

**N9800005314**  
Law Offices Of  
Charles H. Groves

12550 Biscayne Boulevard  
Suite 303  
North Miami, Florida 33181  
First Union Bank Building

TELEPHONE (305) 892-2990

FAX (305) 892-2780

September 9th, 1998

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

700002638007--4  
-09/14/98--01037--006  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Article of Incorporation of  
VICTORY OUTREACH CHURCH OF GOD MINISTRIES, INC.

Dear Sir/Madam:

Enclosed please find original and copy of Article of Incorporation of Victory Outreach Church of God Ministries, Inc., along with a check in the sum of One Hundred and Twenty Two Dollars and Fifty Cents (\$122.50), representing filing fees for said non-profit organization.

Also please be informed that the Law Offices of Charles H. Groves is the registered agent and the name, address, is listed on the aforementioned letter head.

Thank you for your attention to this matter.

Very truly yours,

  
CHARLES H. GROVES, ESQ.  
For the Firm

CHG/jb  
Encls.

P. Hall

SEP 17 1998

14

FILED  
98 SEP 14 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

VICTORY OUTREACH CHURCH OF GOD MINISTRIES, INC.

FILED  
98 SEP 14 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

We the undersigned Subscribers to the Articles of Incorporation, each a natural person competent to contract, hereby associate together to form and organize a non-profit religious church corporation pursuant to the Laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be VICTORY OUTREACH CHURCH OF GOD MINISTRIES, INC. and its principal place of business shall be located in Miami, Dade County, Florida.

ARTICLE II

OBJECTS AND PURPOSES

The general nature of the object of this corporation is to conduct religious worship and instruction, churches, schools, pastoriums, and other institutions connected therewith of a religious, educational, charitable and benevolent character, both

in Miami-Dade County, Florida, and outside of Miami-Dade County to the end that its own members and others may be generally instructed and guided concerning the articles of faith, and to ordain minister of the gospel who shall preach and minister the true gospel of Jesus Christ.

Additional objects, purposes and powers shall also be advance spiritual growth and enlightenment, moral and personal purity, and righteousness among its own membership and the people of the community in which it is located; to promote home and foreign missions; and to aid in the preaching of the Gospel of Jesus Christ to the ends of the earth; also to prepare Christian men and women for the Ministry of the Gospel of Jesus Christ and to license ministers and ordain ministers of the gospel.

## ARTICLE II

### POWERS

In order that this non-profit corporation can accomplish its objectives, it shall have the power to lease suitable buildings and equipment; to acquire by purchase, donations, contributions or gifts, such personal or real property as may be necessary or advantageous to carry out the objects of this corporation, or cash or other real or personal property, to be applied to the use and purposes of this church corporation, and to execute such trusts, to mortgage or otherwise encumber its property, or to convey the same; to contract debts; to borrow money, with or without

security; to execute, issue or sell or pledge bonds, debentures, notes or other instruments to secure the payment of corporation indebtedness as may be required; to hold and dispose of such property as the church corporation shall require for the benefit of the members and not for any pecuniary profit; to enjoy all of the rights and privileges of a corporation not for profit governed by the Laws of the State of Florida. This shall be an evangelistic, as well as deliverance ministry, for spreading the gospel of Jesus Christ.

#### ARTICLE IV

##### ADDITIONAL PURPOSES

The general nature of the objects and purposes of this non-profit church corporation shall be for promoting, fostering and perpetuating the Christian Religion; to teach the Bible; to help the poor and needy; to spread the gospel; and to promulgate the doctrines and teachings of and to co-operate with the general program of the Christian Religion and the bodies of Christ in World-wide Christian ministry; to distribute Christian Literature, and to conduct regularly scheduled meetings. The scope and operation of this ministry shall be world-wide; this church shall be authorized to license ministers and to ordain ministers of the Gospel of Jesus Christ.

ARTICLE V

QUALIFICATIONS FOR MEMBERSHIP

Every person who believes in faith in Jesus Christ as Savior and Lord and who believes in forgiveness of sin and has received forgiveness of his sins and who is in harmony with the teachings of this Church as exemplified by the Articles of Confession of Faith and will take the New Testament as his guide and discipline, is qualified and eligible for membership in this corporation.

- A. This corporation may call an official meeting of its membership at any time it so desires.
- B. The members of the Church shall be the members of this corporation.

ARTICLE V

TERMS

The existence of this corporation shall be perpetual.

ARTICLE VI

SUBSCRIBERS

The names and residences of the Subscribers are as follows:

NAME:	POST OFFICE ADDRESS:	OFFICE:
OSCAR H. MCKENZIE	4501 N.W. 202nd Street Opa Locka, Florida 33055	President/ Chairman
GWENDOLYN WATSON	980 Sultan Avenue Opa Locka, Florida 33054	Secretary/ Assistant Treasurer/ Trustee

MAVIS DUGGAN	165 Northwest 197th St. Miami, Florida 33169	Treasurer/ Assistant Secretary Trustee
FREDERICK DUGGAN	165 Northwest 197th St. Miami, Florida 33169	Vice President Trustee
MURIEL DUGGAN	165 Northwest 197th St. Miami, Florida 33169	Trustee

## ARTICLE VII

### OFFICERS

The business affairs of the Corporation shall be managed by a Board of Trustees, which Board of Trustees shall consist of five members; OSCAR H. MCKENZIE, GWENDOLYN WATSON, MAVIS DUGGAN, FREDERICK DUGGAN AND MURIEL DUGGAN, they shall constitute the first Board of Trustees of this Corporation.

That the said Board of Trustees shall hold title to properties of said Corporation and shall make and enter into all contracts, obligations and mortgages which shall be necessary in and about the conduct of the business of the said Corporation.

All meetings of the said Board shall be called by the Chairman; that any three or more of said Board, including the Chairman shall constitute a quorum for the transaction of any or all business.

The Chairman of the said Board of Trustees shall have the prerogative to nominate his successor, which nomination shall become final upon ratification by two-thirds of the Corporation membership.

That in case of the death or resignation of any other member of the Board of Trustees, other than the Chairman, his or her successor shall be chosen by a majority of the Board of Trustees from the body of the Church membership.

That the said Board of Trustees shall appoint and fix the terms of officers of all officers of this corporation, including a Secretary and Treasurer, Financial Secretary, or other officers, and all committees that they may deem necessary to conduct the business affairs of this Corporation.

That the said Board of Trustees shall fix the salaries of the overseer and all officers of the Corporation whether elective or appointed.

The Chairman of said Board shall be the Pastor of this Corporation, to hold office until his death or voluntary resignation, or unless otherwise agreed upon by two-thirds vote of the Church membership.

These basic agreements are solemnly pledged among the founders and shall remain hereinafter unalterable, except by unanimous mutual agreement between the Chairman, other executive officers, and the members of the Corporation.

#### ARTICLE VIII

##### DISTRIBUTION OF ASSETS UPON DISSOLUTION

If for any reason this non-profit corporation is dissolved or it ceases to function as a church, in accordance with this Charter and these Articles of Incorporation, all of its assets and

properties whether real or personal, monies or any other things of value, shall be distributed in strict compliance with the Internal Revenue Code. Sec.501 (c) (3) and its terms and provisions. This shall be done in the manner more specifically described herein.

#### ARTICLE X

##### LOCATION AND PHYSICAL PREMISES

The street address of the initial principal office of this corporation shall be located at 18200 Northwest 22nd Avenue, Miami, Florida 33056, Dade County.

The board of Trustees may from time to time change the location to any other place in Florida, as is deemed to be in the best interests of the Church, as the circumstances may require.

#### ARTICLE XI

##### BY-LAWS

The Board of Trustees of this non-profit Church corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Trustees present at any regular meeting or any special meeting called for that purpose.

Procedures for admission, dismissal code of conduct, correction of all members and trustees shall be set forth in the By-Laws.

ARTICLE XII

AMENDMENTS OF CHARTER

These articles of incorporation may be amended by a two-thirds vote of the members of this corporation present at any regular meeting or special meeting called for that purpose, provided said proposed amendment has been submitted in writing to the membership of said corporation, prior to said meeting wherein same shall be considered.

ARTICLE XIII

INDEBTEDNESS

The highest amount of indebtedness of liability for which the corporation may at any time subject itself shall never be greater than \$1,000,000.00.

ARTICLE XIV

VALUE OF REAL ESTATE

The amount of real estate which the corporation may hold may be in excess of \$20,000.00.

ARTICLE XV

FURTHER PROVISION

This is a corporation which does not contemplate the distribution of gains, profits or dividends to the members thereof. The authorized number and qualifications of the members of this corporation, the different classes of membership, the property, voting and other rights and privileges of the church membership may be set forth and determined by the By-Laws and Amendments thereto.

No assessments shall be levied against any member and no member shall be personally liable for any debts or obligations of the organization. This shall be non-profit Church organization, pursuant to the Florida non-profit Corporation Law.

This corporation is not to be authorized to issue shares of stock in any manner, directly or indirectly.

This corporation is formed solely and exclusively for non-profit religious and charitable purposes and not for pecuniary gain or profit. No pecuniary gain or profit shall ever ensue from its business to any director, officer or member of this corporation, or to any other person or corporation. The earnings, if any, of this corporation shall be used exclusively for religious, non-profit purposes for which this Church corporation is formed, as stated herein. No member or director of this corporation shall have any personal, proprietary or beneficial interest in the property or income of this corporation, either during its corporate existence or upon its dissolution, it being hereby expressly provided that all property acquired by the corporation, real or personal, and all increments, interests or earnings thereof are and shall be devoted irrevocably and in perpetuity dedicated exclusively to non-profit religious and charitable purposes. In the event of the liquidation, dissolution or abandonment of this corporation, its property shall go to its successor church, conditioned upon that said distributees having, at the time of distribution an exempt status pursuant to the provisions of the Internal Revenue Code.

## ARTICLE XVI

### NON-PROFIT STATUS PROVISIONS

This Corporation shall be authorized to exercise the powers permitted non-profit corporations pursuant to Chapter 617 of the Florida Statutes; provided; however, this corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized, as described in Section 501 (c) (3) of the Internal Revenue Code.

The number of persons named above all constitute the number of Trustees of the corporation until changed by an amendment to the By-Laws of Charter increasing or decreasing the number of Trustees as may be desired, or the number of Trustees of the corporation may be changed by an amendment of the Articles of Incorporation.

## ARTICLE XVII


No person, firm or corporation shall ever receive any dividends or profits from the existence or operation of this corporation. Upon dissolution of the organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under the provisions of Section 501 (c) (3) of the Internal Revenue Code, or to the Federal Government, or the income or assets will be distributed to any member, officer or trustees of this corporation.


qualified for exemption under the provisions of Section 501 (c) (3) of the Internal Revenue Code, or to the Federal Government, or the income or assets will be distributed to any member, officer or trustees of this corporation.

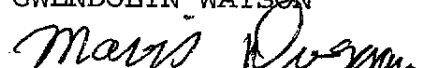
The corporation shall not, in any manner, attempt, directly or indirectly, to influence or promote legislation. It shall not in any manner attempt to promote or carry on political propaganda.

IN WITNESS WHEREOF, we, the undersigned, and above named incorporators trustees and first directors of this corporation have executed this Charter and Articles of Incorporation this 9th day of \*September, 1998, and have affixed our hands and seals, at Miami, Dade County, Florida.

  
OSCAR H. MCKENZIE

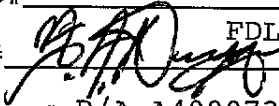
  
FREDERICK DUGGAN

  
GWENDOLYN WATSON

  
MAVIS DUGGAN

  
MURIEL DUGGAN

STATE OF FLORIDA    )  
                          ) S.S.:  
COUNTY OF DADE    )

BEFORE ME, the undersigned authority, personally appeared,  
OSCAR H. MCKENZIE, who produced ID# FDL M252-648-30-328-0,  
GWENDOLYN WATSON, who produced ID# DFL W325-280-24-670-0,  
MAVIS DUGGAN, who produced ID# FDL D250-540-30-799,  
FREDERICK DUGGAN, who produced ID#  FDL D250-241-37-250-0,  
and MURIEL DUGGAN, who produced ID# R/A-A40007385,

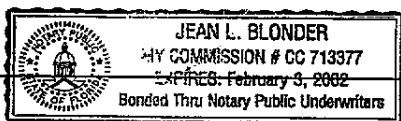
and they are the persons described as subscribers in and they took an oath and executed the foregoing Charter and Articles of Incorporation, and they acknowledged before me that they executed and subscribed to these Articles of Incorporation, for the purposes expressed therein.

Witness my hand and official seal in the County and State of Florida, this 9<sup>th</sup> day of September, 1998.

Jean L. Blonder  
Notary Public, State of Florida  
at Large

SWORN TO AND SUBSCRIBED  
BEFORE ME THIS 9<sup>th</sup>,  
DAY OF September, 1998

MY COMMISSION EXPIRES:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

SEP 14 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED.

VICTORY OUTREACH CHURCH OF GOD MINISTRIES, INC. DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH  
ITS PRINCIPAL PLACE OF BUSINESS AT 18200 NORTHWEST 22ND AVENUE,  
MIAMI, FLORIDA 33056, HAS NAMED THE LAW OFFICES OF CHARLES H.  
GROVES, LOCATED AT 12550 BISCAYNE BOULEVARD, SUITE 303, NORTH  
MIAMI, FLORIDA 33181 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS  
WITHIN FLORIDA.

SIGNATURE: Oscar H. McKenzie

OSCAR H. MCKENZIE

TITLE: PRESIDENT/CHAIRMAN

DATE :

9/9/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTE RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

Charles H. Groves, Esq.  
CHARLES H. GROVES, ESQ.

9/9/98  
DATE