

## ARTICLES OF AMENDMENT FOR A RELIGIOUS CORPORATION

Islamic Center of Lexington Park, Inc.

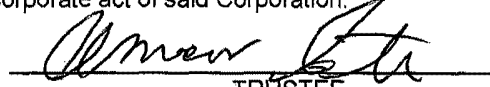
(Insert name of corporation), a Maryland corporation hereby certifies to the State Department of Assessments and Taxation of Maryland that:

**FIRST:** The charter of the corporation is hereby amended as follows:

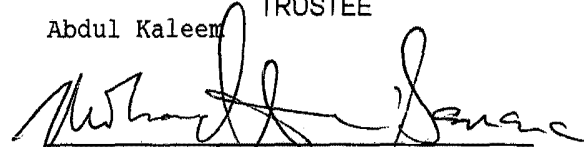
The By-laws of Islamic Center of Lexington Park, Inc. are amended with the addition of clause 2.15, 2.16 and 2.17. The entire by-laws of Islamic Center of Lexington Park, Inc. are enclosed for recording/certification.

**SECOND:** The foregoing amendment was duly advised by the trustees and approved by the members of the religious corporation.

We the undersigned trustees who approved the resolution advising the foregoing amendments, acknowledge, in the name and on behalf of said Corporation, the foregoing amendments to be the corporate act of said Corporation.

  
Omar Ali TRUSTEE

  
Abdul Kaleem TRUSTEE

  
Ali Samana TRUSTEE

**NOTE:** INCLUDE ALL THE SIGNATURES OF THE TRUSTEES WHO APPROVED THE AMENDMENTS. NAMES MUST BE TYPED BENEATH SIGNATURES. THREE SIGNATURES OR A MAJORITY OF ALL THE TRUSTEES IS REQUIRED, WHICHEVER IS GREATER.

THE UNDERSIGNED, (Chairman or Secretary) of the meeting of the members, certify to the best of my knowledge, information and belief, that the matters and facts set forth herein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

OMAR ALI / PRESIDENT  
NAME AND TITLE OF OFFICER

RECEIVED  
DEPARTMENT OF  
ASSESSMENTS & TAXATION  
DEC 22 A 11:33

This document in its entirety constitute the by-laws and all of its amendments of the Islamic Center of Lexington Park, Inc. adopted on July 15, 2006.

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**BY-LAWS  
OF  
ISLAMIC CENTER OF LEXINGTON PARK, INC.  
(ICLP)**

**ARTICLE I**

**The Corporation**

**Section 1.1** Islamic Center of Lexington Park, Inc. referred to as "ICLP" or the "organization" in this document is a non-profit religious entity registered in The State of Maryland and has offices in Lexington Park. ICLP serves the muslims of St.Mary's County, Maryland in organizing and conducting the congregational prayers, teaching of the Qur'an and the sayings of The Prophet Muhammad (peace be upon him) to the community members.

**ARTICLE II**

**The Board of Trustees**

**Section 2.1** The property of the Corporation shall be acquired by the elected Board of Trustees and shall be called the Officers of Corporation. The number of members of the Board of Trustees shall be a minimum of one (1) and a maximum of three (3). Such number may be increased or decreased by resolution of the Board of Trustees. However, in no event shall such members be reduced to less than one (1). Vacancies in the Board of Trustees shall be filled by election by the remaining members of the Board of Trustees, even though such remaining Trustees shall constitute less than a Quorum of the Board with the election being approved by the Chair person of the Board of Trustees. In the event there are no members of the Board of Trustees, Trustees shall be appointed by the Board of Directors. Board of Trustees shall approve By-laws.

**Section 2.2** Except as otherwise provided, each trustee shall hold office for a perpetual term that continues for life unless the trustee has been medically found to be unable to perform the functions of a trustee, resignation, disqualification due to criminal conduct according to Islamic Sharia (and national laws which do not conflict with Islam), incapacity, or death.

**Section 2.3** Any trustee may resign at any time upon written notice to the Corporation addressed to it at its principal office or to its President or Secretary in electronic or hardcopy media. Any such resignation shall become effective at the time or upon the happening of the condition, if any, specified therein, or, if no such condition or time is specified, upon receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 2.4** No Trustee shall be removed from office by the Board of Directors except as provided in these By-laws.

**Section 2.5** Any vacancy in the Board of Trustees occurring by reason of resignation, removal, disqualification, incapacity, or death of a Trustee shall be filled by a majority vote of the remaining members of the Board of Trustees, even though such remaining Trustees shall constitute less than a Quorum of the Board with the election being approved by the Chair Person of the Board of Trustees.

**Section 2.6** The annual meeting of the Board of Trustees shall be held in St. Mary's County, Maryland of each year on such date and at such time and place as shall be determined by the Chair Person; provided however, if the Chair Person shall fail to do so within twelve months of the last annual meeting of the Corporation, the date and place may be determined by the Board of Trustees. Minutes of the meeting shall be provided to the Board of Trustees and the Board of Directors.

**Section 2.7** Special meeting of the Board of Trustees may be called at any time by the Chair Person of the Board of Trustees or the President of the Corporation. Special meetings shall be called by the Chair Person or, in the case of death, absence, incapacity, or refusal of the Chair Person, by the President of the Corporation or where the Chair Person and the President is the same person, by the Secretary of the Corporation upon the written request of any two (2) Trustees or two (2) Directors. The purpose or purposes for which a special meeting of the Board of Trustees is called must be stated in the call for or notice of the meeting. Business transacted at a special meeting shall be limited to the purpose or purposes stated in the notice. Such meetings shall be held at such place, within or without of the State of Maryland, as may be designated from time to time by the Board or, in the absence of such designation, by the Trustee or Office of the Corporation calling the meeting.

**Section 2.8** Written notice of the time, day, and place of all meetings of the Board of Trustees and Board of Directors shall be given to all members of the Board of Trustees and Board of Directors at least two (2) days before the date of the meeting either personally or by email, or by mail. A waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

**Section 2.9** A majority of Trustees then in office shall constitute a quorum at any meeting of the Board of Trustees for the transaction of business. Further, the act of the majority of Trustees at any meeting of the Board of Trustees at which there is a quorum shall be an

act of the Board of Trustees, except as may be by these By-Laws. Members of the Board of Trustees may participate in any meeting of the Board of Trustees by means of a conference telephone or similar communication equipment by means of which all persons participating at the meeting can hear each other at the same time and participation by such means shall constitute presence in person at the meetings.

**Section 2.10** Any action required to be taken or permitted to be taken by the Board of Trustees may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the members of the Board of Trustees entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board of Trustees.

**Section 2.11** In addition to the powers and authority in these By-laws expressly conferred upon it, the Board of Trustees may exercise all such powers of the Corporation in the event that the Board of Directors ceases to exist or contains no directors.

**Section 2.12** Except as may otherwise be provided by applicable law, these By-laws or the Articles of Incorporation, no contract or other transaction between the Corporation and one or more of the Trustees or any other corporation, firm, association, or entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such Trustee or Trustees are present at the meeting of the Board of Trustees or Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, if the contract or transaction is fair and reasonable to the Corporation and if the fact of such relationship or interest is disclosed to the Board of Trustees and 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 the votes or consents of such interested Trustees or Directors or considering such interested Trustees or Directors as present for purposes of constituting a quorum.

**Section 2.13** The first Trustees are Mr.El Sayed Arafat, Mr.Abdul Kaleem and Mr.Ali Samana.

**Section 2.14** The President of the Board of Trustees shall be the registered agent of this corporation.

**Section 2.15** ICLP is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**Section 2.16** No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**Section 2.17** Upon dissolution of the organization, 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

## **ARTICLE III**

### **The Board of Directors**

**Section 3.1** The property, business and affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors shall appoint or hire personnel for the management and maintenance of the property. The number of members of the Board of Directors shall be a minimum of five (5) and a maximum of eleven (11). Such number may be increased or decreased by resolution of the Board of Directors. However, in no event shall such members be reduced to less than one (1). Vacancies in the Board of Directors shall be filled by election by the members of the Corporation. Elections shall be conducted every 2 years on the 15<sup>th</sup> of September.

