N96000002883

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, Fl. 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, Fl. 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

___ of ___ No. 53037

RE: Victory Pickle Center Inc

FILED
96 MAY 31 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME

FIRM

ADDRESS

PHONE ( )

Service: Top Priority ____ One Day Service   Regular ____ Two Day Service

To us via ____ Return via ____

Matter No.: ____ Express Mail No. ____

State Fee $ ____ Our $ ____

Capital Express™		
✓ Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
✓ Foreign Corp. File		
( ) Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation	300001845843	
Annual Report/Reinstatement	05/31/96--01040--012	
Reg. Agent Service	****122.50	****122.50
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, ___ Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		

SUBTOTALS

PH 5/31/96

FEE $

DISBURSED $

SURCHARGE $

TAX on corporate supplies

SUBTOTAL

PREPAID

BALANCE DUE

RECEIVED
96 MAY 31 AM 10:22
DIVISION OF CORPORATIONS

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	Ju		

WALK-IN 5/31 12:00
Will Pick Up

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

11-2529-F POHDER'S INC., THOMASVILLE, GA

ARTICLES OF INCORPORATION

OF

VICTORY PRAISE CENTER, INC.

(A Corporation Not for Profit)

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96 MAY 31 PM 1:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, with other persons being desirous of forming a corporation for charitable and philanthropic purposes, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I. NAME

The name of this Corporation is **VICTORY PRAISE CENTER, INC.**

ARTICLE II. STATEMENT OF CORPORATE NATURE

This is a Nonprofit Corporation organized solely for general charitable purposes pursuant to the Florida Corporation Not-for-Profit Law set forth in Part I of Chapter 617 of the Florida Statutes.

ARTICLE III. GENERAL AND SPECIFIC PURPOSES

The general nature of the objects and purposes of this Corporation shall be:

To establish a ministry to serve the religious needs of the community at large and other non-profit related purposes, including, without limitation, ministerial support and residences, schools, adult and child care centers, family day care home and all religious functions.

ARTICLE IV. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V. QUALIFICATIONS OF MEMBERS

(a) Trustees as Membership. The sole class of membership in this Corporation shall be its Trustees. Any person over the age of 18 years shall be eligible for acceptance as a Trustee, and shall become a Trustee upon acceptance by the Executive Board.

(b) Rights and Liabilities of Members. The members of this Corporation shall have no right, title or interest whatsoever in its income or assets, nor shall any portion of such income or assets be distributed to any member on the dissolution or winding up of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to any assessments.

ARTICLE VI. INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

NAME	RESIDENCE ADDRESS
RALPH DOUGLAS	1104 N. Nowell Street Orlando, FL 32808

ARTICLE VII. LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT

(a) The principal office and principal mailing address for the transaction of the business of this Corporation shall be 1316 22nd Street, Orlando, FL 32805.

(b) The name and address of this Corporation's Registered Agent is:

WILLIE L. GRIFFIN, JR.
2890 Monte Carlo Trail
Orlando, FL 32805

ARTICLE VIII. MANAGEMENT OF CORPORATE AFFAIRS

(a) The business affairs of this Corporation shall be managed by the Executive Board of Trustees. There shall be not less than seven (7) nor more than eleven (11).

(b) The Trustees hereinafter named as the first Executive Board shall hold office until the first annual meeting of the Trustees, which shall be held on the second Tuesday of the first month following the end of the fiscal year of the Corporation, at a time and place, within Orange County, Florida, at which time an election of members to serve on the Executive Board shall be held.

(c) Members of the Executive Board shall be elected at the first annual meeting and shall hold office in accordance with the By-Laws. An annual meeting shall be held on the third Sunday of January, at the principal offices of the Corporation, or at such other place within Orange County as shall be designated by Resolution of the Executive Board, and at such time as shall be fixed by the same Resolution.

(d) A majority of the Executive Board of Trustees shall constitute a quorum at any meeting of the Board, or of the Trustees or membership, for the transaction of business. Any action required or permitted to be taken by the Executive Board of Trustees under any provision of law may be taken without a meeting, provided that all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Executive Board. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Executive Board without a meeting, and that the Articles of Incorporation and By-Laws of this Corporation authorize the Trustees to so act. Such a statement shall be prima facie evidence of such authority.

