under Section 501(c)(4) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law). The Corporation may receive and administer funds for social welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986 and, to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value, to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received these Articles of Incorporation, the By-Laws of the Corporation, or any

Law Offices
BANKERT & NORAIR, P.C.
3025 Hamaker Court
Fairfax, VA 22031
876-8484

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applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the District of Columbia Non-Profit Corporation Act.

In furtherance of its exclusive promotion of social welfare, the Corporation shall have all the general powers enumerated in Section 29-505 of the District of Columbia Nonprofit Corporation Act as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purpose.

ARTICLE IV

Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets or dissolution or final liquidation are as follows:

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officer(s) of the Corporation, 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 set forth in this Article Third.

B. 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.

C. Notwithstanding any of the provisions 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)(4) of the Internal Revenue Code (or the Revenue Law).

D. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization(s) organized and operated exclusively for the purpose of the promotion of social welfare, as the time shall qualify as an exempt organization(s) under Section 501(c)(4) of the internal Revenue Code (or the corresponding provision of any United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the jurisdiction in which the principal office of the incorporation is then located, exclusively for such purposes or to such organization(s), as said

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court shall determine which are organized and operated exclusively for such purposes.

E. The Corporation shall 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 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

F. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

G. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue code of 1954, or corresponding provision of any subsequent federal tax laws.

H. The Corporation shall not make any taxable expenditures as defined in Section 4845(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ARTICLE V

The Corporation shall have one class of non-voting members. Qualifications of such members shall be provided in the By-laws. (VII)

ARTICLE VI

The initial street address in the District of Columbia of the initial registered office of the corporation is 1090 Vermont Avenue, N.W., Suite 430, Washington, D.C. 20005, and the name of the initial registered agent at such address is the Prentice-Hall Corporation System, Inc.

ARTICLE VII

The territory in which the operations of the corporation are principally to be conducted is the United States of America and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE VIII

There shall be at least three (3) directors who shall be elected or appointed as provided by the by-laws.

ARTICLE IX

The number of directors constituting the initial Board of Directors is three (3), and the names and addresses, including street and number of the persons who are to serve as the initial directors until the first annual meeting or until their successors are elected and qualified, are as follows:

RAFEEQ
~~Rafiq~~ Jaber
9748 South Meade
~~Oklahoma~~, Illinois 60453
OAKLAWN
Omar Ahmad
3335 Homestead Road
Unit 46
Santa Clara, California 95051

Nehad Hammad
5804 Merton Court
Suite 82
Alexandria, Virginia 22311

ARTICLE X

The names and addresses of the initial incorporators are as follows:

RAFEEQ
~~Rafiq~~ Jaber
9748 South Meade
~~Oklahoma~~, Illinois 60453
OAKLAWN,
Omar Ahmad
3335 Homestead Road
Unit 46
Santa Clara, California 95051

Nehad Hammad
5804 Merton Court
Suite 82
Alexandria, Virginia 22311

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IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation this ___ day of _____, 1994.

RAFIQ JABER

OMAR AHMAD

NEHAD HAMMAD

STATE OF Illinois
COUNTY OF Cook, to-wit:

The foregoing instrument was acknowledge before me by RAFEEQ JABER, this 10 day of August, 1994.

"OFFICIAL SEAL"
Sue Frocke
Notary Public, State of Illinois
My Commission Expires 7/16/96

Sue Frocke
Notary Public

My Commission Expires:

STATE OF California
COUNTY OF Santa Clara, to-wit:

The foregoing instrument was acknowledge before me by OMAR AHMAD, this 16 day of August, 1994.

Paresh Africawala 8/16/94
Notary Public

My Commission Expires:
Feb 15 1997

PARESH AFRICAWALA
COMM. #984852
Notary Public-California
SANTA CLARA COUNTY
My Commission Expires
February 15, 1997

STATE OF District of Columbia
COUNTY OF Washington, DC, to-wit:

The foregoing instrument was acknowledge before me by NEHAD HAMMAD, this 30th day of August, 1994.

Jesusa Bobbio
Notary Public

JESUSA BOBBIO
Notary Public, District of Columbia
My Commission Expires August 31, 1995

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ATTACHMENT B TO FORM 1024

COUNCIL ON AMERICAN-ISLAMIC RELATIONS, INC.
1511 K Street, N.W., Suite 807
Washington, D.C. 20005

I, Nihad Awad, hereby certify that the By-laws attached hereto constitute a full, true and complete copy of the original.

6-13-96
Date

NIHAD AWAD
Executive Director

Law Offices
BANKERT & NORAIR, P.C.
3025 Hamaker Court
Fairfax, VA 22031
876-8484

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BY-LAWS

OF

COUNCIL ON AMERICAN-ISLAMIC RELATIONS FOUNDATION, INC.

(Formed under the District of Columbia
Nonprofit Corporation Act)

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BY-LAWS

OF

COUNCIL ON AMERICAN-ISLAMIC RELATIONS FOUNDATION, INC.

(Formed under the District of Columbia
Nonprofit Corporation Act)

ARTICLE I
Organization

Section 1.01. Location. The principal office of the Corporation shall be located within or without the District of Columbia, at such place as the board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall continuously maintain within the District of Columbia a registered office at such place as may be designated by the Board of Directors.

Section 1.02. Name. The name of the organization shall be Council on American-Islamic Relations Foundation, Inc.. The organization may at its pleasure by a vote of the directors changes its name.

ARTICLE II
Purposes

Section 2.01. Public Relations. To promote greater interest and understanding among the general public and government officials with regard to Islam and Muslims in North America.

Section 2.02. Education. To conduct educational services in the fields of religion, culture, education, society, history concerning Islamic issues both in the United States and abroad.

ARTICLE III

Members

Section 3.01. Membership. The Corporation has one class of non-voting members. Membership is voluntary and open to anyone, regardless of sex, race, creed or natural origin, who shares the same goals as the Corporation.

ARTICLE IV
Board of Directors

Section 4.01. Power of Board. The affairs of the Corporation shall be managed by the Board of Directors. Directors need not be residents of the District of Columbia.

Section 4.02. Number of Directors. The number of directors of the Corporation shall be three (3). The number of directors may be increased or decreased from time to time by amendment to the By-Laws. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. Pursuant to D.C. Code Section 29-519, the number of directors shall never be less than three (3).

Section 4.03. Election and Term of Directors. The first Board of Directors of the Corporation shall consist of those persons named in the Articles of Incorporation. Such persons shall hold office for an initial term of one (1) year and such term is renewable. Thereafter, at each annual meeting of the directors, the Board shall elect directors, each director to hold office for a term of one year until the next annual meeting of the directors and until his successor has been elected and qualified.

Section 4.04. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the directors then in office though less than a quorum of the board. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office and until his successor is elected and qualified.

Section 4.05. Removal of Directors. A director may also be removed without cause at any time by action of the Board, provided that such action is taken at a meeting of the Board called expressly for that purpose.

Section 4.06. Resignations. Except as otherwise required by law, any director of the Corporation may resign at any time by giving written notice to the Board or to the President or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 4.07. Quorum of Directors and Action by Board. A majority of the number of directors shall constitute a quorum for the transaction of business, provided, however, that in no event shall a quorum consist of less than one-third (1/3rd) of the number of directors so fixed. Except as otherwise provided by law or by the Articles of Incorporation or these By-laws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 4.08. Meetings of Board. Meetings of the Board of Directors, regular or special, may be held at such place within or without the District of Columbia, and upon such notice as may be prescribed by resolution of the Board of Directors.

A director's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such meeting.

(a) Annual Meetings. The Board of Directors shall meet annually on or at such time as may be designated by the Board and the 1st day of June of each and every year, except if such date should fall on a legal holiday, then and in that event, the Board of Directors shall fix the day, but it shall not be more than two (2) weeks from the date fixed in these By-Laws.

(b) Special Meetings. The Board of Directors shall meet for special meetings when called by a majority of the Board upon written request.

Section 4.09. Informal Action by directors; Meetings by Conference Telephone. Unless otherwise restricted by the Articles of Incorporation or these By-Laws, any action required or permitted to be taken by the Board may be taken without a meeting if all directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with the minutes of proceedings of the Board.

Unless otherwise restricted by the Articles of Incorporation or these By-Laws, any or all directors may participate in a meeting of the board or a committee of the board by means of conference telephone or by any means of communications by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Section 4.10. Voting. Each member of the Board shall have one vote upon all matters presented to the Board of Directors and such voting may be done by proxy.

Section 4.11. Order of Business. The order of business at all meetings of the board shall be as follows:

(1) Roll Call
(2) Reading of the Minutes of the preceding meeting
(3) Reports of Committees
(4) Old and Unfinished Business
(5) New Business
(6) Adjournment

Section 4.12. Compensation of Directors. The Corporation shall not pay any compensation to directors for services rendered to the Corporation, except that directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by a majority of the entire Board.

ARTICLE V
Committees

Section 5.01. Committees; Authority. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors of the Corporation. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director of any responsibility imposed upon it or him by law.

