

AMENDED 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 Amended Articles of Incorporation.

- FIRST: The name of this corporation is the 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; and
 - 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, Inc.”

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 Milton Street; then proceeding
- c) North along Milton Street to the eastern property line of tax parcel number 010-013272; then proceeding
- d) West along the southern property line of tax parcel numbers 010-013272 and 010-039420 to the western property line of tax parcel number 010-039420; then proceeding
- e) North along the western property line of tax parcel number 010-039420 to Long Street; then proceeding
- f) East along Long Street to the western property line of tax parcel number 010-043324; then proceeding
- g) North along the western property line of tax parcel number 010-043324 to the northern property line of tax parcel number 010-043324; then proceeding
- h) East along the northern boundary of tax parcel number 010-043324 to Grant Avenue; then proceeding
- i) North along Grant Avenue to Interstate 670; then proceeding
- j) East along Interstate 670 to the eastern-most point of tax parcel number 010-031721; then proceeding

- k) South along the eastern property line of tax parcel numbers 010-001711, and 010-018088 to Jefferson Avenue; then proceeding
- l) South on Jefferson Avenue to Spring Street; then proceeding
- m) East on Spring Street to Willow Alley; then proceeding
- n) South on Willow Alley to tax parcel number 010-005357; then proceeding
- o) South along the eastern property line of tax parcel 010-005357 to Long Street; then proceeding
- p) East along Long Street to Willow Street; then proceeding
- q) South along Willow Street to Almond Alley; then proceeding
- r) West along Almond Alley to Jefferson Avenue; then proceeding
- s) South along the eastern side of Jefferson Avenue to the northern boundary of tax parcel number 010-022522; then proceeding
- t) East along the northern boundary of tax parcel number 010-022522 to Willow Street; then proceeding
- u) South on Willow Street to the eastern property line of tax parcel 010-023469; then proceeding
- v) South along the eastern property line of tax parcels 010-023469, 010-023468, 010-027471, 010-027472, 010-047768, 010-047880, 010-001754, 010-010810, and 010-031587 to Walnut Street; then proceeding
- w) West on East Walnut Street to the eastern boundary of tax parcel 010-013261; then proceeding
- x) South along the eastern boundary of tax parcel 010-013261 to East Rich Street; then proceeding
- y) West along East Rich Street to tax parcel number 010-007603; then proceeding
- z) South along the eastern boundary of tax parcel 010-007603 to Cherry Street; then proceeding

- aa) West along Cherry Street to the eastern boundary of tax parcel number 010-008270; then proceeding
- bb) South along the eastern boundary of tax parcel number 010-008270 to Main Street; then proceeding
- cc) East on Main Street to the eastern boundary of tax parcel number 010-027460; then proceeding
- dd) South along the eastern boundary of tax parcel number 010-027460 to tax parcel number 010-052344; then proceeding
- ee) West along the southern boundary of tax parcel number 010-027460 and 010-244172 to the eastern boundary of tax parcel number 010-033084; then proceeding
- ff) South along the eastern boundary of tax parcel number 010-033084 to Noble Street; then proceeding
- gg) West along Noble Street to Waldo Alley; then proceeding
- hh) South along Waldo Alley to Mound Street; then proceeding
- ii) West on Mound Street to the eastern boundary of tax parcel number 010-018388; then proceeding
- jj) South along the eastern boundary of tax parcel numbers 010-018388, 010-056388, 010-038647, 010-035015 to Engler Street; then proceeding
- kk) East on Engler Street to the eastern boundary of tax parcel number 010-018957; then proceeding
- ll) South along the eastern boundary of tax parcel number 010-018957 to Fulton Street; then proceeding
- mm) West on Fulton Street to the western boundary of tax parcel number 010-013468; then proceeding
- nn) North along the western boundary of tax parcel number 010-013468 then proceeding east along the northern boundary of tax parcel number 010-013468 to Grant Avenue; then proceeding
- oo) North on Grant Avenue to the southern boundary of tax parcel number 010-180992; then proceeding

- pp) West along the southern boundary of tax parcel number 010-180992 to tax parcel 010-008337; then proceeding
- qq) North along the western boundary of tax parcels 010-180992 and 010-187650 to East Main Street; then proceeding
- rr) North along the western boundary of tax parcels 010-019541 and 010-019482 to East Rich Street; then proceeding
- ss) West on East Rich Street to South Fifth Street; then proceeding
- tt) South on South Fifth Street to Cherry Street; then proceeding
- uu) West on Cherry Street to English Alley; then proceeding
- vv) North on English Alley to Rich Street; then proceeding
- ww) North along the western boundary of tax parcel numbers 010-015952, 010-286115, 010-004179, 010-013555 to Town Street; then proceeding
- xx) East on Town Street to the western boundary of tax parcel number 010-012904; then proceeding
- yy) North along the western boundary of tax parcel number 010-012904 to Chapel Street; then proceeding
- zz) East on Chapel Street to the western boundary of tax parcel number 010-044652; then proceeding
- aaa) North along the western boundary of tax parcel numbers 010-044652, 010-004201, and 010-039375 to Oak Street; then proceeding
- bbb) East on Oak Street to Fifth Street; then proceeding
- ccc) 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 defined in 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.

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.

FOURTEENTH: A copy of the City of Columbus Ordinance No. __- 2010 is attached as Exhibit 2 as required by Revised Code 1710.02(D).

FIFTEENTH: These Amended Articles of Incorporation of the Discovery Special Improvement District of Columbus, Inc. supercede the existing Articles of Incorporation filed with the Secretary of State on August 29, 2005

(Note: There is no change in the name or address of the Statutory Agent. The previous designation of Statutory Agent remains in effect.

