

STATE OF GEORGIA
Secretary of State
Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF INCORPORATION

I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

ATLANTA MASJID COMMUNITY FOUNDATION, INC.
a Domestic Nonprofit Corporation

has been duly incorporated under the laws of the State of Georgia on **11/03/2023** by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on **11/03/2023**.



Brad Raffensperger

Brad Raffensperger
Secretary of State

ARTICLES OF INCORPORATION
OF
ATLANTA MASJID COMMUNITY FOUNDATION, INC.

ARTICLE ONE

Name

The name of the corporation shall be:

ATLANTA MASJID COMMUNITY FOUNDATION, INC.

ARTICLE TWO

Perpetual Duration

The corporation shall have perpetual duration.

ARTICLE THREE

Nonprofit Corporation and Charitable Purposes

The corporation shall be a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code. It shall be organized, and at all times thereafter operated, exclusively for public charitable uses and purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The corporation will exclusively focus on raising funds and making grants to preserve and grow the Atlanta Masjid of Al-Islam, Ltd., the Mohammed Schools of Atlanta Ltd., and future philanthropic institutions affiliated with the Atlanta Masjid of Al-Islam community. In furtherance of such purposes, the corporation shall have full power and authority:

- (a) To make distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code;
- (b) To make distributions for other charitable purposes;

(c) To receive and accept property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust, or corporation, to be held, administered, and disposed of in accordance with and pursuant to the governing instruments of the corporation, as the same shall be amended from time to time; and

(d) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Trustees, to carry out any of the purposes of the corporation, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code).

The corporation shall serve only such purposes and functions and shall engage only in such activities as are consonant with the purposes set forth in this Article Three and as are exclusively charitable and are entitled to charitable status under section 501(c)(3) of the Internal Revenue Code.

ARTICLE FOUR

Tax-Exempt Nonprofit Corporation

The corporation shall be neither organized nor operated for pecuniary gain or profit.

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director, officer, or trustee of the corporation, or any other private person; but 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 set forth in Article Three hereof.

(b) 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on:

(i) By a corporation exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code; or

(ii) By a corporation, contributions to which are deductible for federal income tax purposes under section 170(c)(2) of the Internal Revenue Code.

It is intended that the corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the corporation, and all authority and operations of the corporation, shall be construed, applied and carried out in accordance with such intent.

ARTICLE FIVE

Private Foundation Restrictions (if applicable)

If the corporation is ever classified as a private foundation for federal income tax purposes, which is not expected, the following provisions shall apply:

(a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code.

(b) The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code.

(c) The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code.

(d) The corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code.

(e) The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

ARTICLE SIX

Board of Trustees

The Board of Trustees shall have general charge of the affairs and any property and assets of the corporation. It shall be the duty of the trustees to carry out the purposes and functions of the corporation. The trustees shall be elected in accordance with the Bylaws of the corporation and shall have the powers and duties set forth in these Articles of Incorporation and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the corporation as a nonprofit corporation which is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code.

ARTICLE SEVEN

Members

The corporation shall not have members.

ARTICLE EIGHT

Dissolution of Corporation

Upon dissolution of the corporation, the Board of Trustees, shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing those assets to such organization or organizations organized and operated exclusively for public charitable uses and purposes as shall at the time qualify as exempt from taxation under section 501(c)(3) of the Internal Revenue Code, as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for 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.

ARTICLE NINE

Registered Office and Registered Agent

The initial registered office of the corporation shall be at 289 South Culver Street, Lawrenceville, Gwinnett County, Georgia 30046. The initial registered agent of the corporation at such address shall be C T Corporation System.

ARTICLE TEN

Principal Office

The mailing address of the initial principal office of the corporation is 560 Fayetteville Road SE, Atlanta, Georgia 30316.

ARTICLE ELEVEN

Definitions

(a) For purposes of these Articles of Incorporation, "charitable purposes" include charitable, religious, educational, literary, or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, contributions for which are deductible under section 170(c)(2) of the Internal Revenue Code. All references in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

(b) For purposes of these Articles of Incorporation, the term "trustee" or "trustees" or "Board of Trustees" shall be equivalent to the corresponding term "director" or "directors" or "Board of Directors," as provided in the Georgia Nonprofit Corporation Code.

ARTICLE TWELVE

Limitation of Trustee Liability

(a) A trustee of the corporation shall not be personally liable to the corporation or its members for monetary damages for breach of duty of care or other duty as a trustee, except for liability (i) for any appropriation, in violation of his or her duties, of any business opportunity of the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the trustee derived an improper personal benefit.

