

N95000002753

Victory Community Church
(Requestor's Name)

P.O. Box 1677
(Address)

Loughman, FL 33858
(City, State, Zip) (Phone #)

RECEIVED 15 JUL 1995
106/06/95--01023--010
****122.50 ****122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in ☐ Pick up time _____

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

STAS
6/15/95

FILED
05 JUL -9 PM 8 37
CLERK
JUL 10 1999

**ARTICLES OF INCORPORATION OF
VICTORY COMMUNITY CHURCH OF LOUGHIMAN, INC.**

We the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under Chapter 617 of the laws of Florida applicable to corporations not for profit under the following proposed Charter:

ARTICLE I

Name

The name of this corporation shall be VICTORY COMMUNITY CHURCH OF LOUGHIMAN, INC., and the principal office shall be located at 33 Lone Pine Court Davenport, Florida 33837, Polk County, Florida.

ARTICLE II

Purpose

The purpose of the Church is to glorify God by fulfilling the Great Commandment (Matthew 22:36-40) and the Great Commission (Matthew 28:18-20).

1. **EVANGELISM & MISSIONS**--"To share the good news of Jesus Christ with as many people as possible in our community and throughout the world."
(Matthew 28:18-20, Acts 1:8; 2 Peter 3:9).
2. **EDUCATION**--"To help members develop toward full Christian maturity and train them for effective ministry. To promote personal spiritual growth and discipleship through Bible teaching." (Ephesians 4:11-13; Matthew 18:20, 2 Timothy 2:2).
3. **WORSHIP**--"To participate in public worship services together and to maintain personal daily devotions." (John 4:24)
4. **MINISTRY & SERVICE**--"To serve unselfishly, in Jesus' name, meeting the physical, intellectual, emotional and spiritual needs of those in our Church, community and in the world."
(1 Peter 4:10-11; Matthew 25:34-40; 1 Thessalonians 5:11; Galatians 5:13).
5. **FELLOWSHIP**--"To encourage, support and pray for each other as members of the family of God. To share our lives together."
(1 John 1:7; Acts 2:44-47; Hebrews 10:23-25; Romans 15:5,7; John 13:34-35).

This Church seeks to benefit people by providing opportunities for overall personal development (Luke 2:52) beginning in our own community and extending throughout the world.

For such purposes and operating without profit, and in the manner herein stated, the corporation shall have the power to:

A. Engage in any and all activities which may be deemed necessary or appropriate for the proper and successful attainment of the objects and purposes for which this corporation was created.

B. Solicit, accept, hold and administer contributions received by deed, gift, will, ordinance, statute or otherwise, either in trust or otherwise; to own, hold, operate and administer or dispose of real and personal property, both in this state and all other states, territories and dependencies of the United States; and generally to do all things necessary and proper to accomplish the purposes herein stated and permitted to like non-profit corporations by law.

C. Provided further that:

1. Assets or property held in trust for the corporation or by the corporation for its corporate purposes as herein stated shall be segregated and identified as being so held, and shall not be held without disclosure of the fiduciary capacity in which they are held.

2. The corporation shall not engage in any transaction prohibited by Section 503(c) of the United States Internal Revenue Code as now enacted or as it may hereafter be amended.

3. The corporation shall not apply accumulation of income in any manner which may subject it to denial of exemption as provided in Section 504 of the United States Internal Revenue Code as now enacted, or as it may hereafter be amended.

4. In the event of the dissolution of this corporation, any assets of said corporation then remaining shall be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE III **Statement of Faith**

We affirm the Holy Bible as the inspired Word of God, and as the One True Source of Authority as it pertains to our beliefs and practices. This Church accepts "The Baptist Faith and Message," a 1963 affirmation of basic Christian beliefs, as a general statement of our faith.

ARTICLE IV **Affiliation**

This Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches in world missions and other Christian endeavors, this Church voluntarily affiliates with the Ridge Baptist Association, the Florida Baptist Convention, and the Southern Baptist Convention.

ARTICLE V **Membership**

SECTION I: General

Membership in this Church shall consist of all persons who have met the qualifications for membership and are listed on the membership role.

SECTION II: Qualifications for Membership

1. A personal commitment of faith in Jesus Christ for salvation.
2. Baptism by immersion in the name of the Father, and of the Son and of the Holy Spirit as a testimony of salvation.
3. Completion of the Church's membership class.
4. A commitment to abide by the membership covenant as explained in the membership class.

