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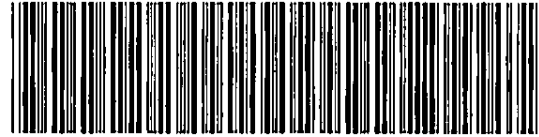
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SEP 11 2019

TALLAHASSEE

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION:

Victory Christian Center Inc

DOCUMENT NUMBER:

N48609

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Tracey L. Smith

Name of Contact Person

Victory Christian Center

Firm/ Company

3012 18th Ave So.

Address

St. Petersburg, FL 33712

City/ State and Zip Code

traceca@yahoo.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Tracey L. Smith

Name of Contact Person

at (

727

365-6846

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 7, 2019

TRACEY L SMITH
3012 18 AVE S
ST PETERSBURG, FL 33712

SUBJECT: VICTORY CHRISTIAN CENTER INC.
Ref. Number: N48609

We have received your document for VICTORY CHRISTIAN CENTER INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document needs to be titled Articles of Amendment.

Bylaws are not filed with this office. Please retain them for your records.

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) 245-6050.

Tracy L Lemieux
Regulatory Specialist II

Letter Number: 019A00016229

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AMENDED ARTICLES OF INCORPORATION

2018 SEP 11 P 11 14

FOR

VICTORY CHRISTIAN CENTER INC

OFFICE OF THE
TALLAHASSEE, FLORIDA

WHEREAS, the Articles of Incorporation of Victory Christian Center, Inc. and all amendments thereto are hereby superseded by the following Restated and Amended Articles of Incorporation/Bylaws of Victory Christian Center, Inc.

And,

WHEREAS, each such amendment made by the Restated and Amended Articles of Incorporation/Bylaws of Victory Christian Center, Inc. (hereinafter referred to as the "Corporation") has been effected in conformity with the provisions of the Florida Not for-Profit Corporation Act (hereinafter referred to as "the Act") and such Restated and Amended Articles of Incorporation/Bylaws of Victory Christian Center, Inc. were adopted by a majority of a quorum of the members of the Board of Directors of the Corporation on March 25, 2018.

And

NOW BE IT KNOWN that these amended and Restated Articles of Incorporation/Bylaws of Victory Christian Center, Inc. serve the purpose of amending and restating in their entirety the Articles of Incorporation/Bylaws of Victory Christian Center, Inc., originally filed April, 1992, together with any and all amendments thereto. Victory Christian Center, Inc. hereby adopts these Amended and Restated Articles of Incorporation/Bylaws.

ARTICLE I - NAME

The name of the Corporation shall be: Victory Christian Center, Inc.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

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

3012 18th Avenue South, St. Petersburg, FL 33712

ARTICLE III - A NON-PROFIT CORPORATION

This corporation is organized pursuant to the General Non-Profit Corporation Law of the State of Florida; the property of this corporation is irrevocably dedicated to religious and charitable purposes, and upon liquidation, dissolution or abandonment, shall not inure to the benefit of any private person except a fund, foundation, or corporation organized and operated for religious or charitable purposes and as designed in Article XII of this Constitution.

ARTICLE IV- PURPOSE AND POWERS

Section 1

This Corporation is organized exclusively for Christian, charitable, educational and other purposes within the scope of Section 501©3 of the Internal Revenue Code.

THE PRINCIPAL PURPOSE FOR WHICH THIS CORPORATION IS FORMED ARE AS FOLLOWS:

1. To establish a Biblical Christian Church to preach/teach the Gospel of Jesus Christ
2. To carry out the great commission of Jesus Christ to make disciples of all nations
3. To serve as a beacon of hope in the community lifting up the Lord Jesus Christ
4. To earnestly seek and promote unity among God's people in the biblical manner of godly love, respect and faithfulness
5. To teach the Holy Bible and equip people with the knowledge of God's word
6. To create an environment that promotes progressive life changes according to the teachings and example of Jesus Christ.
7. To render Christian guidance, assistance and education through administering the Gospel to all people
8. To spread the Word of God through church services, seminars, radio, television, literature and other means.
9. To establish a Christian school and a Bible Training Center
10. To exercise all corporate powers set forth in Chapter 617, Florida Statutes, and in accordance with other laws of the State of Florida and the United States of America so for as consistent with the aforementioned purposes.

Section 2

There shall be separation between the policy-making activities of the Board and the administration of the church. The Board will adopt policies which govern the fiduciary responsibilities of the church, and shall hold the Pastor responsible for all aspects of Victory Christian Center church in carrying out the principal purpose and operation of the ministry.

ARTICLE V – SENIOR PASTOR

5.01. **Function.** The Senior Pastor shall be appointed by a majority vote of the full Board, and may be dismissed by the same vote. All employees/volunteers of Victory Christian Center Church shall be report to the Pastor or his/her designee.

The Senior Pastor shall serve as the Spiritual Overseer of Victory Christian Center Church.

5.02. **Duties.** The Duties of the Senior Pastor include the following:

(a) **Spiritual Oversight:** The Senior Pastor, as designated in the Scriptures, is the head of the Church under the leadership of the Lord Jesus, and is referred to under the title of "pastor" or "shepherd" (Ephesians 4:11), "bishop" or "supervisor" (I Timothy 3:2-7), and "presbyter" or "elder" (Titus 1:5), Acts 20:28, 1 Peter 5:1-4 "to elders and flock", 2 Timothy 4:1-5 "instructions for elders". The Senior Pastor shall work cooperatively with the Board of Directors, Pastoral staff, Members and Partners. The Senior Pastor shall establish and communicate the God-given vision and mission of the church.

(b) **Operational duties of the church:** The Senior Pastor shall oversee and coordinate the day-to-day ministry and day-to-day administration of the church. He/she shall have the full authority to alter the duties, roles, and/or terms of employment of all employees and the terms of service for all volunteer leadership positions. The Senior Pastor shall oversee all the ongoing activities related to the development, the implementation, and the maintenance of the spiritual and temporal mission and business of the church. He/She shall follow and adhere to the policies and procedures, both assumed and specifically outlined by these Bylaws herein, in compliance with federal, state, and municipal laws.

The Senior Pastor may delegate duties and responsibilities to staff as necessary from time to time to maintain the functions and goals of Victory Christian Center Church.

(c) **Budget and Expenditures:** The Senior Pastor is primarily responsible for the spiritual life of Victory Christian Center Church, he/she shall also have corporate authority to make expenditures, within the approved budget by the Board of Directors ensuring that financial strength is directed toward the ministry directives necessary to carry out the vision of the ministry. The Senior Pastor shall also prepare for submission to the Board for adoption the annual budget for the continued operation of Victory Christian Center Church.

(d) **Staff salary recommendations:** The Senior Pastor shall submit all changes for increases/decreases staff salary for Board approval. The Compensation Team shall determine the Senior Pastor's salary based on available budget and reasonable compensation.

5.03. **Qualifications.** The Senior Pastor must be an ordained minister in good standing. He/She must be one who has been called to become a Pastor. He/she should be a mature, Spirit-filled Christian who possesses an intense love for Christ and their fellow man. He/She should possess wisdom and tact in dealing with people, and be able to communicate clearly and authoritatively. He/She must understand how people live, work and struggle, and be able to be empathic and compassionate to their concerns. His/Her own financial affairs should be in good order, and he/she should have a strong understanding of the business aspects of a church. Minimum qualifications should include but are not limited to a Bachelor's degree in social behavioral sciences, theology, divinity, religious studies or business with enhanced teaching and training at a Bible college or seminary as well as leadership/supervisory experience; or other equivalent combination of training and experience as defined by the Board.

5.04. **Appointment and/or Removal.** The Senior Pastor shall hold that position until his/her death, or until he/she resigns or is terminated by the Board of Directors for misappropriation and/or misconduct.

ARTICLE VI – OFFICERS

Section 1

Membership. The officers of Victory Christian Center Inc., shall consist of a President, a Vice-President, Secretary and Treasurer. There shall not be less than three(3) and no more than nine(9) officers at any time. The Board of Directors shall handle the business of the church and therefore should be business minded. They should see into the spiritual side of all business as well. These should lay hold of the vision given them and see that it is implemented.

Section 2

Election and Term of Office. The officers of the corporation shall be elected by the board of directors every three years. At the December Board meeting, the Board shall elect a Chair, Vice Chair, and Secretary. In the event a December meeting is not held, the election will occur at the next regularly scheduled Board meeting. Officers shall serve for a three year term and shall be eligible for re-election for one additional successive term (maximum of six years).

Section 3

Vacancy of Officers. If a vacancy should occur among board members, the Board shall elect a Board member to fill such vacancy at a regular or special meeting as soon as reasonably

possible. The elected Officer shall serve the remainder of the unexpired term and may serve in the same position for one additional term.

Section 4

Removal of Officers/Board members. An officer/board member may be removed from office by a majority vote of the Board. Grounds for such action shall be:

1. Failure to cooperate with the church's program and ministry.
2. Unscriptural conduct.
3. Doctrinal departure from the tenets of faith.
4. For any good and sufficient cause.

The Board shall proceed to fill the vacancy as provided by ARTICLE II Section 2 of these Bylaws.

Section 5

Duties of Officers:

President. The President (Chair) of the Corporation will be elected by the Board of Directors. She/He must be one who has suitable business acumen and leadership skills. The president shall be the principal executive officer of the corporation and, subject to the control of the board of directors, shall in general supervise and control all of the business and affairs of the corporation. He or she shall, when present, presides at all meetings of the board of directors. The Chair shall appoint all ad hoc Board committees, the term not to exceed the term of the Chair. The Chair shall also appoint the Chair, Vice Chair, and members of each standing committee unless otherwise specified in these Bylaws. He or she may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the board of directors, deeds, mortgages, bonds, contracts, or other instruments which the board of directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all the duties incident to the office of president and such other duties as may be prescribed by the board of directors.

Vice-President. The Vice-President (Vice-Chair) of the Corporation will be elected by the Board of Directors. He/She must be one who has adequate business acumen and leadership abilities to take charge in the Chair's absence. The Vice-Chair supports the Chair in carrying out responsibilities of the Board. In the absence of the Chair, the Vice-Chair shall preside at all meetings of the Board, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The Vice Chair shall perform all duties as assigned by the

Board. The Vice Chair shall assume the office and duties of the Chair, in the event that office becomes vacant until the Board fills the vacancy as specified in these Bylaws.

Treasurer. The Treasurer of the Corporation shall be appointed by Board of Directors. She/He must be one who has suitable business acumen, leadership skills and a strong financial background. The treasurer is responsible for ensuring the financial soundness of the corporation. The treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; and (c) in general perform all of the duties as from time to time may be assigned to her/him by the president or by the board of directors.

Secretary. The Secretary of the Corporation will be elected by the Board of Directors. The secretary shall: (a) keep the minutes of the proceedings of the board of directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation, if any; (d) in general perform all duties incident to the office of secretary and such duties as assigned to her/him by the president or by the board of directors. The secretary shall assume the office and duties of the Vice-Chair, in the event that office becomes vacant, until the Board fills the vacancy as set forth in Section 2, Article II. In the event the offices of both the Chair and Vice-Chair should become vacant, the secretary shall assume the office of the Chair until the Board fills the vacancy through an election as set forth in Section 2, Article II.

Directors. Directors of the Corporation shall be appointed by the Board of Directors. She/He must be one who has suitable business acumen and leadership skills. There are two types of Directors voting and non-voting. The Board shall consist of two voting members and one non-voting member. The Board of Directors shall consist of at least one (1) outside person not attending Victory Christian Center to bring diversity to the Board. The outside person must be a Christian with same like beliefs of Victory Christian Center, Inc. The Board of Elders may fill the office of Directors when qualified persons are lacking to fill such position. Directors shall hold office term for two (2) years.

Terms of the Officers shall start by staggering terms of current officers from start date of the new Corporation bylaws elected in place; staggering terms will begin with the President term starting beginning of next new month and followed by Vice President and Secretary.

Section 6

Powers and Duties:

The Board shall have the following powers and duties:

- a. Fiduciary responsibilities to help the Senior Pastor succeed in carrying out his/her vision.
- b. To review and approve all budget requests submitted by the Pastor.
- c. To monitor church funds, including weekly income, expenditures and revenue accounts.
- d. To determine and adopt policies that provide for general improvement of conditions.
- e. Upon Pastors' request, regularly discuss his/her vision and the support needed from the Board to fulfill.
- f. To vet ideas of the Pastor which require allocation of funds in order to carry out the purpose of the Corporation and vision of the Pastor.
- g. To authorize funds for the repair and maintenance of properties. To buy real estate, equipment, and personal property, and to construct such buildings as are needed, to support the purpose and vision of the Pastor.
- h. To maintain books of account that shall be kept by the Board, or staff, and the fiscal affairs of such Board shall be audited annually by certified public accountants selected by the Board for such purpose.
- i. To determine and adopt such policies that provide for the efficient operations of necessary administrative functions for the general improvement of conditions for children and families in Pinellas County.
- j. To employ and pay personnel needed to execute the forgoing powers and duties.

ARTICLE VII - MEETINGS

Section 1. The Board of Directors shall meet monthly and not less than once per quarter.

Section 2. Annual business meeting. There shall be an annual business meeting for Victory Christian Center Church. This business meeting may be conducted at an offsite location for Board of Directors. The Board of Directors will include a strategic planning meeting in October of each year at which time new Officers should be elected for upcoming year.

