

ARTICLES OF INCORPORATION

OF

THE IRANIAN-AMERICAN BAR ASSOCIATION

TO: The Department of Consumer and Regulatory Affairs
Business Regulation Administration
Corporations Division
941 North Capitol Street, N.E.
Washington, D.C. 20002

We, the undersigned natural persons of the age of eighteen (18) years or more, acting as incorporators of the above-named non-profit corporation, adopt the following Articles of Incorporation of such corporation pursuant to the District of Columbia Non-Profit Corporation Act (D.C. Code Ann. § 29-501 et seq.):

FIRST: The name of this organization is "The Iranian-American Bar Association" (the "Association").

SECOND: The period of the Association's duration is perpetual.

THIRD: A. The Association is organized for charitable, educational and professional purposes, including providing a forum for any natural person who is interested in promoting the social, economic, professional and educational advancement of Iranian-American attorneys, the Iranian-American community

or the community at large, and the administration of justice.

- B. The purposes for which the Association is organized are charitable and educational as permitted under Section 501(c)(3) of the Internal Revenue Code of 1986 (as may be amended from time to time, the "Code").
- C. No part of the earnings of the Association shall inure to the benefit of or be distributable to its directors, officers, members or other persons except that the Association shall be authorized to pay reasonable compensation for services rendered other than to its Directors as provided in Section 7.7 of the Bylaws of the Association (the "Bylaws"), and to make payments and distribution in furtherance of the purposes and powers of the Association.
- D. In furthering these purposes, the Association may exercise all powers of corporations formed under the District of Columbia Non-Profit Corporation Act, which are necessary or convenient in order to accomplish the above-described purposes, including, but not limited to, the power to accept donations of money, property (whether real or personal) or any interest therein, wherever situated, or any other thing of value.

FOURTH: The Association shall have one or more classes of members, whose rights and qualifications shall be provided in the By-Laws.

FIFTH: The number of directors of the Association, the manner of their election or appointment, their qualifications and their term of office shall be provided in the Bylaws, except that the initial number of directors shall be as set forth in Article ELEVENTH of these Articles.

SIXTH: Regulations of the internal affairs of the Association shall be vested in a Board of Directors. The Board of Directors shall determine organizational policy and be responsible for overall management and operation of the Association within the framework of the Bylaws.

SEVENTH: At all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Association (voluntary or involuntary or by operation of law), or any other provisions hereof:

A. The Association shall not possess or exercise any power or authority, whether express, by interpretation, or by operation of law, that would pose a substantial risk of preventing it at any time from qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Code, contributions to which are deductible for federal income tax purposes, nor shall

the Association engage directly or indirectly in any activity that would pose a substantial risk of causing the loss of such qualification under Section 501(c)(3) of the Code.

- B. At no time shall the Association engage in any activities that are unlawful under the laws of the United States, the District of Columbia, or any other jurisdiction where any of its activities are carried on.
- C. No part of the assets or net earnings of the Association shall ever be used, nor shall the Association ever be organized or operated for purposes that are not exclusively charitable or educational within the meaning of Section 501(c)(3) of the Code.
- D. The Association shall never be operated for the primary purpose of carrying on a trade or business for profit.

EIGHT: Upon the dissolution of the Association, the Board of Directors, after making provision for the payment of all the liabilities of the Association, shall distribute the assets of the Association to such other organizations exempt from taxation under Section 501(c)(3) of the Code as will most nearly further the purposes of the Association, or the Board of Directors shall distribute the assets to the Federal government or to a state or local government for a public purpose.

NINTH: The private property of the officers and directors of the Association shall not be subject to payment of corporate debts to any extent whatsoever.

TENTH: All references contained in these Articles to the Internal Revenue Code of 1986, or to the "Code," shall be deemed to refer to the Internal Revenue Code of 1986 and to the Regulations established pursuant thereto as they now exist or as they may hereafter be amended. Any reference contained in these Articles to a specific section or chapter of the Code shall be deemed to refer to such section or chapter and the Regulations established pursuant thereto as they now exist or as they may hereafter be amended, and to any corresponding provision of any future United States Internal Revenue law and any regulations established pursuant thereto.

ELEVENTH: A. The address of the initial registered office of the Association is 1201 New York Avenue, N.W., Suite 1000, Washington D.C. 20005-3917. The name of the initial registered agent of the Association is Robert S. Babayi and the address of such registered agent is 1201 New York Avenue, N.W., Suite 1000, Washington D.C. 20005-3917.

B. The number of directors constituting the initial Board of Directors of the Association is five (5). The names and addresses of the persons who are to serve as the

initial Directors of the Association until the first annual meeting of the Association, or until their successors are elected and qualified, are as follows:

1. Mr. Robert S. Babayi
1600 N. Oak St.
Apt. #1632
Arlington, VA 22209
2. Mr. Babak Hoghooghi
1790 Milboro Drive
Potomac, MD 20854
3. Ms. Hourii Khalilian
330 Alderwood Drive
Gaithersburg, MD 20878
4. Mr. Afsheen John Radsan
2123 California St., N.W.
Apt. D-4
Washington, D.C. 20008
5. Mr. Nader Hossain Salehi
4621B MacArthur Blvd., N.W.
Washington, D.C. 20007

TWELFTH: The names and addresses of the incorporators are as follows:

1. Mr. Robert S. Babayi
1600 N. Oak St.
Apt. #1632
Arlington, VA 22209
2. Mr. Babak Hoghooghi
1790 Milboro Drive
Potomac, MD 20854
3. Mr. Afsheen John Radsan
2123 California St., N.W.
Apt. D-4
Washington, D.C. 20008

IN WITNESS WHEREOF, We the Incorporators have signed and acknowledged these Articles of Incorporation this _____th day of November, 2000,

Robert S. Babayi

Babak Hoghooghi

Afsheen John Radsan

I, _____, a Notary Public, hereby certify that on this ___th day of November, 2000, Robert S. Babayi, Babak Hoghooghi and Afsheen John Radsan appeared before me and signed the foregoing document as the incorporators, and have averred that the statements therein contained are true.

Notary Public

My Commission Expires: