

755407

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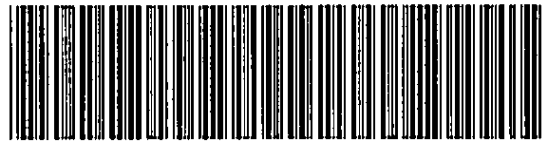
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2022 JUN -6 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FL 32399

COVER LETTER

Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Victory Christian Center of South Florida, Inc.
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☒ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM:

Christie Cajina

Name (Printed or typed)

3499 NW 2nd Ave

Address

Boca Raton, FL 33431

City, State & Zip

(561) 391-2800

Daytime Telephone number

Christie@victory.org

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the document.

FILED

VICTORY CHRISTIAN CENTER OF SOUTH FLORIDA, INC.
Restated Articles of Incorporation

2022 JUN -6 PM 12: 29
SECRETARY OF STATE
TALLAHASSEE, FL 32399

Pursuant to the provisions of the Florida Not For Profit Corporation Act, Title XXXVI, Chapter 617 of the Florida Statutes, as amended (the "Act"), Victory Christian Center of South Florida, Inc., document number 755407 (the "Church") hereby adopts the following Restated Articles of Incorporation.

ARTICLE 1

The name of the Church is Victory Christian Center of South Florida, Inc. The Church was incorporated as Christian Center, Inc. on December 5, 1980, pursuant to the Act. The Church hereby adopts the Restated Articles of Incorporation and all previous amendments thereto are hereby deleted in their entirety and Restated as set forth in Exhibit A.

ARTICLE 2

The Restated Articles of Incorporation amends the original December 5, 1980 Articles of Incorporation and any amendments thereto by: expanding the purposes and limitations of the Church; confirming the autonomous nature of the Church; clarifying the powers and restrictions of the Church; adding IRS compliance language; enhancing a provision regarding dissolution of the Church; clarifying the membership of the Church; updating the information regarding the members of the Board of Trustees (*i.e.*, the board of directors) of the Church; adding provisions allowing for limited liability and indemnification of members of the Board of Trustees, and revising the statements of Amendment.

ARTICLE 3

Each new amendment to the Restated Articles of Incorporation has been made in accordance with the provisions of the Act. The Restated Articles of Incorporation has been approved in the manner required by the Act and by the governing documents of the Church. Specifically, the Restated Articles of Incorporation and each such amendment made by the Restated Articles of Incorporation was adopted on May 18, 2022, by a unanimous written consent of the Board of Trustees.

ARTICLE 4

The previous Articles of Incorporation and all amendments thereto are hereby superseded and replaced by the attached Restated Articles of Incorporation (Exhibit A) which accurately states the text of the Articles of Incorporation being restated and each amendment to the Articles of Incorporation that is in effect, as further amended by the restated Articles of Incorporation. The attached restated Articles of Incorporation does not contain any other change in the Articles of Incorporation being restated except for the information permitted to be omitted by the Act, if any, and other applicable provisions of the Act.

This document becomes effective when the document is filed with the Florida Secretary of State.

The undersigned affirms that the person designated as registered agent in the Restated Articles of Incorporation has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

IN WITNESS HEREOF, the undersigned Church has caused this Restated Articles of Incorporation to be signed by a duly authorized officer thereof this 18th day of May, 2022.

I submit this document and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Victory Christian Center of South Florida, Inc.

By:  5/18/22
Name: Michael Vergona
Title: Secretary and Trustee

EXHIBIT A

VICTORY CHRISTIAN CENTER OF SOUTH FLORIDA, INC. Restated Articles of Incorporation

Victory Christian Center of South Florida, Inc. (the "Church") hereby adopts the following Restated Articles of Incorporation for such Church pursuant to the provisions of Florida Not For Profit Corporation Act, Title XXXVI, Chapter 617 of the Florida Statutes, as amended (the "Act"). The Restated Articles of Incorporation supersede the existing Articles of Incorporation on file with the Florida Secretary of State.

ARTICLE 1 NAME

The filing entity is a church, a nonprofit religious corporation, organized under the laws of Florida. The name of the Church is Victory Christian Center of South Florida, Inc.

ARTICLE 2 NONPROFIT CORPORATION

The Church is a nonprofit religious corporation organized under the Act and shall have all of the powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Church shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent federal tax law or laws (collectively referred to herein as the "Internal Revenue Code of 1986").

ARTICLE 3 AUTONOMY

As a nonprofit religious corporation, the Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches, ministries, and organizations, this Church may voluntarily affiliate with any churches, ministries, and organizations of like precious faith.

ARTICLE 4 DURATION

The period of the Church's duration is perpetual.

ARTICLE 5 PURPOSES

The Church is formed for any lawful purpose or purposes not expressly prohibited under the Act. The Church is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. Notwithstanding the foregoing, the Church's purposes also include the limited participation of the Church in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Church are:

(a) To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Church's combined or separate formation, of a church, ministry, charity, school, or eleemosynary institution, without limitation.

(b) To love God, love people, and to live in community together while supporting and serving others.

(c) To bring the heart of God to everyone everywhere and help them experience the fullness of life.

(d) To ordain, employ, and discharge ordained ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Church, and elsewhere.

(e) To collect and disburse any and all necessary funds for the maintenance of said Church and the accomplishment of its purpose within the State of Florida and elsewhere.

(f) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986.

