

**AMENDED AND RESTATED BYLAWS
OF
BRIDGEPORT ISLAMIC COMMUNITY CENTER, INC.**
(A corporation operating under the Connecticut Revised Nonstock Corporation Act)

ARTICLE I

General

The Bylaws are intended to supplement and implement applicable provisions of law and of the Certificate of Incorporation of **Bridgeport Islamic Community Center, Inc.** (the “**Corporation**”), with respect to the regulation of the affairs of the Corporation.

ARTICLE II

Purpose

Section 1. Purpose. The Corporation is organized exclusively for religious, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the “Internal Revenue Code”). The corporation's purpose includes engaging in any lawful act or activity for which a nonprofit corporation may be organized under the Connecticut Revised Nonstock Corporation Act (the “**Act**”). The Corporation shall be engaged and may take action for the Islamic community of Connecticut with respect to the following purposes, including, but not limited to: (i) improving relationships among the members of the Islamic community, (ii) providing social services and Islamic religious and cultural services to the Islamic community, (iii) utilizing the effort, time and money of the Islamic community members for a better benefit, (iv) helping members of the Islamic community members to play a better role in the general society and community, (v) promoting Islamic learning by developing a school or schools for grades kindergarten through twelfth grade, (vi) using Islamic principles to promote the improvement of relationships (I) between and among members of the Islamic community, (II) between members of the Islamic community and the Islamic community, and (III) between the Islamic community and the greater society of this area, (vii) establish a physical center for the Islamic community and its members, and (viii) improving the image of Islam, Islamic practice and the Islamic community in Connecticut. With respect to these goals, the Corporation may begin by focusing upon the Islamic community of Bridgeport and the surrounding region. With respect to item (v) above, the formation of a school may begin with a narrower range of grade levels and expand incrementally. It shall be the policy of the Board of Directors and the Corporation not to discriminate in admissions and hiring practices for any school or other operation in violation of the law. The corporation also has such powers as are now or may hereafter be granted by the Act.

ARTICLE III

Members

Section 1. Members. There shall be no members of the Corporation.

ARTICLE IV

Board of Directors

Section 1. Powers, Duties and Qualifications. Subject to the applicable provisions of the Corporation's Certificate of Incorporation and of the Act, the Board of Directors shall manage and supervise the activities, property and affairs of the Corporation. The Board of Directors primary duties include the hiring and evaluation of the Corporation's Executive Manager, the setting of general institutional policies, strategic planning, fund-raising, and assessment of the effectiveness in manifesting the mission of the Corporation. Potential members for the board shall be nominated and selected by the Board from a pool of community members by criteria defined by the Board. The Executive Manager of the Corporation shall be a nonvoting, ex-officio member, whose term shall be renewable each year until terminated by action of the Board or by resignation. Honorary Directors may be elected by the Board from among former Directors who have served the Corporation with distinction and from among distinguished friends and major contributors to the Corporation who shall not have served previously as Directors. Honorary Directors shall be invited to attend all meetings of the Board but shall not be entitled to vote.

Section 2. Number of Directors; Term of Office; Election. The number of Directors of the Corporation, which shall not be less than three (3) individuals (unless the Connecticut Revised Nonstock Corporation Act or its successor is revised to allow fewer than three Directors), shall be fixed solely and exclusively by resolution duly adopted from time to time by the Board of Directors, and new members of the Board of Directors shall be elected by the Directors serving at the time of the election. The Directors shall be classified, with respect to the term of years during which they severally hold office, into three classes, as nearly equal in number as reasonably possible, to be denoted as Class I Directors, Class II Directors, and Class III Directors. The initial Class I Directors shall serve for a term expiring at the end of December 2005, the initial Class II Directors shall serve for a term expiring at the end of December 2006, and the initial Class III Directors shall serve for a term expiring at the end of December 2007. As soon as is practicable after the adoption of these amended and restated Bylaws, the Board of Directors shall elect a new slate of Directors which will be proposed by a Nominating Committee of the Directors in which Class I Directors shall serve one (1) year, Class II Directors shall serve two (2) years, and Class III Directors shall serve three (3) years. The Directors shall elect such new slate of Directors as soon as is practicable after their nomination. Thereafter, a new slate of Directors shall be proposed annually by a Nominating Committee of the Directors to replace the class of Directors whose term will terminate at the end of December in that year and, at each meeting of the Directors held in the month of December, such slate shall be elected to serve for a three (3) year term beginning on the following July 1st. Notwithstanding the foregoing, the Directors elected to each class shall hold office until their successors are duly elected and qualified or until their earlier resignation or removal pursuant to Sections 4 and 5 hereof.

Section 3. Vacancies. Vacancies in the Board of Directors shall be filled by majority vote of the remaining Directors, even if there are less than three (3) remaining Directors.