SECTION III: Designation of Membership

In an effort to properly reflect the membership of the Church, three rolls shall be maintained. These rolls shall be updated periodically.

1. Active/Resident Members: All members who reside within the Church's ministry area or are currently active in the Church.
2. Inactive/Resident Members: All members who reside within the Church's ministry area but are not currently active in the Church or are under disciplinary action of the Church.
3. Nonresident Members: Members who have become inactive as a result of moving out of the Church's ministry area and have not joined another church.

SECTION IV: Responsibilities of Membership

The responsibilities of membership are described in the membership covenant.

SECTION V. Voting Rights of Membership

Every Active/Resident Member shall have the right to vote on the following matters: the annual budget of the Church, the election of the Trustees, the disposition of all or substantially all of the assets of the Church, the merger or dissolution of the Church, the acquisition of real property and related indebtedness, amendments to the Articles of Incorporation or Bylaws of the Church, and the calling or removing of a Senior Pastor. Each member 16 years and older is entitled to one vote. Voting by proxy is prohibited.

SECTION VI: Discipline of Membership.

1. Members failing to abide by the membership covenant, shall be approached by two or three of the members of the church, who will try to restore their commitment to the membership covenant.
2. Members failing to bring their life and conduct in line with the church membership covenant will be put on the Inactive/Resident membership roll, will be removed from all positions of the church and will not be allowed to vote.
3. If they persist in this behavior they will be terminated as a member of this church.

SECTION VII: Termination of Membership.

Members shall be removed from the Church roll for the following reasons:

1. Death.
2. Transfer of membership to another church.
3. By personal request of the member.
4. Dismissal by the Staff according to the following conditions:
 - a. The member's life and conduct is not in accordance with the membership covenant in such a way that the member hinders the ministry influence of the Church in the community.
 - b. Procedures for the dismissal of a member shall be according to Matthew 18:15-17.

Staff shall mean the Senior Pastor and the ordained staff of the Pastor's Management Team, such team being determined and appointed by the Senior Pastor in his sole discretion from time to time.

SECTION VIII: Restoration of Members.

Members dismissed by the Staff shall be restored by the Staff according to the spirit of 2 Corinthians 2:7-8, when their life-styles are judged to be in accordance with the membership covenant.

ARTICLE VI
Membership Meetings & Reports

SECTION I: General meetings.

A Monthly Planning Meeting shall be held on the Fourth Sunday of each month. The purpose of this meeting is to make plans for our church.

An Annual Meeting of the members shall be held in September of each year at such time as determined by the Directors. The purpose of this meeting shall be to adopt an annual budget and to elect the Trustees. Any other business may be conducted at this meeting.

SECTION II: Special Meetings.

Special meetings may be called at any time by the Directors or the Senior Pastor for any purpose by giving notice to the members in accordance with Section IV of this Article.

SECTION III: Reports.

1. A printed treasurer's report shall be made available each month which will reflect the receipts and disbursements of the past month.
2. A monthly report shall be given to advise the church of its progress and to present any needs the church may have. This report may be written or oral.

SECTION IV: Notice Requirements for Membership Meetings.

1. General Requirements. Whenever members are required or permitted to take any action at a meeting, notice shall be given to members no less than two (2) weeks prior to a meeting. Notification of membership meetings shall be given in any of the following manners which shall be deemed to be a reasonable method of calling a membership meeting:
 - a. Distribution of written material to the congregation in attendance at a Sunday service;
 - b. Announcement of the meeting in the Church newsletter;
 - c. Oral announcement to the congregation at a Sunday service; or
 - d. Delivery by United States mail to each member identified on the membership roll.

2. Notice of Certain Agenda Items. Approval by the members of any of the following proposals, other than by unanimous approval by those members entitled to vote, is valid only if the notice or waiver of notice specifies the general nature of the proposal:
- a. Calling or removing the Senior Pastor.
 - b. Amending the Articles of Incorporation;
 - c. Adopting, amending or repealing Bylaws;
 - d. Disposing of all or substantially all of the Church's assets;
 - e. Adopting or amending a merger agreement;
 - f. Approving the election to end or dissolve the Church; or
 - g. Approving the acquisition of real property and related indebtedness.

SECTION V: Quorum

Those members present and voting at a meeting duly noticed and called shall constitute a quorum of the membership for the transaction of business.

