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05/06/2002	200212601056	DOMESTIC ARTICLES/NON-PROFIT (ARN)	125.00	.00	.00	.00	.00

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VORYS, SATER, SEYMOUR & PEASE
52 E. GAY STREET
ATTN: MARY JO GROVE
COLUMBUS, OH 43215

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

1316468

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

COLUMBUS DOWNTOWN DEVELOPMENT CORPORATION,

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC ARTICLES/NON-PROFIT

Document No(s):

200212601056



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 3rd day of May, A.D.
2002.

J. Kenneth Blackwell
Ohio Secretary of State

RECEIVED
SECRETARY OF STATE

ARTICLES OF INCORPORATION

2002 MAY -3 PM 2: 35

OF

COLUMBUS DOWNTOWN DEVELOPMENT CORPORATION

CLIENT SERVICE CENTER

The undersigned, desiring to form a nonprofit corporation under Chapter 1702 of the Ohio Revised Code, does hereby certify:

FIRST: The name of the Corporation shall be Columbus Downtown Development Corporation.

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

THIRD: The purposes for which the Corporation is formed are exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States internal revenue law) (the "Code"). In furtherance of these purposes, the Corporation will conduct redevelopment and economic development activities within the City of Columbus, Franklin County, Ohio, and all matters incident thereto. The Corporation shall have and may exercise all powers of a nonprofit corporation under the laws of the State of Ohio including, without limiting the generality of the foregoing, the power to accept and use gifts, donations, bequests and grants of money and property from public or private sources, to acquire other real and personal property, by purchase or otherwise, to enter into leases and other contractual obligations with public or private entities and to use or pledge the proceeds of such leases and other contractual obligations in connection with the borrowing of money, and to do all things necessary or appropriate in order to accomplish the foregoing purposes.

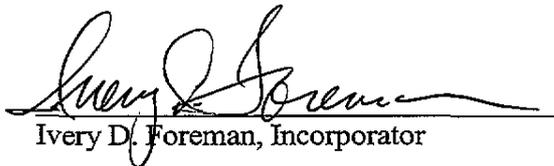
FOURTH: The Corporation is formed exclusively for purposes for which a corporation may be formed under the Ohio Nonprofit Corporation Law and not for pecuniary profit or financial gain. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons or organizations, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. The Corporation shall have the power to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any such purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent provided in Code Section 501(h)), and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from federal income tax as an organization described in Code Section 501(c)(3); or (b) by a corporation, contributions to which are deductible under Code Sections 170(c), 2055(a) and 2522(a).

FIFTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose 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 or educational

purposes as shall at the time qualify as an exempt organization or organizations under Code Section 501(c)(3) and as an organization or organizations described in Code Sections 170(c), 2055(a) and 2522(a) or to the federal government, or to a state or local government, for a public purpose, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to one or more organizations which are organized and operated exclusively for such purposes, as said Court shall determine to best accomplish the exempt purposes of the Corporation.

SIXTH: These Articles may be amended from time to time, in whole or in part, by the affirmative vote of a majority of the voting members of the Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 3rd day of May, 2002.


Ivery D. Foreman, Incorporator

ORIGINAL APPOINTMENT OF AGENT

OF

COLUMBUS DOWNTOWN DEVELOPMENT CORPORATION

The undersigned, being the sole incorporator of Columbus Downtown Development Corporation, hereby appoints STATUTORY AGENT CORPORATION as statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon Columbus Downtown Development Corporation may be served. STATUTORY AGENT CORPORATION is a corporation organized under the laws of the State of Ohio, is authorized by its Articles to act as such statutory agent, and has the following business address in the State of Ohio:

STATUTORY AGENT CORPORATION
Attn: Librarian
52 East Gay Street
County of Franklin
Columbus, Ohio 43215

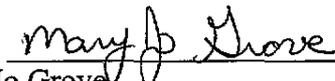

Ivery D. Foreman, Incorporator

Columbus, Ohio
May 3, 2002

ACCEPTANCE OF APPOINTMENT

STATUTORY AGENT CORPORATION hereby accepts the appointment as statutory agent for **COLUMBUS DOWNTOWN DEVELOPMENT CORPORATION**.

Columbus, Ohio
May 3, 2002

By: 
Mary Jo Grove
Its: Assistant Secretary