

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all documents constituting the charter of ALL DULLES AREA MUSLIM SOCIETY on file in the Clerk's Office of the Commission.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
October 17, 2008*

Joel H. Peck
Joel H. Peck, Clerk of the Commission

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, OCTOBER 8, 2008

The State Corporation Commission has found the accompanying articles submitted on behalf of

ALL DULLES AREA MUSLIM SOCIETY

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF RESTATEMENT

be issued and admitted to record with the articles of restatement in the Office of the Clerk of the Commission, effective October 8, 2008.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

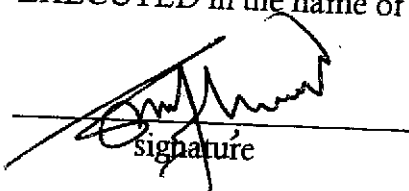
COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

ARTICLES OF RESTATEMENT
OF
ALL DULLES AREA MUSLIM SOCIETY

The undersigned, on behalf of the nonstock corporation set forth below, pursuant to Title 13.1, Chapter 10 of the Code of Virginia, states as follows:

1. The name of the corporation immediately prior to restatement is: ALL DULLES AREA MUSLIM SOCIETY.
2. The restatement contains an amendment to the articles of incorporation.
3. The text of the amended and restated articles of incorporation is attached hereto.
4. The restatement was adopted by the corporation on May 20, 2007.
5. The restatement was (i) proposed by the board of directors and submitted to the members at the General Assembly meeting in accordance with the provisions of Virginia Nonstock Corporation Act, (ii) that at the General Assembly meeting of members (Regular Members and Life Members, the both being a combined "eligible" members' group having voting rights pursuant to Article VI, Section 1 of the corporation's articles of incorporation) a quorum of said voting group entitled to vote was present; (iii) the total number of undisputed votes cast for the amendment by the said voting group was 85; and (iv) that the number cast for the amendment by said voting group was sufficient for approval by that voting group.

EXECUTED in the name of the corporation by:


signature

Farooq Syed
printed name

0330811-1
corporation's SCC ID No.

09/16/2008
date

President
corporate title

(ATTACHMENT)
AMENDED AND RESTATED ARTICLES
OF
ALL DULLES AREA MUSLIM SOCIETY

ARTICLE I

Name

The name of the corporation is: ALL DULLES AREA MUSLIM SOCIETY (hereinafter referred to as "ADAMS").

ARTICLE II

Registered Office and Agent

The registered office of ADAMS in the County of Loudoun is:

46903 Sugarland Road
Sterling, Virginia 20164

and the name of the registered agent for ADAMS at such address is: Mr. M. Omar Ashraf, who is a resident of Virginia and a Trustee of ADAMS.

ARTICLE III

Purposes

Section 1. The purposes for which ADAMS is formed are to arrange and hold congregational prayers; undertake and engage in religious, charitable, educational and cultural activities; promote friendly relations between Muslims and non-Muslims and to foster a Muslim community based on Islamic principles of brotherhood, equality, mutual help and Islamic teachings of peace, love and justice. To that end, in all its activities and services, ADAMS shall provide for the full and unrestricted participation of all members, men and women, in a manner which is inclusive and tolerant of various legitimate interpretations of the Islamic Fiqh and points of view. Men and women will have equal access to prayer area and all other facilities and activities of ADAMS, and will have equal right to be elected or appointed to various offices of ADAMS.

Section 2. ADAMS is a non-profit, non-political organization, and the fundamental purpose of this corporation is to encourage and to enable Muslims with the basic knowledge and competence in Islam to contribute individually and collectively towards meeting human needs in conformity with Islamic doctrines and beliefs. It is also the purpose of the corporation to educate to avoid any wrong practices not prescribed in Islam and to create a feeling of brotherhood.

Section 3. ADAMS shall engage in, establish and promote, and contribute to exclusively social, religious, cultural, educational and charitable activities, projects, organizations, institutions and funds and other similar non-profit purposes as contemplated by Section 501 (c)(3) of the Internal Revenue Code of 1986, as existing, amended, supplemented or superseded from time to time.