ARTICLE VII Trustees

SECTION I: Number and Term

The Directors shall, from time to time, designate the authorized number of Trustees of the Church. The Trustees shall be elected by the members at the annual membership meeting based upon the recommendation by the Directors. The Trustees may only be removed by a vote of the members.

SECTION II: Powers

The Trustees shall have the following powers and duties:

1. To provide financial counsel to the Directors. Such counsel shall be provided at the discretion of the Directors.
2. To determine the compensation of the licensed and/or ordained ministers of the Church.
3. To conduct such other duties and activities as the Directors may designate from time to time.

ARTICLE VIII Directors

SECTION I: Number and Term

The number of Directors shall be, until changed by amendment of the Articles of Incorporation by a Bylaw duly adopted by the members, such number as may from time to time be determined by resolution of the Directors, provided that such number shall not be less than three and more than fifteen (15). The Directors shall consist of the Pastor's Management Team as defined in Article V, Section VII, the Trustees and the Church Administrator when and if the church has one. Each Director may serve successive terms and shall hold office until a successor has been designated and qualified or until earlier resignation or removal.

SECTION II: Powers

1. General Corporate Powers. Subject to the provisions and limitations of the Florida Nonprofit Religious Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the activities, business and affairs of the Church shall be conducted and all corporate powers shall be exercised by or under the direction of the Directors.
2. Specific Powers. Without prejudice to the general powers set forth above, and subject to same limitations, the Directors shall have the power to:
 - a. Select and remove all officers, agents and employees of the Church except for the Senior Pastor; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws; and
 - b. Change the principal executive office or the principal business office of the Church in the State of Florida from one location to another, and designate any place within or outside the State of Florida for the holding of any meeting or meetings of the Directors; and
 - c. Adopt, make and use a corporate seal and alter the form of the seal; and
 - d. Borrow money and incur indebtedness on behalf of the Church and cause to be executed and delivered for the Church's purposes and in the Church's name, promissory notes and other evidences of debt and securities; and
 - e. Exercise all other powers conferred by the Florida Nonprofit Religious Corporation Law or other application laws.

ARTICLE IX
Meetings of the Directors

SECTION I: Place of Meetings

Regular or special meetings of the Directors may be held at any place within or outside the State of Florida that has been designated from time to time by resolution of the Directors. In the absence of such designation, meetings shall be held at the principal office of the Church. Notwithstanding the above provisions of this section, a regular or special meeting of the Directors may be held at any place consented to in writing by all of the Directors, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such meeting.

SECTION II: Regular Meetings

Regular meetings of the Directors may be held without notice if the time and place of such meetings are fixed by resolution of the Directors.

SECTION III: Special Meetings

1. Authority to Call. Special meetings of the Directors may be called for any purpose and at any time by the Senior Pastor or any other Director.
2. Notice.
 - a. Manner of Giving. Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (a) by personal delivery of written notice; (b) by first class mail, postage prepaid; (c) by telephone communication, either directly to the Director or to a person at the Director's office or home who the person giving the notice has reason to believe will promptly communicate the notice to the Director; or (d) by telecopier to the Director's home or office.
 - b. Time Requirements. Notices sent by first class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, telecopier, or telegraph shall be delivered, telephoned, faxed to the Director or given to the telegraph company at least twenty-four (24) hours before the time set for the meeting.
 - c. Notice Contents. The notice shall state the time and place for the meeting. However, the notice does not need to specify the place of the meeting if the special meeting is to be held at the Church's principal office. The notice does not need to specify the purpose of the meeting.

SECTION IV: Quorum

Those Directors present and voting at a meeting duly called and noticed shall constitute a quorum for the transaction of business. Every action taken or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Directors, subject to the provisions of the Florida Nonprofit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors.

SECTION V: Waiver of Notice

The transactions of any meeting of the Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present, and either before or after the meeting, each of the Directors not present signs a waiver of notice, a consent to holding the meeting, or approves the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any Director who attends the meeting without protesting before or at its commencement about the lack of notice.

SECTION VI: Action Without Meeting

Any action required or permitted to be taken by the Directors may be taken without a meeting, if all of the Directors, individually, or collectively, consent in writing to the action. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Directors.

ARTICLE X Officers

SECTION I: Officers

The officers of the Church shall be:

- a. The Senior Pastor who shall serve as the President of the Church and shall act as the moderator of the Church.
- b. The Chairman of the Trustees who shall serve as the Vice President of the Church and shall act as the moderator of the Church in the absence of the Senior Pastor.
- c. The Church Clerk.
- d. The Church Treasurer.

SECTION II: Election of Officers

The officers of the Church shall be elected as follows:

- a. The Senior Pastor is elected by an 85 percent vote of the members present at a meeting called for this purpose and announced in the church services the previous Sunday. The method of election shall be by secret ballot. The Senior Pastor shall remain the President of the Church as long as he is the Senior Pastor of the Church.
- b. The Chairman of the Trustees shall be elected by the Directors and shall serve at the pleasure of the Directors but not to exceed one (1) year.
- c. The Church Clerk and the Church Treasurer shall be elected by the members every year at the annual meeting to be held in September. However, if a vacancy occurs during the year the members may elect someone to fill the vacancy at any Monthly Planning Meeting or a Special called Meeting.

SECTION III: Removal of Officers

1. The Senior Pastor may only be removed by an 85 percent vote, of the members present at a meeting called for this purpose, and announced in the Church services two (2) weeks in advance. The vote shall be by secret ballot.
2. The Chairman of Trustees may be removed, with or without cause, by the Directors at a regular or special meeting of the Directors.
3. The Church Clerk and Treasurer may be removed at any regular or special meeting of the members.

SECTION IV: Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office. Such vacancies shall be filled as they occur.

ARTICLE XI
Records and Reports

The Church shall maintain the following records and reports:

1. Adequate and correct books and records of accounts (financial records); and
2. Written minutes of the proceedings of its members and Directors; and
3. A record of the members of the Church, setting forth the members' names and addresses; and
4. Contribution statements for contributors.

All such records shall be kept at the Church's principal office.

ARTICLE XII
Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Florida Nonprofit Corporation Law shall govern the construction of these Bylaws.

ARTICLE XIII
Amendments to the Bylaws

The Bylaws of this corporation may be altered, amended or repealed, and new Bylaws may be adopted by vote of two-thirds of the members present at any special or regular membership meeting at which a quorum is present.

IN WITNESS WHEREOF we, the undersigned subscribers and incorporators, have hereunto set our hands and seals this 26 day of May, 1995, for the purpose of incorporating under Chapter 617.012, Florida Statutes.

Subscribers:

James B. Norman, Jr.
James B. Norman, Jr, President

Robert L. Dunaway
Robert L. Dunaway, Chairman of the Trustees

Eileen C. Dunn
Eileen C. Dunn, Clerk

Lora C. Cody
Lora C. Cody, Treasurer

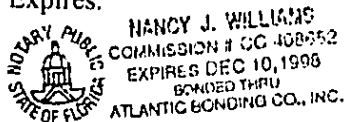
STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this 26 day of May, 1995, before me, an officer duly authorized and acting, personally appeared JAMES B. NORMAN JR. [] who is personally known to me, or [] who produced _____ as identification, ROBERT L. DUNAWAY [] who is personally known to me, or [] who produced _____ as identification, and EILEEN C. DUNN [] who is personally known to me, or [] produced _____ as identification, and LORA C. CODY [] who is personally known to me, or [] who produced _____ as identification, who executed the forgoing Articles of Incorporation for VICTORY COMMUNITY CHURCH OF LOUGHMAN, INC., and they acknowledged then and there before me that they executed said Articles of Incorporation therein set forth.

Witness my hand and official seal at Haines City, Florida, this 26 day of May, 1995.

Nancy J. Williams
Nancy J. Williams (print or type name)
Notary Public/State of Florida
at Large

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENCY
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, That VICTORY COMMUNITY CHURCH OF LOUGHMAN, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Article of Incorporation at Davenport, Florida, County of Polk, State of Florida, has named James B. Norman, Jr located at 33 Lone Pine Ct. Davenport, Florida as its agent to accept service of process within this state.

ACKNOWLEDGMENT (Must be signed by designated agent)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: James B. Norman, Jr.

DESIGNATED AGENT

I hereby certify that I am Secretary of VICTORY COMMUNITY CHURCH OF LOUGHMAN,
INC.

Dated this 26 day of May, 1995.

Eileen C. Dunn
EILEEN C. DUNN

FILED

95 JUN -6 AM 8:37

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA