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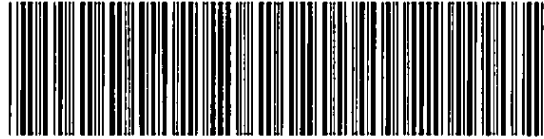
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R. HUNT

01/10/24

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
VICTORY HOUSE SECOND CHANCE SUPPORTIVE HOUSING INC
(Document Number N20000011858)

In compliance with the requirements of Chapter 617 of the Florida Statutes and Section 501(c)(3) of the Internal Revenue Code of 1986, including its Treasury Regulations, all as amended from time to time, the Articles of Incorporation of Victory House Second Chance Supportive Housing Inc ("**Victory House**"), a Florida not for profit corporation, are hereby amended and restated in their entirety to read as follows:

ARTICLE I
NAME

The name of the corporation shall be Victory House Second Chance Supportive Housing Inc.

ARTICLE II
PRINCIPAL AND MAILING ADDRESS

The street and mailing addresses of Victory House are 748 S Ridgewood Ave., Daytona Beach, FL 32114.

ARTICLE III
PURPOSES

Section 1. Nature of Corporation: Victory House is a nonprofit corporation formed under Chapter 617, Florida Statutes, and was organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder. Victory House is organized exclusively for charitable, religious, educational, and research purposes to provide supportive services and housing for underprivileged adults.

Section 2. Purposes: Victory House is organized to proclaim the Kingdom of God in this generation and to every people and nation in order to open their eyes to the truth so that they may turn from darkness to light and from the power of Satan to God, that they may receive forgiveness of sins and a place among those who are sanctified by faith in Jesus Christ (Acts 26:18). Victory House proposes to make disciples for Jesus Christ empowering them to live victoriously through the teaching of sound doctrine and Biblical principles as well as developing a Biblical worldview in accordance with the teachings of the Holy Bible.

ARTICLE IV
TENETS OF FAITH

Victory House acknowledges that the Bible is the inspired Word of God, a revelation from God to man and that its precepts are infallible. We accept the Holy Scriptures as the revealed will of God and the all-sufficient rule of faith by which we must live. Victory House's beliefs are as follows:

1. Victory House believes in God the Father, Creator of heaven and earth, Sovereign Ruler of all that is seen and unseen.

2. Victory House believes in Jesus Christ the only Son of God who is our Lord and Savior. He was conceived by the Holy Spirit, born of the Virgin Mary, was crucified on the Cross at Calvary in Israel, for the sins of all mankind. He died on that Cross and was buried and on the third day He rose from the dead and later ascended into heaven and now sits at the right hand of God the Father until such time the He shall come again in His Second Coming to judge both the dead and the living. In accordance with the Holy Scriptures, we further believe that Jesus Christ is the only way by which mankind must be saved as the Holy Scriptures testify.
3. Victory House believes in the Holy Spirit, the forgiveness of sins, the resurrection of the body and the life everlasting.
4. The Holy Scriptures teach that marriage is between a man (born a male) and a woman (born a female) and we uphold and live by this principle.

ARTICLE V BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors shall have the general power to manage and control the affairs and property of Victory House and shall have full power, by majority vote, to adopt rules and regulations governing the actions of the Board of Directors.

Section 2. Number, Election, and Term of Office. The Board of Directors shall consist of no less than three (3) individuals. Directors need not be residents of the State of Florida. Election to the Board of Directors shall be by majority vote of the members of the Board of Directors, which shall occur, except in the case of filling vacancies, at each annual meeting thereof. Each Director shall hold office for a term of one (1) year and thereafter until his or her successor is elected and qualified. As of the date of filing of these Amended and Restated Articles of Incorporation, the Board of Directors of Victory House consists of:

Jose Ariza
748 S. Ridgewood Ave.
Daytona Beach, FL 32114

Clifford Hires
461 Shaw Lake Road
Pierson, FL 32180

William J. Motosicky III
6 Llach Court.
Palm Coast, FL 32164

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Section 3. Officers. The Board of Directors may designate a President, Vice-President, Secretary, Treasurer, and such other officers as it may consider appropriate with such duties as it may prescribe. As of the date of filing of these Amended and Restated Articles of Incorporation, the officers of Victory House are:

Jose Ariza, President
748 S. Ridgewood Ave.
Daytona Beach, FL 32114

Clifford Hires, Secretary

461 Shaw Lake Road
Pierson, FL 32180

William J. Motosicky III, Treasurer
6 Llach Court,
Palm Coast, FL 32164

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Section 4. Vacancies. Any vacancy occurring on the Board of Directors prior to the expiration of a term shall be filled by such person as shall be elected by the remaining members of the Board of Directors. A director so elected to fill a vacancy shall hold office for the unexpired term of such director's predecessor in office.

Section 5. Annual and Regular Meetings. The Board of Directors shall hold an annual meeting at such time and place as the Board of Directors shall by resolution prescribe. The Board of Directors may by resolution prescribe the time and place of such other regular meetings.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any reasonable date, hour, and place, either within or without the State of Florida, as the date, hour, and place for holding any special meetings of the Board of Directors called by them.

Section 7. Notice. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previous thereto by written notice delivered personally or sent by mail, email, or other means of electronic transmission to each director at such director's address as shown in the records of Victory House. 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 prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of 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. The business to be transacted at, and the purpose of, any annual meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

Section 8. Quorum and Proxies. A majority of the total number of directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors: provided, however, if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. Proxies shall not be permitted.

Section 9. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the Bylaws.

Section 10. Compensation. Directors as such shall not receive any stated salaries for their services, but may be reimbursed for reasonable expenses incurred in such person's capacity as a director of Victory House.

Section 11. Informal Action. Any action may be taken without a meeting of the directors if a consent in writing setting forth the action so taken shall be signed by all of the directors.

Section 12. Resignation; Removal. A director may resign from the Board of Directors at any time by giving notice of his resignation in writing addressed to the President or Secretary of Victory House or by presenting such director's written resignation at an annual, regular, or special meeting of the Board of Directors. Except as otherwise provided by law, at any meeting of the Board of Directors called expressly for that purpose, any director may be removed, with or without cause, by the unanimous vote of the directors then in office.

ARTICLE VI MEMBERSHIP

Victory House shall not have members.

ARTICLE VII PERIOD OF DURATION

The period of duration of Victory House is perpetual.

ARTICLE VIII DISSOLUTION OF CORPORATION

Upon the dissolution of Victory House, its 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 IX ACTIVITIES

No part of the net earnings of Victory House shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that Victory House 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 III. No substantial part of the activities of Victory House shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Victory House 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 Amended and Restated Articles of Incorporation, Victory House 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, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE X REGULAR COMMITTEES

The Board of Directors may establish such regular committees to assist it in the performance of its duties as it considers appropriate.

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ARTICLE XI ADVISORY COMMITTEES

The Board of Directors may establish an Advisory Board and such other advisory committees as it considers appropriate. The purpose of all such committees shall be to advise the Board of Directors on such matters relating to Victory House as the Board of Directors designates.

ARTICLE XII OFFICERS

Section 1. Officers. The officers of Victory House shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be appointed by the Board of Directors from time to time. Only one office may be held simultaneously by the same person.

Section 2. Election and Term of Office. The officers of Victory House shall be elected by a majority vote of the members of the Board of Directors at the organizational meeting and at every annual meeting of the Board of Directors thereafter, except that new offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office for a term of one (1) year and thereafter until his successor shall have been duly elected and qualified.

