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(Business Entity Name)

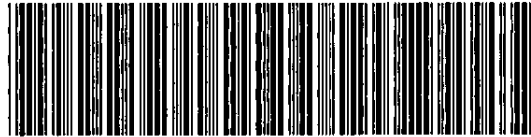
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VH

## COVER LETTER

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

SUBJECT: Victorious Living, 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: Moneque Walker Puckett  
Name (Printed or typed)

3830 Turman Loop #102  
Address

Wesley Chapel FL 33544  
City, State & Zip

813-973-9700  
Daytime Telephone number

NewTampaLawyers@gmail.com  
E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 15, 2012

MONEQUE WALKER PICKETT  
LAW OFFICES OF MONEQUE S. WALKER, P.A.  
3830 TURMAN LOOP, SUITE 102  
WESLEY CHAPEL, FL 33544

SUBJECT: VICTORIOUS LIVING, INC.  
Ref. Number: W12000026907

This will acknowledge receipt of your name reservation request. However, your request has not been granted and is being returned for the following reason(s):

You must list at least one incorporator with a complete business street address.

Please return the corrected original and one copy of 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) 245-6052.

Valerie Herring  
Regulatory Specialist II  
New Filing Section

Letter Number: 612A00014385

**Articles of Incorporation of  
VICTORIOUS LIVING, INC.**

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12 JUN -4 PM 1:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, of full age and majority, and being desirous of forming a Non-Profit Corporation for charitable, educational purposes under the provisions of Chapter 617 of the Florida Statutes, Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I  
CORPORATE NAME and OFFICE**

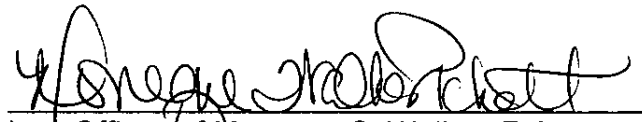
The name of this corporation is VICTORIOUS LIVING, INC. The location of the office and the mailing address of the nonprofit corporation is 7517 Bayleaf Street, Zephyrhills, FL 33540.

**ARTICLE II  
DURATION**

The period of duration of this corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

3.1 The registered agent of the corporation shall be the Law Offices of Moneque S. Walker, P.A., who fully understands the duties of that office and agrees to receive notice and service for the Corporation. The registered Office of the Corporation shall be 3830 Turman Loop, Suite 102, Wesley Chapel, Florida 33544. Such agent hereby acknowledges and accepts appointment as the Corporation Registered Agent.

  
Law Offices of Moneque S. Walker, P.A.  
By: Moneque Walker Pickett

3/1/12  
Date

#### ARTICLE IV PURPOSES

4.1 The corporation is organized and operated exclusively for charitable, educational purposes as within the meaning of Section 501(c)(3) of the Internal Revenue Code, with a focus on the underprivileged through advancement of education, community development, individual self-development, and skills training.

More specifically, these purposes shall include but not be limited to:

To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Florida and to act and operate as a charitable organization in promoting the education and matriculation of a new generation of dedicated youth, students, entrepreneurs, political leaders and educators with the training to address issues that have challenged poor and disenfranchised communities for decades;

To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code and are consistent with those powers described in the State of Florida, Nonprofit Corporation Association Act, as amended and supplemented;

To solicit and receive contributions including -

To receive personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity "in furtherance of, incidental to, or connected with any of the other purposes."

To take, purchase or otherwise acquire to own, hold, occupy, improve, develop and work; to grant, sell, exchange, let, demise, or otherwise dispose of real estate, buildings, and improvements and every right, interest, estate therein without limit as to the amount thereof and where so ever the same may be situated; to erect, construct, alter and repair buildings; to assume any and every kind of contract, agreement, obligation by or with a person, firm, corporation, or association, or any Federal, State, or other government for the erection, construction, alteration, repair, renewal, equipment, improvement, development, use, leasing, management or control of any buildings, improvements or structures of any kind wherever the same may be situated.

4.2 The corporation shall have the power to conduct activities and engage in transactions incidental to the accomplishment of the above purposes, including the power to accept contributions, subject to the following limitations:

- a. No part of the net earnings of Victorious Living, Inc. shall inure to the benefit of, or be distributable to its directors, officers, employees or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for

Articles of Incorporation  
Victorious Living, Inc.

services rendered to the corporation and to make payments and distributions in furtherance of the purpose set forth above;

- b. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and
- c. the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the most current Internal Revenue Code;
- d. Notwithstanding any other provision of these Articles, the 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 of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law); or (2) by a corporation, contributions to which are deductible under Section 170(c) (2) or said Internal Revenue Code.

4.3 If the corporation is ever classified by the Internal Revenue Service as a Private Foundation, the following provisions will prevail:

- a. The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942;
- b. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d);
- c. The corporation shall not retain any excess business holdings as defined in Section 4943(c);
- d. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944;
- e. The corporation shall not make any taxable expenditure as defined in Section 4949(d).

Any reference herein to "Section" refers to a section of the Internal Revenue Code of 1986, as amended, and to any corresponding subsequent federal tax laws.

ARTICLE V  
MEMBERSHIP

5.1 The corporation shall have no membership. The Board of Directors will act as voting members of the corporation.

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Articles of Incorporation  
Victorious Living, Inc.

ARTICLE VI  
SHARES

6.1 The nonprofit corporation is formed without any purpose of pecuniary profit and shall have no capital stock.

ARTICLE VII  
BY-LAWS

7.1 Provisions for the regulation of the internal affairs of the corporation are to be determined and set forth in the By-Laws. The original By-Laws shall be adopted by the Board of Directors of the corporation. Therefore, By-Laws may be adopted, amended or repealed by the Board of Directors in accordance with the By-Laws.

ARTICLE VIII  
DISSOLUTION

8.1 Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation in such manner 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).

8.2 Any such assets not so disposed of by the Board of Directors shall be disposed of by the district court in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE IX  
DIRECTORS

9.1 Directors shall be elected or appointed as stated in the bylaws. The number of the directors may be increased from time to time, by the bylaws, but shall never be less than three (3) or more than, fifteen (15), unless the bylaws are subsequently amended. A director may be removed as outlined in the By-Laws.

9.2 Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

9.3 The names and address of the persons who are to serve as the initial board of directors for the ensuing year or until the first annual meeting of the corporation are:

Articles of Incorporation  
Victorious Living, Inc.

NAME	ADDRESS
Dr. Moneque Pickett	8488 Dunham Station Drive, Tampa, FL 33647
Mrs. Veronica E. Jones	1125 North Galloway Road, Lakeland, FL 33810
Mr. Booker Pickett, Sr.	8488 Dunham Station Drive, Tampa, FL 33647
Mrs. Mae Pickett	P.O. Box 724, Zephyrhills, FL 33540

ARTICLE X  
OFFICERS

The officers of the corporation shall be a President, Vice President, Secretary and Treasurer. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

OFFICE	NAME
1. President	Dr. Moneque Pickett
2. Vice President	Mrs. Veronica E. Jones
3. Treasurer	Mrs. Gloria Brown
4. Secretary	Ms. Telisha McKenzie

Such office may be changed at any time by the Board of Directors without amendment of these Articles of Incorporation.

ARTICLE XI  
MISCELLANEOUS

11.1 The extent of personal liability, if any, for directors or officers for corporate obligations and the methods of enforcement and collection, are as follows: NONE.

Further, the Directors and Officers shall be exempt from liability and/or indemnified from costs and judgments to the full extent permitted by Florida law. In the event Florida law is subsequently amended to authorize the further elimination or limitation of the liability of Directors or Officers of nonprofit corporations, then the liability of the directors and Officers of the corporation in addition to the limitation on personal liability provided under this Article, shall be limited to the fullest extent permitted by such later amended Florida law.



Articles of Incorporation  
Victorious Living, Inc.

**The undersigned incorporator** certifies and affirms both that the Directors herein have read the above and foregoing Articles of Incorporation and know the contents thereof, and I have executed these Articles of Incorporation for the purposes herein stated, and that by such execution, I affirm the understanding that none of the information is intentionally or knowingly misstated as if this document had been executed under oath.

Dated the 3 day of March, 2012.

REGISTERED AGENT and INCORPORATOR:



Law Offices of Moneque S. Walker, P.A.  
By: Moneque Walker Pickett  
3830 Turman Loop, Suite 102  
Wesley Chapel, Florida 33544

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