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FEB 15 AM 10:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GUY GARMAN
CHURCH & NONPROFIT ACCOUNTANT/ CONSULTANT
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HOLLYWOOD FL 33021

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February 5, 2002

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314
(850) 487-6052

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*****70.00 *****70.00

RE: ARTICLES OF INCORPORATION OF Victorious Life Ministries, Inc.

Dear Sirs/Madam:

Pursuant to the provisions of the "Florida Not For Profit Corporation Act" Chapter 617, Florida statutes, please find enclosed two (2) originals of the Articles of Incorporation of Victorious Life Ministries, Inc., a Not For Profit corporation, for filing purposes. Also enclosed is a check for \$ 70.00 to cover filing fees.

Please send a file stamped copy of the Articles of Incorporation to

**Victorious Life Ministries, Inc.
Heriberto Gonzalez
144 Flame Vine Drive
Naples, Florida 34110**

Thank you for your prompt attention.

PLEASE ATTACH \$70.00 CHECK HERE

Respectfully,



**Guy Garman
1-877-4-EXEMPT**

Enclosures

D. WHITE FEB 20 2002

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**ARTICLES OF INCORPORATION
OF
Victorious Life Ministries, Inc.
A NON-PROFIT CORPORATION**

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The undersigned incorporator(s), in order to form a non-profit corporation under the laws of the state of Victorious Life Ministries, Inc. Not for Profit Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is Victorious Life Ministries, Inc.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this corporation is 144 Flame Vine Drive, Naples, Florida 34110, and the mailing address is the same.

ARTICLE III - PURPOSE OF THE CORPORATION

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The specific purpose(s) for which the corporation is organized is(are):

See Schedule "1"

ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is stated in the by-laws

ARTICLE V - DIRECTORS

The number of initial directors of this corporation is 3. Their names and address are as follows:

Heriberto Gonzalez
P.O. Box 10191
Naples, Florida 34101-0191

Gregory Plamondon
3083 Lancaster Dr. Apt. #3
Naples, Florida 34105

Barbara Hattemer
702 Bob White Lane
Naples, Florida 34108

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the registered agent of this corporation are:

GUY GARMAN
3801 S OCEAN DR 4Z
HOLLYWOOD FL 33019

ARTICLE VII - INCORPORATOR

The name(s) and address(es) of the incorporator(s) of this corporation is (are):

Heriberto Gonzalez
P.O. Box 10191
Naples, Florida 34101-0191

ARTICLE VIII - TERM OF EXISTENCE

The period of duration of this corporation is perpetual.

ARTICLE IX - QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be set forth in and regulated by the By Laws of the corporation.

ARTICLE X - VOTING RIGHTS

Members of the corporation will have such voting rights as are provided in the By Laws of the Corporation

ARTICLE XI - LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

Every amendment shall be approved by the Board of Director- proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director-, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in

these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE XIV - Dissolution

In the event of dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed and turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purpose specified in section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

Any additional provisions for the operation of the corporation are as follows:

ARTICLE XV - LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE XVI - PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these Articles.

ARTICLE XVII - COMPENSATION RESTRICTION

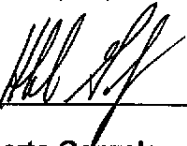
Resolved that any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided our employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

ARTICLE XVIII - PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

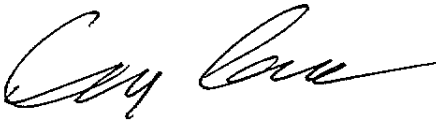
Dated: 02/11/2002



Heriberto Gonzalez, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: February 5, 2002



GUY GARMAN, Registered Agent

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Victorious Life Ministries, Inc.

SCHEDULE "1"

PART II QUESTION 1

Victorious Life Ministries, Inc. a church that meets the requirements described in Internal Revenue Code Section 170(b)(1)(A)(i)

The majority of Victorious Life Ministries, Inc. activities and time devoted will be the Pastor & Congregation worshipping the Lord Jesus Christ on a regular basis at a permanent place. This will include but is not limited to the following: Prayer, Preaching, Teaching of the Bible, Instrumental music, and singing of Hymns.

The pastor will also perform *Sacerdotal* Functions including but not limited to, the conduct of regular services, teaching & administration duties, spiritual guidance, baptisms, communion, weddings, prayer for the sick, funerals, Eucharist, dedications, confirmations, and christenings.

The specific objectives and purposes of the Church shall be to live and spread the orthodox, historic, Biblical Christian faith (Matthew 22:37-39, 28:19-20) in accordance with the Statement of Faith attached to these By-laws and in accordance with the policies and guidelines of the Board of Directors. Further, it is the express purpose of this Church to minister the Word of God to the faithful (Acts 6:4)- to conduct regular religious worship services through various forms of ministries, and to promote and encourage those that are in need through the various ministries of the Church (I Thessalonians 5:11- James 1:27); to cooperate with other organizations and institutions in ministering God's Word (I Corinthians 1: 10; Ephesians 4:4)- to spread the Gospel of Jesus Christ by ministering through seminars, media, literature, and other forms of communication (Romans 10: 15; 1 Corinthians 9:12, 18-19); to maintain a local church (Hebrews 10:25) as well as to implement a program of planting new churches in the United States and in foreign lands (Mark 16:15; Acts 1:8-9); to license and ordain qualified individuals for service in the ministry (Titus 1: 5-9); and to do any and all other things and activities which will serve to promote the Gospel of Jesus Christ under the direction of the Holy Spirit, and in accordance with the provisions set forth in the Scriptures, the Holy Bible (2 Timothy 3:16-17- 2 Peter 1:20-21).

>What will the activity entail?

Victorious Life Ministries is a church and will be involved in all regular church activities such as preaching and teaching the Word of God, Evangelism, Children's church, administering the sacraments (Baptism, Communion, Weddings, etc.)

>Who will conduct the activity?

The activities will be conducted by the Pastor, guest ministers and volunteers.

>Where will the activity take place?

Presently we are meeting at a rented hall; the Italian American Club located at 7035 Airport Rd. North - Naples, FL. This location may change as the lease expires and there is need for larger facilities.

>When will the activity take place?

There will be regular Sunday morning services and mid-week home groups.

>What percentage of your organizations' time will this activity take?

100% of the organizations time will be devoted to being a church.

>Who will participate? How will the participants be selected?

The participants are all those that desire to be members of this church. To become a member participants must hold the testimony of being born-again, believe and apply the Word of God to their lives and support the mission of this church.

>Will there be fees charged? If yes, please provide a fee schedule.

There are no fees charged. All income will be charitable donations.