

ARTICLES OF INCORPORATION
OF
DISCOVERY SPECIAL IMPROVEMENT DISTRICT OF COLUMBUS, INC.

The undersigned, desiring to form a nonprofit corporation under Chapter 1702 of the Ohio Revised Code (“ORC”), adopt the following Articles of Incorporation.

- FIRST: The name of this corporation is DISCOVERY SPECIAL IMPROVEMENT DISTRICT OF COLUMBUS, INC. (hereafter referred to as the “Corporation”).
- SECOND: The place in Ohio where the Corporation’s principal office will be located is the City of Columbus, Franklin County, Ohio.
- THIRD: The Corporation is formed for the following purposes:
- A. To govern a special improvement district created pursuant to ORC Chapter 1710.
 - B. To encourage and participate in programs that will maintain, improve and build the Discovery SID area of the City of Columbus as a viable business, cultural, residential and recreational community.
 - C. To assist the City of Columbus, Franklin County, and other agencies and groups in providing programming which will preserve the economic well-being and opportunities in the Discovery SID area of the City of Columbus, as defined below.
 - D. To engage in any lawful act or activity for which corporations may be formed under ORC Chapter 1702 and amendments thereto, as may be deemed appropriate by the trustees of the Corporation, and to exercise any powers or rights now or hereafter conferred on nonprofit corporation’s under the laws of the State of Ohio which are in furtherance of any of the purposes for which the Corporation is formed.
 - E. To engage in any lawful act or activity for which corporations may be formed under ORC Chapter 1710 and amendments thereto, as may be deemed appropriate by the trustees of the Corporation.
 - F. The above enumerated purposes shall be interpreted in connection with the limitation that the Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt

organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”).

(ARTICLES FOURTH AND FIFTH, as set forth in the main portion of the Articles, are not applicable and are intentionally omitted.)

SIXTH: The name of the special improvement district formed by the Corporation under ORC Chapter 1710 shall be the “Discovery Special Improvement District of Columbus.”

SEVENTH: The territory within the District also known in these Articles as the “Discovery SID area”) shall be generally described as that portion of the City of Columbus, Ohio, which is located within the following area:

- a) Beginning at the corner of East Broad Street and North Fifth Street, and proceeding north along North Fifth Street to East Gay Street; then proceeding
- b) East along East Gay Street to Grant Avenue; then proceeding
- c) North along Grant Avenue to Interstate 670; then proceeding
- d) East along Interstate 670 to the eastern-most point of tax parcel number 010-031721; then proceeding
- e) South along the eastern property line of tax parcel numbers 010-001711, and 010-036995 to Jefferson Avenue; then proceeding
- f) South on Jefferson Avenue to tax parcel number 010-032866; then proceeding
- g) West along the northern boundary of tax parcel number 010-032866 to Eleventh Street; then proceeding
- h) South along Eleventh Street to tax parcel number 010-002886; then proceeding
- i) East along the northern boundary of tax parcel number 010-002886 to Jefferson Avenue; then proceeding
- j) East on Willow Street to the eastern property line of tax parcel 010-023469; then proceeding

- k) South along the eastern property line of tax parcels 010-023469, 010-042377, 010-029303, 010-132313, 010-021748, 010-042815, 010-000915, 010-031935, and 010-047823; then proceeding
- l) West on East Walnut Street to the eastern boundary of tax parcel 010-013261; then proceeding
- m) South along the eastern boundary of tax parcel 010-013261 to East Rich Street; then proceeding
- n) West along East Rich Street to tax parcel number 010-226813; then proceeding south along the eastern boundary of tax parcel number 010-226813 to East Cherry Street; then proceeding
- o) West along East Cherry Street to the western boundary of tax parcel number 010-226813; then proceeding
- p) North along the western boundary of tax parcel number 010-226813 to East Rich Street; then proceeding
- q) West along East Rich Street to tax parcel number 010-021361; then proceeding
- r) South along the eastern boundary of tax parcels 010-021361 and 010-118545 to East Cherry Street; then proceeding
- s) South along the eastern boundary of tax parcels 010-020885, 010-034969, and 010-028112 to East Main Street; then proceeding
- t) South along the eastern boundary of tax parcel 010-015742 to East Noble Street; then proceeding
- u) South along Waldo Alley to East Mound Street; then proceeding
- v) West on East Mound Street to Grant Avenue; then proceeding
- w) West along the southern boundary of tax parcel 010-180992 to tax parcel 010-008337; then proceeding
- x) North along the western boundary of tax parcels 010-180992 and 010-187650 to East Main Street; then proceeding
- y) North along the western boundary of tax parcels 010-019541 and 010-019482 to East Rich Street; then proceeding

- z) West on East Rich Street to South Fifth Street; then proceeding
- aa) North of South Fifth Street to East Town Street; then proceeding
- bb) North along the western boundary of tax parcel 010-033905 to East Chapel Street; then proceeding
- cc) North along the western boundary of tax parcel 010-044652 to East State Street; then proceeding
- dd) North on South Fifth Street to East Broad Street.

Certain property within this area may be excluded in accordance with ORC Chapter 1710. A detailed listing of all property included in the District, as identified by its current tax parcel number assigned by the Franklin County Auditor's Office, is attached hereto as Exhibit 1.

EIGHTH: Each owner of real property within the District, other than the State of Ohio, ANY COUNTY, TOWNSHIP, OR MUNICIPAL CORPORATION, the United States of America or the owners of any Church Property (as such term is ORC Section 1710.02) will be a member of the District ("Members"); provided, however, that any such county, township, or municipal corporation, or the owners of any Church Property, as the case may be, shall be Members to the extent (but only to the extent) that they voluntarily submit to the District and to the provisions of Chapter 1710 all or a portion of their real property in the District, as provided by Chapter 1710. Members shall have such voting rights as described in the Code of Regulations of the Corporation.

NINTH: The Board of Trustees of the Corporation shall consist of at least five (5) individuals, one of whom shall be the Chief Executive of the City of Columbus, or alternatively an employee of the City of Columbus who shall serve at the pleasure of the Chief Executive, and at least four (4) of whom shall be Members or executive representatives of Members. The Corporation may allow people other than Members to serve on the Board of Trustees.

Five (5) temporary Trustees to be appointed by the Incorporators shall serve the Corporation as Trustees until the election of Trustees, which will occur at the first meeting of the entire membership or thereafter at the annual meeting of the District after its creation.

The Trustees of the Corporation from time to time shall constitute the Board of Directors of the Special Improvement District under Chapter 1710 of the Ohio Revised Code.

- TENTH:** These Articles may be amended only (a) by the vote of Members entitling them to exercise a majority of the voting power on such proposal, and (b) after receipt of approval of such amendment or amended articles by resolution of the legislative authority of the City of Columbus, and (c) upon filing of such amendment or amended articles and a certified copy of such resolution with the Ohio Secretary of State.
- ELEVENTH:** The District is being created by concerned landowners in the District in an effort to strengthen the economic vitality, livability and commerce in the Discovery SID community. The District is intended to increase the utilization of the District area by businesses and individuals in the Columbus metropolitan area, thereby better establishing the District area as a livable center of commerce and entertainment which will in return be conducive to the public health, safety, peace, convenience and welfare of the District.
- TWELFTH:** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, 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 III hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
- THIRTEENTH:** Upon the dissolution of the Corporation, all assets remaining after paying or making provision for the payment of all of the liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any 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 such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned have executed this instrument on this _____ day of _____, 2005.

Mark Barbash

Address:
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Elizabeth Jewell

Address:
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