

N960000000566

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 14, 2016

MAX AVELAR  
VICTORY CHAPEL CHRISTIAN FELLOWSHIP  
7830 NORMANDY BLVD  
JACKSONVILLE, FL 32221

SUBJECT: VICTORY CHAPEL CHRISTIAN FELLOWSHIP CHURCH, INC.  
Ref. Number: N96000000566

We have received your document for VICTORY CHAPEL CHRISTIAN FELLOWSHIP CHURCH, 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):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

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.

Irene Albritton  
Regulatory Specialist II

Letter Number: 516A00012419

*Max Avelar  
904-626-4924*

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**ARTICLES OF RESTATEMENT  
FOR  
VICTORY CHAPEL Christian Fellowship Church, INC.  
a Florida nonprofit corporation**

*N96000000566*

1. The name of the Corporation is **Victory Chapel Christian Fellowship Church, Inc.,**  
a Florida nonprofit corporation (the "Corporation").
2. Attached as Exhibit A is a copy of the Articles of Incorporation of the Corporation  
fully restated to include all amendments through the date of filing of this document.
3. The Corporation did not designate members under the existing Articles and  
there are no members entitled to vote.
4. The board of directors of the Corporation adopted the attached "Restated  
Articles of Incorporation" on the 21<sup>st</sup> day of February, 2016 to supersede and replace  
all prior articles of incorporation and all prior amendments to them, if any.
5. No other person is required to approve this Restatement.

**VICTORY CHAPEL Christian Fellowship Church, INC.,  
a Florida nonprofit corporation**

By *Ronald R. Meyer*  
Its *President*

*Clay County, Florida*



*Personally known  
March 6, 2016  
Jennifer Leavitt*

**RESTATED ARTICLES OF INCORPORATION  
OF  
VICTORY CHAPEL Christian Fellowship Church, INC.  
(a Florida nonprofit corporation)**

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The undersigned, having associated ourselves together to form a nonprofit corporation under and by virtue of the laws of the State of Florida, hereby adopt these Restated Articles of Incorporation to be legally binding as of the date of filing with Florida Corporation Commission.

**Name and Principal Place of Business.** The name of the corporation is Victory Chapel Christian Fellowship Church, Inc., a Florida nonprofit corporation (the "Corporation"). Its principal place of business is 7830 Normandy Blvd Jacksonville, FL 32221.

**ARTICLE 1. Purpose and Character of Initial Affairs.**

**1.1. Purpose:** This Corporation is organized, and at all times shall be operated exclusively as a "Charitable Organization, for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) under the applicable provisions of the United States Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) and its regulations (as they now exist or may hereafter be amended) (collectively, the "Code"). Any activity which is inconsistent with the designation as a Charitable Organization is prohibited and is void ab initio.

**1.2. Character of Affairs:** The character of the affairs which the Corporation initially intends to conduct as a Charitable Organization is a Christian church to unite together to preach the Word, administer the sacraments, and carry out God's mission, in the name of the Father and of the Son and of the Holy Spirit.

**ARTICLE 2. Board of Directors.** The names and addresses of the current Directors are:

Name	Address
Myron Leavitt	4147 Falcon Run Lane, Middleburg, FL 32068
Carlos Perez	3550 Sandybranch Ct., Middleburg, FL 32068
Jeremy Meyer	5553 Canvasback Rd., Middleburg, FL 32068

The name and addresses of current Officers are:

Name	Address	Officer
Ronald Meyer	2733 Scully Rd., Middleburg, FL 32068	President
Joseph Campbell	108 N. Senate Pl., Chandler, AZ 85225	Vice President
Max Avelar	10251 Driftwood Hills Dr., Jacksonville, FL 32221	Secretary
Tiffany Meyer	5553 Canvasback Rd., Middleburg, FL 32068	Treasurer

For the purposes of Florida corporate law, the phrases "Board," "Council" and "Church Council" refer to the "Directors," or "Board of Directors," of the Corporation, as the case may be.

**ARTICLE 3. Members.** The Corporation shall not have "members" as that term is defined by Florida's Corporate Code, §619.03. However, "Scriptural Members" may be defined and allowed by the Bylaws of the Corporation or as provided by action of the Board of Directors.

**ARTICLE 4. Limitation on Director Liability.** To the fullest extent that the law of the State of Florida, as it now exists or as it may hereafter be amended, permits the elimination of or limitation on the liability of directors, no director of the Corporation shall be liable for monetary damages for any action taken or for any failure to take any action. Repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of repeal or modification. For purposes of this Article VI, "director" includes a person who serves on a board or council of the Corporation in an advisory capacity.

**ARTICLE 5. Exempt Organization.**

5.1. This Corporation is organized not for pecuniary profit, is not a moneyed corporation (as defined by the United States Bankruptcy Code) and it shall not have the power or authority to issue shares of stock or to declare or pay dividends. No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its Directors, officers or other private persons, except that the Corporation 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 these Restated Articles of Incorporation.

5.2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

5.3. Notwithstanding any other provision of these Restated Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (a) by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) and its regulations (as they now exist or may hereafter be amended) or (b) an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) and its regulations (as they now exist or may hereafter be amended).

**ARTICLE 6. Private Foundation.** Notwithstanding any other provision of these Restated Articles, if the Corporation becomes a private foundation, as defined in Section 509 of the Internal Revenue Code of 1986, as amended, while it is a private foundation, the Corporation:

- 6.1. shall not engage in acts of self-dealing as defined in Section 4941(d);
- 6.2. shall distribute its income for each taxable year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942;
- 6.3. shall not retain excess business holdings as defined in Section 4943(c);
- 6.4. shall not make investments in such manner as to subject it to tax under Section 4944; and
- 6.5. shall not make taxable expenditures as defined in Section 4945(d).

**ARTICLE 7. Distribution of Assets.**

7.1. In the event of dissolution or final liquidation of the Corporation, neither the property of the Corporation nor any proceeds thereof shall be distributed or divided among the Directors, employees or officers of the Corporation or inure to the benefit of an individual.

7.2. Upon the dissolution of the Corporation, assets shall be distributed to another church or religious organization as determined by the Board.

7.3. The Assets shall be used 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.

7.4. If the Organization(s) does not meet these requirements, then upon the winding up and dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed in order of priority:

7.4.1. First, to one or more nonprofit companies licensed to do business in Florida which is (i) organized and operated for charitable purposes under tax exempt status under Section 501(c)(3) of the Internal Revenue Code; (ii) which adhere to the Statement of Faith attached as Exhibit 1; and, (iii) which seeks to fulfill the same or substantially similar purposes of the Corporation.

7.4.2. Next, in the unlikely event a qualifying organization cannot be found under these provisions, then the remaining assets shall be distributed to any nonprofit organization which is licensed to do business in Florida and which is organized and operated for charitable purposes as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code.

7.4.3. Finally, if none of the forgoing can be accomplished, then the assets shall be distributed to the federal government, or to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of the Corporation is then located, exclusively to an organization or organizations, as the court determines, which are organized and operated exclusively for those purposes.

**ARTICLE 8. Directors.** The Bylaws shall specify the number of Directors. Despite expiration of a Director's term, a Director may continue to hold office until that Director's successor is elected, designated or appointed and qualified.

**ARTICLE 9. Statutory Agent.** The name and address of the initial statutory agent of the Corporation is:

Max Avelar  
7830 Normandy Blvd  
Jacksonville, FL 32221

IN WITNESS WHEREOF, I signed these Restated Articles this 21<sup>st</sup> day of February, 2016.

VICTORY CHAPEL Christian Fellowship Church, INC.,  
a Florida nonprofit corporation

By Ronald L. Meyer  
Its President

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**STATUTORY AGENT**

I hereby accept appointment as statutory agent for service of process for the Corporation at the address listed above.

Max J. Arelar

7830 Normandy Blvd  
Jacksonville, FL 32221

February 21, 2016

The date of each amendment(s) adoption: \_\_\_\_\_  
date this document was signed.

March 6, 2016

FILED, if other than the  
SECRETARY OF STATE  
DIVISION OF CORPORATION

Effective date if applicable: \_\_\_\_\_

(no more than 90 days after amendment file date)

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**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s)

**(CHECK ONE)**

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated June 5th, 2016

Signature \_\_\_\_\_

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Max Avelar

(Typed or printed name of person signing)

Secretary

(Title of person signing)