Section 4. Resignation. Any Director may resign at any time by giving written notice to the Corporation and such resignation shall take effect at the time specified therein or if no time is specified, at the time of submission thereof to the Board of Directors.

Section 5. Removal. Any Director may be removed with or without cause by a vote of two-thirds of the voting members of the Board of Directors. The Director whose removal is contemplated being removed shall be notified of the meeting at which the removal action will be considered, and of the specific charges against him or her, at least five (5) days prior to such meeting.

Section 6. Meetings. The Board of Directors shall meet whenever deemed necessary upon a call of the Chairman (defined below), the President (defined below), the Executive Manager or at least 25% of the Directors, provided, however, that the Board of Directors shall meet at least once each fiscal year. The place of any meeting of the Board of Directors may be either within or without the State of Connecticut, as designated by the person or persons calling the meeting.

Section 7. Notice. Written notice of the date, time and place of each meeting of the Board of Directors shall be given by the Executive Manager, the Secretary, the Chairman, the President or their designee to each Director at least three (3) days prior to the date of the meeting, provided that any Director may waive such notice in writing or by attending such meeting without protest prior to the commencement of the meeting. The attendance of a Director at any meeting shall constitute waiver of notice at such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of such meeting, unless specifically required by law or these Bylaws. Written notice may be delivered personally, sent by mail, telegram or e-mail to each member of the Board at the physical or electronic address for such Director as shown in the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by electronic means, such notice shall be deemed to be delivered when the notice is sent if sent during normal business hours, or if sent after normal business hours on the next business day.

Section 8. Quorum. The presence of a majority of the Directors shall constitute a quorum for the transaction of business. Members of the Board of Directors or of any committee designated by the Board of Directors, including the executive committee, may participate in a meeting of the Board or such committee by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

Section 9. Action by Directors. Action of the majority of the Directors present at a meeting at which a quorum is present shall constitute the act of the Board of Directors, except where otherwise provided by law, the Act or by these Bylaws.

Section 10. Action by Directors Without a Meeting. If all of the members of the Board of Directors or of any committee thereof consent unanimously in writing to any action to be taken by the Corporation or of any committee thereof, such action shall be valid as though it had been authorized at a meeting of the Board of Directors or of any committee thereof. Such consents shall be filed with the minutes of the meetings of the Board of Directors or of any committee thereof.

Section 11. Officers of the Board of Directors: Titles, Election, Term and Duties. The Officers of the Corporation's Board of Directors may consist of a Chairman, a President, a Vice President, a Secretary, a Treasurer, and such other Officers as the Board of Directors shall from time to time determine. The Officers shall be elected every two years by and from the Board of Directors at the Board of Directors' meeting occurring in December of every second year and shall serve until their successors are chosen.

Section 12. Resignation. Any Officer of the Corporation's Board of Directors may resign at any time by giving written notice to the Corporation and such resignation shall take effect at the time specified therein or if no time is specified, at the time of such resignation is delivered to the Board of Directors.

Section 13. Removal. The Officers of the Corporation's Board of Directors shall serve at the pleasure of the Board of Directors and may be removed at any time, with or without cause, by the Board of Directors.

Section 14. Vacancies. Vacancies occurring among the Officers of the Corporation's Board of Directors shall be filled by the Board of Directors.

Section 15. Chairman. The Chairman may call and preside over meetings of the Board of Directors. The same individual may be the Chairman and the President of the Corporation.

Section 16. President. The President may be the chairman of the of the Corporation's Board of Directors and shall be the chief executive officer of the Corporation and shall oversee and be responsible for directing the affairs of the Corporation. The President may call meetings of the Board of Directors and, in the absence of the Chairman or if the offices of the President and the Chairman are held by the same individual, may preside over such meetings. The President shall serve for a term of two (2) years. He or she may sign, with the Executive Manager, or Secretary, or any other proper officer or agent of the corporation authorized by the Board, any deeds, mortgages, bonds, agreements, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be otherwise expressly delegated by the Board from time to time.

Section 17. Vice President. The Vice President shall assist the President in overseeing the affairs of the Corporation and shall preside over meetings of the Board of Directors when neither the Chairman nor the President is able to attend. The Vice President shall serve for a term of two (2) years, and shall be President-elect and, unless the Board of Directors shall determine otherwise or such individual is unwilling to serve, shall succeed as President after his or her term as Vice President.

Section 18. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors of the Corporation, shall give notice of such meetings in accordance with the provisions of these Bylaws or as required by law, shall be custodian of the records and the seal of the Corporation, and, in general, shall perform all duties incident to the office of a secretary of the Corporation. The Secretary shall serve for a term of two (2) years.

