

Division of Corporations

Page 1 of 1

735869

Florida Department of State
Division of Corporations
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COR AMND/RESTATE/CORRECT OR O/D RESIGN VICTORY IN JESUS MINISTRIES WORLD MISSIONARY OUTREAC

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March 20, 2013

FLORIDA DEPARTMENT OF STATE

Division of Corporations

VICTORY IN JESUS MINISTRIES WORLD MISSIONARY OUTREACH,
206 SW 18TH AVENUE
FORT LAUDERDALE, FL 33312

SUBJECT: VICTORY IN JESUS MINISTRIES WORLD MISSIONARY OUTREACH, INC.
REF: 735869

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please entitle the first page of the document Amended and Restated articles of Incorporation as it's stated throughout the document.

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Irene Albritton
Regulatory Specialist II

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13 MAR 20 PM 4:10

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

VICTORY IN JESUS MINISTRIES WORLD MISSIONARY OUTREACH, INC.
(originally chartered under the name "VICTORY IN JESUS MINISTRIES, INC.")

Pursuant to Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes (the "Florida Act"), the Articles of Incorporation of VICTORY IN JESUS MINISTRIES WORLD MISSIONARY OUTREACH, INC., a corporation not for profit organized and existing under the laws of the State of Florida (the "Corporation"), the original Charter for which was filed on May 19, 1976 (under the original name of the Corporation, the "VICTORY IN JESUS MINISTRIES, INC."), which Charter was subsequently amended through amendments filed on or about August 7, 1980, May 10, 1981, May 22, 1985, November 27, 1989, December 5, 1989, and October 20, 2010, are hereby amended and restated in their entirety as follows:

These **Amended and Restated Articles of Incorporation** (the "Articles of Incorporation") were duly approved and adopted by the Corporation's Board of Directors at a meeting held on the 16 day of March, 2013.

* * * * *

**ARTICLE I
NAME**

The name of the Corporation is **VICTORY IN JESUS MINISTRIES WORLD MISSIONARY OUTREACH, INC.** (hereinafter, the "Corporation").

**ARTICLE II
MAILING ADDRESS AND PRINCIPAL OFFICE ADDRESS**

The mailing and street address of the principal office of the Corporation is 206 SW 18th Avenue, Ft. Lauderdale, FL 33312.

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the registered agent is Mark Steinkc, 206 SW 18th Avenue, Ft. Lauderdale, FL 33312.

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ARTICLE IV PURPOSE

The Corporation is a not-for-profit organization, formed and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code") (all references to Sections of the Code include the rules and regulations promulgated thereunder and the corresponding provisions of any subsequent federal tax law). More specifically, the Corporation is organized and operated to provide charitable, religious, and educational services. In furtherance of the foregoing purposes, and subject to the limitations and restrictions set forth in these Articles of Incorporation, the Corporation shall have all lawful corporate and other powers necessary or appropriate to such purposes, as conferred to the Corporation under the Florida Act, as it may be amended or replaced from time to time, or the provisions of any similar law, and the power to do all things necessary, proper and consistent with maintaining its tax-exempt status under Section 501(c)(3) of the Code and its qualification to receive contributions deductible under Section 170(c)(2) of the Code.

ARTICLE V BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors of the Corporation (the "Board of Directors" or the "Board"), subject to the terms and restrictions set forth in the Bylaws of the Corporation. The Board shall consist of not fewer than three (3) individuals. The number of individual members of the Board ("Directors") shall be fixed from time to time, and may be increased or decreased (but may never be decreased to fewer than three members), as provided in the Bylaws of the Corporation. The Directors shall be elected or appointed, and subject to removal, in the manner and for the term(s) as provided in the Bylaws of the Corporation.

ARTICLE VI NO MEMBERS

The Corporation shall have no members.