(e) The following are the names and addresses of the Trustees elected to serve as the first Executive Board, in accordance with Section (b) of this Article:

RALPH DOUGLAS	1104 N. Nowell Street Orlando, FL 32808
WILLIE L. GRIFFIN, JR.	2890 Monte Carlo Trail Orlando, FL 32805
CAREY NORMAN	469 Winding Hollow Avenue Ocoee, FL
ANTHONY PELT	5829 Lullaby Lane Orlando, FL 32810
JESSIE MARTIN	1623 Crestlawn Avenue Orlando, FL 32805
JAMES MARINE	2581 Bluegill Street Orlando, FL 32839
BENNIE DEESE	1007 Bay Avenue Sanford, FL
NATHANIEL SHAZIER	2614 Lake Sunset Drive Orlando, FL 32805
ROBERT ANDERSON	513 Welborne Avenue Winter Park, FL 32789
THEODORE RICHARDSON	4439 Brooke Street Orlando, FL 32811

ARTICLE IX. OFFICERS

The officers of the Corporation shall be a President, Vice-President, a Secretary, a Treasurer, and such other officers as may be provided for in the By-Laws. Officers shall be Trustees of the Corporation, and shall serve at the pleasure of a majority of the whole number of the Executive Board.

The following shall serve as officers of the Corporation until the first meeting of the Executive Board:

President	RALPH DOUGLAS
Vice President	ANTHONY PELT
Secretary	WILLIE L. GRIFFIN, JR.
Treasurer	CAREY NORMAN

Subject to any limitations contained in the By-Laws, and any limitations set forth in the Corporation's Not-for-Profit Law of Florida concerning corporate action that must be authorized or approved by the members of the Corporation, By-Laws of this Corporation may be made, altered, rescinded, added to, or new By-Laws adopted either by Resolution of the Executive Board, or by following such procedure as may be set forth in the By-Laws.

ARTICLE X. DEDICATION OF ASSETS

The property and assets of this Corporation are irrevocably dedicated to charitable purposes and no part of the net income of this Corporation shall ever inure to the benefit of any member of the Executive Board, or to any officer or member (Trustee) thereof, or to the benefit of any private individual.

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to one or more funds, foundations, or corporations which are organized and operated for religious purposes, and which have established a tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Laws.

In order to promote the purposes of the Corporation, it may acquire property by grant, gift, purchase, devise, or bequest, and hold and dispose of such property as the Corporation shall require for the benefit of members, and not for pecuniary profit.

This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE XI. AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Executive Board and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members.

We, the undersigned, being the incorporators of this Corporation, and including all the persons herein named as the subscribers of this Corporation, for the purpose of forming this

FILED

non-profit charitable corporation under the laws of Florida 96 MAY 31 PM 1:43

executed these Articles of Incorporation on this 30th day of SECRETARY OF STATE TALLAHASSEE, FLORIDA

MAY, 1996.

EXECUTED IN THE PRESENCE OF:

RALPH DOUGLAS

Shirl A. McLeod

STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 30th day of May, 1996, by RALPH DOUGLAS.

Shirl A. McLeod
(Signature of Notary Public - State of Florida)

SHIRL A. McLEOD
Notary Public, State of Florida
Commission No. CC 379485
My Commission Expires 07/29/98

Shirl A. McLeod
(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally Known X OR Produced Identification ______

Type of Identification Produced ______________________

ACCEPTANCE OF DUTIES OF REGISTERED AGENT

I HEREBY ACCEPT the designation, duties, and responsibilities as REGISTERED AGENT of VICTORY PRAISE CENTER, INC., and agree to comply with all provisions of the Florida Statutes, and/or any other applicable laws related thereto.

WILLIE L. GRIFFIN, JR.

STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 30th day of May, 1996, by WILLIE L. GRIFFIN, JR., as Registered Agent of VICTORY PRAISE CENTER, INC.

STERLING R. W. MOORE
Notary Public, State of Florida
My Comm. expires Jan. 28, 1997
Comm. No. CC255830

(Signature of Notary Public - State of Florida)

(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally Known _______ OR Produced Identification ✓

Type of Identification Produced Florida Driver's License

(5/30/96;PFB;lb:A3[.392])