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VICTORY INTERNATIONAL MINISTRIES, INC.

Apostle Melvin Hill, D.D., Pastor

Prophetess Betty Hill, Co-Pastor

95 West Orange Ave.

Lake Wales, Fl. 33853

Phone (941) 678-9256

Fax (941) 679-9567

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*****44.00 *****43.75

**TO: FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS**

**FROM: VICTORY INTERNATIONAL MINISTRIES, INC.
95 WEST ORANGE AVE. LAKE WALES, FL.33853
PASTOR MELVIN HILL
(863) 678- 9256**

HAVE A BLESS DAY !!!!!!!!!!!

FILED
00 FEB 24 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

V. SHEPARD MAR 8 2000

FILED
00 FEB 24 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

VICTORY INTERNATIONAL MINISTRIES, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment adopted: (INDICATE ARTICLE #THREE)

1) LIMIT YOUR PURPOSES TO THOSE SPECIFIED IN 501(C)(3).

Said corporation is organized exclusively for charitable, religious and educational purposes, including, for such purposes, the making of distributions to organizations under Section 501 (c)(3).

2) LIMIT YOUR POWERS TO THOSE SPECIFIED IN 501(C)(3)

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Section 501(c)(3) purposes. 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.

Notwithstanding any other provision of the Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code) or b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

3) DEDICATE YOUR ASSETS

Upon 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 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.

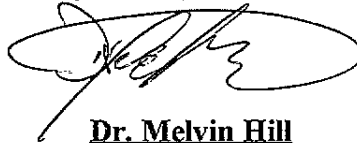
SECOND: The date of adoption of the amendment was: February 7, 2000

THIRD: Adoption of Amendment:

There are no members or members entitled to vote on the amendment. The amendment were adopted by the board of directors.

Victory International Ministries, Inc.

Signature of President

A handwritten signature in black ink, appearing to read 'Melvin Hill', enclosed within a large, loopy oval shape.

Dr. Melvin Hill

Pastor/Trustee February 18, 2000
Title Date