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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated
Articles

2/19



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 4, 2008

VICTORIOUS MINISTRIES CORP.
1937 SE BUTTONWOOD DRIVE
PORT SAINT LUCIE, FL 34952

SUBJECT: VICTORIOUS MINISTRIES CORP
Ref. Number: N07000007985

We have received your document for VICTORIOUS MINISTRIES CORP .
However, the enclosed document has not been filed and is being returned to you
for the following reason(s):

Amendments for nonprofit corporations are filed in compliance with section
617.1006, Florida Statutes. Please see the attached information.

Please return your document, along with a copy of this letter, within 60 days or
your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 908A00000685

Victirious Ministries

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

December 21, 2007

RE: Filing for Victorious Ministries, Inc.:

Dear Clerk:

Please accept this amendment filing for a Florida Non-Profit Corporation. This amendment is filed pursuant to the Rules and laws of the State of Florida.

Please feel free to contact me at the address on file for this ministry.

Any and all consideration granted this matter would be greatly appreciated.

Cordially,



Shermin Williams

*As An ADMENDMENT PLEASE REPLACE
PREVIOUS FILING WITH THIS FILING.*

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08 FEB 18 PM 1:47

RE-STATED ARTICLES OF INCORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as a Director of this corporation certifies that by vote of the Board of Directors these articles of Incorporation are hereby re-stated pursuant to Florida Statutes Chapter 617.1007. The Directors further state that there are no other members entitled to vote. These action were executed on the 17th Day of December 2007.

Article I

The name of this ministry shall: Victorious Ministries Corp

Article II

The principle place of business and mailing address of this corporation shall be in the County of Saint Lucie, City of Port Saint Lucie , State of Florida. The Ministry may also have offices at such other places as the Board of Directors may from time to time designate. The principle address is. 1937 SE Buttonwood Drive, Port Saint Lucie, Florida 34952

Article III

1. To propagate the Christian Faith and to spread the Gospel of Jesus Christ as revealed through the Holy Scriptures by all means of communication, whether visual, verbal or written via seminars, radio, television, and other forms of mass media.
2. To provide for preaching, teaching, and fostering the growth of the Christian Religion in all places, local, international: to license and ordain ministers; to carry on the work of evangelism; to promote missionary work in all places; to carry on the work of ministry and/or Churches and foster their development and local sovereignty and independence according to this Constitution and its By-Laws.
3. To erect and maintain Church buildings, social halls, business offices, school buildings, recreation facilities, parsonages, and other structures as are deemed necessary for the upkeep and continuance of said buildings and facilities.
4. To collect, solicit and accent funds, gifts and other subscriptions; to hold in trust, use, mortgage, lease, sell, or otherwise acquire or dispose of property, real or chattel, in keeping with the recited purposes of this Ministry, and it shall and exercise all powers that are necessary or convenient to effect any and all of the purposes for which this Ministry is organized.
5. This organization is organized exclusively for charitable, religious, educational, and scientific purposes, 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.

6. No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall authorize 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 of 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, corresponding of any future tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the International Revenue Code, or corresponding section of any further federal tax code.

ARTICLE IV

Manner of appointment of directors

The manner in which the directors are appointed is as follows:

1. Board of Directors

This Ministry/Church, as to it's business affairs, shall be fully controlled, governed and operated by it's Board of Directors, which shall consist of a minimum of three (3) to five (5) members, but the number may be increased as the need arises, these being taken from qualified Elders. The Board of Directors shall be a President, Vice-President, Secretary/Treasurer.

The President and Vice-President of the Board of Directors will also be known as the "First Board of Trustees" All members of the Board of Directors will be appointed by the President of the Board.

2. Director

The Board of Directors at this period of time consists of the following:

Shermin Williams, The President, Senior Minister for Evangelism, Chief Executive Officer: Address: 1937 SE Buttonwood Drive, Port Saint Lucie, Florida 34952

Paul Willaims, The Vice-President and Secretary, Chief Operations Officer: Address:
1937 SE Buttonwood Drive, Port Saint Lucie, Florida 34952

Dr. Fontley Corrodus, Treasurer, Elder: Address P.O. Box 880471, Port
Saint Lucie, Florida 34988

3. New Member

New Members of the Board shall be appointed by the President of the Board as the need arises. All Board members must be chosen and accepted on the basis of scriptural qualifications laid down in 1 Timothy 3:1-7 and Titus 1:5-9, and must be official members of the Ministry/Church. No person, other than an elder shall be eligible for election or appointment to The Board of Directors.

