

COUNCIL ON AMERICAN ISLAMIC RELATIONS; EIN: 68-0547353

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of this 27<sup>th</sup> day of March, 2003.

Ahmad Hashem  
AHMAD HASHEM - Incorporated

THE STATE OF WASHINGTON :

COUNTY OF KING :

BEFORE ME, the undersigned authority, on this day personally appeared AHMAD HASHEM, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me under oath that he executed the same for the purposes and consideration therein expressed.


SUBSCRIBED AND SWORN TO BEFORE ME by the said AHMAD HASHEM this 27<sup>th</sup> day of March, 2003, to certify which witness my hand and seal of office.



Barbara G. Clark  
NOTARY PUBLIC IN AND FOR THE STATE OF  
WASHINGTON

Barbara G Clark  
NAME PRINTED OR TYPED

My commission expires on 28 February 2003  
County of King  
Resides: Redmond, WA 98052

UNITED STATES OF AMERICA  
The State of  Washington  
Secretary of State

I, SAM REED, Secretary of State of the State of Washington  
and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

COUNCIL ON AMERICAN ISLAMIC RELATIONS

A Washington Non-Profit Corporation. Articles of  
Incorporation were filed for record in this office on the  
date indicated below

UBI Number: 602 284 157

Date: March 31, 2003



Given under my hand and  
the Seal of the State of  
Washington at Olympia,  
the State Capital

Sam Reed  
Secretary of State

**BYLAWS  
OF  
COUNCIL ON AMERICAN-ISLAMIC RELATIONS OF SEATTLE**

A Washington State Nonprofit Corporation

**ARTICLE I. OFFICE**

The principal office of the Corporation shall be in the State of Washington. The Corporation shall designate a registered office in accordance with law and shall maintain it continuously. The Corporation may have offices at such other places within and without the State of Washington as the Board of Directors may from time to time determine.

**ARTICLE II. MEMBERS AND ASSUMED NAME**

The Organization will be a non-membership Organization. The Organization may use as its acronym "CAIR-SEATTLE".

**ARTICLE III. BOARD OF DIRECTORS**

Section 1. General powers. Subject to the limitations of the Articles of Incorporation, these Bylaws, and the Washington State nonprofit corporation statutes concerning corporate action, all corporate powers shall be exercised by or under the authority of the Board of Directors.

Section 2. Number of Directors. The number of Directors shall be the number of Directors elected from time to time in accordance with these Bylaws, but shall never be less than five (5) nor more than nine (9). The number of Directors may be increased or decreased from time to time by election in accordance with the Bylaws.

Section 3. Qualification of Directors. The majority of the Board of Directors shall be chosen from individuals familiar with and committed to the goals and values espoused by the Council on American-Islamic Relations.

Section 4. Election and Tenure. Directors shall be elected by the current Board of Directors at the Annual Meeting of Directors and shall serve until the next succeeding Annual Meeting or until their successors have been elected and qualified. Directors shall serve a term of two (2) years or until their successors have been elected and qualified. Directors may serve consecutive annual terms on the Board of Directors.

Section 5. Place and Manner of Meetings. Regular meetings of the Board of Directors may be held at any place within or outside of the State of Washington that has been designated from time to

time by resolution of the Board of Directors. In the absence of such a designation, regular meetings shall be held at the principal executive office of the Organization. Special meetings shall be held at any place within or outside of the State of Washington that has been designated in the Notice of the meeting, or, if not stated in the notice or if there is no Notice, at the principal executive office of the Organization.

**Section 6. Annual Meetings.** The annual meeting of the Board of Directors shall be held each year at such date and time as may be fixed by the Directors, provided, however, that such date shall not be later than thirteen (13) months after the organization of the Organization or the last Annual Meeting of Directors. If this day shall be a legal holiday then the meeting shall be held on the next succeeding business day, at the same hour. At the Annual Meeting, the Directors shall consider reports of the affairs of the Organization and transact such other business as may properly be brought before the meeting.

**Section 7. Special Meetings.** Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, Vice President or Secretary, or any one (1) Director. Notice of the time and place of special meetings shall be delivered personally or by telephone to each Director or sent by first class mail, facsimile or telegram, charges prepaid, addressed to each Director at the Director's address as it is shown on the records of the Organization. In case the notice is mailed, it shall be deposited in the United States mail at least four (4) days before the time of the holding meeting. In case the notice is given personally or by telephone or facsimile or to the telegraph company, such notice shall be given at least forty-eight (48) hours before the time of the holding meeting. Any oral notice given personally or by phone may be communicated either to the Director or to a person at the office of the Director who the person giving the notice has reason to believe will promptly communicate it to the Director. The notice need not specify the purpose of the meeting nor the place thereof if the meeting is to be held at the principal executive office of the Organization.

**Section 8. Telephone Meetings.** Directors may participate in any regular or special meeting of the Board of Directors by means of a conference telephone or similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such a meeting.

**Section 9. Action Without Meeting.** Any action of the Board may be taken without a meeting if a consent in writing setting forth the action so taken signed by all of the Directors is filed on the Minutes of the Board of Directors. Such consent shall have the same effect as unanimous vote.

**Section 10. Waiver of Notice.** When all of the Directors are present at any Directors' meeting, However called or noticed, and either (1) sign a written consent on the records of such meeting, or (2) if a majority of the Directors are present and if those present sign a Waiver of Notice of such meeting or a consent to holding the meeting or an approval of the Minutes of the meeting held pursuant thereto, or (3) if a Director attends a meeting without notice, but without protesting prior

there to or at its commencement the lack of notice to him or her, then the transactions thereof are valid as if had at a meeting regularly called and noticed.

**Section 11. Directors Acting By Unanimous Consent.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting and with the same force and effect as if taken by a unanimous vote of the Directors, if authorized in writing and signed individually or collectively by all members of the Board. Such consent shall be filed with the regular Minutes of the Board.

**Section 12. Committees.** The Directors may from time to time establish committees of the Board of Directors to exercise the authority of the Board in the management of the Organization. In the enabling resolution for each committee, the Board of Directors shall indicate the committee's membership, composition, function, authority, and duration. Committees of the Board shall not act on behalf of the entire Board of Directors to alter the Bylaws; change the Articles of Incorporation; sell, lease, or exchange property; or take other actions that substantially alter the corporation and/or its assets under the provisions of the Washington Nonprofit Corporation Law.

**Section 13. Quorum.** A majority of authorized or elected number of the initial or fully constituted Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 11 of this Article; provided, however, that such quorum may not be less than two (2) Directors excepting the initial Board of Directors. Every act or decision done by a majority of Directors present at a meeting, duly held, at which a quorum is present shall be regarded as the act of the Board of Directors unless the act of a greater number is required by the Washington Nonprofit Corporation Law, the Articles of Incorporation, or these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors if any action is approved by at least a majority of the required quorum for that meeting.

**Section 14. Adjournment.** A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to any other time or place. Notice of the time and place for continuing the adjourned meeting shall be given prior to the time of the continuations of the meeting to the Directors who were not present at the time of adjournment.

**Section 15. Compensation of Directors.** Directors, as such and with the exception of the Director, if any, shall not receive any compensation for their services, but, by resolution of the Board, Directors may be reimbursed for reasonable expenses of attendee, if any, at any regular or special meeting of the Board; provided that nothing herein contained shall be construed to preclude any Director from serving the Organization in any other capacity and receiving compensation therefor.

**Section 16 Conflict of Interest** No contract or other transaction between the Organization and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are officers or directors or are financially interested shall be void or voidable solely because such directors or a committee thereof authorizes, approves or ratifies such contract or transaction if:

- a.) The Organization entered into the transaction for its own benefit;
- b.) The contract is fair and reasonable as to the Organization at the time the Organization entered into the transaction;
- c.) The fact of such relationship of interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose **without** counting votes or consents of such interested Directors;
- d.) Prior to authorizing or approving the transaction, the board considered and in good faith determined, after reasonable investigation under the circumstances, that the Organization could not have obtained a more advantageous arrangement with a reasonable effort under the circumstances. Interested Directors shall not be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such transaction.

**Section 17. Vacancies.** Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Director(s) even though it is less than a quorum of the Board or Directors, unless otherwise provided by law or the Articles of Incorporation. A director elected to fill a vacancy shall hold office only until the next election of Directors. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an Annual Meeting of the Board or a special meeting of the Board of Directors called for that purpose.

**Section 18. Removal.** At any meeting of the Board of Directors called expressly for that purpose, any Director or Directors may be removed from office, Without or without cause, by a majority vote of the New Directors may be elected by the Board of Directors for the unexpired term of Directors removed from office at the same meetings at which such removals are voted. If the Board of Directors fail to elect persons to fill the unexpired terms of removed Directors, and if the Board Directors did not intend to decrease the number of Directors to serve on the Board, then the vacancies unfilled shall be filled in accordance with provisions in these Bylaws for vacancies.

#### ARTICLE IV. OFFICERS

**Section 1. Officers.** The principal Officers of the Organization shall consist of a President, Vice President, Secretary and Treasurer, each of whom shall be elected by the Board of Directors at such time and in such manner as may be prescribed by the Bylaws. Such other officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors of chosen in such other manner as may be prescribed by the Bylaws.

**Section 2. Election.** The Officers of the Organization shall be chosen annually by the Board of Directors, and shall hold his or her office until he or she resigns or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified. Election or appointment shall not of itself create contract rights.

**Section 3. Subordinate Officers.** The Board of directors may appoint such other officers, assistant officers, and agents as the business of the Organization may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

**Section 4. Removal or Resignation of officers.** Subject to the rights, if any, of an officer under any contract of employment, any Officer may be removed either with or without cause, by the Board of Directors, at any regular or special meeting of the Board.

Any Officer may resign at any time by giving written notice to the Organization. Any resignation shall take effect at the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Organization, under any contract to which the Officer is a party.

**Section 5. Vacancies.** If the office of any of the principal Officers becomes vacant for any reason. The vacancy shall be promptly filled by the Board of Directors.

**Section 6. President.** The President shall have general responsibility for the management of the business of the Organization, and shall see that all orders and resolutions of the Board are carried into effect. He/she shall execute all authorized conveyances, contracts, or other obligations in the name of the Organization except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Organization. He/she shall preside at all meetings of the Board of Directors and shall be ex-officio a member of all standing committees of the Board.

**Section 7. Vice President.** In the absence or disability of the President, the Vice President shall perform all 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 have such other powers and perform such other duties as from time to time may be prescribed for him by the Board of Directors.

**Section 8. Secretary.** The Secretary shall sign with the President all the certificates of stock and shall keep an accurate record of matters of the meeting of the stockholders and the Board of Directors, and shall give notice of meetings as required by these Bylaws. The Secretary shall have the custody of the corporate seal and of the books, records and documents of the corporation, except those pertaining to the Treasurer's account.

**Section 9. Treasurer.** The Treasurer shall keep account of all monies of the corporation received and disbursed, and shall deposit all monies and valuables in the name and to the credit of the corporation in such bank or depositor as the Board of Directors shall designate. Checks for the payment of money on behalf of the corporation shall be signed by such officers and other parties as the directors may designate.

Section 10. Salaries. The Board of Directors may from time to time appoint, employ and discharge and fix the compensation of such Officers, agents and employees of the Organization in addition to the Officers provided for in these Bylaws, as in the judgment of the Board shall be necessary or expedient provided that the Board may empower one (1) or more Officers of the Organization to employ and discharge and fix the compensation of such employees as in their judgment are necessary to maintain and operate the business. The Board of Directors may also vote a bonus in an amount to be determined by the Board, based on the performance and merits of such directors, Officers, agents and employees of the Organization.

#### ARTICLE V. EXECUTIVE AND OTHER COMMITTEES

Section 1. Creation of Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate an Executive Committee and one or more other committees.

Section 2. Executive Committee. The Executive Committee (if there is one) shall consult with and advise the Officers of the Organization in the Management of its affairs and shall have and may exercise, to the extent provided in the resolution of the Board of Directors creating such Executive Committee, such powers of the Board of Directors as can be lawfully delegated by the Board.

Section 3. Other Committees. Such other committees shall have such functions and may exercise such power of the Board of Directors as can be lawfully delegated and to the extent provided in the resolution or resolutions creating such committee or committees.

Section 4. Meetings. Regular meetings of the Executive Committee and other committees may be held without notice at such time and at such place as shall from time to time be determined by the Executive Committee or such other committees, and special meetings of the Executive Committee or such other committees may be called by any member thereof upon two (2) days' notice to the other members of such committee, or on such shorter notice as may be agreed to in writing by each of the other members of such committee, given either personally or in the manner provided in these Bylaws pertaining to notice for Directors' meetings.

Section 5. Vacancies. Vacancies on the Executive Committee or on other committees shall be filled by the Board of Directors then in office at any regular or special meeting of the Board of Directors.

Section 6. Quorum. At all meetings of the Executive Committee or other committees, a majority of the committee's members then in office shall constitute a quorum for the transaction of business.

Section 7. Manner of Acting. The acts of a majority of the members of the Executive Committee or other committees present at any meeting at which there is a quorum shall be the act of such committee.

Section 8. Minutes. The Executive Committee (if there is one) and the other committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

#### ARTICLE VI. INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND OTHER AGENTS

The Organization shall, to the maximum extent permitted by RCW 24.03.043 and RCW 23B.17.030, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was an agent of the Organization. For purposes of this Article, an "agent" of the Organization includes any person who is or was a Director, Officer, employee or other agent of the Organization. In order to meet any of its obligations under this Article, the Organization may purchase and maintain insurance on behalf of any agent of the Organization against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Organization would have the power to indemnify the agent against that liability under the provisions of the Washington Nonprofit Corporation Law.

#### ARTICLE VII. CORPORATE RECORDS, REPORTS AND AUTHORITY

Section 1. Records. The Organization shall maintain, in accordance with generally accepted accounting principles, adequate and correct accounts, books and records of its business and properties and shall maintain Minutes of the proceedings of the Board of Directors, and accounts shall be kept in custody by the responsible Officer or at the principal executive office, as fixed by the Board of Directors from time to time.

Section 2. Inspection of Books and Records. All of the Organization's books and records, including books of account, shall be open to inspection by any Director at all reasonable times.

Section 3. Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Organization, shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

Section 4. Authority to Execute Contracts. The Board of Directors, except as otherwise provided in the Bylaws, may authorize any Officer or Officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Organization. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no Officer, agent or employee shall have any power or authority to bind the Organization by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

#### ARTICLE VIII. CALENDAR YEAR

The initial calendar year of this Organization shall commence upon the filing of Articles of Incorporation with the Secretary of State, and shall end on December 31, 2003. Thereafter, the calendar year shall begin on January 1 and shall end on December 31 of each year.

#### ARTICLE IX. SEAL

The Corporate seal shall bear the name of the Organization between two concentric circles and in the inside of the inner circle shall be the year of incorporation.

#### ARTICLE X. AMENDMENT TO BYLAWS

The Board of Directors may amend these Bylaws pursuant to the Articles of Incorporation, and, when such amendment is adopted, the Board of Directors shall place such amendment in the Corporate Record Book with the original Bylaws, in the appropriate place of records for the Organization.

#### ARTICLE XI. LOANS TO DIRECTORS AND OFFICERS PROHIBITED

No loans shall be made by the Organization to its Directors or Officers. The Directors of the Organization who vote for or assent to the making of a loan to a Director or Officer of the Organization, and any Officer or Officers participating in the making of such loan, shall be jointly and severally liable to the Organization for the amount of such loan until the repayment thereof.

