

ARTICLES OF INCORPORATION
OF
MORSE ROAD SPECIAL IMPROVEMENT DISTRICT OF COLUMBUS, INC.

EXHIBIT A

- THIRD:** The purpose for which the Corporation is formed shall be:
- PURPOSE To govern the Morse Road Special Improvement District of Columbus, a special improvement district (the "District") created pursuant to Ohio Revised Code ("ORC") Chapter 1710.
- To engage in any lawful act, activity or business not contrary to and for which a nonprofit corporation may be formed under the laws of the State of Ohio.
- To have and exercise all powers, rights and privileges conferred by the laws of Ohio on nonprofit corporations, including, but not limited to, buying, leasing or otherwise acquiring and holding, using or otherwise enjoying and selling, leasing or otherwise disposing of any interest in any property, real or personal, of whatever nature and wheresoever situated, and buying and selling stocks, bonds, or any other security of any issuer as the Corporation by action of its Board may, at any time and from time to time, deem advisable.
- FOURTH:** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private person, except that the Corporation shall be authorized to pay reasonable compensation for services rendered, to make payments in furtherance of the purposes of the Corporation and to make distributions to its members as authorized by ORC Chapter 1702, including any distribution upon dissolution of the Corporation.
- RESTRICTIONS
- SIXTH:** The members of the Corporation shall be those persons or organizations described in the Code of Regulations. The members of the Corporation may be a corporation, whether profit or nonprofit, provided such members otherwise qualify as a member.
- MEMBERS
- SEVENTH:** The Corporation shall be controlled and managed under the direction of a Board of Directors ("Board").
- BOARD OF DIRECTORS
- EIGHTH:** The territory within the District shall be generally described as that portion of the City of Columbus, Ohio, which is located within the following general area:
- TERRITORY
- Assessable properties on Morse Road or its service roads, and nearby related properties, from Indianola Avenue in the west to

Cleveland Avenue in the east, a distance of approximately 2.6 miles. The common denominator of these properties is that they are in the general vicinity of the streetscape and landscape improvements along Morse Road and share a common interest in having the area of Morse Road kept clean and well maintained.

The following is a definitive listing of properties that are included in the District, which are identified by parcel number:

010-000030	010-000458	010-002430
010-002433	010-006756	010-007137
010-007139	010-007601	010-007678
010-009359	010-010421	010-010555
010-011297	010-012863	010-012864
010-013470	010-014326	010-015352
010-015539	010-015668	010-016012
010-016580	010-017692	010-017917
010-018485	010-018871	010-020141
010-020199	010-024835	010-032810
010-034194	010-034198	010-037261
010-041545	010-058157	010-061976
010-075894	010-084255	010-087534
010-087888	010-087899	010-088333
010-089874	010-100696	010-103153
010-103248	010-103360	010-103704
010-103705	010-103706	010-103714
010-103716	010-103718	010-103719
010-103724	010-103725	010-103726
010-103735	010-103739	010-103749
010-104382	010-104713	010-104714
010-104716	010-104717	010-104734
010-104735	010-104737	010-104781
010-105345	010-106899	010-107385
010-119898	010-120239	010-122833
010-123466	010-125643	010-125644
010-125646	010-125855	010-125859
010-125860	010-125861	010-125862
010-125863	010-125864	010-129668
010-132045	010-132394	010-132395
010-132396	010-134173	010-134175
010-134955	010-136576	010-137143
010-137315	010-137762	010-138151
010-138152	010-138785	010-138796
010-138797	010-139189	010-139190
010-139485	010-139501	010-143139
010-145126	010-150333	010-150340
010-187652	010-187653	010-187727
010-191148	010-201736	010-220946

010-242133	010-245370	010-249182
010-270389	010-271486	010-274066
010-274067	010-274086	010-274392
010-274442	010-274570	010-274713
600-132357	600-146331	600-146341
600-146342	600-146401	600-146417
600-146419	600-146420	600-146421
600-150479	600-150480	600-242135
600-242136	010-040017	010-040018
010-103602	010-275830	010-275831
010-274065		

Certain portions of parcel number 010-103735 may be excepted from the territory of the SID, as further explained in the Code of Regulations.

NINTH:
REASONS FOR
DISTRICT

The mission of the District is to enhance the value of properties within the District by keeping the area of the streetscape and landscape improvements along Morse Road clean and well maintained, and by carrying out such other limited improvements and/or services in and for the benefit of the District as the Board of Directors may determine and funds may allow.

The District will be authorized to provide services and improvements pursuant to ORC Chapter 1702 that will benefit property within the boundaries of the District. The City of Columbus will be authorized to levy a special assessment on property within the District to pay for such services and improvements, based on the benefits conferred by those services and improvements.

TENTH:
CERTAIN
TRANSACTIONS

No person shall be disqualified from being a director of the Corporation because he or she is or may be a party to, and no director of the Corporation shall be disqualified from entering into, any contract or other transaction to which the Corporation is or may be a party.

No contract, action or other transaction shall be void or voidable for reason that any director or officer or other agent of the Corporation is a party thereto, or otherwise has any direct or indirect interest in such contract, action or transaction or in any other party thereto, or for reason that any interested director or officer or other agent of the Corporation authorizes or participates in authorization of such contract, action or transaction, provided that:

The material facts as to such interest and as to the contract, action or transaction are disclosed or are otherwise known to the Board or applicable committee of directors at the time the contract, action or

transaction is authorized and the directors or the members of the committee, in good faith reasonably justified by the facts, authorize the contract, action or transaction by at least a majority vote of the disinterested directors or disinterested members of the committee, even though such disinterested directors or members are less than a quorum; or

The material facts as to such interest and as to the contract, action or transaction are disclosed or are otherwise known to the member at the time the contract, action or transaction is authorized and the member authorizes the contract, action or transaction; or the contract, action or transaction (i) is not less favorable to the Corporation than an arm's length contract, action or transaction in which no director or officer or other agent of the Corporation has any interest or (ii) is otherwise fair to the Corporation as of the time it is authorized.

Any interested director may be counted in determining the presence of a quorum at any meeting of the Board or any committee thereof which authorizes the contract, action or transaction.

ELEVENTH:
DISSOLUTION

Upon the dissolution of the Corporation, any assets remaining shall be conveyed to any person or organization as shall be selected by the affirmative vote of a majority of the Board.

TWELFTH:
AMENDMENT

Any provision of these Articles of Incorporation may be amended only (a) by the affirmative vote of a majority of the members of the Corporation at any meeting at which a quorum is present, and (b) after receipt of approval of such amendment by resolution of the legislative authority of the City of Columbus, and (c) upon filing the approved amendment and resolution with the Ohio Secretary of State; provided that such amendment shall be consistent with the applicable provisions of ORC Chapters 1702 and 1710.