



Prescribed by **J. Kenneth Blackwell**

Ohio Secretary of State  
Central Ohio: (614) 466-3910  
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

[www.state.oh.us/sos](http://www.state.oh.us/sos)

e-mail: busserv@sos.state.oh.us

<b>Expedite this Form:</b> (Select One)	
<b>Mail Form to one of the Following:</b>	
<input type="radio"/> Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of \$100 ***
<input checked="" type="radio"/> No	PO Box 670 Columbus, OH 43216

## INITIAL ARTICLES OF INCORPORATION

(For Domestic Profit or Non-Profit)

Filing Fee \$125.00

THE UNDERSIGNED HEREBY STATES THE FOLLOWING:

**(CHECK ONLY ONE (1) BOX)**

<b>(1)</b> <input type="checkbox"/> Articles of Incorporation Profit (113-ARF) ORC 1701	<b>(2)</b> <input checked="" type="checkbox"/> Articles of Incorporation Non-Profit (114-ARN) ORC 1702	<b>(3)</b> <input type="checkbox"/> Articles of Incorporation Professional (170-ARP) Profession _____ ORC 1785
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**Complete the general information in this section for the box checked above.**

**FIRST:** Name of Corporation \_\_\_\_\_ (please see attached - name does not fit in this field)

**SECOND:** Location Columbus \_\_\_\_\_ Franklin \_\_\_\_\_  
(City) (County)

Effective Date (Optional) \_\_\_\_\_ Date specified can be no more than 90 days after date of filing. If a date is specified, the date must be a date on or after the date of filing.  
(mm/dd/yyyy)

Check here if additional provisions are attached

**Complete the information in this section if box (2) or (3) is checked. Completing this section is optional if box (1) is checked.**

**THIRD:** Purpose for which corporation is formed

A. To govern a special improvement district created pursuant to ORC Chapter 1710 (the "District").

B. To encourage and participate in programs that will maintain, improve and build the District as a viable mixed-use community.

C. To assist the City of Columbus, Franklin County, and (continued in additional provisions)

**Complete the information in this section if box (1) or (3) is checked.**

**FOURTH:** The number of shares which the corporation is authorized to have outstanding (Please state if shares are common or preferred and their par value if any) \_\_\_\_\_ N/A \_\_\_\_\_ N/A \_\_\_\_\_ N/A  
(No. of Shares) (Type) (Par Value)

(Refer to instructions if needed)

**Completing the information in this section is optional**

**FIFTH:** The following are the names and addresses of the individuals who are to serve as initial Directors.

N/A; Revised Code 1710.02 requires the Directors to be elected

(Name)

at the initial meeting.

(Street)

**NOTE: P.O. Box Addresses are NOT acceptable.**

(City)

(State)

(Zip Code)

(Name)

(Street)

**NOTE: P.O. Box Addresses are NOT acceptable.**

(City)

(State)

(Zip Code)

(Name)

(Street)

**NOTE: P.O. Box Addresses are NOT acceptable.**

(City)

(State)

(Zip Code)

**REQUIRED**  
Must be authenticated  
**(signed)** by an authorized  
representative  
**(See Instructions)**

[Signature Box]

Authorized Representative

[Date Box]

Date

Mark Barbash

(Print Name)

50 E. Gay Street, 3rd Floor, Dept. of Development

Columbus OH 43215

[Signature Box]

Authorized Representative

[Date Box]

Date

Scott F. Linville

(Print Name)

c/o Hines, 41 South High Street

Columbus OH 43215

[Signature Box]

Authorized Representative

[Date Box]

Date

John C. Rosenberger

(Print Name)

Capitol South C.U.R.C., 20 East Broad Street, Suite 100

Columbus OH 43215

Complete the information in this section if box (1) (2) or (3) is checked.

## ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of Reauthorized Capital (see attached for full name) hereby appoint the following to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is

CPM Statutory Agent Corp.

(Name)

366 E. Broad Street

(Street)

**NOTE: P.O. Box Addresses are NOT acceptable.**

Columbus, Ohio 43215

(City)

(Zip Code)

Must be authenticated by an authorized representative

Authorized Representative

Date

Authorized Representative

Date

Authorized Representative

Date

### ACCEPTANCE OF APPOINTMENT

The Undersigned, CPM Statutory Agent Corp., named herein as the

Statutory agent for, Reauthorized Capital Crossroads Special Improvement District Of Columbus, Inc.

, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature: \_\_\_\_\_  
(Statutory Agent)

# Instructions for Initial Articles of Incorporation

## I. Select a name for your corporation.

- A. The name you choose for your corporation **MUST BE AVAILABLE FOR REGISTRATION.**  
(ORC 1701.05)

To be considered available for registration, your proposed name must be distinguishable upon the records of the secretary of state from prior registrations of corporations, trade names, limited liability companies, limited liability partnership.

A name is not considered distinguishable from another name if it only differs in one or more of the following ways:

1. The use of the word corporation, company, incorporated, limited or any abbreviation of those words.
2. The use of any articles, conjunctions, contraction, abbreviation, or punctuation.
3. The use of a different tense or number of the same word.
4. Phonetic spellings. (i.e., Quick v. Kwik)
5. Use of prepositions. (i.e., Galaxy of Homes v. Galaxy Homes)
6. Use of the same letter or initial. (i.e., A. Cable v. AA Cable)
7. Use of possessive. (i.e., Doyle Motors v. Doyles Motors)

### **PLEASE NOTE THAT THIS LIST IS NOT ALL INCLUSIVE**

AVAILABILITY OF A NAME MAY BE CHECKED BY CALLING 1-877-SOS-FILE, OR TO ASSURE YOUR PROPOSED TITLE WILL BE AVAILABLE FOR REGISTRATION, YOU MAY FILE A NAME RESERVATION PRIOR TO INCORPORATING.

Your proposed name will not be available for registration if it indicates or implies that it is connected with a government agency of the state of Ohio, another state or the United States.

The name of the corporation must end with or include "Company", "Co.", "Corporation", "Corp.", "Incorporated", or "Inc."

PLEASE NOTE: INCORPORATION UNDER A PARTICULAR NAME IS NOT AUTHORIZATION FROM THE SECRETARY OF STATE TO USE A PARTICULAR NAME. INCORPORATION UNDER A PARTICULAR NAME MEANS THAT THE NAME IS AVAILABLE FOR REGISTRATION PURSUANT TO THE NAME AVAILABILITY STANDARD LISTED ABOVE.

- II. The articles of incorporation must indicate the city, village or township AND county in which the corporation is to be located. (ORC 1701.04, 1702.04)

Note: Entering the effective date is optional. If the date field is left blank, the effective date will be the date the filing is received. If a date is entered, it can **not** be more than 90 days **after** the date of receipt.

- III. The articles must set forth the purpose for which the corporation is formed. (ORC 1701.04) **(OPTIONAL IF BOX (1) IS CHECKED)**

- A. A corporation may be formed under this chapter for any purpose or combination of purposes for which individuals lawfully may associate themselves, except that, if the Revised Code contains special provisions pertaining to the formation of any designated type of corporation other than a professional association, as defined in section 1785.01 of the ORC, a corporation of that type shall be formed in accordance with the special provisions.

- B. A corporation formed under Chapter 1702 of the ORC must contain a specific purpose for which the corporation is formed.
- IV. The articles must indicate the number of shares of stock which the corporation is authorized to issue, together with the express terms, if any, of the shares. (ORC 1701.04(A)(4)). If no express terms stated shares, will be listed as no par value.
- V. The articles must be accompanied by an original appointment of agent. (ORC 1701.04(D))
- VI. The address listed for the statutory agent must contain a street and number. Post office box addresses and "building" addresses i.e., 100 Big Tower are not acceptable.
- VII. The named statutory agent must acknowledge and accept the appointment of agent. (ORC 1701.07(B))
- VIII. The filing fee for articles of incorporation is based upon the number of shares authorized in your articles. If you have authorized 1,500 shares or less in your articles of incorporation, your filing fee will be \$125.00. If you wish to authorize more than 1,500 shares, your filing fee can be calculated by the standards set fourth in (ORC 111.16(A)92)). If you need assistance in calculating your filing fee, you may contact 1-877-SOS-FILE
- VIII. All of the incorporators must sign the articles of incorporation, and a majority of the same incorporators must sign the original appointment of statutory agent. (ORC 1701.04 and 1701.07)

PLEASE NOTE: A "SUBCHAPTER S" STATUS IS A TAX DESIGNATION. A "SUBCHAPTER S" STATUS MUST BE SECURED FROM THE INTERNAL REVENUE SERVICE. IN ADDITION, NOTICE OF A "SUBCHAPTER S" ELECTION MUST BE PROVIDED TO THE OHIO DEPARTMENT OF TAXATION (ORC 5733.09 (B)). FOR INFORMATION CONCERNING QUALIFICATIONS OR REQUIREMENTS FOR "SUBCHAPTER S" STATUS, YOU WILL NEED TO CONTACT THE IRS.

### **ORIGINAL APPOINTMENT OF STATUTORY AGENT**

- I. Profit and non-profit articles of incorporation must be accompanied by an original appointment of agent. ORC 1701.07(B), 1702.06(B)
- II. The statutory agent for a corporation may be : (a) a natural person who is a resident of Ohio, or (b) an Ohio corporation or a foreign profit corporation licensed in Ohio, which has a business address in this state and is explicitly authorized by its articles of incorporation to act as a statutory agent. ORC 1701.07(A), 1702.06(A)
- III. An original appointment of agent form must be signed by at least a majority of the incorporators of the corporation 1701.07 (B), 1702.06(B). These signatures must be the same as the signatures on the articles of incorporation.