#### ARTICLE XII. NONPROFIT OPERATION

The Organization will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Organization will be distributed to its Directors or Officers without full consideration. No Director of the Organization has any vested right, interest or privilege in or to the assets, property, functions or activities of the Organization. The Organization may contract in due course with its Directors and Officers without violating this provision.

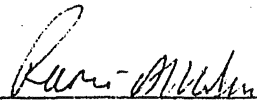
ARTICLE XIII. MISCELLANEOUS

The Officer or Officers of the Board of Directors, authorized by the Board of Directors, are each authorized to vote, represent and exercise, on behalf of the Organization, all rights incident to standing in the name of the Organization. The authority herein granted may be exercised by any such Officer in person or by any other person authorized to do so by proxy or power of attorney executed by said Officer.

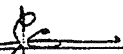
CERTIFICATE OF ADOPTION

The undersigned, being the OFFICER of the above nonprofit corporation, certify that the foregoing are the Bylaws of Council on Islamic-American Relations of Seattle, and ordered certified and filed in the Minutes Book of said nonprofit corporation by unanimous vote of the Board of Directors at the meeting held on the 4 day of MARCH, 2004.

IN WITNESS WHEREOF, we have affixed our signatures hereunto this 4 day of MARCH, 2004.

  
\_\_\_\_\_  
OFFICER

ATTEST:

  
\_\_\_\_\_  
OFFICER Mubarak O. Elamin

COUNCIL ON AMERICAN ISLAMIC RELATIONS; EIN: 68-0547353

ARTICLES OF INCORPORATION

1602 284 157

OF

COUNCIL ON AMERICAN ISLAMIC RELATIONS

FILED  
SECRETARY OF STATE  
MAR 31 2003  
STATE OF WASHINGTON

The undersigned natural person of the age of eighteen (18) years or more acting as incorporators of the corporation under the Washington non-profit corporation act, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Council on American Islamic Relations.

ARTICLE II

The corporation is a non-profit corporation

ARTICLE III

The period of its duration is perpetual. The corporation shall operate as a religious and educational corporation.

ARTICLE IV

The Corporation is organized strictly and exclusively for public charity, religious, scientific, and educational purposes, including for such purposes, the making of distributions to organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

ARTICLE V

The street address of its initial registered office is 12733 Lake City Way, Seattle, WA 98125, and the name of the initial registered agent at such address AHMAD HASHEM.

ARTICLE VI

The number of directors constituting the initial Board of Directors is eleven (11), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the members or until their successors are selected and qualified are:

Ahmad Hashem	4306 156 <sup>th</sup> Ave., NE, #BB108 Redmond, WA 98052
Samia El-Moslimany	2655 SW 131 <sup>st</sup> PL Burien, WA 98166
Ibrahim G Mohamed	101 171 <sup>st</sup> PL SE Bothell, WA 98012
Abdulkadir Adam Jama	15403 SE Newport Way Bellevue, WA 98006
Ali-Salaam Mahmoud	1503 1B Military Rd., S., Suite 305 Seattle, WA 98188
Hazim Rashed	18603 NE 194 <sup>th</sup> St. Woodinville, WA 98072
Imran Rafiq	17108 SE 29 CT Bellevue, WA 98008
Naseem Tuffaha	5714 34 <sup>th</sup> Ave., NE Seattle, WA 98105
Rami Al-Kabra	13520 Linden Ave., N, #522 Seattle, WA 98133
Ribhi Shawar	14732 SE 66 <sup>th</sup> St. Bellevue, WA 98006
Syed Rizwan Nasr	8541 Avondale Rd., NE Redmond, WA 98052

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Ahmad Hashem	4306 156 <sup>th</sup> Ave., NE, #BB108 Redmond, WA 98052

#### ARTICLE VII

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed 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 the purposes set forth in ARTICLE IV hereof. 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 any candidate for public office. Notwithstanding any other provision of these articles, the 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.

COUNCIL ON AMERICAN ISLAMIC RELATIONS; EIN: 68-0547353

ARTICLE VIII

Upon the dissolution of the 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 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. Any such assets not so disposed of shall be disposed of by the court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.