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LAW OFFICES OF
JOHN D. SPEAR
SUNSHINE PROFESSIONAL CENTER
9200 BONITA BEACH ROAD
SUITE 204
BONITA SPRINGS, FLORIDA 34135-4278
www.JohnDSpear.com

JOHN D. SPEAR
BOARD CERTIFIED REAL ESTATE ATTORNEY
JAMES E. KERR

(941) 947-1102
FAX (941) 947-5055

June 14, 1999

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

400002906234--2
-06/16/99--01036--013
122.50 **78.75

RE: PARKS FOR PEOPLE, INC.

Dear Sir or Madam:

Enclosed are two originals of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is our check in the amount of \$122.50 representing payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
	\$122.50

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

Sincerely,



John D. Spear

JDS/sav

Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

PARKS FOR PEOPLE, INC.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be PARKS FOR PEOPLE, INC.
and shall be a not for profit corporation organized under Chapter
617, Florida Statutes, and shall have all powers given to a not for
profit corporation by the provisions of the Florida Not For Profit
Corporation Act.

ARTICLE II
CORPORATE PURPOSES

A. The nature of the Corporation and the objects and
purposes for which it is organized are exclusively charitable and
educational. More specifically, its purpose shall be to provide a
voice for individuals who use public parks but are not active
politically and to heighten the public mandate on how parks are
designed and operated; to concentrate initially on Lovers Key State
Recreation Area in Lee County, Florida; to create a public park
model on Lovers Key State Recreational Area that can be replicated
elsewhere in Florida and in the United States which maximizes human
fulfillment through the creative enhancement of the public park's
unique resources; and to engage in any other lawful purpose or
purposes not for pecuniary profit.

B. Notwithstanding any of the foregoing statements of
purposes and powers, this corporation shall not, except to an
insubstantial degree, engage in any activities or exercise any

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TALLAHASSEE FLORIDA

powers that are not in furtherance of the primary purpose of this corporation as set forth in paragraph A of this Article. Moreover, nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for the profit of its members, or to distribute any gains, profits, or dividends to its members as such, except for distributions of assets on dissolution and winding up, and except as may otherwise be authorized by the laws of the State of Florida.

ARTICLE III INCORPORATORS & INITIAL DIRECTORS

The name and address of the incorporators and initial directors of this Corporation is as follows:

Veronica Sapp Shoemaker 3054 Mango Street Ft. Myers, FL 33916	Andrew P. DeSalvo 1425 Reynard Drive Ft. Myers, FL 33919
Homer Trussell Pyle 846 Xavier Avenue N. Ft. Myers, FL 33919	Ronald Weaver 1500 Palm Square Blvd., #105 Ft. Myers, FL 33919
R. Floyd Luckey, Jr. 5164 Bonita Beach Rd. Bonita Beach FL 34134	Barbara A. Luckey 5164 Bonita Beach Rd. Bonita Beach, FL 34134
John D. Spear 9200 Bonita Beach Rd., Ste. 204 Bonita Springs, FL 34135	Donald L. Trusler 5220 Bonita Beach Rd. SW #302 Bonita Springs, FL 34134

ARTICLE IV ELECTION OF DIRECTORS

The Directors of this Corporation shall be elected as provided for in the bylaws of the Corporation.

ARTICLE V REGISTERED OFFICE

The initial registered office of the Corporation shall be

located at 9200 Bonita Beach Road, Suite 204, Bonita Springs, Florida, 34135. The initial registered agent of the Corporation at that address shall be John D. Spear. This address shall also be the address of the principal office of the corporation.

ARTICLE VI CORPORATE RESTRICTIONS

A. Subject to the restrictions and limitations hereinafter set forth, the Corporation will use and apply the whole or any part of its income and its principal exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

C. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

D. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

E. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

F. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

G. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

H. 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 and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section

170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

I. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court 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 the Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation, this 11 day of June, 1999.

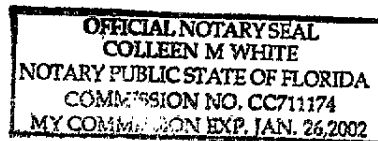
Veronica Sapp Shoemaker
Veronica Sapp Shoemaker, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

SWORN TO and subscribed before me this 11 day of
June, 1999, by Veronia Sapp Shoemaker who is personally
known to me or who has produced a driver's license as
identification.

Colleen M. White
NOTARY PUBLIC
My Commission Expires:

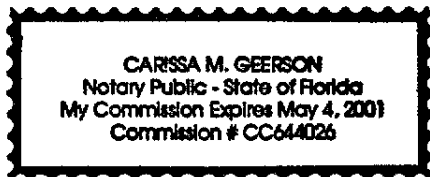


Andrew P. DeSalvo
Andrew P. DeSalvo, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

SWORN TO and subscribed before me this 10th day of
June, 1999, by Andrew P. DeSalvo who is personally
known to me or who has produced a driver's license as
identification.



Carissa M. Geerson
NOTARY PUBLIC
My Commission Expires:


Homer Trussell Pyle, Incorporator

STATE OF FLORIDA

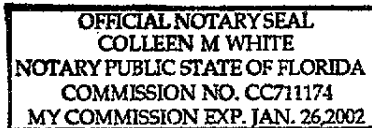
COUNTY OF LEE

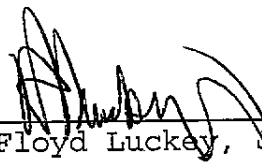
SWORN TO and subscribed before me this 11 day of
June, 1999, by Homer Trussell Pyle who is personally
known to me or who has produced a driver's license as
identification.



NOTARY PUBLIC

My Commission Expires:




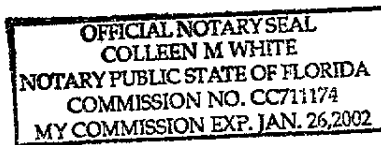

R. Floyd Luckey, Jr. Incorporator

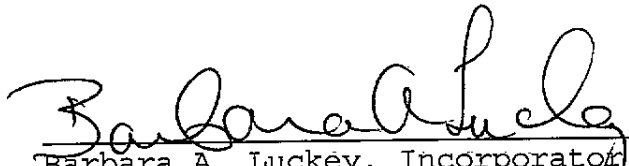
STATE OF FLORIDA

COUNTY OF LEE

SWORN TO and subscribed before me this 11 day of June, 1999, by R. Floyd Luckey, Jr. who is personally known to me or who has produced a driver's license as identification.


NOTARY PUBLIC
My Commission Expires:



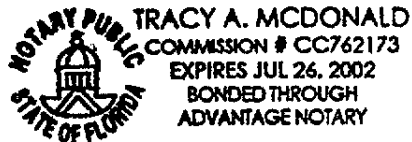

Barbara A. Luckey, Incorporator

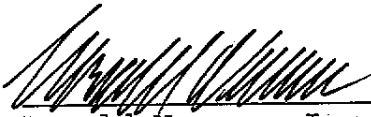
STATE OF FLORIDA

COUNTY OF LEE

SWORN TO and subscribed before me this 11 day of
June, 1999, by Barbara A. Luckey who is personally
known to me or who has produced a driver's license as
identification.


NOTARY PUBLIC *Personally Known to Me*
My Commission Expires:



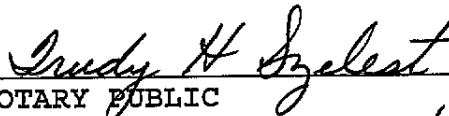


Ronald Weaver, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

SWORN TO and subscribed before me this 11th day of
JUNE, 1999, by Ronald Weaver who is personally known to
me or who has produced a driver's license as identification.



NOTARY PUBLIC

My Commission Expires: 3/15/2003

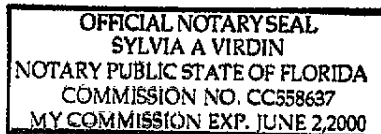


John D. Spear
John D. Spear, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

SWORN TO and subscribed before me this 11th day of June, 1999, by John D. Spear who is personally known to me or who has produced a driver's license as identification.



Sylvia A. Virdin
NOTARY PUBLIC
My Commission Expires:

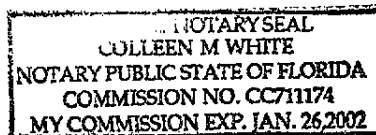
Donald L. Trusler
Donald L. Trusler, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

SWORN TO and subscribed before me this 11 day of
June, 1999, by Donald L. Trusler who is personally known
to me or who has produced a driver's license as identification.

Colleen M. White
NOTARY PUBLIC
My Commission Expires:



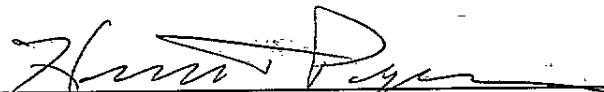
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, AND SECTION 617.0501,
FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

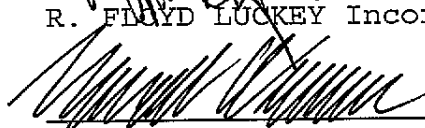
That PARKS FOR PEOPLE, INC. desiring to organize or qualify
under the laws of the State of Florida, with its principal place of
business at 9200 Bonita Beach Road, Suite 204, located at Bonita
Springs, Florida, 34135, as its agent to accept service of process
within Florida.


VERONICA SAPP SHOEMAKER, Incorporator



ANDREW P. DESALVO, Incorporator


HOMER TRUSSELL PYLE, Incorporator


R. FLOYD LUCKEY Incorporator


RONALD WEAVER, Incorporator


BARBARA A. LUCKEY, Incorporator

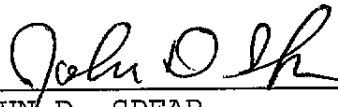

JOHN D. SPEAR, Incorporator


DONALD L. TRUSLER, Incorporator

Dated: June 11, 1999

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, John D. Spear hereby agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.



JOHN D. SPEAR
REGISTERED AGENT

Dated: June 11, 1999

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99 JUN 16 PM 1:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA