

Tom Schedler

SECRETARY OF STATE

As Secretary of State of the State of Louisiana I do hereby Certify that

a copy of the Articles of Incorporation of

THE DR. ZEINAB SABRI MEMORIAL FOUNDATION, INC.

Domiciled at LA PLACE, LOUISIANA,

Was filed and recorded in this Office on July 17, 2013,

And all fees having been paid as required by law, the corporation is authorized to transact business in this State, subject to the restrictions imposed by law, including the provisions of R.S. Title 12, Chapter 2.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

July 18, 2013

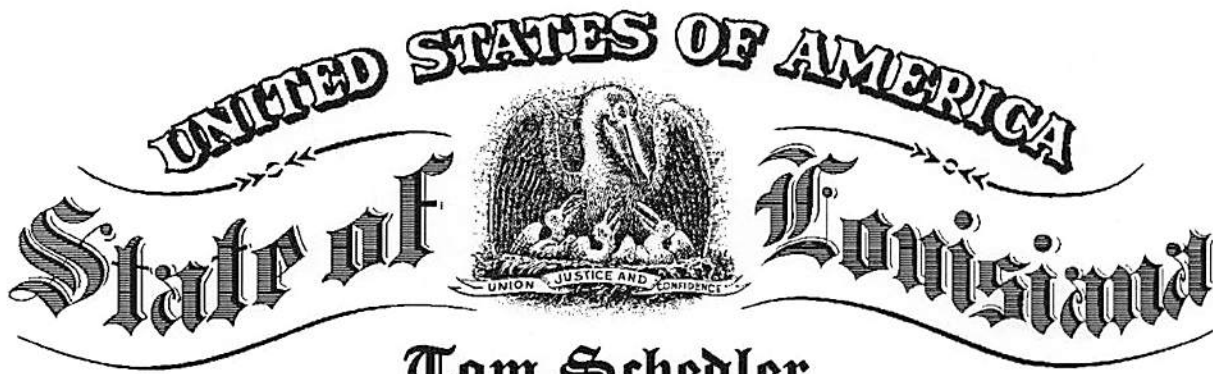
Secretary of State

PA 41233652N



Certificate ID: 10401364#3CF52

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www.sos.louisiana.gov



Tom Schedler
SECRETARY OF STATE

As Secretary of State of the State of Louisiana I do hereby Certify that

the attached document(s) of

THE DR. ZEINAB SABRI MEMORIAL FOUNDATION, INC.

are true and correct and are filed in the Louisiana Secretary of State's Office.

Original Filing 07/17/2013 5 pages

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

July 18, 2013

Secretary of State

PA 41233652N



Certificate ID: 10401365#BFG62

To validate this certificate, visit the following web site, go to **Commercial Division, Certificate Validation**, then follow the instructions displayed.

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**ARTICLES OF INCORPORATION
OF
THE DR. ZEINAB SABRI
MEMORIAL FOUNDATION, INC.**

**UNITED STATES OF AMERICA
STATE OF LOUISIANA
PARISH OF ST. JOHN THE BAPTIST**

BE IT KNOWN, that on this 11TH day of JULY, 2013, before me, the undersigned Notary Public in and for the Parish and State aforesaid, personally came and appeared the undersigned parties of full age of majority whose signatures are subscribed hereto and who declare, in the presence of the undersigned competent witnesses that, availing themselves of the provisions of the Louisiana Nonprofit Corporation law, La. R.S. 12:201-12:269, that they do hereby organize a nonprofit corporation under and in accordance with these articles of incorporation as follows:

ARTICLE I

The name of this corporation is **THE DR. ZEINAB SABRI MEMORIAL FOUNDATION, INC.**. The taxpayer identification number of the Corporation is 46-3158406.

ARTICLE II

This corporation is organized and it shall be operated exclusively for religious, charitable and educational purposes, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III

The location of its principal and registered office is 429 W. Airline Highway, Suite S, LaPlace, Louisiana 70068.

ARTICLE IV

The corporation's registered agent for service of process shall be Samuel J. Accardo, Jr., 325 Belle Terre Blvd. Suite A, LaPlace, Louisiana 70068.

ARTICLE V

This corporation shall be a non-profit corporation on a non stock basis with no part value and shall have no capital stock. It shall be operated and maintained by such dues and contributions as the membership shall make and as the board of directors shall determine to be

necessary or acceptable for the proper functioning of the corporation.

The members of this corporation shall consist of all persons:

<u>NAME</u>	<u>ADDRESSES</u>
DR. ABDO A. HUSSEINY	132 Holly Drive, LaPlace, Louisiana 70068
DR. AZIZ SABRI	733 Lemoyne Drive, LaPlace, Louisiana 70068
OMAR ABDALLAH	20400 Clark Street, Woodland Hills, California, 91367
HEBA SABRI	20400 Clark Street, Woodland Hills, California, 91367
KRISTY KUGLER FALTERMAN	2911 Ponce de Leon, New Orleans, Louisiana 70119
LINDSAY MILLET	429 W. Airline Hwy., Suite S, LaPlace, Louisiana 70068

which membership shall be evidenced by entry of each member's name on the membership rolls of the corporation. Dr. Abdo A. Husseiny shall have Fifty One Percent (51%) of voting rights in the corporation and the remaining members shall each have 9.8% vote, with each remaining member entitled to one (1) vote of his or her interest. Members may not vote by proxy.

ARTICLE VI

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that 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 set forth in Article Third hereof. 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 or in opposition to 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 (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of 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 VIII

The management of this corporation shall be vested in a Board of Directors, which shall consist of at least five members in good standing of the corporation to be elected by the membership of the corporation at the annual meeting of the corporation. Members of the Board of Directors shall serve one-year terms but may serve successive terms. The Board of Directors shall elect a President, Vice President, Secretary and Treasurer from the Board's membership annually to serve until the next board shall be duly elected as herein provided. The first Board of Directors of this corporation and its first officers shall be those persons stated in Articles IX and X hereof and they shall serve until the first annual meeting to be held as set out herein.

ARTICLE IX

The annual meeting of the voting members of the corporation shall be held on the first Monday of the month of January, or in the event that date is a legal holiday, on the first Monday thereafter which is not a legal holiday.

ARTICLE X

The names, addresses and terms of the first Directors are as follows:

NAME	ADDRESSES	TITLE	TERM EXPIRES:
DR. ABDO A. HUSSEINY	132 Holly Drive, LaPlace, Louisiana 70068	PRESIDENT CHAIRMAN OF THE BOARD	January 2, 2014
DR. AZIZ SABRI	733 Lemoyne Drive LaPlace, Louisiana 70068	DIRECTOR	January 2, 2014
OMAR ABDALLAH	20400 Clark Street Woodland Hills, California, 91367	VICE PRESIDENT	January 2, 2014
HEBA SABRI	20400 Clark Street Woodland Hills, California, 91367	DIRECTOR	January 2, 2014
KRISTY KUGLER FALTERMAN	2911 Ponce de Leon, New Orleans, Louisiana 70119	TREASURER	January 2, 2014
LINDSAY MILLET	429 W. Airline Hwy., Suite S, LaPlace, Louisiana 70068	SECRETARY	January 2, 2014

ARTICLE XI

The first officers of this corporation are:

<u>NAME</u>	<u>ADDRESSES</u>	<u>TITLE</u>
DR. ABDO A. HUSSEINY		PRSIDENT
DR. AZIZ SABRI	733 Lemoyne Drive LaPlace, Louisiana 70068	DIRECTOR
OMAR ABDALLAH	20400 Clark Street Woodland Hills, California 91367	VICE-PRESIDENT
KRISTY KUGLER FALTERMAN	2911 Ponce de Leon New Orleans, Louisiana 70119	TREASURER
LINDSAY MILLET	429 W. Airline Hwy., Suite S LaPlace, Louisiana 70068	SECRETARY

The officers and directors of this corporation shall serve until their successors are elected in accordance with the provisions herein.

ARTICLE XII

The names and addresses of the Incorporators are as follows:

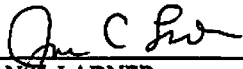
<u>NAME</u>	<u>ADDRESSES</u>
DR. ABDO A. HUSSEINY	429 W. Airline Hwy., Suite S, LaPlace, Louisiana 70068

ARTICLE XIII

The Incorporators, officers, and directors of this corporation claim the benefits of the limitation of liability of the provisions of La. R.S. 12:24C. to the fullest extent allowed by law as fully and completely as though said provisions were recited herein in full.

THUS DONE AND PASSED before me, in LaPlace, Louisiana on the day, month and year first above written, in the presence of the undersigned competent witnesses, after due reading of the whole.

WITNESSES:



JAN C. LADNER



DEBORAH RICKS

INCORPORATORS:



ABDO A. HUSSEINY



SAMUEL J. ACCARDO, JR.

NOTARY PUBLIC
La. Bar Roll Number: 24007
Lifetime Commission



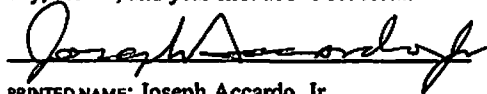
**Corporations Department
Office of the Secretary of State
State of Louisiana**

**STATE OF LOUISIANA
PARISH OF ST. JOHN THE BAPTIST**

On this the 11TH day of JULY, 2013, before me, a Notary Public in and for the State and Parish aforesaid, personally came and appeared Samuel J. Accardo, Jr., who is to me known to be the person, and who, being duly sworn, acknowledged to me that she does hereby accept appointment as the Registered Agent of THE DR. ZEINAB SABRI MEMORIAL FOUNDATION, INC., which is a nonprofit corporation organized under the laws of the State of Louisiana.


**SAMUEL J. ACCARDO, JR.
REGISTERED AGENT**

Subscribed and sworn to before me on the
day, month, and year first above set forth.



PRINTED NAME: Joseph Accardo, Jr.
NOTARY PUBLIC **JOSEPH ACCARDO, JR.**
Notary/Bar Roll Number: _____ NOTARY PUBLIC, BAR NO. 2297
Commission Expires: _____ STATE OF LOUISIANA
LIFETIME COMMISSION