ARTICLE VII LIMITATION OF LIABILITY; INDEMNIFICATION

Section 7.1. Limitation of Liability; Indemnification. Directors and officers of the Corporation shall not be personally liable for monetary damages to any person, for or in connection with any statement, vote, decision or failure to take action and the Corporation shall, and does hereby, indemnify to the fullest extent permitted or authorized by current or future legislation or current or future judicial or administrative decisions (but, in the case of any such future legislation or decisions, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to such legislation or decisions), each person (including here and hereinafter, the heirs, executors, administrators, personal representatives, assigns or estate of such person) who was or is a party, or is threatened to be made a party, or

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was or is a witness, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), from, against and in respect of any liability (which for purposes of this Article VII shall include any judgment, settlement, penalty or fine) or cost, charge or expense (including attorneys' fees and expenses) asserted against him or her or incurred by him or her by reason of the fact that such indemnified person (i) is or was a member of the Board of Directors of the Corporation, or (ii) is or was an officer; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors, administrators or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. In addition, the Corporation, as authorized by the Board of Directors, may indemnify to the fullest extent permitted or authorized by current or future legislation or current or future judicial or administrative decisions (but, in the case of any such future legislation or decisions, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to such legislation or decisions), each person (including here and hereinafter, the heirs, executors, administrators, personal representatives, assigns or estate of such person) who was or is a party, or is threatened to be made a party, or was or is a witness, to any threatened, pending or completed Proceeding, from, against and in respect of any liability (which for purposes of this Article VII shall include any judgment, settlement, penalty or fine) or cost, charge or expense (including attorneys' fees and expenses) asserted against him or her or incurred by him or her by reason of the fact that such indemnified person (1) is or was an employee or agent of the Corporation as to whom the Corporation has agreed in writing to grant such indemnity, or (2) is or was serving, at the request of the Corporation, as a director, officer, employee or trustee of another corporation, partnership, joint venture, trust or other enterprise (including serving as a fiduciary of an employee benefit plan) or is or was serving as an agent of such other corporation, partnership, joint venture, trust or other enterprise, in each case, as to whom the Corporation has agreed in writing to grant such indemnity. Each director, officer, employee or agent of the Corporation as to whom indemnification rights have been or may be granted under this Section 1 of this Article VII shall be referred to, as applicable, as an "Indemnified Person".

Notwithstanding the foregoing, except as specified in Section 3 of this Article VII and except for any Proceeding to enforce rights to indemnification, the Corporation shall not be required to indemnify an Indemnified Person in connection with a Proceeding (or any part thereof) initiated by such Indemnified Person unless the authorization for such Proceeding (or any part thereof) was not denied by the Board of Directors of the Corporation within sixty (60) days after receipt of notice thereof from such Indemnified Person stating his intent to initiate such Proceeding and only then upon such terms and conditions as the Board of Directors may deem appropriate.

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Section 7.2. Advancement of Costs, Charges and Expenses. Costs, charges and expenses (including attorneys' fees and expenses) incurred by an Indemnified Person in defending a Proceeding shall, in the case of a director or officer, and may, in the case of an employee or agent if and as specifically authorized by the Board of Directors, be paid, against invoice therefor or other proper documentation thereof, by the Corporation, to the fullest extent permitted or authorized by current or future legislation or current or future judicial or administrative decisions (but, in the case of any such future legislation or decisions, only to the extent that it permits the Corporation to provide broader rights to advance costs, charges and expenses than permitted prior to such legislation or decisions), in advance of the final disposition of such Proceeding, upon receipt of an undertaking by or on behalf of the Indemnified Person (as applicable) to repay all amounts so advanced in the event that it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation pursuant to this Article VII. The Corporation may, upon approval of the Indemnified Person, authorize the Corporation's counsel (or other counsel designated by the Corporation) to represent such person in any Proceeding, whether or not the Corporation is a party to such Proceeding. Such authorization may be made by the Chairman of the Board, unless he is a party to such Proceeding, or by the Board of Directors, including directors who are parties to such Proceeding.

Section 7.3. Procedure For Indemnification. Any indemnification or advancement of expenses under this Article VII shall be made promptly and in any event within forty-five (45) days upon the written request of the Indemnified Person. The right to indemnification or advances as granted by this Article VII shall be enforceable by the Indemnified Person in any court of competent jurisdiction, if the Corporation denies such request under this Article VII, in whole or in part, or if no disposition thereof is made within forty-five (45) days. Such Indemnified Person's costs and expenses incurred in connection with successfully establishing his or her right to indemnification or expense advances as granted under this Article VII, in whole or in part, in any such action shall also be indemnified by the Corporation. It shall be a defense to any such action that the claimant has not met the standard of conduct, if any, required by current or future legislation or by current or future judicial or administrative decisions for indemnification (but, in the case of any such future legislation or decisions, only to the extent that it does not impose a more stringent standard of conduct than permitted prior to such legislation or decision), but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors or any committee thereof, or its independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct, if any, nor the fact that there has been an actual determination by the Corporation (including its Board of Directors or any committee thereof, or its independent legal counsel) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section 7.4. Rights Not Exclusive; Contract Right; Survival. The indemnification and advancement of expenses provisions provided under this Article VII shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of disinterested directors or otherwise, both as to actions in such person's official capacity and as to actions in another capacity while holding such office, and shall continue as to an Indemnified Person (as granted under or pursuant to this Article VII) who has ceased to be a

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director, officer, employee or agent, as the case may be, and shall inure to the benefit of the heirs, executors, administrators, personal representatives, assigns and estate of such person. The rights to indemnification and expense advances under this Article VII (if and as provided in this Article VII) shall be deemed to be a contract between the Corporation and each Indemnified Person (as applicable) who serves or served in such capacity at any time while this Article VII is in effect and, as such, are enforceable against the Corporation. Any repeal or modification of this Article VII or any repeal or modification of relevant provisions of the Florida Act or any other applicable laws shall not in any way diminish these rights to indemnification of or expense advances to such Indemnified Person, or the obligations of the Corporation arising hereunder, for claims relating to matters occurring prior to such repeal or modification.

Section 7.5. Insurance. The Corporation may purchase and maintain insurance (including, without limitation, errors and omissions insurance) on behalf of and for the benefit of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise (including serving as a trustee or fiduciary of an employee benefit plan), with respect to any liability asserted against him or her or incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article VII or the applicable provisions of Florida law.

Section 7.6. Savings Clause. If this Article VII or any portion hereof shall be invalidated or found to be void or unenforceable on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify and hold harmless, and make expense advances to, each Indemnified Person (as applicable) entitled to such under and/or pursuant to this Article VII as to costs, charges and expenses (including attorneys' fees), liabilities, judgments, fines and amounts paid in settlement with respect to any Proceeding, including any action by or in the right of the Corporation, to the full extent permitted by any applicable portion of this Article VII that shall not have been invalidated and as otherwise permitted by applicable law.

ARTICLE VIII BYLAWS & BYLAW AMENDMENTS

The Corporation shall have Bylaws, which may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation. The power to alter, amend or repeal the Bylaws, or adopt new Bylaws, of the Corporation shall be vested exclusively in the Board of Directors, in the manner and on the terms provided in the Bylaws of the Corporation (as the same may be amended from time to time).

ARTICLE IX DISSOLUTION

In the event of the liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, which shall be effected under and pursuant to the applicable provisions of the Florida Act, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all remaining assets of the Corporation

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to one or more organizations organized and operated exclusively for charitable, religious or educational purposes, within the meaning of Section 501(c)(3) of the Code, in such proportions and amounts as the Board of Directors may determine. Any such assets remaining and 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 charitable, religious or educational purposes, or to such other organization(s), as said court shall determine, which are organized and operated exclusively for such charitable, religious or educational purposes, within the meaning of Section 501(c)(3) of the Code.

ARTICLE X OTHER NON-PROFIT PROVISIONS, LIMITATIONS AND RESTRICTIONS

Section 10.1 Limitations and Restrictions under Federal Tax Laws.

(1) No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any director, officer, employee or other individual or entity having a personal or private interest in the Corporation; *provided, however*, 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 IV.

(2) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation in a manner or to an extent that would disqualify the Corporation for tax exemption under Section 501(c)(3) of the Code. The Corporation shall not "participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office" within the meaning of Section 501(c)(3) of the Code.

