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SECRETARY OF STATE TALLAHASSEE, FLORIDA

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### **COVER LETTER**

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

Tallahassee, FL 32314	•			
SUBJECT: Victory W	Ord Church, Inc. OROPOSED CORPORATE	E NAME – <u>MUST INCLUI</u>	DE SUFFIX)	
Englosed is an original a	and one(1) copy of the Article	es 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:	Kurt Owen Name (Prin	ated or typed)	-	
	4000 S US Federal Highway Address			
	Fort Pierce, FL 34982 City, State & Zip			
772-595-0334  Daytime Telephone number				

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

## ARTICLES OF INCORPORATION OF VICTORY WORD CHURCH, INC.

(A Florida Nonprofit Corporation)

The undersigned, acting as an incorporator of a nonprofit Corporation pursuant to chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation.

### ARTICLE I NAME

The name of this corporation is VICTORY WORD CHURCH, INC., hereinafter also referred to as the "Corporation."

### ARTICLE II PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal office of the Corporation within the State of Florida shall be located at 4000 S Federal Hwy., Fort Pierce, Florida 34982.

The corporation may have such other offices, either within or outside the State of Florida, as the Board of Directors may determine from time to time.

The mailing address of the church shall be Post Office Box 14890 Fort Pierce, Florida 34979

### ARTICLE III PURPOSES, POWERS, AND LIMITATIONS

- A. The specific and primary purposes of this Corporation are:
  - 1. The preaching of the gospel of Jesus Christ through the establishment and maintenance of a local independent church of the Christian faith in the Saint Lucie County, Florida, area
  - 2. To propagate the gospel and further the cause of the kingdom of God in the State of Florida, the United States of America and in foreign lands.
  - 3. To promote fellowship and means of cooperation between churches of like faith and doctrine.
  - 4. To promote freedom of worship and liberty of expression within the limits of its own statement of faith and doctrine, among its own ministers and members

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- 5. To act with charitable and benevolent concern toward the indigent and impoverished through the distribution of food, clothing, and financial aid as well as to provide short-term shelter and long-term housing to truly needy and deserving individuals and families, as funds and resources are available.
- 6. To conduct training of missionaries and ministers, to license and ordain qualified individuals to preach the gospel, including graduates of the ministerial training program of the Corporation, and provide credentials for same; to receive, hold and disburse gifts, bequests, devises and other funds for said purpose, and to do all things necessary and incidental thereto, all in accordance with the rules, regulations, and doctrines of the Corporation.
- 7. To establish and maintain Churches and Bible training schools, to inaugurate and and maintain charitable institutions, such as homes for the aged, rest homes for ministers and missionaries, orphanages, homes for the indigent and those bound by substances abuse, and kindred institutions.
- 8. To assist working parents in their struggle to lift themselves out of the clutches of poverty by providing high-quality Christ-centered pre-schools, learning centers, and child care services.
- 9. To maintain such relations with local, state, federal and foreign governments as may be necessary for the successful accomplishment of the purposes of the organization and for the welfare of the church, ministers and members thereof.
- 10. To receive contributions, to make donations and to dispense charitable contributions through, and otherwise aid and support, those organizations qualified for exemption from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as now in effect or subsequently amended.
- 11. To fulfill the Great Commission of Christ by supporting missions, both foreign and domestic, and supporting those performing the work of carrying the gospel as missionaries, both corporations and individuals.
- 12. To minister the Word of God and spread the Gospel by conducting religious services and evangelistic crusades in established churches and in public meeting facilities, through various forms of ministries, and through all-lawful means, under the direction of the Lord Jesus Christ in accordance with all the provisions set forth in the Holy Bible. To engage in the business of television and radio broadcasting, including, but not limited to, AM, FM, FM-multiplex transmissions, satellite translators, and other means of electronic transmissions of music and messages; to own, sell, hold, lease, equip, maintain, and operate radio broadcasting and receiving stations; and to transmit receive, retransmit, or collect by electronic means, religious music, sermons, teachings, plays, or any other thing of a religious nature which may be transmitted by radio or electronic signals.