ARTICLE VI
Officers, Agents and Employees

Section 6.01. Officers. The Board of Directors shall elect or appoint a President, a Vice-President, a Secretary and a Treasurer, and may, if it so determines, elect such other officers and assistant officers as may be deemed necessary. If the Board of Directors so determines, the officers of the Corporation may be designated by such other titles as may be provided in the Articles of Incorporation or these By-Laws. Any two or more offices may be held by the same person except the offices of President and Secretary.

Section 6.02. Election and Term of Office. The initial officers of the corporation shall be as follows:

President:	Omar Ahmad
Vice-President:	Rafeeq Jaber
Secretary:	Nehad Hammad
Treasurer:	Nehad Hammad

Such person shall hold office for an initial term of one (1) year and such term is renewable. Thereafter, at each annual meeting of the directors, the Board shall elect all officers, each officer to hold office for a term of one year until the next annual meeting of the director and until his successor has been elected or appointed and qualified.

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Section 6.03. Removal of Directors. Any officer may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby; provided, however, that removal of an officer shall be without prejudice to his contract right, if any, and the election or appointment of an officer shall not by itself create contract rights.

Section 6.04. Powers and Duties of Officers. Subject to the control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the property and affairs of the Corporation as may be provided in these By-Laws or by resolution of the Board and, to the extent not so provided, as generally pertain to their respective offices.

A. President. The President shall serve as the chief executive officer of the Corporation. The President shall preside at all meetings of the Board of Directors, and subject to the supervision of the Board of Directors, shall perform all the duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with policies and directives approved by the Board of Directors.

B. Vice-President. In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board of Directors.

C. Secretary. The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these By-Laws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the Corporation, if any; and he shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by his signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his signature.

D. Treasurer. The Treasurer shall have the custody of, and be responsible for, all funds and securities of the Corporation. He shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. He shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the

Board, and such other duties as shall from time to time be assigned by the Board. The Treasurer shall, if required by the Board of Directors, give such bond or security for the faithful performance of his duties as the Board may require, for which he shall be reimbursed.

Section 6.05. Agents and Employees. The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 6.06. Compensation of Officers, Agents and Employees. The Corporation may pay compensation in reasonable amounts to officers for services rendered, such amounts to be fixed by a majority of the entire Board of Directors.

The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered, such amount to be fixed by the Board or, if the Board delegates power to any officer or officers, then by such officer or officers.

The Board may require officers, agents or employees to give security for the faithful performance of their duties.

ARTICLE VII
Miscellaneous

Section 7.01. Fiscal Year. The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

Section 7.02. Corporate Seal. The corporate seal shall be circular in form, shall have the name of the Corporation inscribed thereon and shall contain the words "Corporate Seal" and "District of Columbia" and the year the Corporation was formed in the center, or shall be in such form as may be approved from time to time by the Board of Directors.

Section 7.03. Checks, Notes and Contracts. The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 7.04. Books and Records to be Kept. The Corporation shall keep at its principal office in the District of Columbia correct and complete books and records of account, as well as minutes of the proceedings of the Board of Directors and any committee having any of the authority of the Board.

Section 7.05. Amendment of Articles and By-Laws. The Articles of Incorporation may be amended, by an affirmative vote of not less than seventy-five percent (75%) of the directors then in office. These By-Laws may be altered, amended or repeated by an affirmative rate of not less than seventy-five percent (75%) of the directors then in office.

Section 7.06. Indemnification and Insurance. Unless otherwise prohibited by law, the Corporation shall indemnify any director or officer, any former director or officer, any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him or imposed on him in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he may be or is made a party by reason of being or having been such director, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his own negligence or misconduct in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgements, fines, and penalties against, and amounts paid in settlement by, such director, officer or employee. The Corporation may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any director, officer, or employee; provided, however, that such director, officer or employee shall undertake to repay or to reimburse such expense if it should be ultimately determined that he is not entitled to indemnification under this Article.

The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any statute, By-Law, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by him which arises out of such person's status as a director, officer, employee, or agent or out of acts taken in such capacity, employee, or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

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In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of Section 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in Section 4941(d) of Section 4945(d), respectively, of the Code.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Section 7.07. Loans to Directors and Officers No loans shall be made by the Corporation to its directors or officers.

The undersigned Directors and Officers of the Corporation certify that these By-Laws were adopted by the Board of Directors on the 15th day of September, 1998.

Omar Ahmad

OMAR AHMAD
Director and President

RAFEEQ JABER
Director and Vice-President

NEHAD HAMMAD
Director, Secretary, and Treasurer

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