

**H13000003041818**

## Florida Department of State

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
VICTORY PLACE INTERNATIONAL WORSHIP CENTER, INC.**

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TALLAHASSEE, FLORIDA



February 8, 2013

FLORIDA DEPARTMENT OF STATE

Division of Corporations

EMPIRE CORPORATE KIT COMPANY

SUBJECT: VICTORY PLACE INTERNATIONAL WORSHIP CENTER, INC.  
REF: W13000007908

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Articles must be in numeric order. You have Article VII listed twice.

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Ruby Dunlap  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: H13000030418  
Letter Number: 413A00003176

P.O BOX 6327 - Tallahassee, Florida 32314

H13000030418

## ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a Not for Profit corporation under chapter 617 of the florida statutes, hereby adopt(s) the following Articles of Incorporation.

### ARTICLE I

The name of this corporation shall be:

**VICTORY PLACE INTERNATIONAL WORSHIP CENTER, INC.**

### ARTICLE II

The principal place of business and the mailing address of this corporation shall be:

4301 ROCK ISLAND ROAD  
LAUDERHILL, FL 33319

### ARTICLE III

The specific purpose for which the corporation is organized:

SEE ATTACHED

### ARTICLE IV

The manner in which the directors are elected or appointed will be stated in the bylaws.

STATED IN THE MINUTES AND THE BY LAWS.

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**ARTICLE V**

The name and street address of the initial registered agent shall be:

GUY D. SPERDUTO, CPA  
8963 STIRLING ROAD  
COOPER CITY, FL 33328

**ARTICLE VI**

The name and address of the officer(s) and Directors shall be:

D  
CHOLLA WILLIAMSON  
PO BOX 5103  
FT. LAUDERDALE, FL 33310

D  
MARIO STEWART SR  
PO BOX 5103  
FT. LAUDERDALE, FL 33310

D/S/T  
PERYLETTA DIXON  
PO BOX 5103  
FT. LAUDERDALE, FL 33310

P  
DR. CLIVE A. PORTER  
PO BOX 5103  
FT. LAUDERDALE, FL 33310

S  
SHARON WRIGHT-PORTER  
PO BOX 5103  
FT. LAUDERDALE, FL 33310

## ARTICLE VII

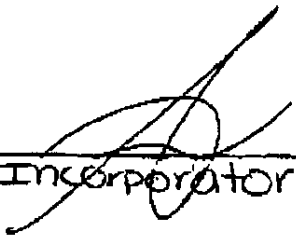
Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the internal revenue code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the court of competent jurisdiction of the county in which the principal office of the organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE VIII

The name and street address of the incorporator of these Articles of Incorporation shall be:

GUY D. SPERDUTO, CPA  
8963 STIRLING ROAD  
COOPER CITY, FL 33328

The undersigned incorporator has executed these Articles of incorporation this 7<sup>TH</sup> Day of FEBRUARY, 2013.

  
\_\_\_\_\_  
Incorporator

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

**VICTORY PLACE INTERNATIONAL WORSHIP CENTER, INC.**

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the articles of incorporation, 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.

  
\_\_\_\_\_  
REGISTERED AGENT

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## PURPOSE

Victory Place International Worship Center, a vision driven ministry which focuses on pleasing God and assisting in the surrender and development of the spiritual, moral and social man to his creator (the Lord Jesus Christ), through a saving knowledge in Him.

Our Vision Statement addresses the core purpose of our ministry:

### **Honoring God:**

Making God the center of our worship and celebration of blessings.

### **Celebrating People:**

Loving, embracing and appreciating people regardless of who they are or what stage of life they are in.

### **Changing Lives:**

Living our lives of worship, fellowship and love in such a manner that we impact and ultimately change the lives of others.

### **Impacting the World:**

Reaching all nations with the gospel of Jesus Christ, while demonstrating through life and ministry, the person and presence of our Lord.

E. If amending or adding additional Articles, enter change(s) here:  
(attach additional sheets, if necessary). (Be specific)

In order to meet the organizational test for exemption under section 501(c)(3), your organizational document, Articles of Incorporation, must include the following provisions:

- a. Said 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.
- b. 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 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 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 or 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, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- c. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.



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**CONFLICT OF INTEREST POLICY**

Any director, officer, or employee who has an interest in contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his interest to the Board or committee prior to its acting on such contract or 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.

If a conflict is deemed to exist, such persons must not vote on, nor use his personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussion or deliberation with respect to such contract or transaction. Such persons may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the absenteeism from voting and participation, and whether a quorum was present.

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