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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

VICTORY NEWS NETWORK, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 18, 1999

EMPIRE

SUBJECT: VICTORY NEWS NETWORK, INC.
REF: W99000004089

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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Neysa Culligan
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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
- of -
Victory News Network, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, natural person competent to contract, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation of a corporation not for profit, under Chapter 617 of the Florida Statutes with the powers, rights, privileges and immunities hereinafter, and I do make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation, and to that end I do by these Articles set forth:

ARTICLE I
NAME

The name of this corporation shall be Victory News Network, Inc.

ARTICLE II
PRINCIPAL OFFICE

The address of the principal office of the corporation in the State of Florida is: 1859 Pine Island Road, Suite 201, Plantation, Florida 33322; and the name of the corporation's initial Registered Agent is Peter R. Colon, Jr., located at the following street address: 1859 Pine Island Road, Suite 201, Plantation, Florida 33322. The directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE III
PURPOSE

The specific nature of the business, objects and purposes proposed to be carried on and transacted, is Christian Television Broadcasting and Production and any and all ancillary lawful business for which corporations may be incorporated under the laws of the State of Florida including but not limited to the following:

(a) To borrow money and contract debts when necessary for the transaction of the business or for the exercise of its corporate rights, privileges, or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable on the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired, or for any other lawful object;

(b) To guaranty, hold, purchase, sell, assign, pledge, mortgage or otherwise dispose of the shares of capital stock, or any bonds, securities, or evidence of indebtedness created by any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

Presented by Acelo I. Pedroso, Attorney at Law
Florida Bar No.: 915815
169 East Flagler Street, Suite 1527
Miami, Florida 33131 (305) 381-9188

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(c) The purposes specified herein shall be construed both as powers and purposes and shall in no wise be limited to or restricted by reference to, or inference from, the terms of any other clause in this or any other Article, nor shall they exclude any other powers or authority granted to non-profit corporations in accordance with Section 617.0302 Florida Statutes.

(d) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, and in general to carry on any lawful business necessary or incidental to the attainment similar in nature to the objects set forth herein.

ARTICLE IV **DIRECTORS AND OFFICER**

The number of directors of this corporation shall not be less than three (3). The number of directors may be increased from time to time by the By-Laws.

The name and address of the initial Directors and Officer of this corporation are:

Director and President
Peter R. Colon, Jr.
1859 Pine Island Road, #201
Plantation, Florida 33322

Director
Michael F. Lopez
6221 N.W. 17th Court
Sunrise, Florida 33313

Director
Douglas T. Willingham
1500 S.W. 5 Place
Ft. Lauderdale, FL 33312

ARTICLE V **DURATION**

The duration of the corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE VI **INCORPORATOR**

The name and address of the incorporator of this corporation is:

Peter R. Colon, Jr.
1859 Pine Island Road, Suite 201
Plantation, Florida 33322

ARTICLE VII **DIRECTOR ACTION**

The directors of this corporation may take action by written consent as provided by law.

ARTICLE VIII **INDEMNITY**

The corporation shall indemnify any officer or director, or any former officer

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or director, to the full extent permitted by law.

**ARTICLE IX
NONPROPRIETARY LIMITATIONS**

No part of the net earnings on the Corporation shall inure to the benefit of, or be distributed to, the members, directors, or officers of the Corporation, or to any other private person. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth herein. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE X
DISPOSITION OF ASSETS**

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all assets on the Corporation by transferring such assets to such organizations which are exempt under Section 501 (c)(3) and are engaged in activities of the type described in Article III above, as the board of directors shall determine. Any of such assets not so disposed shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I have hereunto subscribed my name, at Miami, Miami-Dade County, Florida, this 12 day of February, 1999.

By


Peter C. Colon, Jr.

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**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 Chapters 48.091 and 617, Florida Statutes, the following is submitted in compliance with said Act:

Victory News Network, Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Plantation, County of Broward, State of Florida, has named Peter R. Colon, Jr., located at 1859 Pine Island Road, Suite 201, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at 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


Peter G. Colon, Jr.
Registered Agent

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TALLAHASSEE, FLORIDA

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