#### B. The general powers of the Corporation are:

- 1. To accept, receive, hold, sell, re-invest, and dispose of gifts, donations, devises, and bequests of both real and personal property.
- 2. To make Bylaws for the government of the Corporation, not inconsistent with the laws of the State of Florida, the United States, other states or foreign countries wherein the Corporation might minister; and to alter, revise and amend the same at will. The Bylaws of this Corporation shall, among other things, provide for:
  - a. A definite and distinct ecclesiastical government,
  - b. Formal code of doctrine and discipline,
  - c. A regular congregation,
  - d. An organization of ordained ministers ministering to the congregation,
  - e. A system of ordaining ministers after completing prescribed courses of study or the equivalent thereof,
  - f. A literature of the church,
  - g. Regular religious services,
  - h. Sunday Schools and seminars for the instruction of young and old,
  - i. Schools for the preparation of its ministers.
- 3. To purchase, acquire, own hold, sell, use, mortgage, transfer, pledge, and deed in trust personal or real property; to supervise property of others; to borrow money; to issue bonds, debentures, notes, and other obligations of this Corporation, from time to time for any of the projects or purposes of this Corporation.
- 4. To buy, lease, rent or otherwise acquire, hold or use, own, enjoy, sell, exchange, lease as lessor, mortgage deed in trust, pledge, encumber, transfer on trust, or otherwise dispose of any and all kinds of property, whether real, personal, mixed, and to receive property by devise or bequest.
- 5. To borrow money and to contract debts, to issue bonds, notes, and other evidences of indebtedness, and to secure them by any or all of the property of this Church or to issue them unsecured.
- 6. To enter into, make, perform, and carry out contracts of every kind of any lawful purpose and without limit on amount with any persons, firm, or corporation.
- 7. To engage such employees as may be necessary to perform the duties involved in carrying on the Corporation's business.
- 8. To have and to exercise all the powers conferred by Florida law upon nonprofit religious Corporations, as that law is now in effect or may at any time hereafter be amended.

### C. IRREVOCABLE DEDICATION TO CHARITABLE, RELIGIOUS AND EDUCATIONAL PURPOSES.

This Corporation is organized exclusively for charitable, religious and educational 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

#### D. PROHIBITION AGAINST PRIVATE BENEFIT.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any member of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the Corporate assets on dissolution, of the Corporation.

#### E. PROHIBITION AGAINST POLITICAL ACTIVITIES.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

#### F. GENERAL LEGAL LIMITATIONS.

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

### ARTICLE IV DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors who shall have a fiduciary responsibility to the church. There shall be seven members of the initial Board of

Directors of the Corporation. The initial Board of Directors shall hold office until the first Annual Business Meeting for the election of directors or until the respective successors to such directors shall be elected and qualified. At the end of their term of office as a Director or in the event of a vacancy on the Board, Directors shall be elected by the voting members of the Church at the next regular or special meeting thereof, in the manner set forth in the Bylaws of the Corporation. The qualifications and terms of office, shall be set forth in the Bylaws of the Corporation. The number of directors may be fixed or changed from time-to-time only by an amendment to the Bylaws of the Corporation.

#### ARTICLE V MEMBERS

The Corporation shall begin its operation with no members and therefore no classes of members.

#### ARTICLE VI DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such a manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for church purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

### ARTICLE VII POLICY REGARDING CONFLICTS OF INTEREST

Any Director, Officer, Member or key employee who has an interest in a contract or other transaction before any board, committee or other voting constituency of the Corporation for authorization, approval, or ratification thereof, shall make a prompt and full disclosure of his transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the Corporation's interest.

The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five percent (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his personal influence on, nor participate (other than to present

factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the board, committee or other voting constituency takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

#### ARTICLE VIII INITIAL REGISTERED AGENT

The initial registered agent for service of process is Kurt Owen, whose mailing address is Post Office Box 14890, Fort Pierce, Florida 34979. 4000 S Federal Hwy., Fort Pierce, FL 34982

### ARTICLE IX INCORPORATOR

The name and residence address of these Articles of Incorporation is: Kurt Owen, who mailing address is P.O. Box 14890, Fort Pierce, FL 34979, The registered agents address is 4000 S Federal Hwy., Fort Pierce, FL 34982

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this \_\_\_\_\_\_day of February, 2008

Kurt Owen, 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.

CHETARY OF STATE

ANTHOUSE FILED

### Officers and Directors all at the corporate address 4000 S Federal Hwy. Fort Pierce, FL 34982

#### Board members:

Kurt Owen - 4000 S US Hwy 1, Fort Pierce, FL 34982 Email - office@victorywordchurch.com Phone - 772-595-0334

Daniel Wilkinson – P.O. Box 921, Cloverdale, CA 95425

Email - danielwilkison@aol.com Phone 817-235-4164

Jim Burgdorf - P.O. Box 93463, South Lake TX 76092

Email - jimburgdorf@prodigy.net Phone - (817) 690-7989

Tom Cunningham - 1604 Arbor Crest Dr., Bedford, TX 76021 Email - tcunningham@vccfp.com Phone - (817) 559-5661

James Gardner - P.O. Box 2127, Jasper, Al 35502-2127 Email - jchristn@sonet.net Phone - (205) 275-3278

Voltaire Pearce - 1446 25th Street SW, Vero Beach, FL 32962 Email - pastorsogwc@comcast.net Phone - (772) 360-9508

Jim Andrews - 311 Lawrence St., Caledonia, NC 39740 Email - <u>LatinFe@attglobal.net</u> Phone - (662) 889-8655