(3) Notwithstanding any other provision of these Articles of Incorporation to the contrary, the Corporation shall not carry on any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code, or (iii) by a corporation not for profit organized and operating under the laws of the State of Florida, in each case, as such laws now exist or may hereafter be amended.

Section 10.2 Applicable Restrictions if Corporation is Classified as a Private Foundation.

The Corporation must at all times be organized and operated so as to qualify as an organization that is not a private foundation, as defined under Section 509(a) of the Code. If, however, at any time, the Corporation is or becomes classified as a private foundation under federal income tax laws, then at such time the Corporation shall be subject to the following restrictions and limitations:

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on "undistributed income" imposed by Section 4962 of the Code;

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(2) The Corporation shall not engage in any act of "self-dealing," as defined in Section 4941(d) of the Code;

(3) The Corporation shall not retain any "excess business holdings," as defined in Section 4943(c) of the Code;

(4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

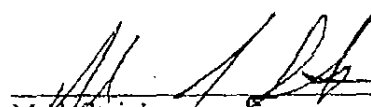
(5) The Corporation shall not make any "taxable expenditures," as defined in Section 4945(d) of the Code.

ARTICLE XI AMENDMENTS TO ARTICLES OF INCORPORATION

The Corporation reserves the right to alter, amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and to restate these Articles of Incorporation, in the manner provided under the Florida Act (as the same exists or may hereafter be amended), and any and all rights conferred by, under or in these Articles is subject to this reservation.

* * * * *

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation, having been duly authorized, approved and adopted by the Corporation's Board of Directors in compliance with the applicable provisions of the Florida Act, amend and supersede the original Charter and Articles of Incorporation of the Corporation and all amendments thereto effected prior to the date hercof, and have been duly executed this 16 day of March, 2013.



Mark Steinke
President and Chairman of the Board

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment as the Registered Agent of **VICTORY IN JESUS MINISTRIES WORLD MISSIONARY OUTREACH, INC.** and agrees to comply with all provisions of the laws of the State of Florida, including Section 617.0501, Florida Statutes, relating to the proper and complete performance of the undersigned's duties as Registered Agent. The undersigned is familiar with and accepts the obligations of a Registered Agent as provided in Chapter 617, Florida Statutes.


Mark Steinke, as Registered AgentDate: March 16, 2013

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**ARTICLES OF RESTATEMENT
OF
VICTORY IN JESUS MINISTRIES WORLD MISSIONARY OUTREACH, INC.
(originally chartered under the name "VICTORY IN JESUS MINISTRIES, INC.")**

Pursuant to Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes (the "Florida Act"), the undersigned officer of VICTORY IN JESUS MINISTRIES WORLD MISSIONARY OUTREACH, INC., a corporation not for profit organized and existing under the laws of the State of Florida (the "Corporation") certifies that:

1. The name of the Corporation is "VICTORY IN JESUS MINISTRIES WORLD MISSIONARY OUTREACH, INC."

2. The original Charter for the Corporation was filed on May 19, 1976 (under the original name of the Corporation, the "VICTORY IN JESUS MINISTRIES, INC."), which Charter was subsequently amended through amendments filed on or about August 7, 1980, May 10, 1981, May 22, 1985, November 27, 1989, December 5, 1989, and October 20, 2010.

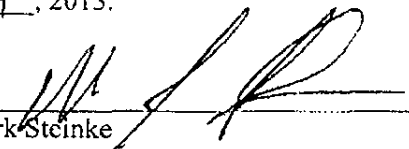
3. The Corporation is desirous of amending and restating its Articles of Incorporation in their entirety in the form of the Amended and Restated Articles of Incorporation of the Corporation attached hereto.

4. The Amended and Restated Articles of Incorporation attached hereto were duly approved and adopted by the Corporation's Board of Directors at a meeting held on the 16 day of March, 2013.

5. The Corporation has no members entitled to vote on the attached Amended and Restated Articles of Incorporation.

6. The Amended and Restated Articles of Incorporation of the Corporation attached hereto are effective as of the date of filing of these Articles of Restatement with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Restatement this 16 day of March, 2013.



Mark Steinke
President and Chairman of the Board

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