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PATRICK T. MAGUIRE
Attorney at Law

308 North Belcher Road
Clearwater, Florida 34625

Telephone (813) 442-3838
Fax (813) 461-0162

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

RE: Victory Street
Ministry, Inc.

DATE: July 17, 1995

MEMORANDUM

Enclosed find original and copy of Articles of Corporation
along with filing fee of \$122.50 as referenced above.

FILED
1995 AUG - 4 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FL

Bonnie D. Trujillo
Secretary to Mr. Maguire

BDT/tm

N

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-07/21/95--01043--001
****122.50 ****122.50

~~W95-15086~~

6-15

F. CHESSEY AUG 4 1995



FLORIDA DEPARTMENT OF STATE

July 27, 1995

Sandra B. Mortham
Secretary of State

PATRICK T MAGUIRE ESQUIRE
308 N BELCHER ROAD
CLEARWATER, FL 34625

SUBJECT: VICTORY STREET MINISTRY, INC.
Ref. Number: W95000015086

FILED
1995 AUG -4 PM 3:39
SECRETARY OF STATE
TALLAHASSEE

We have received your document for VICTORY STREET MINISTRY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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 (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 695A00035623

Correction made.

*B.D. Trizella
7/31/95*

ARTICLES OF INCORPORATION
OF
VICTORY STREET MINISTRY, INC.

FILED
1995 AUG - 4 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, acknowledge and file in the Office of the Secretary of the State of Florida, for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida, these Articles of Incorporation as by law provided.

I.

NAME

The name of the Corporation, hereinafter called the "Corporation", shall be VICTORY STREET MINISTRY, INC. The initial principal office shall be 676 Orangewood Drive, Dunedin, FL 34698.

II.

PURPOSE AND POWERS

A. Purposes. The purposes for which the Corporation is formed are as follows:

1. To minister to those in need of sustenance in the name of Jesus Christ.

2. To minister Christian love.

3. To lease, acquire, either by deed, gift or purchase, any real estate or personal property to be held in trust for the benefit of the Corporation and its stated purposes.

4. To mortgage, sell, or otherwise encumber any such property when such action is deemed to be in the best interests of the Corporation.

B. Powers. To accomplish the foregoing purposes the Corporation shall have all corporate powers permitted under Florida

law, including the capacity to contract, bring suit and be sued. No part of the income of the Corporation shall be distributed to the members, directors and officers of the corporation (except that reasonable compensation may be paid for services rendered to or for the corporation).

C. The Corporation is specifically precluded from engaging in any prohibited activities as defined in Section 617.0105, Florida Statutes.

D. The Corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members shall be as regulated in the bylaws.

III.

REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this Corporation is 308 North Belcher Road, Clearwater, FL 34625 and the name of the initial registered agent of this Corporation at that address is Patrick T. Maguire, Esquire.

IV.

TERM OF EXISTENCE

This Corporation shall exist perpetually, unless terminated by due process of law.

V.

SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation are as follows:

James Rentz	676 Orangewood Drive Dunedin, FL 34698
Carol Rentz	676 Orangewood Drive Dunedin, FL 34698
Peter Hegedus	1243 So. Hillcrest Ave. Clearwater, FL 34616

VI.

BOARD OF DIRECTORS

A. The affairs and property of the Corporation shall be managed and governed by a Board of Directors composed of not less than three (3) persons. Any action required or permitted to be taken by the Board of Directors including their election or appointment shall be as set forth in the Bylaws of this Corporation.

B. The names and addresses of the persons to serve as directors are as follows:

James Rentz	676 Orangewood Drive Dunedin, FL 34698
Carol Rentz	676 Orangewood Drive Dunedin, FL 34698
Peter Hegedus	1243 So. Hillcrest Ave. Clearwater, FL 34616
Martin Span, Jr.	9367 - 86th Avenue No. Seminole, FL 34647

VII.

OFFICERS

The names and address of the officers who shall serve until the first election are as follows:

Carol Rentz
676 Orangewood Drive
Dunedin, FL 34698

President

Martin Span, Jr.
9367 - 86th Ave. N.
Seminole, FL 34647

Vice President

James Rentz
676 Orangewood Drive
Dunedin, FL 34698

Treasurer

Peter Hegedus
1243 So. Hillcrest Ave.
Clearwater, FL 34616

Secretary

VIII.

ADMISSION TO MEMBERSHIP

Membership qualification and admission shall be determined in accordance with the Bylaws of the Corporation.

IX.

BYLAWS

The Bylaws of the Corporation may be made, altered, amended, or rescinded in the following manner:

By a vote of a majority of the members of the Board of Directors at a meeting called for such purpose.

X.

AMENDMENTS

Amendments to the Articles of Incorporation may be proposed and adopted in the following manner:

Such may be proposed and considered at any regular meeting of the Board of Directors but may not be adopted until the next regular meeting of the Board of Directors and then only by unanimous vote.

XI.

DISSOLUTION AND LIMITATION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purpose.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, 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.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by IRC Section 501(h)] and not participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.

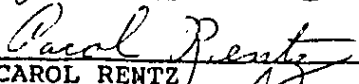
Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provision of any future United States Internal Revenue law or (b) a corporation, contributions to which are

deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 14th day of July, 1995.



JAMES RENTZ



CAROL RENTZ



PETER HEGEDUS

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT 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 STREET MINISTRY, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Dunedin, County of Pinellas, State of Florida, has named PATRICK T. MAGUIRE, ESQUIRE located at 308 North Belcher Road, Clearwater, FL 34625, County of Pinellas, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (Must be signed by designated agent)

Having been named to accept service of process for the above state corporation, at the 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:

Patrick T. Maguire
(REGISTERED AGENT)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1995 AUG -4 PM 3:39

FILED

1201 HAYS STREET
GAINESVILLE, FL 32607
(800) 222-5070
(352) 322-0300 FAX

N95 000003869



ACCOUNT NO. : 072100000032

REFERENCE : 131124

02572

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 24, 1996

ORDER TIME : 9:49 AM

ORDER NO. : 131124-005

CUSTOMER NO: 82572A

CUSTOMER: Stephen C. Watson, Esq
Hahn McClurg Watson Griffith &
101 S. Florida Avenue

Lakeland, FL 33801

500001984995--4
-10/24/96--01028--002
*****87.50 *****87.50

DOMESTIC AMENDMENT FILING

NAME: THE LAKELAND ASSOCIATION OF
REALTORS FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS: _____

96 OCT 24 11:27
DIVISION
KRF 10-24

OCT 24 1995
TALLAHASSEE
SECRETARY OF STATE
9:00 AM
\$6 OCT 24 PM 3:27

ARTICLES OF AMENDMENT

1. The following provisions of the Articles of Incorporation of THE LAKE LAND ASSOCIATION OF REALTORS® FOUNDATION, INC., a Florida corporation, filed in Tallahassee on August 14, 1995, be and they are amended in the following particulars:

Article VI be and it hereby is amended to read as follows:

ARTICLE IV. MANAGEMENT

The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board Of Directors.

Any action required or permitted to be taken by the Board Of Directors, under any provision of the law, may be taken without a meeting, if all of the directors shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board Of Directors. Any such action by written consent shall have the same force and effect as if taken by a unanimous vote of the Board Of Directors. Any certificate or other document filed, under any provision of the law which relates to the action so taken, shall state that the action was taken by the unanimous written consent of the Board Of Directors without a meeting, and that these Articles Of Incorporation authorize the Board Of Directors to so act. Such a statement shall be prima facia evidence of such authority.

This corporation 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.


No part of the net earnings of this corporation 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.

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 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 appropriate jurisdiction in 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.

2. The foregoing amendments were adopted by the Stockholders and Directors of the corporation on the 23rd day of October, 1996.

IN WITNESS WHEREOF, the undersigned Vice President of this corporation has executed these Articles of Amendment this 23rd day of October, 1996.


KEN HONEYCUTT - Vice President

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared KEN

HONEYCUTT, to me well known to be the person executing the foregoing Articles of Amendment and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Lakeland, Polk County, Florida, this 23rd day of October, 1996.

Mary Ann Burrow
NOTARY PUBLIC
Mary Ann Burrow
(Print Name of Notary Public)
STATE OF FLORIDA AT LARGE
Commission No:
My Commission Expires:

(NOTARY SEAL)



MARY ANN BURROW
MY COMMISSION # CC394337 EXPIRES
November 12, 1998
BONDED THRU TROY FAIR INSURANCE, INC.