Section 3. Special Business Meetings. Special business meetings may be called by the Pastor or Board of Directors for any appropriate means necessary.

Section 4. Quorum. Three board members must be present for a quorum. No record of any special or regular business meeting of Victory Christian Center Church shall be made unless

one-half (3 members-excluding Chair) or more legal voting members are present to constitute a quorum.

Section 5. The Senior Pastor shall attend all board meetings.

Section 6. Order of Business. The regular order of business for the Board of Director meetings for Victory Christian Center Inc. shall be as follows:

1. Call meeting to Order
2. Approval of Minutes from previous board meeting
3. Report of Treasurer
4. Senior Pastor's Report
5. Status of Action items
6. Old Business
7. New Business
8. Open Agenda
9. Adjournment – Next meeting scheduled

This order of business may be altered or suspended at any meeting by a majority vote of members present.

ARTICLE VIII – FINANCES

1. All funds needed for the maintenance of Victory Christian Center Church shall be provided by voluntary contributions, tithes and offerings.
2. Monthly reports will be furnished to the officers and an Annual Report will be made available to the membership upon request.
3. Financial records, without exception, are to be kept in the church office, church filing cabinets or at the offsite storage site for a minimum of seven (7) years. Of the annual fiscal year of the church.
The Corporate fiscal year is the calendar year from January to December.
4. An External Audit will be conducted of the Victory Christian Center Church every three (3) to five (5) years. The Treasurer will submit a scope of work to the Board of Directors for approval and extend bids of at least three (3) CPA/Accounting Firms to perform external audit working closely with the Treasurer and President/Chair of the Corporation.

ARTICLE IX- BOOKS AND RECORDS

Required Books and Records. The Corporation shall keep correct and complete books and records of account. The Corporation's books and records shall include: (a) A file-endorsed copy of all documents filed with the State Secretary of State. (b) A copy of the Bylaws, and any amendments to the same. (c) Minutes of the proceedings of the Board of Directors, and of any committees having the authority of the Board of Directors. (d) A list of the names and addresses of the Directors, Members and Officers of the Corporation. (e) A balance sheet for the three (3) most recent fiscal years. (f) An income statement for the three (3) most recent fiscal years. (g) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.

ARTICLES X – DEPARTMENTS AND COMMITTEES

Committees of the Board. The President shall establish special committees as the need arises. These committees shall be assigned for a specific assignment and term. The committee shall be under the general supervision of the Board of Directors and shall provide monthly status reports. The Senior Pastor or designee may be an ex-officio member of all committees working collaboratively with the Board of Directors to determine when the need for such committees must be organized.

ARTICLES XI – PROPERTY

The Officers of Victory Christian Center Church shall have power to carry out all the purposes and powers set forth in Article IV. The President/Chair and the Treasurer's signature shall be sufficient certificate for negotiating any and all of the provided powers in said Articles.

ARTICLES XII – AMENDMENT

These articles may not be amended in anyway without the approval of majority of the board of directors. This constitution may be amended or changed by a two-thirds (2/3) vote of the officers at any regular or special meeting called for that purpose, provided due notice of such proposed change shall have been made.

ARTICLES XIII – ORGANIZATION

Said organization is organized exclusively for charitable, religious and educational purposes, including the making of distributions to organizations that qualify as exempt organizations

under section 501 ©3 of the Internal Revenue Code or corresponding sections of any future federal tax code.

ARTICLES XIV – CONDUCT OF ORGANIZATION

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 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) organization exempt from federal income tax under section 501(c)3 of the Internal Revenue Code, corresponding section of any future federal tax code or (b) by an organization, contributions to which are deductible under section 170(c)2 if the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLES XV – DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, Christian or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501©3 of the Internal Revenue Code of 2017, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Pinellas 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. The final hiring of a CPA firm and PA will be final for dissolution of the Corporation.

ARTICLES XVI – INCORPORATIONS

The names and street addresses of the incorporations for these Articles of Incorporation/Bylaws are:

Patrice Williams Moore	5230 42nd Street South St. Petersburg, FL 33711
Deborah Wilson Mells	197 Dolphin Avenue Southeast St. Petersburg, Florida
Yvonne Rembert	365 23rd Street South St. Petersburg, FL 33712
Tracey Smith	5600 5th Way South St. Petersburg, FL 33705

The undersigned incorporations have executed these Articles of Incorporation this 25th day of March 2018.

Signatures of the Incorporators:

Patrice W. Moore

Patrice Williams Moore

Deborah Wilson Mells

Deborah Wilson Mells

Yvonne Rembert

Yvonne Rembert

Tracey L. Smith

Tracey Smith