

No 1000007394
TRANSMITTAL LETTER

FILED
01 OCT 15 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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-10/15/01--01056--013
*****87.50 *****87.50

SUBJECT: Victor Ewing Gooden Ministries, Incorporated
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Victor E. Gooden
Name (Printed or typed)

809 Pelican Bay Drive
Address

Daytona Beach, Florida 32119
City, State & Zip

(386) 677-6222
Daytime Telephone number

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

D. BROWN OCT 17 2001

**ARTICLES OF INCORPORATION
OF
VICTOR EWING GOODEN MINISTRIES, INCORPORATED**

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TALLAHASSEE, FLORIDA

In compliance with the requirements of Laws of the State of Florida, the undersigned, all of whom are residents of Volusia County, Florida, and all of whom are of full age, have this day voluntarily associated themselves to gather for the purpose of forming a not-for-profit corporation and do hereby certify:

ARTICLE I

The name of the corporation is:

Victor Ewing Gooden Ministries, Incorporated

ARTICLE II

The principle place of business and mailing address of this corporation shall be:

**809 Pelican Bay Drive
Daytona Beach, Florida 32119**

ARTICLE III

The purpose for which the corporation is organized:

The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code. The organization is organized exclusively for assisting local and international churches and faith-based organizations with the formation of their management and organizational structures; providing informational workshops relating to developing, planning, and designing outreach services for low to moderate income individuals; budgetary and fiscal practices and affairs; and performing crusades and/or evangelistic activities, without cost to the indirect recipients of these services.

The object, general nature and purpose of this corporation shall be to establish and maintain in Daytona Beach, Volusia County, Florida, a community outreach, social and human service organization as described in the former text. This organization shall support the doctrine, and it, and all its property, both real and personal, shall be subject to the laws, usage, and incorporator of Victor Gooden Ministries and applicable tax code.

B. No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization

shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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.

ARTICLE IV

MEMBERSHIP

A. Active Membership

The doctrinal basis, manner of admission, qualification for membership, shall conform to the requirements of Victor Gooden Ministries. Any natural person without regard to race, gender, nationality, or ethnicity may be considered for membership of Victor Gooden Ministries, Incorporated, with full participation and other privileges, provided he/she is qualified under such rules as the Officers of the corporation may provide. The initial members of the Corporation shall be those individuals who are incorporator and directors herein named.

B. Associate Membership

Anyone interested in the activities of the Corporation may be awarded an associate membership under such terms of the and with such privileges as the Officers of the Corporation may determine.

C. Voting

On those issues, which may from time to time be brought up for a vote, by the direction of the Board of Directors, each active member shall be entitled to one vote. Proxy voting is permitted.

ARTICLE V

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI

POWERS

This corporation shall have the power to acquire and hold title in simple fee, in trust, or otherwise, to both real and personal property, and to improve, encumber all such property in conformity with the doctrines of Victor Gooden Ministries; to borrow money, execute notes, bonds, and other evidences of indebtedness and secure the same by mortgage and deeds of trust, annuity bonds and other instruments of indebtedness and pay interest thereon; to improve, adapt and use its property or the income thereof in its religious, educational, benevolent, or social or human relations activities, without financial profit to its members, except as may be necessary in the payment of salaries or other compensation for services rendered; the corporation shall have the power to erect and maintain buildings for purposes described herein.

ARTICLE VII

The manner in which the directors are elected or appointed are set forth in the by-laws of the corporation. The maximum number of directors constituting the Board of Directors/Trustees of the corporation is seven. The Board of Directors/Trustees shall act as the directors of this corporation.

ARTICLE VIII

The initial number of directors constituting the Board of Directors of the corporation is three. The names and address of the persons who are to serve as the initial directors are:

Victor E. Gooden, President and CEO
809 Pelican Bay Drive
Daytona Beach, Florida 32119

Hubert L. Grimes, Vice President
125 E. Orange Avenue
Daytona Beach, Florida 32114

Charline Gooden, Secretary
809 Pelican Bay Drive
Daytona Beach, Florida 32119

ARTICLE IX

The name and street address of the registered agent is:

Victor E. Gooden
809 Pelican Bay Drive
Daytona Beach, Florida 32119

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ARTICLE X

The name and address of the incorporator is:

Victor E. Gooden
809 Pelican Bay Drive
Daytona Beach, Florida 32119

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

10/9/01

Date



Signature/Incorporator

10/9/01

Date