(b) Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of

a trustee of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

(c) If the Georgia Nonprofit Corporation Code or, by reference, if appropriate, the Georgia Business Corporation Code hereafter is amended to authorize the further elimination or limitation of the liability of trustees, then the liability of a trustee of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Georgia Nonprofit Corporation Code or the amended Georgia Business Corporation Code, as appropriate.

(d) In the event that any of the provisions of this Article (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE THIRTEEN

Indemnification

The corporation shall indemnify any member of the Board of Trustees or officer or former member of the Board of Trustees or former officer and shall advance and bear expenses and costs (including attorneys' fees) actually and necessarily incurred by him or her in connection with any claim asserted, by reason of such person being or having been a member of the Board of Trustees or officer of the corporation, to the fullest extent permitted by the Georgia Nonprofit Corporation Code. By resolution of the Board of Trustees or in the Bylaws of the corporation, the corporation may similarly indemnify and advance and bear expenses and costs of employees and agents of the corporation with respect to activities within the scope of their services to the corporation. The corporation may purchase insurance on such terms as the Board of Trustees may approve insuring trustees, officers, employees and agents against such claims.

ARTICLE FOURTEEN

Incorporator

The name and address of the Incorporator are as follows:

Nicole Brown
Alston & Bird LLP
One Atlantic Center
1201 West Peachtree Street
Atlanta, Georgia 30309-3424

ARTICLE FIFTEEN

Amendments

These Articles of Incorporation may be amended at any time and from time to time by vote of the trustees then in office, in accordance with the bylaws of the corporation.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation, this 3rd day of November, 2023.

/s/ Nicole Brown

Nicole Brown
Incorporator

ALSTON & BIRD LLP
One Atlantic Center
1201 West Peachtree Street
Atlanta, Georgia 30309-3424
(404) 881-7000



Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
2 Martin Luther King Jr. Dr. SE
Suite 313 West Tower
Atlanta, Georgia 30334
(404) 656-2817
sos.ga.gov

Electronically Filed
Secretary of State
Filing Date: 11/3/2023 9:57:44 AM

TRANSMITTAL INFORMATION FORM
GEORGIA PROFIT, NONPROFIT OR PROFESSIONAL CORPORATION

Primary Email Address: **ihsan.saleem@saleemco.com**

1. Entity Type (check one only) Profit Corporation Nonprofit Corporation Professional Corporation Benefit Corporation

Corporate Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank)

ATLANTA MASJID COMMUNITY FOUNDATION, INC.

Corporate Name (List exactly as it appears in articles.)

2. **Jan R. Ezell**

Name of Person Filing Articles of Incorporation

**Alston & Bird LLP, One Atlantic Center, 1201 West
Peachtree Street**

Atlanta

GA

30309 - 3424

Address

City

State

Zip Code

3. **560 Fayetteville Road SE**

Principal Office Mailing Address of Profit/Non Profit Corporation (Unlike registered office address, this may be a post office box.)

Atlanta

GA

30316

City

State

Zip Code

4. **C T Corporation System**

Name of Registered Agent in Georgia

289 South Culver Street

Registered Office Street Address in Georgia (Post office box or mail drop not acceptable for registered office address.)

Lawrenceville

Gwinnett

GA

30046

City

County

State

Zip Code

FFInboxATL@wolterskluwer.com

Registered Agent's Email Address

5. Name and Address of Each Incorporator

Nicole Brown

Alston & Bird LLP, One Atlantic Center, 1201 West Peachtree Street

Atlanta

GA

30309 - 3424

Incorporator

Address

City

State

Zip Code

6. ANNUAL REGISTRATION AGREEMENT

- n Georgia corporations incorporated between January 1 – October 1 must file its annual registration with the Secretary of State within 90 days after the date its articles of incorporation are filed with the Secretary of State.
- n Georgia corporations incorporated between October 2 – December 31 must file its annual registration with the Secretary of State between January 1 and April 1 of the next year succeeding the calendar year of its incorporation.

7. Submitted with this filing is a filing fee of \$100.00 payable to "Secretary of State". Filing fees are non-refundable.

I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publication fee of \$40.00 has been or will be mailed or delivered to the official organ of the county where the initial registered office of the corporation is to be located. (The clerk of superior court can advise you of the official organ in a particular county.) I understand that this Transmittal Information Form is included as part of my filing, and the information on this form will be entered in the Secretary of State business entity database. I certify that the above information is true and correct to the best of my knowledge.

Jan R. Ezell

Signature of Authorized Person