This Church is also organized to: promote, encourage, and foster any other similar religious, charitable, and educational activities; accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Church; and do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Church. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE 6 POWERS AND RESTRICTIONS

Except as otherwise provided in this Restated Articles of Incorporation and the Bylaws, and in order to carry out the above-stated purposes, the Church shall have all those powers set forth in the Act, as it now exists or as it may hereafter be amended. Moreover, the Church shall have all implied powers necessary and proper to carry out its express powers. The powers of the Church to promote the purposes set out above are limited and restricted in the following manner:

(a) The Church shall not pay dividends and no part of the net earnings of the Church shall inure to the benefit of or be distributable to its organizers, officers, or other private persons, except that the Church shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Church) in furtherance of its purposes as set forth in this Articles of Incorporation. No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this Articles of Incorporation, the Church shall not carry on any other activities not permitted to be carried on by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

(b) In the event this Church is in any one (1) year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986; and further shall be prohibited from: (i) any act of "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986; or (iv) making taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986.

(c) The Church shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Church's religious, charitable, or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

ARTICLE 7 DISSOLUTION

Upon the dissolution of the Church, the Church shall, after paying or making provision for payment of all the liabilities of the Church, distribute all of the assets of the Church to any organization designated by the Board of Trustees of the Church which is of like faith and order and is exempt from taxes under Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE 8 MEMBERSHIP

The Church shall have no corporate members within the meaning of the Act. The Church and the management of its affairs shall be vested in the Board of Trustees. Persons may voluntarily associate with the church as non-corporate spiritual "members" (collectively, Church "membership" or Church "member" or Church "members") that retain no status as a corporate member under the Act. As such Church members are not entitled to cast a vote in person, by proxy, or otherwise that is binding upon the Church. The Board of Trustees, in cooperation with the Lead Pastor, shall establish the qualifications and termination, dismissal, and restoration guidelines for the Church's non-corporate spiritual membership.

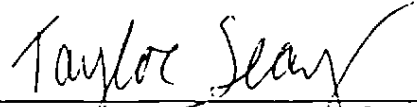
ARTICLE 9 REGISTERED OFFICE AND AGENT

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

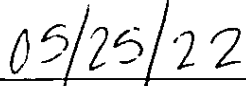
CAPITOL CORPORATE SERVICES, INC.
515 EAST PARK AVENUE 2ND FL
TALLAHASSEE, FL 32301

Having been named as registered agent to accept service of process for the Church at the place designated in this Article 9, I am familiar with and am authorized to accept the appointment as registered agent on behalf of Capitol Corporate Services, Inc. which corporation agrees to act in this capacity as registered agent.

Capitol Corporate Services, Inc.



Printed Name: Taylor Seay
Title: Asst. Sec.



Date

ARTICLE 10
BOARD OF TRUSTEES

Plenary power to manage and govern the affairs of the Church is vested in the Board of Directors (here, the "Board of Trustees") of the Church. The term "Board of Trustees" shall mean "Board of Directors" as the term is defined and used in the Act. The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Trustees of the Church shall be provided in the Bylaws. The Board of Trustees may vest management responsibility for selected matters in committees, officers, offices, and employees of the Church, as deemed appropriate from time to time.

The current Board of Trustees shall consist of six (6) persons. The number of Trustees may be increased or decreased pursuant to the Bylaws. The number of Trustees may not be decreased to less than three (3) persons. Trustees need not be residents of Florida. The current Board of Trustees shall consist of the following persons at the following addresses:

<u>Name of Trustee</u>	<u>Street Address</u>
Paul Daugherty	3499 NW 2nd Avenue Boca Raton, FL 33431
Josh Lipscomb	3499 NW 2nd Avenue Boca Raton, FL 33431
Michael Vergona	3499 NW 2nd Avenue Boca Raton, FL 33431
David Stocker, Jr.	3499 NW 2nd Avenue Boca Raton, FL 33431
Donald M. Karpinen	3499 NW 2nd Avenue Boca Raton, FL 33431
Donald R. Karpinen	3499 NW 2nd Avenue Boca Raton, FL 33431

ARTICLE 11
LIMITATION ON LIABILITY OF TRUSTEES

A Trustee is not liable to the Church or Church members for monetary damages for an act or omission in the Trustee's capacity as a Trustee except to the extent otherwise provided by a statute of the State of Florida.

**ARTICLE 12
INDEMNIFICATION**

Except as may be defined and limited by the Act and Bylaws, the Church may, but is not required to, indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a Trustee or other person related to the Church. The Church may provide a trust fund, insurance, or other arrangement to effectuate this Article 12.

**ARTICLE 13
CONSTRUCTION**

All references in these Restated Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

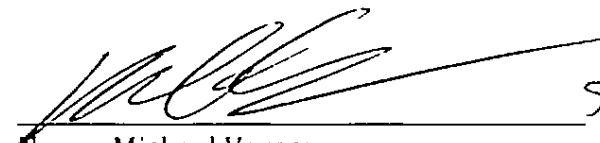
**ARTICLE 14
AMENDMENT**

These Restated Articles of Incorporation may be amended upon the unanimous written consent of the Board of Trustees or by a vote of two-thirds (2/3) of the members of the Board of Trustees, as provided in the Bylaws, unless otherwise prescribed pursuant to applicable mandatory provisions of the Act.

CERTIFICATE OF AUTHORIZED OFFICER

These Restated Articles of Incorporation, as set forth above, were approved and adopted unanimously by the Board of Trustees of the Church on the 18th day of May, 2022. There are no Church members with voting rights.

IN WITNESS HEREOF, the below named authorized corporate officer of the Church executes these Restated Articles of Incorporation on this 18th day of May, 2022.


5/18/22

Name: Michael Vergona
Title: Secretary and Trustee