

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

N96000003096

FILED  
97 AUG 15 AM 9:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

Victory Christian  
School of Orlando, Inc.

- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Name Reservation \_\_\_\_\_
- Merger File \_\_\_\_\_
- ✓ Art. of Amend. File Restated
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
- Courier \_\_\_\_\_

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Signature

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Requested by: DM

Name

Date

Time

8/15

10:16

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

RECEIVED  
97 AUG 15 AM 11:02  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 15, 1997

Capital Connection, Inc.  
417 E. Virginia Street  
Suite 1  
Tallahassee, FL 32302

SUBJECT: VICTORY CHRISTIAN SCHOOL OF ORLANDO, INC.  
Ref. Number: N96000003096

We have received your document for VICTORY CHRISTIAN SCHOOL OF ORLANDO, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

✓ The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan  
Corporate Specialist

Letter Number: 497A00041560

RECEIVED  
DIVISION OF CORPORATIONS  
AUG 18 1997

*Correction*

AUG-18-'97

FILED  
97 AUG 15 AM 9:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**VICTORY CHRISTIAN SCHOOL OF ORLANDO, INC.**  
**A CORPORATION NOT FOR PROFIT**

The following Amended and Restated Articles were duly adopted by the Board of Directors on August 4, 1997. No members were entitled to vote. The following Articles have been amended: Article III and Article V.

**ARTICLE I - NAME**

The name of this corporation is VICTORY CHRISTIAN SCHOOL OF ORLANDO, INC., with its principal place of business located at 1199 Clay Street, Winter Park, Florida 32789-5495.

**ARTICLE II - TERM**

This corporation shall exist perpetually or until dissolved by due process of law, commencing June 11, 1996. Upon the dissolution of the 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 the 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 so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation 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.

### **ARTICLE III - PURPOSE**

The general nature, object and purpose of VICTORY CHRISTIAN SCHOOL OF ORLANDO, INC. shall be to provide opportunity for students to study on the elementary and secondary level, in a Christ-centered academic environment. Further purposes are as follows:

1. Said 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 the corresponding section of any future federal tax code.

2. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) an organization exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **ARTICLE IV - SUBSCRIBERS**

The name and place of residence of the original incorporator and subscriber to these

Articles of Incorporation is as follows:

Gary Hall  
243 Timberland Avenue  
Longwood, Florida 32750

Provided, however, that the incorporator and subscriber of the corporation shall not have any vested right, interest, or privilege of, in or to the assets, functions, affairs, or franchises of this corporation or any right, interest or privilege which may be inheritable.

#### **ARTICLE V - POWERS**

The corporation is empowered as follows:

1. To purchase, lease, rent, acquire, own, construct, maintain and operate, make improvements, hold properties in trust (subject to Florida Statutes Section 617.21), use, sell, convey, mortgage, or otherwise dispose of any real estate or chattels as may be necessary for the above purposes.

2. To receive application fees, tuition payments, school fees, offerings, gifts, bequests and other income and to solicit funds and raise money to fulfill the above-stated purposes.

3. To borrow money, issue bonds, debentures, notes or other obligations, secure monies so borrowed or in payment for property, or for any of the purposes stated above.

4. Notwithstanding any other provision of these Articles, this corporation will not carry on any 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 1986 or the corresponding provision of any future United States Internal Revenue law of (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provisions of any future United States Internal Revenue law.

5. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its trustees, 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 herein. 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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

#### **ARTICLE VI -BOARD OF DIRECTORS**

The original Board of Directors shall consist of six members as follows:

Gary Hall  
243 Timberland Avenue  
Longwood, Florida 32750

Bruce Hughes  
7705 Bayberry Court  
Orlando, Florida 32810

David Malinowski  
1125 O'Day Court  
Winter Springs, FL 32708

Gene Polino  
106 Beach Avenue  
Altamonte Springs, FL 32701

Cynthia Williams  
2770 Prince John Road  
Winter Park, FL 32792

Dick Wolfe  
3005 Alamo Drive  
Orlando, FL 32805

Prior to July 1, 1996, the original Board of Directors shall appoint nine members to serve on the Board of Directors and designate the terms of each of those nine members. Three members of the initial Board of Directors will serve for a term of three years, three will serve for a term of two years and three will serve for a term of one year. A tenth member of the Board of Directors will be appointed each year by the Board of Directors of Calvary Assembly of God of Orlando, Florida, Inc. while the school utilizes the building facilities of that church in order to provide liaison between the two corporations.

Prior to July 1st of each year, three board members will be selected to fill the vacancies of those three board members whose terms will expire as of July 1st. Two of these vacancies will be filled by the Booster Committee then serving and the third vacancy will be filled by appointment by the then serving Board of Directors.

As soon after July 1st of each year, the Board of Directors shall meet and elect from among their members a chairman, vice-chairman and secretary. The term of these officers shall be until July 1st of the next year. However, they may serve consecutive terms of office during their tenure on the Board of Directors if re-elected each year.

The headmaster of the school will serve as an ex-officio, non-voting member of the Board of Directors and will provide reports to the Board from time to time as requested by the Board.

All the business affairs of the corporation shall be directed by the Board of Directors. The Board of Directors will be specifically responsible for hiring and evaluating the headmaster of the school and reviewing and approving all policies and procedures of the school.

In the Event of a tie vote of any meeting of the Board of Directors, the chairman of the Board of Directors will be empowered to cast another vote to break the tie.

#### **ARTICLE VII - OFFICERS**

The affairs of the corporation shall be administered by its officers which shall be president, vice president, and a secretary-treasurer, or a secretary and a treasurer, all of whom shall be members of the Board of Directors and such other assistant or administrative officers as determined by the Board of Directors from time to time. The Board of Directors shall elect the officers, who shall serve annual terms beginning on July 1st of each year, provided, however, that any person dealing with the corporation shall be entitled to rely upon any documents signed in behalf of the corporation by the president or vice president with the corporate seal thereto affixed and attested to by the secretary. The chairman of the Board shall be appointed president and the vice chairman of the Board shall be appointed vice president of the corporation. The secretary of the Board shall be appointed secretary of the corporation.



## **ARTICLE VIII - BYLAWS**

The Bylaws of this corporation shall be made and initially adopted by a two thirds vote of the original Board of Directors of the corporation.

The Bylaws may be amended, altered, or rescinded by a two-thirds vote of the Board of Directors of the corporation who are in attendance at any regular or special meeting called for that purpose, provided due notice of such proposed change shall have been made at least fourteen (14) days preceding the time of such meetings.

## **ARTICLE IX - BOOSTER COMMITTEE**

Each year the parents, stepparents and guardians of the students enrolled in the school for the coming year shall hold an election as soon after August 15th of each year as possible to elect members of the Booster Committee who will serve for a term which will coincide with the coming school year. The Booster Committee shall consist of not more than thirty (30) members. As soon after their election as possible, the Booster Committee shall meet and elect a chairman, vice chairman and secretary.

The purpose of the Booster Committee is to provide assistance to the school with extracurricular activities, fund-raising projects and any other activities which would be mutually beneficial to the students, parents and staff of the school at the direction of the headmaster.

A member may serve an unlimited number of terms on this Booster Committee if re-elected each year.

During any school term, in the event of a vacancy on the Booster Committee, whether caused by resignation, removal or death, the Booster Committee then serving shall select the best qualified candidate to fill said vacancy for the remainder of the school year.

On or about May 1st of each year, the Booster Committee shall by majority vote select from among their current members two persons to serve on the Board of Directors of the corporation to fill two of the vacancies which will occur on July 1st of that year. In the event the Booster Committee is unable to select two persons, the Board of Directors will make the selection to fill those vacancies.

#### **ARTICLE X - DISSOLUTION**

In the event of dissolution, winding up, or other liquidation of the assets of this corporation, the residual assets of the corporation 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 1986 or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose. These organizations or corporations shall be organizations or corporations whose express purposes are consistent with the tenets of Christian faith expressed in the Articles of Incorporation and Bylaws of VICTORY CHRISTIAN SCHOOL OF ORLANDO, INC.

#### **ARTICLE XI - AMENDMENT**


These Articles of Incorporation may be amended or changed by a two-thirds vote of the Board of Directors of the corporation who are in attendance at any regular or special

meeting called for that purpose, provided due notice of such proposed change shall have been made at least fourteen (14) days preceding the time of such meetings. Those amendments or changes shall become effective when such resolution is duly certified by the secretary of the corporation and filed with the Secretary of the State of Florida, approved by him and all filing fees have been paid.

#### ARTICLE XII - REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial Registered Agent and registered office of this corporation not for profit shall be Gary Hall, 243 Timberland Avenue, Longwood, Florida 32750.

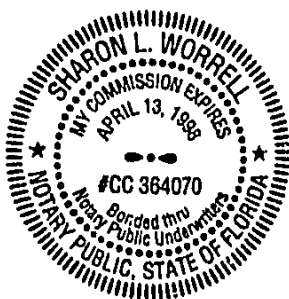
IN WITNESS WHEREOF, the undersigned subscriber/incorporator has executed these Articles of Incorporation this 14 day of August, 1997.

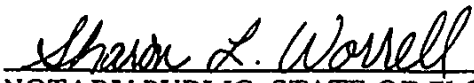
  
GARY HALL/Treasurer

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared GARY HALL ( who is personally known to me or (✓)who has produced H400-292-45-202 as FL DL identification, and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purpose expressed therein.

Sworn to and subscribed before me this 14 day of August, 1996, in the county and state aforesaid.




  
NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXPIRES: 4/13/1998

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

Pursuant to the provisions of Section 607,0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is: VICTORY CHRISTIAN SCHOOL OF ORLANDO, INC.
2. The name and address of the registered agent is: GARY HALL, 243 Timberland Avenue, Longwood, Florida 32750.

  
\_\_\_\_\_  
GARY HALL /Treasurer  
Title: *DIRECTOR / INCORPORATOR*

Date: 8/14/97

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

  
\_\_\_\_\_  
GARY HALL /Treasurer

DATE: 8/14/97