Section 19. Treasurer. The Treasurer shall be the Chief Financial Officer and the Chief Accounting Officer of the Corporation. The Treasurer shall be in charge of the financial affairs, funds, securities, and valuable papers of the Corporation and shall keep full and accurate records thereof. The Treasurer shall be the chair of the Corporation's Finance Committee and shall give financial reports at each Board of Directors' meeting. The Treasurer shall have such other duties and powers as designated by the Board of Directors or the President. The Treasurer shall also be in charge of the books and records of account and accounting records and of the accounting procedures of the Corporation including, but not limited to the filing of all reports required by Federal, State and Local authorities. The Treasurer shall work with the Corporations auditors in the preparation of any audited financial statements if such shall be required by any appropriate law or regulation. The Treasurer shall serve for a term of two (2) years.

Section 20. Compensation. Members or Officers of the Board of Directors, as such, shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses, if any, may be allowed for attendance at each regular or special meeting of the Board of Directors or of any committee thereof; provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 21. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 22. Conflict of Interest Policy. The Board of Directors affirms that the Executive Manager, officers, administrators, faculty and other employees of the Corporation have an obligation to exercise their authority and to carry out the duties of their respective positions for the sole benefit of the Corporation. They should avoid placing themselves in positions in which their personal interests are, or may be, in conflict with the interests of the Corporation. No Director who directly or indirectly is involved in a potential conflict of interest shall be counted in determining the existence of quorum at any meeting of the Board where the potential transaction presenting a conflict is considered, nor shall the Director vote on or consent to any action of the Board regarding that transaction. Where a potential conflict of interest exists, it shall be the responsibility of the person involved or any other person with knowledge to notify the Board of Directors of the circumstances resulting in the potential conflict so that the Board of Directors can provide such guidance and take such action as it shall deem appropriate. Areas of potential conflict of interest are:

- (I) Financial Interest.
 - (a) Ownership by the individual directly or indirectly of a material financial interest in any business or firm (i) from which the Corporation obtains goods or services, or (ii) which is a competitor of the Corporation.
 - (b) Competition by the individual, directly or indirectly, with the Corporation in the purchase or sale of property or any property right or interest.
 - (c) Representation of the Corporation by the individual in any transaction or activity in which the individual, directly or indirectly, has a material financial interest.
 - (d) Any other circumstance in which the individual may profit, directly or indirectly, from any action or decision by the Corporation in which he or she participates, or which he or she has knowledge.
- (II) Inside Information. Disclosure or use by the individual of confidential information about the Corporation, its activities or intentions, for the personal profit or advantage of the individual or of any other person.
- (III) Conflicting Interests other than Financial. Representation as director, officer, agent or fiduciary of another company, institution, agency or person in any transaction or activity which involves the Corporation as an adverse party or with adverse interests.
- (IV) Gifts and Favors. Acceptance of gifts or favors from any firm or individual which does or seeks to do business with, or is a competitor of, the Corporation under circumstances which imply reasonably that such action is intended to influence the individual in the performance of his or her duties.

ARTICLE V

Committees

Section 1. Committees; Appointment and Authority. The Board of Directors, by resolution adopted by the affirmative vote, may designate two (2) or more Directors to constitute any committee approved by the Board of Directors, which committees shall have and may exercise all such authority of the Board as shall be provided in such resolution and as may be permitted by law. The President, Vice President, Secretary, Treasurer and Executive Manager shall constitute the Corporation's Executive Committee, though the Executive Manager shall be a non-voting member of the Executive Committee. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual member thereof of any responsibility imposed by law on it, him, or her.

Section 2. Standing Committees. The Board of Directors may delegate its authority to certain standing committees. Any such committee shall have the authority and power delegated

by the Board of Directors, but always subject to the applicable provisions of the Bylaws, Certificate of Incorporation, and the Act, or any successor legislation.

ARTICLE VI

Executive Officers

Section 1. Titles, Election, Term and Duties. The Board of Directors shall engage an individual as the executive manager of the Corporation (the “**Executive Manager**”), and the Executive Manager may be the sole formal executive officer, provided, however, that the Board of Directors or the Executive Manager, as the designee of the Board of Directors, may engage such other executive officers or managers as the Board of Directors and or the Executive Manager shall from time to time determine to be appropriate and necessary. Such executive officers or managers shall be engaged for terms and pursuant to terms and conditions as are set forth in engagement letters or employment agreements, as deemed appropriate by the Board of Directors or the Executive Manager (with respect to executive officers or managers other than the Executive Manager). The Executive Manager and such other executive officers or managers are paid employees and are distinguished from the officers of the Board of Directors.

Section 2. Resignation. Except as provided otherwise in any engagement letter or employment agreement with such executive officer, an executive officer may resign at any time by giving written notice to the Corporation and such resignation shall take effect at the time specified therein or if no time is specified, at the time of its delivery to the Board of Directors.

Section 3. Removal. Except as provided otherwise in any employment agreement for an executive officer, the executive officers shall serve at the pleasure of the Corporation, and, subject to limits imposed under the Certificate of Incorporation, the Act, these Bylaws or under law, may be removed by the Corporation at any time, with or without cause.

Section 4. Vacancies. Vacancies occurring among the executive officers shall be filled by the Board of Directors or by the Executive Manager.

Section 5. Duties. The Executive Manager shall be the chief operating officer of the Corporation and shall oversee and be responsible for the day to day operation of the affairs of the Corporation. The Executive Manager shall, subject to the direction of the Board of Directors, supervise and control all of the operational and educational affairs of the corporation, including recruiting and supervision of teachers, school curriculum, student admission standards, general supervision of students, financial matters, building and grounds, liaison with the parent body, and such other duties as may be prescribed by the Board of Directors from time to time.

ARTICLE VII

Fiscal Records

Section 1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors

and committees having any of the authority of the Board of Directors. All books and records may be inspected by any Director, or his agent or attorney, for any proper purpose, at any reasonable time.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be the calendar year and shall begin on the first day of January and shall end on the 31st day of December of each year.

Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of any such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the Executive Manager. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors and the Executive Manager may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes or for any specific purpose of the Corporation.

ARTICLE VIII

Indemnification of Directors, Officers and Employees

Section 1. General: Indemnification of Directors and Officers. The corporation shall, to the fullest extent to which it is empowered to do so by any applicable laws as may be in effect from time to time, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that such person is or was a Director or Officer of the corporation, or that such person is or was serving at the request of the corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against all judgments, fines, reasonable expenses (including attorneys' fees) and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea to nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of the corporation, or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe his or her conduct was unlawful.

Section 2. Indemnification of Directors and Officers: Actions By or In the Right of the Corporation. The corporation shall, to the fullest extent to which it is empowered to do so by

any applicable laws as may be in effect from time to time, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in favor of the corporation by reason of the fact that such person is or was a Director or officer of the Corporation, or that such person is or was serving at the request of the Corporation as a Director, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against all judgments, fines, reasonable expenses (including attorneys' fees) and amounts paid in settlement actually and reasonably incurred by such person in connection with the defense or settlement of such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonable believed to be in, or not opposed to the best interests of the Corporation, provided that no indemnification shall be made in respect of any claim, issue or matters as to which such person shall be made in respect of any claim, issue or matters as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3. Authorization of Indemnification. Any indemnification under Section 1, Section 2 or Section 5 of this Article (unless ordered by a court) shall be made by the Corporation only as authorization in the specific case, upon a determination that indemnification of the Director, Officer, Executive Manager, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1, 2, or 5 of this Article. Such determination shall be made by (1) the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, by a quorum of disinterested Directors, or, by independent legal counsel in a written opinion.

Section 4. Contract with the Corporation. The provisions of this Article VIII shall be deemed to be a contract between the corporation and each Director, Officer or Director who serves in any capacity at any time while this Article VIII is in effect, and any repeal or modification of this Article VIII shall not affect any rights or obligations hereunder with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore brought or threatened based in whole or in part upon any such state of facts.

Section 5. Indemnification of Employees and Agents. Persons who are not covered by the foregoing provisions of this Article VIII and who are or were employees or agents of the Corporation, or who are or were serving at the request of the Corporation as employees or agents of another corporation, partnership, joint venture, trust or other enterprise, may be indemnified to the extent authorized at any time or from time to time by the Board of Directors, subject to the same standard of conduct set forth in Sections 1 and 2 of this Article; provided, however, that to the extent that such employee or agent has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding to which he or she was made a party by reason of the fact that he or she is or was an employee or agent acting in the above described capacity, or in the defense of any claim, issue or matter therein, the Corporation shall indemnify such employee or agent against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 6. Payment of Expenses in Advance. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that such Director, Officer, Director, employee, or agent is entitled to be indemnified by the Corporation as authorized by this Article VIII.

Section 7. Insurance against Liability. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Director, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such 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 these bylaws.

Section 8. Other Rights of Indemnification. The indemnification provided or permitted by this Article VIII shall not be deemed exclusive of any other rights to which those indemnified may be entitled by law or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, Director, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of any such person.

ARTICLE IX

Amendments

Section 1. Amendments. These Bylaws may be altered, amended, added to, or repealed and new Bylaws not inconsistent with any provision of the Certificate of Incorporation or of any applicable law may be adopted by the affirmative vote of two-thirds of the Directors present at a meeting of the Board of Directors properly convened for such purpose. Any notice of a meeting at which the Bylaws are proposed to be altered, amended, added to, or repealed shall include notice of such proposed action.

Certification

These Bylaws were adopted by the Directors of the Corporation by unanimous written consent resolution dated as of July 3, 2004.

Khaled El Leithy, President