

**NONPROFIT  
ARTICLES OF INCORPORATION  
OF  
ONE UMMAH FOUNDATION IN MEMORY OF MUSTAFA SAEED RAHMAN**

**Article I.  
Name**

The name of this Corporation is “One Ummah Foundation in Memory of Mustafa Saeed Rahman” (the “Corporation”) and its duration shall be perpetual.

**Article II.  
Type of Nonprofit Corporation**

This Corporation is a public benefit corporation.

**Article III.  
Purposes and Powers**

1. The Corporation is organized exclusively for charitable, scientific, and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), including the making of distributions directly in support of such purposes or the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Code. References to Sections of the Code shall be construed to include corresponding Sections of any future federal tax code.

2. The Corporation may engage in any lawful activity, none of which is for profit, for which corporations may be organized under the Oregon Nonprofit Corporation Act (the “Act”), as amended. The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in, any activity that will invalidate its status as a corporation which is exempt from federal income taxation as an organization described in 501(c)(3) of the Code or as a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its officers, directors or other private persons; provided, however, 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 as previously set forth. 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 carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or (ii) a corporation contributions to which are deductible under section 170(c)(2) of the Code.

4. In furtherance of the above purposes, and until the Corporation is dissolved, the Corporation shall:

(a) Distribute all or such portions of the funds of the Corporation including both income and principal, at such times and in such amounts as the directors of the Corporation may determine, to any organization, including a corporation, society, association or foundation, which at the time of such distribution is organized, operating and existing within and under the laws of any state or territory of the United States exclusively for religious, charitable, scientific, or educational purpose, and which qualifies as exempt under Section 501(c)(3) of the Code. Further the Corporation may (1) grant scholarships to certain individuals for educational expenses and (2) make grants to certain foreign organizations, provided that such scholarships and grants shall not qualify as taxable expenditures as defined in Section 4945(d) of the Code.

(b) The provisions of Paragraph 4(a) above shall be construed to require the Corporations to make distributions of the income or principal of the Corporation at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code.

(c) The Corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Code.

(d) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(e) The Corporation shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code.

(f) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

5. All terms and provisions of these Articles and all operations of the Corporation shall be construed, applied and carried out in accordance with the intent and purposes described in this Article III.

#### **Article IV.** **Registered Office and Agent**

The address of the initial registered office of the Corporation is 1 SW Columbia St., Suite 900, Portland, Oregon 97258. The name of the Corporation's initial registered agent at such address is Roscoe Nelson.

**Article V.**  
**Principal Office**

The principal office address of the Corporation is 1 SW Columbia St., Suite 900, Portland, Oregon 97258.

**Article VI.**  
**Members and Management**

1. The Corporation shall have no members.
2. The Corporation shall be managed by a Board of Directors as provided by law, by these Articles of Incorporation, and by the Bylaws.

**Article VII.**  
**Board of Directors**

The number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of the Directors shall be prescribed by the Bylaws.

**Article VIII.**  
**Dissolution**

1. The Corporation may be dissolved at any time by a majority vote of the Board of Directors then in office at a meeting for which three days prior written notice of consideration of such action shall be duly given.
2. Upon dissolution or final liquidation, after payment or provision for payment of all liabilities and obligations of the Corporation, the remaining assets of the Corporation shall be distributed in the discretion of the Board of Directors to an organization described in Section 501(c)(3) or to a governmental entity.

**Article IX.**  
**Amendment**

These Articles of Incorporation may be amended by a majority vote of the Board of Directors then in office at any meeting for which three days prior written notice of consideration of such an action shall be duly given.

**Article X.**  
**Limitation of Liability**

The personal liability to the Corporation of any Director or uncompensated Officer for monetary damages for that person's conduct as a Director Officer is hereby eliminated; provided, however, that such Director shall remain liable for any breach of such Director's or Officer's duty of loyalty to the Corporation, acts or omissions by such

Director or Officer which are not in good faith or which involve intentional misconduct or knowing violations of law, unlawful distributions, transactions from which the Director or Officer derived an improper personal benefit, and any act or omission in violation of ORS 65.361 to 65.367, as in effect on the date of these Articles.

**Article XI.**  
**Indemnification**

1. Pursuant ORS 65.387 to 65.414, the Corporation shall indemnify, to the fullest extent provided in the Act, any Director or Officer who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation) by reason of or arising from the fact that such person is or was a Director or officer of the corporation. The determination and authorization of indemnification shall be made as provided in the Act.

2. The Corporation may pay for or reimburse the reasonable expenses incurred by a Director or Officer who is a party to a proceeding in advance of final disposition of the proceeding as provided in the Act.

3. At the discretion of the Board of Directors, the Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation against any liability asserted against such person and incurred by such person in any capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

4. The indemnification referred to in the various sections of this Article XI shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, the rule of law or equity, provision of the Articles of Incorporation, agreement, vote of the Board of Directors or otherwise.

5. The terms used in this Article shall have the same meanings given them in ORS 65.387 to 65.414.

**Article XII.**  
**Incorporator**

The name and address of the incorporator are:

Name	Address
Mohammad Saeed Rahman	7 Walking Woods Drive, Lake Oswego, OR 97035

**Article XIII**  
**Notices**

The name and address of the person to whom the Corporation Division may mail notices required by law are:

<u>Name</u>	<u>Address</u>
Blake Goud Executive Director	1 SW Columbia St., Suite 900 Portland, Oregon 97258

**Article XIV**  
**Contact**

The person to contact about this filing is:

<u>Name</u>	<u>Telephone Number</u>
Blake Goud Executive Director	(503) 548-4800

I, the undersigned incorporator, declare under penalties of perjury that I have examined the foregoing and to the best of my knowledge and belief, it is true, correct, and complete

Dated this (5th) day of (Nov), 1999

(Mohammad Saeed Rahman)  
Mohammad Saeed Rahman, Incorporator