

ARTICLES OF INCORPORATION
OF
BAYAN

FILED
in the office of the Secretary of State
of the State of California

SEP 21 2012

I.

The name of the corporation is: Bayan

II.

A. The corporation is a Religious Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Religious Corporation Law exclusively for religious purposes.

B. The specific purpose of the corporation is to educate men and women as Islamic religious leaders, scholars and educators by providing a comprehensive higher learning center for Islam, Islamic theology and practice, and Islamic studies education. The corporation will educate leaders who are qualified and well-positioned to effectively present Islam to Muslims in the West and beyond as well as the broader world at large. These imams, chaplains, educators and scholars will help serve the needs of Islamic communities in the religiously and culturally pluralistic realities of modern society. Additionally, the corporation may engage in any activities that are reasonably related to or in furtherance of its stated religious purpose.

C. The corporation is organized and operated exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code").

D. In furtherance of its purpose, the corporation shall have all the general powers enumerated in the California Nonprofit Religious Corporation Law, as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

III.

The name and address in the State of California of the corporation's initial agent for service of process is:

Dr. Mohammad Kamal
11 West Del Mar Blvd. Ste. 100
Pasadena, CA 91105

IV.

The names of the initial Members of the corporation within the meaning of Section 5056 of the Law (the "Members") are:

Hala Alfi
Hedab Tarifi
Tanveer Hussain
Usman Mohammed
Elhami Nasr
Necva Ozgur
Hassan Zeenni
Shahbano Nawaz
Habib Veera

The following powers are reserved exclusively to the Members:

- A. To approve the Bylaws of the corporation for adoption by the Board;
- B. To approve amendments to the Articles of Incorporation and the Bylaws of the corporation for adoption by the Board;
- C. To approve the merger, consolidation, or affiliation of the corporation with another corporation, organization or program, or the dissolution of the corporation;
- D. To approve the corporation's strategic plan, for adoption by the Board; and
- E. To approve the nomination of individuals for election as Directors by the Board.

V.

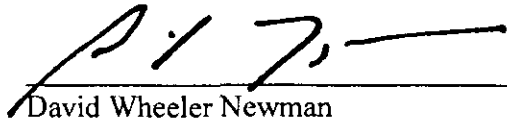
A. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code and in any corresponding laws of the State of California), and the corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

B. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

VI.

The property of the corporation is irrevocably dedicated to religious purposes, and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for religious purposes and which has established its tax exempt status under Section 501(c)(3) of the Code.

Dated: September 20, 2012



David Wheeler Newman
Incorporator