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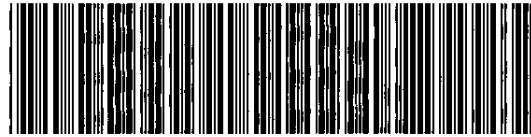
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2010 JUN -2 AM 10:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

TB

JUN - 4 2010

Victory Community Services, Inc

*20515 NW 21 Ave
Miami Gardens, Fl 33056
(305) 974-5299*

May 26, 2010

Division of Corporation
Amendment Section
409 E. Gaines Street
Tallahassee, Florida 32399

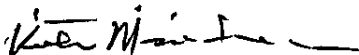
To Whom It May Concern:

Victory Community Services, Inc. Document N02000003751 has amended its Article of Incorporation. Attached is an original amendment of Article of Incorporation. We request that this document be filed with the State of Florida Department of Corporations.

All fees due to the Department of State are current through December 2010 and the status of the Corporation is active. Attached is a check for the filing fee of \$35.00.

I will very much appreciate your prompt response to our request. If you have any further question or require additional information, please contact me at (305) 303-1156.

Yours sincerely



Victor Minikwu
President

SECOND ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
VICTORY COMMUNITY SERVICES, INC.
(FLORIDA NOT-FOR-PROFIT CORPORATION)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of Victory Community Services, Inc., a not-for profit corporation under the Florida Not For Profit Corporation Act, as set forth in Chapter 617, Florida Statutes, as amended, (hereinafter referred to as the "Corporation") and as the President of the Corporation, by virtue of the authority granted in Resolution 2009-01 approved by majority of the Corporation's Board of Directors at its December 21, 2009 meeting, hereby adopt the following Second Amendment of Articles of Incorporation for the Corporation. Amendment adopted by the members.

ARTICLE I: NAME

The name of the Corporation shall be Victory Community Services, Inc. hereinafter referred to as the "Corporation."

ARTICLE II: PRINCIPLE OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of the Corporation shall be 20515 NW 21st Avenue, Miami Gardens, Florida 33056

ARTICLE III: PURPOSE

The Corporation is organized and operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or any future corresponding provision of any future United States Internal Revenue Law, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any future corresponding provision of any future United States Internal Revenue Law.

The purpose of the Corporation is (i) to provide HIV/AIDS prevention education services to individuals living with and/or those individual who engage in risky behaviors that put them at risk for HIV infection, (ii) to provide prevention education services to at risks youth, (iii) to provide educational services to persons with disability. Our goal is (i) to provide educational services to prevent the transmission of HIV infection, (ii) to provide educational services to prevent teen pregnancy, obesity, substance abuse, delinquency, school drop-out and gang, (iii) to provide educational services to those with severe disabilities to be able to live on their own, do things for themselves and achieve community employment. Our target population are minority communities with high incidence of HIV infection and prevalence for HIV/AIDS, with high number of at risk

youth, and those with severe developmental disabilities. We will provide one-on-one level intervention (street outreach and HIV counseling and testing), group level intervention, counseling and other educational support to (i) reduce the spread of HIV infection and increase access to medical care and social support, (ii) decrease teen pregnancy, obesity, substance abuse, delinquency, school drop-out and gang involvement, and (iii) .increase self-independence and maintain community employment. Our mission is to decrease new HIV infection and disparity in health care, decrease teen pregnancy, obesity, substance abuse, delinquency, school drop-out and gang involvement and increase self-independence and employment for minority communities. The Corporation will concentrate its effort in the Miami-Dade and Broward Counties but will also be active at the State level and nationally to assist individuals living with or at the risk for HIV/AIDS infection, at risk youth and those with severe disabilities. The Corporation will identify barriers and plan strategies to meet the needs of the targeted population to improve overall health outcomes.

ARTICLE IV: RESTRICTIONS ON ACTIVITIES

No substantial part of the activities of this Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in or intervene in (including the publishing or distributing of statements) of any political campaign on behalf of (or in the opposition to) (any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code.

ARTICLE V: DURATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE VI: MEMBERSHIP

The Corporation shall be non-membership.

ARTICLE VII: REGISTERED AGENT AND STREET ADDRESS

Victor Minikwu, President shall be the registered agent of the Corporation and the Corporation's registered office shall be 20515 NW 21St Avenue, Miami Gardens, Florida 33056.

**ARTICLE VIII: BOARD OF DIRECTORS: MANNER OF ELECTION AND
COMPENSATION**

The Board of Directors shall consist of least (3) persons. The number may be increased from time to time by an amendment to the Corporation's By-Law. However, there shall never be less than three (3) persons on the Board of Director. All members of the Board of Directors shall be selected as provided for in the Corporation's By-Law. 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 (Article III).

The Board of Directors consists of:

Victor Minikwu
20515 NW 21St Avenue
Miami Gardens, Florida 33056

Oma Megbuluba
4158 Inverarry Drive #209
Lauderhill, Florida 33313

Endwell Chimara
2465 NW 207Th Street
Miami Gardens, Florida 33056

Vanessa Mills
10033 NW 22 Avenue
Miami, Florida 33147

ARTICLE IX: OFFICERS:

The officers of the Corporation shall be a President, Vice President, Secretary/Treasure, and such other officer as may be provided by the By-Law.

ARTICLE XI: DISTRIBUTION OF ASSETS UPON DISSOLUTION

The property of the Corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or asset of the Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon dissolution or winding up of the Corporation, its assets remaining after payment or provision for payment of all debts and liabilities of the Corporation shall be distributed to not-for-profit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established it's tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE XII: INCORPORATOR

The incorporator of the Corporation is:


Victor Minikwu
20515 NW 21St Avenue
Miami Gardens, Florida 33056

IN WITNESS WHEREOF, I, VICTOR MINIKWU, the undersigned incorporator of
these Articles of Incorporation, have affixed my signature thereto on May 25, 2010



VICTOR MINIKWU

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was sworn to before me this 25th day of May, 2010,
by VICTOR MINIKWU, who personally appeared before me at the time of notarization,
and who is personally known to me or have produced a Florida Driver's License as
identification.

NOTARY PUBLIC-STATE OF FLORIDA
 Sharonda M. B. Lambert
Commission # DD737927
Expires: DEC. 01, 2011
BONDED THRU ATLANTIC BONDING CO., INC.

NOTARY PUBLIC

SIGN: 

PRINT: SHARONDA M. B. LAMBERT
STATE OF FLORIDA AT LARGE