**Section 3.2** Except as otherwise provided, each Director shall hold office for a period of two (2) years from the date of expiration of the prior term or until his or her successor is elected and qualified or until his or her earlier resignation, removal, disqualification, incapacity, or death. The terms of the members shall be staggered so that no more than one-half of the members shall have their term expire in any twelve-month period. Notwithstanding anything herein to the contrary, the initial Directors as set forth in the Articles of Incorporation of the corporation shall hold office until the first meeting of the Board at which time the Board shall elect new Directors and shall designate the term that each newly elected Director shall serve so that the terms of the Directors shall be staggered. Directors may be re-elected except that if a Director shall be considered for re-election to the Board, such Director must abstain from voting on the matter.

**Section 3.3** Any Director may resign at any time upon written notice to the Corporation addressed to it at its principal office or to its President or Secretary in electronic or hardcopy media. Any such resignation shall become effective at the time or upon the happening of the condition, if any, specified therein, or, if no such condition or time is specified, upon receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 3.4** No Director shall be removed from office by the Board of Directors except as provided in these By-laws. Any director elected may be removed from the Board with cause by an affirmative vote of 100% of the whole Board and a 100% vote of the Board of Trustees. Causes consist of (a) unexcused board non-attendance of 3 consecutive board meetings, (b) sickness that incapacitates causing failure to attend and necessitates use of a power of attorney, or (c) violation of Islamic Law.

**Section 3.5** Any vacancy in the Board of Directors occurring by reason of resignation, removal, disqualification, incapacity, or death of a Director shall be filled by a majority vote of the remaining members of the Board of director, even though such remaining Directors shall constitute less than a quorum of the Board to hold office for the unexpired portion of the term related to such vacancy.

**Section 3.6** The periodic or monthly meeting of the Board of Directors shall be held in St. Mary's County of each month on such date and at such time and place as shall be determined by the President; provided however, if the President shall fail to do so within 2 months of the last meeting of the Corporation, the date and place may be determined by the Board of Directors. Minutes of the meeting shall be provided to the Board of Trustees and the Board of Directors.

**Section 3.7** Special meeting of the Board of Directors may be called at any time by the President of the Board of Directors or the Chair Person of the Board of Trustees. Special meetings shall be called by the president or, in the case of death, absence, incapacity, or refusal of the President, by the Chair Person of the Board of Trustees of the Corporation or where the Chair Person and the President is the same person, by the Secretary of the Corporation upon the written request of any two (2) Trustees or two (2) Directors. The purpose or purposes for which a special meeting of the Board of Directors is called must be stated in the call for or notice of the meeting. Business transacted at a special meeting shall be held at such place, within or without of the State of Maryland, as may be designated from time to time by the Board or, in the absence of such designation, by the Trustee or Officer of the Corporation calling the meeting.

**Section 3.8** Written notice of the time, day, and place of all meetings of the Board of Trustees and Board of Directors shall be given to all members of the Board of Trustees and Board of Directors at least two (2) days before the date of the meeting either personally or by email, or by mail. A waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

**Section 3.9** A majority of Directors then in office shall constitute a quorum at any meeting of the Board of Directors for the transaction of business. Further, the act of the majority of Directors at any meeting of the Board of Directors at which there is a quorum shall be an act of the Board of Directors, except as may be by these By-Laws. Members of the Board of Directors may participate in any meeting of the Board of Directors by means of a conference telephone or similar communication equipment by means of which all persons participating at the meeting can hear each other at the same time and participation by such means shall constitute presence in person at the meetings.

**Section 3.10** Any action required to be taken or permitted to be taken by the Board of Directors may be taken without a meeting of consent in writing, setting forth the action so taken, shall be signed by all of the members of the Board of Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board of Directors.

**Section 3.11** In addition to the powers and authority in these By-Laws expressly conferred upon it, the Board of Directors may exercise all such powers of the Corporation allowed in these By-Laws. In the event that the Board of Trustees ceases to exist or contains no Trustees, the Board of Directors may exercise powers of the Board of Trustees until a Board of Trustees is established. The sale of real property owned by the Corporation must have the approval of the Board of Trustees and the Board of Directors.

**Section 3.12** Except as may otherwise be provided by applicable law, these By-Laws or the Articles of Incorporation, no contract or other transaction between the Corporation and one or more of the Directors or any other corporation, firm, association, or entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or Directors are present at the meeting of the Board of Trustees or Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, if the contract or transaction is fair and reasonable to the Corporation and if the fact of such relationship or interest is disclosed to the Board of Directors and Board of Trustees or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Trustees or Directors or considering such interested Trustees or directors as present for purposes of constituting a quorum.

## **ARTICLE IV**

### **Committees**

**Section 4.1** The Board of Directors may, by resolution passed by the majority of the Directors then in office, create committees as it may deem necessary to promote the purposes and carry on the work of the Corporation. Each committee shall consist of two (2) or more members of the Corporation and shall report to the Board of Directors. No



committees shall have the power to: (1) amend or restate the Articles of Incorporation; (2) adopt a plan of merger or consolidation; (3) amend, alter, or repeal the By-Laws; (4) elect, appoint, or remove any member of such committee or any Director of the Corporation; (5) authorize the sale, lease, exchange, or mortgage of any of the property or assets of the Corporation; (6) adopt a plan for the distribution in liquidation of the assets of the Corporation; (7) amend, alter, or repeal, any action or resolution of the Board; or (8) effect a dissolution of the corporation.

**Section 4.2** Each member of a committee shall continue in such capacity for the specified duration set by the Board of Directors or until his or her successor is appointed, unless the committee shall sooner be terminated by the Board.

**Section 4.3** Except as otherwise provided herein, the Board of Directors shall appoint one member of each committee as chairperson.

**Section 4.4** Vacancies in the membership of any committee may be filled by appointments made in the same manner as is provided for in the case of original appointments.

**Section 4.5** Unless otherwise provided in the resolution of the Board of Directors establishing the committee, a majority of the whole committee shall constitute a quorum.

**Section 4.6** Each committee may adopt rules for own governance not inconsistent with the Articles of Incorporation of the Corporation, these By-Laws, or rules adopted by the Board of Directors.

## **ARTICLE V**

### **The Officers of the Corporation**

**Section 5.1** The officers of the Corporation shall consist of a President and a Secretary. The Board shall also elect one (1) or more Vice Presidents and a Treasurer as Officers. Such officers shall be elected by the Board at an annual meeting and shall serve for such terms and upon such conditions as the Board deems appropriate. The Board of Directors may appoint such non-voting non-Board of Directors member staff, assistants and agents as it deems necessary to carry out the business of the Corporation. These non-voting staff shall be designated as Helpers (Ansars) by the Board. The Helpers include non-voting officers, assistant officers, and agents and shall hold their offices for such terms and upon such conditions and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors. The officers of the corporation and Helpers will not be eligible for any compensation for services rendered. The President and Secretary and other Board of Director member officers must be members of the Board of Directors.

**Section 5.2** Each officer of the corporation shall hold office for a term of two (2) year and until his respective successor is chosen and qualified or until his earlier resignation, removal, disqualification, incapacity, or death. Any officer of the Corporation may be re-elected or re-appointed by the board. Any such re-election or re-appointment may be made upon such terms and condition as the Board of Directors may deem appropriate; provided, however, that no term of office shall exceed two (2) year. Notwithstanding any other provision of these By-laws, any officer may be removed at any time, with or without cause, by the majority of the members of the Board then in office. Officers may also be members of the Board of Directors; provided, however, that a Director shall be required to abstain from voting as to his appointment as an officer of the Corporation.

**Section 5.3** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the majority vote of the members of the Board then in office for the unexpired portion of the term related to such vacancy. Board members who do not attend 3 consecutive Board of Directors meetings without a written explanation shall be considered as resigning by non-participation. Board of Directors

**Section 5.4** The President (Executive Director or CEO) shall be the Chief Executive officer of the Corporation and shall be subject to the general direction of the Board. The President shall exercise general supervision over the property, business, and affairs of the Corporation, shall perform other duties as may be prescribed by these By-Laws or assigned to him by the Corporation, and shall coordinate the work of the other officers of the Corporation. The President shall conduct his duties according to Islamic Sharia as explained by the Imam appointed by the Board of Directors. In the event that the Imam rules different than the President, the ruling of the Imam shall be adopted by the Board of Directors. If the Imam violates Islamic Law (Sharia), then the Board of Director may appoint a new Imam for a minor violation and will replace the Imam for a major violation. In the event the Board terminates the services of the Imam for any violation, the Imam may appeal, but does not have the right to reject the decision of the Board.

**Section 5.5** The Imam or Vice Presidents, in order of their seniority or as designated by the Board of Directors, shall in the absence, inability, or disability of the President, perform the duties and exercise the powers of said office, and when acting shall be subject to all restriction upon the President. At all other times, the Vice Presidents shall perform such duties and exercise such other powers as the Board may prescribe, or as the President may delegate.

**Section 5.6** The Secretary shall record the minutes of the meetings of the Board and shall perform such other duties as may be delegated to the Secretary by the President of the Board. The Secretary shall have charge of the seal of the Corporation and shall have authority to attest documents, contracts, deeds, and other instruments for the Corporation and to affix the corporate seal thereto. If the Board of Directors has not elected some one to serve as the Treasurer, then the Secretary shall assume the duties and obligations of the Treasurer.

**Section 5.7** The Treasurer shall have charge and custody of the funds, securities and other like property of the Corporation and shall be responsible for the receipt, investment, safeguarding, and disbursement of funds of the Corporation. The Treasurer may endorse checks, drafts, and other instruments for the payment of money for deposit or collection by the Corporation, and shall deposit the same in such bank or banks as the Board may designate, and the same shall not be withdrawn there from except by checks, drafts, or orders to be signed in the manner designated by the Board of Directors pursuant to Article IV of these By-Laws. The Treasurer shall also have authority to attest documents, contracts, deeds, and other legal documents for the Corporation and affix the corporate seal thereto. The Treasurer shall be subject to the general direction of the President and the Board of Directors.

**Section 5.8** Contracts on behalf of the Corporation shall be executed in such manner as shall be provided for by resolution of the Board of Directors.

**Section 5.9** The Imam shall be appointed by the Board of Directors and shall be a voting member of the Board of Directors and shall explain the Islamic Fiqh and Jurisprudence to the Board of Directors and shall make ruling on issues that conflict with Islam. Religious rulings by the Imam will be adopted by the Board of Directors.

## **ARTICLE VI**

### **Membership**

**Section 6.1** Membership will consist of Muslims who believe in the Islamic Principles that include reverence for the Family of Prophet Muhammad (PBUH), and fill out a form pledging support to Islam and the Corporation. Members shall attend an annual General Assembly and be given an annual report of the status of the Corporation.

**Section 6.2** Members may nominate members and vote on which nominees are presented to the Board of Directors to become board members. The Board of Directors shall then receive the list of elected nominees and vote to include those nominees on the Board when vacancies occur or terms of service expires. In the event that elected nominees do not become board member, a written explanation shall be provided to the membership that does not evaluate the character of the elected nominee but states the reason why the alternative action was taken. Nominee elections are held every year at the general assembly meeting. No more than three (3) nominees may be elected and presented to the Board of Directors as elected nominees at one annual general assembly.

**Section 6.3** The members shall vote on their approval of the performance the Board of Directors. If the membership votes disapproval of the performance and membership of the Board of Directors, the Board of Directors shall prepare a plan to improve their performance and include new members to improve performance.

**Section 6.4** The goal of this organization is unity between all Muslims. Membership is available to Muslims of all schools of thought (madhab) that adheres to the Quran and the actions (Sunnah), life (Seerah), and sayings (Hadiths) of Prophet Muhammad (PBUH). Members shall not be restricted, discriminated against, or receive prejudicial treatment because of their school of thought.

## **ARTICLE VII**

### **Notes and checks**

All checks, drafts and orders for the payment of money, all notes shall be signed by those persons so authorized and designated by resolution of the Board.

## **ARTICLE VIII**

### **Principal Place of Business**

The principal place of business of the Corporation shall be in St. Mary's County, Maryland, or at such other places as may be designated from time to time by the Board.

## **ARTICLE IX**

### **Fiscal Year**

The fiscal year of the Corporation shall begin on January 1 and shall end on December 31, but may be changed by resolution of the Board.

## **ARTICLE X**

### **Investments**

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in any manner whatsoever, and to invest and reinvest any funds held by it, according to the judgment of the Board without regard to restriction which a Director is or may be permitted to impose on a class of investments; provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial or loss of status as a tax-exempt organization under the provision of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law, and its regulations as they now exist or as they may hereafter be amended.

## **ARTICLE XI**

## **Amendment**

These By-Laws may be amended, repealed, or altered in whole or in part by the affirmative votes of two-thirds (2/3) of those members of the Board present at any meeting at which a quorum is present and which is duly convened after notice of such purpose. The Trustees by two-thirds (2/3) of those members must grant approval before the bylaws are amended, repealed, or altered.

## **ARTICLE XII**

### **Exculpation**

Pursuant to legal requirement of the State of Maryland, all non-compensated officers of the Corporation shall be immune from suit and not subject to civil liability arising from the conduct of the affairs of the Corporation except when the act or omission of such officer, which gives rise to a cause of action, amounts to willful or wanton misconduct or fraud, or gross negligence. For purposes of this Article XI, the term "officer" shall include the Corporation's officers, Directors and Trustees, and the members of any other governing body of the Corporation.

## **ARTICLE XIII**

### **Indemnification**

**Section 13.1** For purpose of this Article XII, the term "officer" shall include the Corporation's officers, Directors, Trustees, and the members of any other governing body of the Corporation and any reference herein to Directors, officers, employees, or agents shall include former Directors, trustees, officers, employees, and agents and their respective heirs, executors, and administrators.

**Section 13.2** The Corporation shall indemnify an officer of the Corporation who is or was a party to any proceeding by reason of the fact that he is or was such an officer or is or was serving the request of the Corporation as a Director, trustee, officer, employee, or profit or non-profit enterprise against all liabilities and expenses incurred in the proceeding except such liabilities and expenses incurred because of his willful misconduct or knowing violation of the criminal law. Unless a determination has been made that indemnification is not permissible, the corporation shall make advances and reimbursements for expenses incurred by an officer of the Corporation in a proceeding upon receipt of an undertaking from him to repay the same if it is ultimately determine that he is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the officer of the Corporation and shall be accepted without reference to his ability to make repayment. The Board is hereby empowered to

contract in advance to indemnify and advance the expenses of any officer of the Corporation.

**Section 13.3** The Board is hereby empowered to cause the corporation to indemnify or contract in advance to indemnify any person not specified in Section 2 of this Article XII who was or is a party to any proceeding, by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other profit or non-profit enterprise, to the same extent as if such person was specified as one to whom indemnification is granted in Section 2.

**Section 13.4** The Corporation may purpose and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article XII and may also procure insurance, in such amounts as the Board may determine, on behalf of any person who is or was a Director, trustee, officer, employee, or agent of another Corporation, partnership, joint venture, trust, employee benefit plan, or other profit or non-profit enterprise, against any liability asserted against or incurred by such person in any such capacity or arising from his status as such, whether or not the Corporation would have power to indemnify him against such liability under the provisions of this Article XII.

**Section 13.5** In the event of a change in the composition of a majority of the Board after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to Section 2 of this Article XII shall be made by special legal counsel agreed upon by the Board and the proposed indemnity. If the Board and the proposed indemnity are unable to agree upon such special legal counsel, the Board and the proposed indemnity each shall select a nominee, and the nominees shall select such special legal counsel.

**Section 13.6** The provisions of this Article XII shall be applicable to all actions, claims, suits, or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption.

## **ARTICLE XIV**

### **Dissolution**

The Islamic Center of Lexington Park Inc., may be dissolved only with authorization by its Board of Directors given at a special meeting called for that purpose and with subsequent approval by a two-thirds (2/3) vote of the Active Members. Upon dissolution or other termination of The Islamic Center of Lexington Park Inc., all remaining assets of The Islamic Center of Lexington Park Inc., after payment in full of all its debts, obligations, and necessary final expenses, shall be distributed to such tax-exempt

organizations (with purposes similar to those of The Islamic Center of Lexington Park Inc.,) as shall be chosen by the then existing Board of Directors of The Islamic Center of Lexington Park Inc.