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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 MAR -3 PM 4:10

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TRANSMITTAL LETTER

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

SUBJECT: Victory Community Church & Victory Campus Ministries, Inc
(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: Frank Gennaro
Name (Printed or typed)

16522 Offenhaur Road.
Address

Odessa, FL 33556
City, State & Zip

615-566-1919
Daytime Telephone number

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
VICTORY COMMUNITY CHURCH &
VICTORY CAMPUS MINISTRIES, Inc.**

I, the undersigned natural person over the age of eighteen (18), acting as an incorporator, adopt the following Articles of Incorporation of **Victory Community Church & Victory Campus Ministries, Inc.** (the "Corporation") under the Florida Non-Profit Corporation Act (the "Act"):

ARTICLE 1

NAME

The name of the Corporation is **Victory Community Church & Victory Campus Ministries, Inc.**

ARTICLE 2

NON-PROFIT CORPORATION

The corporation is a non-profit corporation. Upon dissolution, all of the Corporation's assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or any corresponding section of any future federal tax code, or any corresponding section of any future federal tax code, and within the meaning of the Florida Tax Code, or any corresponding section of any future Florida Tax Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located exclusively for such purposes or to such organization, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 3

DURATION

The Corporation shall continue in, perpetuity.

ARTICLE 4

PURPOSES

The purposes for which the Corporation is organized are exclusively religious, charitable and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or any corresponding section of any future federal tax code, and within the meaning of the Florida Tax Code, or any corresponding section of any future Florida Tax Code. More particularly, the purposes of the Corporation are:

- (a) To spread the Gospel of Jesus Christ and the worship of God among its members and attendants, and practice the Christian virtues inculcated in the Holy Scriptures by any and all means possible, as determined by the Corporation's Board of Directors.
- (b) To employ and discharge ordained ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Corporation, and elsewhere, and to collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purpose within the State of Florida and elsewhere.
- (c) To make distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

ARTICLE 5

POWERS

Except as otherwise provided in these Articles, the Corporation shall have all of the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The Corporation may pay reasonable compensation to directors, or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth above.

ARTICLE 6

RESTRICTIONS AND REQUIREMENTS

The Corporation shall not pay dividends or other corporate income to its directors or officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above. The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code 501 (c) (3) and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under Internal Revenue Code Section 170 (c)(2) and related regulations, rulings and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
2. Serve a private interest other than one that is clearly incidental to an overriding public interest.
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.

5. Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
6. Distribute its assets on dissolution other than for one or more exempt purposes; on dissolution, the Corporation's assets shall be distributed to the state government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501 (c) (3) to be used to accomplish the general purposes for which the Corporation was organized.
7. Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder or member of the Corporation or any private individual.
8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt purposes.

ARTICLE 7

MEMBERSHIP

The Corporation shall have one class of membership as set forth in the Corporation's By-laws.

ARTICLE 8

INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

The street address of the initial principal office and registered office of the Corporation is 16522 Offenhaur Road, Odessa, Hillsborough County, Florida 33556. The name of the initial registered agent at this office is Franco Gennaro.

ARTICLE 9

BOARD OF DIRECTORS

The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors (the "Board of Directors") shall be provided in the By-laws. The initial Board of Directors shall consist of four persons. The number of directors may be increased or decreased by amendment of the By-laws. The number of directors may not be decreased to less than three. The initial Board of Directors shall consist of the following:

Franco Gennaro-	President 16522 Offenhaur Road Odessa, FL 33556
Marylou Gennaro-	Vice President 16522 Offenhaur Road Odessa, FL 33556
Rice Brooks-	Adjunct Member 5670 Granny White Pike Brentwood, TN 37027
Loretta Ortiz-	Secretary/Treasurer 4734 Woodmere Road Land O Lakes, FL 34639

ARTICLE 10

LIMITATION ON LIABILITY OF DIRECTORS

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

ARTICLE 11

INDEMNIFICATION

The Corporation may 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 director or other person related to the Corporation as provided by the provisions in the Act governing indemnification. As provided in the by-laws, the Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, or others related to the Corporation.

ARTICLE 12

CONSTRUCTION

All references in these 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 13

INCORPORATORS

The name and street address of the incorporator is:

Franco Gennaro 16522 Offenhaur Road
Odessa, FL 33556

ARTICLE 14

ACTION BY WRITTEN CONSENT

Action may be taken by use of signed written consents by the number of members, directors, or committee members whose vote would be necessary to take action at a meeting at which as such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by less than all the members, directors, or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the corporation within 60 days after the date of the earliest dated consent delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the

corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that the written consent procedures have been properly followed.

A telegram, telex, cablegram, or similar transmission by a member, director, or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the member, director, or committee member.

ARTICLE 15

AMENDMENT

These Articles may be amended in by the affirmative vote of two-thirds of the members of the board of Directors.

I executed these Articles of Incorporation on FEB. 25 2005.

I hereby am familiar with and accept the duties and responsibilities of Registered Agent.



Franco Gennaro
Incorporator/ Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA