

F00000004963

H. Victory Ltd., Inc.
3536 University Boulevard, #208
Jacksonville, Florida 32277

July 10, 2002

Florida Department of State
Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

800006359718--3
-07/12/02--01060--001
*****35.00 *****35.00

Re: H. Victory Ltd., Inc.
Document Number F00000004963

Dear Sir or Madam:

Enclosed for filing are the following documents in regard to the above referenced foreign not for profit corporation:

- 1) Application by Foreign Not For Profit Corporation to File Amendment to Application for Conducting Affairs in Florida, with attachment;
- 2) A certified copy of the Articles of Amendment to the Articles of Incorporation from the Colorado Secretary of State evidencing the amendment with the date of incorporation; and
- 3) A check in the amount of \$35.00 made payable to the Department of State representing the filing fee for this application.

Should you have any questions, please contact me at (904) 745-4533.

Sincerely,



Eric D. Swenson
President

Swenson, H. Victory\SwenL7,10.02

*Per Swenson & Swenson
File*

*F00000004963
7pgs 7-12-02
amend*

NOT FOR PROFIT CORPORATION
APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA
(Pursuant to s. 617.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F00000004963

Document Number of Corporation (If known)


1. H. Victory Ltd., Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Colorado 3. August 30, 2000
(Incorporated under laws of) (Date authorized to conduct affairs in Florida)

FILED
02 JUL 12 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____
5. _____
(Name of corporation after the amendment, adding suffix "corporation" or "incorporated", or appropriate abbreviation, if not contained in new name of the corporation. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation)
6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.
- _____ (New duration) _____ (Date)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.
- _____ (New jurisdiction) _____ (Date)
8. If the purpose which the corporation intends to pursue in Florida has changed, indicate new purpose.
- See attachment

(The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Eric Swenson

(Typed or printed name)

7/10/02
(Date)

President

(Title)

**ATTACHMENT TO NOT FOR PROFIT CORPORATION
APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION
TO FILE AMENDMENT TO APPLICATION FOR
CONDUCTING AFFAIRS IN FLORIDA
FOR H. VICTORY LTD., INC.**

Document Number: F00000004963

Article Eight (c) is hereby amended to read as follows:

“ (c) Without limiting the foregoing, to engage in the following activities consistent with the corporation’s charitable purposes:

(1) to operate a rehabilitation program for individuals who want to learn a skill/trade and develop life skills in a community;

(2) develop and implement a working model made up of companies, businesses and counseling centers so people being rehabilitated can work as directly sponsored individuals;

(3) refurbish homes that are being foreclosed and reselling them to better the community and provide income for the operation costs of a non-profit organization;

(4) to receive distressed goods of all kinds, autos, boats and property from corporations or other private parties to resell these, providing income to fund the buying and refurbishing of homes;

(5) to work alongside Christian counseling centers, so individuals can learn disciplined lifestyles, have accountability and be trained in ethical standards of living;

(6) build relationships within communities and businesses to promote the model for retraining human lives and physically rebuilding the homes within the area of focus; and

(7) train, teach and duplicate this model/program for other outreach organizations and share the information and learning interactively with other similar organizations.

DNC 19951086269
**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
FOR A NONPROFIT CORPORATION**

Form 7.130.105.1 revised 11/26/2001

Filing fee: \$25.00 This document must be typed or machine printed.

If more space is required, continue on attached 8 1/2" x 11" sheet(s).

Deliver 2 copies to: Colorado Secretary of State, Business Division,
1560 Broadway, Suite 200, Denver, CO 80202-5169

Please include a typed or machine printed, self-addressed, envelope.

For filing requirements, see §§ 7-90-301 and 7-130-105, Colorado Revised Statutes

For more information, see the *Citizen's Guide to the Business Division* on our

Web site, www.sos.state.co.us Questions? Contact the Business Division:

voice 303 894 2251, fax 303 894 2242, or e-mail sos.business@state.co.us ABOVE SPACE FOR OFFICE USE ONLY

FILED
DONETTA DAVIDSON
COLORADO SECRETARY OF STATE

20021117846 M

\$ 25.00

SECRETARY OF STATE

05-03-2002 13:47:04

Pursuant to § 7-130-105, Colorado Revised Statutes (C.R.S.), the undersigned corporation delivers these Articles of Amendment to the Articles of Incorporation to the Colorado Secretary of State for filing, and states as follows:

1. The entity name of the nonprofit corporation is: H. Victory Ltd. NCL
(If this amendment includes a change of name for the corporation, indicate the corporation name PRIOR to this amendment)

2. Text of the amendment adopted (attach additional sheets if needed):
See attachment

3. The amendment to the Articles of Incorporation was adopted on (date) 4/26/02 in the manner indicated below (mark appropriate procedure):

☒ The amendment was adopted by the board of directors or incorporators without member action and member action was not required

☐ The amendment was adopted by the members AND the number of votes cast for the amendment by each voting group entitled to vote separately on the amendment was sufficient for approval by that voting group

☐ An approval of the amendment was obtained by some person or persons other than the members, the board of directors, or the incorporators required pursuant to § 7-130-301 C.R.S.

4. The address to which the Secretary of State may send a copy of this document upon completion of filing (or to which the Secretary of State may return this document if filing is refused) is: 6620 Southpoint Drive South, Suite 200, Jacksonville, FL 32216

Eric D. Swenson Signer's Name-printed Eric D. Swenson
(individual's signature) Signer's Title President

OPTIONAL. The electronic mail and/or Internet address for this entity is/are: e-mail _____
Web site _____

The Colorado Secretary of State may contact the following authorized person regarding this document: name John H. Zehmer address 6620 Southpoint Drive South, Suite 200, Jacksonville, FL 32216
voice (904) 296-2111 fax (904) 296-0384 e-mail jzehmer@kornzehmer.com

Disclaimer: This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.

MR

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
H. VICTORY LTD.

File Number: 19951080769

H. VICTORY LTD., a Colorado Non-Profit Corporation (the "Corporation"), pursuant to Section 7-130-105, Colorado Statutes, adopts the following Articles of Amendment to its Articles of Incorporation:


1. The name of the corporation is: H. Victory Ltd.
2. Article Second (c) of the Articles of Incorporation is hereby amended^{*} to read as follows:

"Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD are the following: (1) to operate a rehabilitation program for individuals who want to learn a skill/trade and develop life skills in a community; (2) develop and implement a working model made up of companies, businesses and counseling centers so people being rehabilitated can work as directly sponsored individuals; (3) refurbish homes that are being foreclosed and reselling them to better the community and provide income for the operation costs of a non-profit organization; (4) to receive distressed goods of all kinds, autos, boats and property from corporations or other private parties to resell these, providing income to fund the buying and refurbishing of homes; (5) to work alongside Christian counseling centers, so individuals can learn disciplined lifestyles, have accountability and be trained in ethical standards of living; (6) build relationships within communities and businesses to promote the model for retraining human lives and physically rebuilding the homes within the area of focus; and (7) train, teach and duplicate this model/program for other outreach organizations and share the information and learning interactively with other similar organizations."

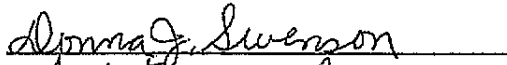
3. The foregoing amendment was adopted by the board of directors of the Corporation on April 26, 2002, pursuant to section 7-130-105, Colorado Statutes. No other shareholders, persons or groups were entitled to vote with respect to the amendment.

IN WITNESS WHEREOF, the undersigned officer, being the President of the Corporation, has hereunto set his hand and seal for the purpose of filing these Articles of Amendment to the Articles of Incorporation under the laws of the State of Colorado, and the undersigned officer does

hereby make, subscribe and file with the Colorado Department of State these Articles of Amendment to the Articles of Incorporation and does certify that the facts herein stated are true, all on this 26th day of April, 2002.


Eric D. Swenson, President
of H. Victory Ltd.

Attest:


~~Secretary and Treasurer~~
of H. Victory Ltd.

Swenson\H.Victory\ArtAmd3.02



STATE OF COLORADO
DEPARTMENT OF STATE

I hereby certify that this is a true and
complete copy of the document filed in
this office and admitted to record in
File 2002-1117846

DATED July 2, 2002

Donetta Davidson
Secretary of State

By P Plummer