Section 4. ADAMS shall do any and all lawful acts and things which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes and powers of ADAMS, and shall exercise all powers possessed by Virginia non-profit corporations not without scope of these articles. Without limiting the generality of the foregoing, ADAMS shall have the powers to sue and be sued (subject to Article VIII hereof) to own, to take title to, receive and hold, lease, sell and resell, in fee simple or otherwise, property, real and personal or mixed, wherever situated or however acquired, without limitation as to amount or value. ADAMS shall have authority to encumber property by deed or trust, pledge or otherwise; to borrow money or secure payment thereof by lien or liens on the real or personal property of ADAMS; to lease, build, or erect, remodel, repair, construct and/or reconstruct any and all buildings, houses or other structures necessary, proper or incident to the carrying out of the objects and purposes stated herein. ADAMS shall have full powers of management, investment, reinvestment, and the collection of all rents, revenues, issues and profits arising therefrom.

ARTICLE IV

Investment

No part of the net earnings of ADAMS shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that ADAMS 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 III hereof. No substantial part of the activities of ADAMS shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and ADAMS 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, ADAMS shall not carry on any other activities not permitted to be carried on: (a) by a Corporation exempt from the federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Laws, or (b) by a Corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code of 1986, as

amended, or the corresponding provisions of any future United States Internal Revenue Laws.

ARTICLE V

Dissolution

Upon the dissolution of ADAMS, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of ADAMS, dispose of all the assets of ADAMS exclusively for the purposes of ADAMS in such manner to the North American Islamic Trust or in its absence to the Islamic Society of North America or to such Islamic organization or organizations organized and operated exclusively for religious, cultural, charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal revenue Code of 1986 as amended, or the corresponding provision of any future United States Internal Revenue Law, as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the principal office of ADAMS is then located, exclusively for such purposes or to such Islamic organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling to accept the distribution, then the assets of ADAMS shall be distributed to an Islamic fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Revenue Law.

ARTICLE VI

Membership

Section 1. The membership of ADAMS shall consist of "Regular Members", and "Life Members" (hereinafter "member" or "members") who shall be eligible to vote for and hold office(s) of ADAMS, provided that to hold office they also satisfy eligibility requirements laid down in Section 5 of Article VII, and shall form the General Assembly. ADAMS may have Associate and Honorary members who shall not be eligible to vote for and hold any office(s) of ADAMS.

Section 2. A member shall be a Muslim of at least eighteen (18) years of age, who shall file an application with the required dues to and election by the Board of Trustees, and agrees to obey the purposes of ADAMS. Each member shall pay such dues as may from time to time be set by the Board of Trustees in accordance with the Bylaws. Each member shall be entitled to one vote in all matters coming before the General Assembly meetings. Each member shall have full voting rights and shall elect Trustees and officers of

ADAMS. The membership dues of ADAMS' Members shall be set by the Board of Trustees from time to time.

ARTICLE VII

Trustees

Section 1. ADAMS' Board of Trustees shall be the higher policy making body, elected by the ADAMS' regular and life members at the annual General Assembly meeting.

Section 2. The number of Trustees of ADAMS shall not be less than nine (9) nor more than thirteen (13). ADAMS' Board of Trustees may increase or decrease the number of Trustees, within the minimum and maximum. However, no decrease in the number of Trustees shall shorten an incumbent Trustee's term.

Section 3. The President, Vice President, Secretary and Treasurer of ADAMS (hereinafter "Officer Trustees") shall be elected for a two year term by ADAMS membership, from among itself, at the annual General Assembly meetings in even years and they shall be members of the Board of Trustees by virtue of their offices.

Section 4. Trustees, other than Officer Trustees (hereinafter "Regular Trustees"), shall be elected for a four (4) year term. Their term may be staggered. Regular Trustees shall be divided into two groups each containing one half (1/2) of the total, as near as may be, and shall be elected by the members at the General Assembly in alternate odd years. The staggered term of Regular Trustees being fully in place, therefore, the odd-year election for the Regular Trustees shall continue alternating between group one and group two and the four (4) Officer Trustees shall be elected every even year.

Section 5. To be eligible for election as a Trustee, a person must (1) have been an active member in good standing for the past thirty-six (36) months; (2) never been convicted of a felonious criminal offense; (3) be at least twenty five (25) years old; (4) not openly and persistently violate any of the established rules of Shariah (the Islamic Law) and (5) maintains his/her primary residence within Loudoun, Fairfax, Prince William and Arlington counties of Virginia, and all municipalities within the said counties. Moreover, any nominee for election as a Trustee shall fully disclose any family relationship (as spouse, parent/child, sibling and parent/child-in-law) with any sitting Trustee of ADAMS and ADAMS Endowment Fund (AEF) before the Election Committee verifies him/her as a candidate for such position. No one may be nominated to the ADAMS Board if he/she is related as defined herein, to two or more sitting members of ADAMS Board or to three (3) or more sitting members of both ADAMS and AEF Boards.

Section 6. Any vacancy occurring in the Board of Trustees may be filled for the remaining term thereof by the Board of Trustees.

Section 7. Any Trustee may be removed for cause from office by a two-third (2/3) vote of the members of the Board of Trustees at any regular or special meeting of the Board of Trustees at which a quorum is present.

Section 8. The Officer Trustees may, nominate coordinators for the approval of the Board of Trustees to chair various committees. The Chairpersons of the Committees and the Executive Director of ADAMS together with Officer Trustees shall constitute the Executive Committee of ADAMS. The Executive Committee shall have the authority and responsibilities as provided in the Bylaws for the proper functioning of ADAMS, during the interim period between meetings of the Board of Trustees, or the powers expressly granted by the Board of Trustees from time to time. The Executive Committee shall report its actions to the Board of Trustees as soon as practicable through the timely distribution of its minutes.

ARTICLE VIII

Arbitration

Section 1. Any claims, demands, disputes, controversies, and differences arising out of or related to ADAMS between any member, trustee, officer, employee, among themselves or between any of them and ADAMS, shall be exclusively settled by arbitration. No suit at law or in equity shall be instituted by members of ADAMS except on grounds only of malicious, willful and flagrant violation of law and intentional miscarriage of justice by the arbitrator(s). Notwithstanding the foregoing, the arbitration decision shall be binding on the parties to the dispute and the judgment may be entered on such decision in any court having jurisdiction.

Section 2. The members of the Arbitration Panel, composed of seven (7) members, shall be nominated by the Board of Trustees and elected by the General Assembly for a term of five (5) years. Any vacancies arising in the Panel shall be filled by the majority of the remaining members of the Panel for the unexpired term thereof.

ARTICLE IX

Indemnification

Unless otherwise prohibited by law, ADAMS shall indemnify any trustee, arbitrator, or officer, any former trustee, officer, or any person who may have served at its request as a trustee or officer of another corporation, whether for profit or not for profit, and may, by resolution of the Board of Trustees, any employee or former employee (heretofore referred to the "Indemnitee") against any and all expenses and liabilities actually and necessarily incurred by the Indemnitee or imposed on the Indemnitee in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil criminal, administrative, including appeals) to which the Indemnitee may be or is made a party by reason of being or having been such trustee, officer, arbitrator, or employee; subject to the limitation, however, that there shall be no indemnification in relation to

matters as to which the Indemnatee shall be adjudged in such claim, demand, action, suit, or proceeding to be guilty of a criminal offense or liable to ADAMS for damages arising out of the Indemnatee's own gross negligence or misconduct in the performance of duty to ADAMS.

The indemnification herein provided shall not be deemed exclusive of any other rights to which such Indemnatee may be entitled under any statute, Bylaw, agreement, vote of the Board of Trustees, decision of the Arbitration Panel, or otherwise and shall not restrict the powers of ADAMS to make any indemnification permitted by law.

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 acts occurring before the adoption hereof.

ARTICLE X

The period for which ADAMS shall continue is perpetual.

ARTICLE XI

Regulation and Conduct of ADAMS

Other provisions, consistent with these articles and the laws of the Commonwealth of Virginia for the regulation and conduct of the affairs of ADAMS, and creating, defining, limiting or regulating the powers of ADAMS, shall be provided in the By-laws of ADAMS.

ARTICLE XII

Amendment

ADAMS' Articles of Incorporation, as restated and amended, may be amended, from time to time as may be permitted by law, by a resolution of the Board of Trustees recommending the proposed amendment to and for the affirmative vote of more than two-thirds (2/3) of the greater of the forty (40) members or ten (10) percent of the total members present in a duly called meeting of the General Assembly, all in compliance with the provisions of Section 13.1-888 A5 of the Code of Virginia or any future such law. A proposal for amendment to the Articles of Incorporation may be submitted in writing to the Board only by a Trustee or, at least twenty (20) members in good standing, at least sixty (60) days before a General Assembly meeting.