

Exhibit A

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF THE  
5TH AVENUE AND 4TH STREET  
SPECIAL IMPROVEMENT DISTRICT OF COLUMBUS, INC.**

The following resolution was adopted by the Members of the Corporation.

**Approval of Amended and Restated Articles of Incorporation :**

**RESOLVED**, that the Articles of Incorporation are hereby amended and restated in their entirety to read as follows:

**FIRST:** The name of the Corporation shall be 5<sup>th</sup> Avenue and 4<sup>th</sup> Street Special Improvement District of Columbus, Inc. (the "Corporation").

**SECOND:** The place in the State of Ohio where the principal office of the Corporation is located is the City of Columbus, Franklin County, Ohio.

**THIRD:** The Corporation is organized and shall be operated exclusively to carry out charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). To the extent consistent with the foregoing, the specific purposes of the Corporation shall be as follows:

- (A) To govern the 5th Avenue and 4th Street Special Improvement District of Columbus, a special improvement district (the "District") created under Ohio Revised Code ("ORC") Chapter 1710. The District will be authorized to provide public improvements and public services pursuant to ORC Chapter 1710 within the boundaries of the District. The Corporation will promote and be conducive to the public health, safety, peace, convenience, and general welfare by providing public improvements and public services and promoting the general welfare within the District and the City of Columbus, Ohio (the "City").
- (B) 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. The City is the "participating political subdivision" of the District under ORC Chapter 1710.
- (C) To have and exercise all powers, rights, and privileges conferred by the laws of the State of Ohio on nonprofit corporations or on special improvement districts, 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 wherever 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.

- (D) To enhance public health, safety, peace, convenience, and welfare by providing public improvements and public services within the District, promoting the District as a location for job creation, and improving the District and the City.

**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 as authorized by Chapter 1702 of the Ohio Revised Code, including any distribution upon dissolution of the Corporation.

Notwithstanding anything to the contrary in these Amended and Restated Articles of Incorporation:

No substantial part of the activities of the Corporation shall be for carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise provided in Section 501(h) of the Code.

The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

The Corporation may not engage in any activity which is not permitted to be engaged in by an organization exempt from federal income tax under Section 501(c)(3) of the Code or to which charitable contributions may be deducted pursuant to Sections 170, 2055 or 2522 of the Code.

**FIFTH:** The members of the Corporation ("Members") shall be those persons or organizations described in the Code of Regulations. The annual meeting of Members shall be determined by the Board of Directors ("Board") as described in the Code of Regulations.

**SIXTH:** The Corporation shall be controlled and managed under the direction of the Board. The Board shall at all times consist of at least nine individuals (each individually a "Director"). The Board shall consist of the following Directors:

- (A) The municipal executive, as defined in ORC Section 1710.01(D), of the City, or an employee of the City who is involved with its planning or economic development functions and who shall be appointed by, and serve at the pleasure of, the City's municipal executive;
- (B) A person appointed by and serving at the pleasure of the legislative authority of the City;
- (C) Members or executive representatives of Members elected, designated, or appointed by the Members as described in the Code of Regulations of the

Corporation.

The Board of Directors of the Corporation from time to time shall constitute the Board of Directors of the District under ORC Chapter 1710.

**SEVENTH:** The territory within the District shall be described generally as that portion of the City consisting of property owned by each property owner within the boundaries of the District within the City.

Attached hereto as **Appendix A** is a list, by Franklin County Auditor permanent parcel number, of each of the parcels included within the District.

**EIGHTH:** 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 because any Director or officer or other agent of the Corporation is a party to it, or otherwise has any direct or indirect interest in that contract, action, or transaction or in any other party to it, or because any interested director or officer or other agent of the Corporation authorizes or participates in the authorization of the 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 the 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 of the Board which authorizes the contract, action, or transaction.

**NINTH:** The existence of the Corporation shall be perpetual, provided however, that the Corporation may be dissolved in accordance with the procedure set forth under ORC Chapter 1710.13. No rights or obligations of any person under any contract, or in relation to any bonds, notes, or assessments made under this chapter, shall be affected by the dissolution of the

Corporation or the repeal of a plan, except with the consent of that person or by order of a court with jurisdiction over the matter. Upon dissolution of the Corporation, any assets or rights of the Corporation ("Remaining Assets"), after payment of all bonds, notes, or other obligations of the Corporation, shall be deposited in a special account in the treasury of the City, to be used for the benefit of the territory that made up the District. Notwithstanding anything to the contrary, the City shall use the Remaining Assets exclusively to further a public purpose in a manner that is consistent with Section 501(c)(3) of the Code.

**TENTH:** Any provision of these Amended and Restated 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; provided that such amendment shall be consistent with the applicable provisions of ORC Chapters 1702 and 1710 and Section 501(c)(3) of the Code.

**ELEVENTH:** These Amended and Restated Articles of Incorporation take the place of and supersede the existing Articles of Incorporation.