Section 3. Removal. Any officer may be removed upon a unanimous vote of the entire Board of Directors, whenever in its judgment the best interests of Victory House would be served thereby; provided, however, that if the officer proposed to be removed is also a member of the Board of Directors, then such individual's approval shall not be required.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the chief executive officer of Victory House and, in general, shall supervise and control all of the business and affairs of Victory House. The President may sign, with the Secretary or any other proper officer of Victory House authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments or documents which the Board of Directors has authorized to be executed. The President shall perform all such other duties as may be prescribed by the Board of Directors from time to time. The duties and powers of the President shall be as follows: (i) the President shall live by the principles of the Bible; (ii) the President shall preside at all meetings of the Board of Directors; and (iii) the President shall present a report on the condition of Victory House at each meeting of the Board of Directors.

Section 6. Vice President. In the event the death, resignation or removal of the President, the person who serves as Vice President shall assume the office of President until the Board of Directors elects a successor to the President and shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. Secretary. The Secretary shall: (i) keep the minutes of the meetings of the Board of Directors; (ii) ensure that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; (iii) be the custodian of the corporate records and seal of Victory House; and (iv) perform such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

Section 8. Treasurer. The Treasurer shall: (i) be responsible for all funds and securities of Victory House; (ii) receive and give receipts for monies due and payable to Victory House and deposit all such monies in the name of Victory House in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the Bylaws; and (iii) perform such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine.

ARTICLE XIII CONFLICT OF INTEREST

Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall: (a) fully disclose the nature of the interest, and (b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only if a majority of disinterested directors determine that it is in the best interest of Victory House to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE XIV CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of Victory House, in addition to or in place of the officers so authorized by these Amended and Restated Articles of Incorporation, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of Victory House, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, and Similar Documents. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of Victory House shall be signed by such officer or officers and/or agent or agents of Victory House and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of Victory House shall be deposited from time to time to the credit of Victory House in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts and Contributions. The Board of Directors may accept on behalf of Victory House any contribution, gift, bequest, or devise for the general purposes or for any special purpose of Victory House. Such contributions, gifts, bequests, or devices shall be in conformity with the laws of the United States, the State of Florida, and any other relevant jurisdiction.

ARTICLE XV BOOKS AND RECORDS

Victory House shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE XVI

FISCAL YEAR

The fiscal year of Victory House shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XVII REGISTERED AGENT

The name and Florida street address of the registered agent are:

Jose Ariza
748 S Ridgewood Ave.
Daytona Beach, FL 32114

ARTICLE XVIII INCORPORATOR

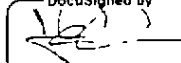
The name and mailing address of the incorporator is as follows:

Jose Ariza
748 S Ridgewood Ave.
Daytona Beach, FL 32114

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NOTARIAL PUBLIC
STATE OF FLORIDA
NOTARY PUBLIC
JAN 19 2019 PM 3:27
DAYTONA BEACH, FL

IN WITNESS WHEREOF, the undersigned, constituting all of the members of the Board of Directors of Victory House Second Chance Supportive Housing Inc, a Florida not-for-profit corporation, hereby authorize and approve the foregoing Amended and Restated Articles of Incorporation. At the time of adoption of these Amended and Restated Articles of Incorporation, Victory House Second Chance Supportive Housing Inc, a Florida not for profit corporation, had no members. The Board of Directors of the not for profit corporation approved the foregoing Amended and Restated Articles of Incorporation by unanimous written consent in lieu of a meeting on January 10, 2024.

DocuSigned by

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JOSE ARIZA

DocuSigned by

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CLIFFORD HIRES

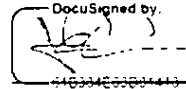
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WILLIAM J. MOTOSICKY

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

I agree to act as registered agent for the corporation named above, to accept service of process at the place designated in these Amended and Restated Articles of Incorporation, and to comply with the provisions of Chapter 617, Florida Statutes, and I acknowledge that I am familiar with, and accept, the obligations of such position.

DocuSigned by:


JOSE ARIZA

Date: January 10, 2024

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CLERK OF STATE
TALLAHASSEE, FL