4. Term of Office

All Board members will maintain their position for life but are subject to removal at any time when they cease to qualify under the original qualifications by which they were appointed. With the exception of the President and Vice-President, who can not be removed by any board or Ministry/church vote.

5. Replacement

The President or Vice-President with the advice of the Board of directors will determine when any member of the Board of Directors is no longer fulfilling the necessary qualifications for the office. Board members may also resign voluntarily at their own request, which must be stated in written form. The replacement of any position in the board of Directors shall be determined and appointed by the President of the Board with the advice of the Board.

6. Successor to the Senior Minister for Evangelism

The Senior Minister for Evangelism shall have the sole power, duties, and authority to name his successor. In the event of death or disability of the Senior Minister for Evangelism, the Vice-President of the First Board of Trustee will automatically become the Senior Minister for Evangelism and may appoint one or more ministers to assist, the Vice-President have A rights, powers as such.

ARTICLE V

Limitation of Corporate Powers

The President, who is also the Senior Minister for Evangelism, or delegated official, with the advice of other members of the board of Directors will have the power, duties, and authority to implement such powers and duties as follows:

- a. To exercise the power and business of the Ministry and its members.
- b. To apply to the proper authorities for permission to carry on the business of the congregation wherever they may be suitable locally, in state, nationally, or internationally.
- c. The president will have the power to appoint an attorney with the advice of the other members of the board of Directors to do any act and excuse any document for and on behalf of the Board of Directors.
- d. To manage and control investments.
- e. To manage and control gifts, legacies and beneficiaries of any kind.
- f. To meet any cost, expense and liabilities from such funds as may be needed by the Ministry.
- g. To inure, build, repair and maintain property
- h. To employ such staff as may be required in the functioning of the Ministry/Church.
- i. To properly attend to account and audit, and keep records of all payments; treasurer being appointed to prepare a proper balance sheet of Ministry/Church business on a quarterly basis of each year.
- j. To call for General Assembly of the Ministry/Church for Annual (or Special) Meetings, the date of same to be advised in the Ministry/Church News and Notice of such Meetings must be given at least two weeks in prior to the date of such meeting.

ARTICLE VI

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent is:

Name: Shermin Williams

Address:

1937 SE Button Drive
Port St Lucie FL, 34952

WOOD
BUTTONWOOD DR.

I hereby am familiar with the duties and responsibilities as a registered agent for said Corporation.



Shermin Williams

ARTICLE VII
Incorporators

The names and Street Address of the Incorporators for these Articles are:

Name: Shermin Williams

Address:

1937 SE Button Drive
Port St Lucie FL, 34952

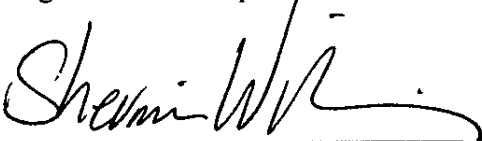
WOOD
BUTTONWOOD DR.

ARTICLE VIII

Corporate Dissolution Provision

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code, or shall distributed to the federal government, or to a state or local government, for a public purpose.

Signature of Incorporators:



Shermin Williams

CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZES UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMIT THE FOLLOWING STATEMENT IN

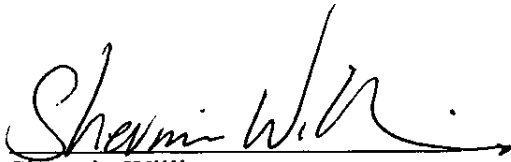
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS: *Victorious*
MINISTRIES *CORP*

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND
THE REGISTERED ADDRESS IS;

Shermin Williams
1937 SE Button Drive
Port St Lucie FL, 34952

BUTTONWOOD DRIVE


Shermin Williams