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March 6, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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Re: Articles of Incorporation for NORTHWEST PORT CHARLOTTE
HOMEOWNERS ASSOCIATION, INC.

Dear Sirs:

1. Please find enclosed an original and one copy of Articles of Incorporation of the above-referenced Non-Profit corporation.

Also enclosed is a check in the amount of \$70.00 for (i.e. \$35.00 for filing the corporation and \$35.00 for the registered agent).

We do not wish to receive a certified copy of the Articles, only proof of filing and document number. Please return the proof of filing to our office.

Thank you very much for your cooperation in this matter.

Sincerely,


JOHN S. DZURAK

JSD:dmm
enclosure
xc: Gerald Biscup, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

NORTHWEST PORT CHARLOTTE HOMEOWNERS ASSOCIATION, INC.

A Florida Non-Profit Corporation

THIS IS TO CERTIFY that I, GERALD BISCUP, the under-
signed, as Incorporator, for the purpose of forming a
Corporation Not for Profit under the provisions of Chapter
617, Florida Statutes (1997), do hereby make, subscribe and
acknowledge and file these Articles of Incorporation, and I
do certify that:

1. The name of the Corporation is **NORTHWEST PORT
CHARLOTTE HOMEOWNERS ASSOCIATION, INC.**

2. The purposes for which the **NORTHWEST PORT CHARLOTTE
HOMEOWNERS ASSOCIATION, INC.** are to operate a civic organiza-
tion which protects and furthers the property rights and
mutual interest of persons and other entities who own and/or
occupy real property located in Port Charlotte, Florida.

The purposes for which **NORTHWEST PORT CHARLOTTE
HOMEOWNERS ASSOCIATION,,** are exclusively religious,
charitable, scientific, literary, and educational within the
meaning of Section 501(c)(3) of the Internal Revenue Code of
1954 or the corresponding provisions of any future United
States Internal Revenue law.

Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

In the event of dissolution, the residual assets of the organization will be turned over to one or more other organizations, all of which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, state, or local government for exclusive public purposes.

However, the actions of this corporation shall be limited as follows:

a. Any income that may be received by this corporation shall be distributed in a manner as not to subject this corporation to the fifteen (15%) percent excise tax for undistributed income under Section 4942 of the United States Internal Revenue Code.

b. Self-dealing, as that term is defined by Section 4941(d) of the United States Internal Revenue Code, shall be prohibited.

c. This corporation shall be prohibited from retaining excess business holdings, as that term is defined in Section 4943(c) of the United States Internal Revenue Code.

d. This corporation shall be prohibited from making investments prohibited by Section 4943(c) United States Internal Revenue Code.

e. This corporation shall be prohibited from making taxable expenditures as that term is defined by Section 4945(d) United States Internal Revenue Code.

3. The duration of this corporation shall be for perpetual existence.

4. The membership of this corporation shall be the subscribers and officers named herein, and all other persons admitted to membership by the Directors; and, the qualifications for members and the manner of their admission shall be regulated by the By-Laws of this corporation.

5. The name and addresses of the original Incorporator of this corporation is:

GERALD BISCUP

722 N.W. Mirado Lane
Port Charlotte, FL 33948

6. The affairs the corporation shall be managed by a Board of Directors of not less than seven (7) nor more than nine (9) members. The Board of Directors shall be composed of the officers of the Corporation (i.e. President, Vice-President, Secretary, and Treasurer), the immediate Past-President of the Corporation, and no less than two (2) nor more than four (4) other elected Directors, The name and address of the persons who are to serve as the initial Directors of this corporation are:

GERALD BISCUP	722 N.W. Mirado Lane Port Charlotte, FL 33948
PEG POTTS	23048 Jumper Avenue Port Charlotte, FL 33952
ELLEN PETERSON	20275 Mt. Prospect Avenue Port Charlotte, FL 33952
DR. WILLIAM HARE	1084 Waterside Street Port Charlotte, FL 33952
AL TOUSIGNANT	23420 Peachland Boulevard Port Charlotte, FL 33954
KEN DEUBEL	442 Kostner Street Port Charlotte, FL 33954
MARION BOYD	20225 Mt. Prospect Avenue Port Charlotte, FL 33952
STANLEY WINTERS	1169 Presque Isle Drive Port Charlotte, FL 33952
EUGENE R. NOVAK	1585 Viscaya Drive Port Charlotte, FL 33952

7. The corporation shall have the following corporate officers: a President, a Vice President, a Secretary and a Treasurer. Said corporate officers shall be elected by the Board of Directors on an annual basis.

8. The Board of Directors shall be composed of the elective officers of the Corporation (i.e., President, Vice-President, Secretary, and Treasurer, and the immediate past-president, and not less than two (2) nor more than four (4) other Directors who shall be elected on an annual basis. The Board of Directors shall serve on an annual basis. The initial Board of Directors shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified.

9. The Articles of Incorporation of this corporation shall be amended by Resolution passed by a majority of the Board of Directors.

10. The By-Law of this corporation are to be made, altered or rescinded by the Board of Directors.

11. The initial business office of the Corporation is to be located at 722 N.W. Mirado Lane, Port Charlotte, Florida, 33948, and the name of its initial Registered Agent is GERALD BISCUP, whose mailing address is 722 N.W. Mirado Lane, Port Charlotte, Florida 33948. The mailing address

of the Corporation is Post Office Box 2206, Port Charlotte,
Florida 33949-2206.


"I hereby accept designation as Resident Registered Agent, to act in this capacity, and to agree to comply with the provisions of Florida law with regards to keeping open the Registered Office of corporation".

DATED: March 6, 1998


GERALD BISCUP

12. This corporation shall possess all powers now or hereafter conferred upon corporations not for profit by the statutes of the State of Florida.

IN WITNESS WHEREOF, I the undersigned subscribing Incorporator, has hereunto set his hand and seal this 5th day of March 1998, for the purposes of forming this Corporation Not for Profit under the laws of the State of Florida.


GERALD BISCUP,
Incorporator

STATE OF FLORIDA

COUNTY OF CHARLOTTE


BEFORE ME, the undersigned authority, duly authorized in the State and County aforesaid to take acknowledgments

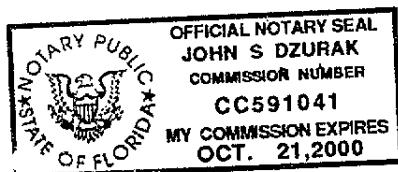
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NOTARY PUBLIC STATE
TALLAHASSEE, FLORIDA

personally appeared GERALD BISCUP, to me well know to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State above-named this 6th day of March 1998.

My commission expires:


JOHN S. DZURAK, NOTARY PUBLIC
State of Florida at Large



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SEAL OF STATE
TALLAHASSEE, FLORIDA