IN WITNESS WHEREOF, the undersigned officer has executed this instrument on this _____ day of _____, 2010.

J. Cleve Ricksecker

Address:
Discovery SID
23 N. Fourth St.
Columbus OH 43215

Exhibit 1

Detailed Listing of All Parcels Included in the District, Identified by Current Tax Parcel Number

010-000043	010-002930	010-007616	010-011463
010-000082	010-003705	010-008002	010-011652
010-000085	010-003725	010-008003	010-012008
010-000121	010-003980	010-008104	010-012585
010-000174	010-004009	010-008141	010-012730
010-000199	010-004179	010-008173	010-012898
010-000219	010-004201	010-008194	010-012904
010-000470	010-004342	010-008270	010-013015
010-000613	010-004450	010-008326	010-013063
010-000630	010-004495	010-008350	010-013072
010-000776	010-004781	010-008377	010-013085
010-000867	010-004867	010-008401	010-013261
010-000924	010-004880	010-008497	010-013262
010-001134	010-004955	010-008500	010-013270
010-001135	010-005223	010-008501	010-013272
010-001136	010-005249	010-008910	010-013276
010-001209	010-005481	010-008918	010-013468
010-001310	010-006077	010-009040	010-013555
010-001328	010-006111	010-009045	010-013713
010-001588	010-006164	010-009276	010-013918
010-001595	010-006300	010-009478	010-013936
010-001596	010-006301	010-009659	010-014066
010-001641	010-006417	010-009673	010-014220
010-001686	010-006418	010-009724	010-014236
010-001689	010-006419	010-009909	010-014507
010-001696	010-006479	010-009952	010-014662
010-001716	010-006509	010-009954	010-014665
010-001754	010-006696	010-010162	010-014729
010-001956	010-006721	010-010163	010-014805
010-002005	010-006872	010-010447	010-015049
010-002014	010-006874	010-010510	010-015051
010-002033	010-007035	010-010541	010-015052
010-002132	010-007090	010-010624	010-015083
010-002403	010-007171	010-010650	010-015129
010-002617	010-007185	010-010721	010-015143
010-002696	010-007467	010-010804	010-015220
010-002740	010-007478	010-010810	010-015273
010-002803	010-007507	010-010909	010-015290
010-002828	010-007534	010-011266	010-015350
010-002886	010-007603	010-011299	010-015742

010-015952	010-020195	010-025205	010-029536
010-016260	010-020201	010-025206	010-029537
010-016399	010-020384	010-025235	010-029602
010-016400	010-020818	010-025299	010-029615
010-016401	010-020879	010-025329	010-029631
010-016429	010-020880	010-025394	010-029717
010-016601	010-020883	010-025398	010-030275
010-016674	010-020885	010-025720	010-030328
010-016681	010-020887	010-025785	010-030385
010-016704	010-021361	010-025813	010-030450
010-016718	010-021363	010-026023	010-030677
010-016764	010-021540	010-026044	010-030851
010-016786	010-021571	010-026068	010-030889
010-017006	010-021770	010-026069	010-031557
010-017224	010-021784	010-026070	010-031587
010-017611	010-021884	010-026376	010-031694
010-017666	010-022316	010-026408	010-031696
010-017811	010-022317	010-026409	010-031920
010-017940	010-022319	010-026431	010-032041
010-018009	010-022353	010-027013	010-032122
010-018300	010-022359	010-027014	010-032227
010-018382	010-022364	010-027016	010-032866
010-018388	010-022522	010-027204	010-033084
010-018403	010-022578	010-027460	010-033388
010-018404	010-022579	010-027471	010-033394
010-018406	010-022606	010-027472	010-033609
010-018425	010-022624	010-027710	010-033800
010-018527	010-022938	010-028063	010-033900
010-018531	010-023008	010-028069	010-033905
010-018533	010-023097	010-028098	010-034340
010-018719	010-023337	010-028112	010-034933
010-018727	010-023425	010-028174	010-034967
010-018957	010-023434	010-028245	010-034969
010-019283	010-023468	010-028526	010-035015
010-019317	010-023469	010-028711	010-035067
010-019332	010-024652	010-028779	010-035071
010-019482	010-024670	010-028987	010-035088
010-019541	010-024671	010-029282	010-035143
010-019785	010-024672	010-029283	010-035310
010-019990	010-024737	010-029285	010-035312
010-020010	010-024767	010-029286	010-035317
010-020075	010-024851	010-029326	010-035475
010-020177	010-024982	010-029437	010-035528
010-020179	010-025192	010-029518	010-035689
010-020194	010-025204	010-029535	010-035837

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010-036032	010-041779	010-047880	010-054613
010-036035	010-041805	010-047887	010-054635
010-036358	010-041972	010-048014	010-054636
010-036440	010-041973	010-048016	010-054637
010-036555	010-041975	010-048089	010-054642
010-036882	010-042023	010-048225	010-054688
010-037331	010-042121	010-048931	010-054789
010-037539	010-042130	010-048993	010-054798
010-037594	010-042226	010-049048	010-054804
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010-037895	010-042476	010-049362	010-055202
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010-038174	010-042760	010-049685	010-055338
010-038176	010-042889	010-050246	010-055509
010-038178	010-042896	010-050796	010-055510
010-038180	010-043324	010-050797	010-055571
010-038251	010-043447	010-050806	010-055721
010-038382	010-043616	010-050844	010-055877
010-038647	010-043648	010-050845	010-055933
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010-038877	010-044184	010-051643	010-056552
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010-038885	010-044985	010-051921	010-057046
010-039012	010-045080	010-052066	010-057048
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010-196304	010-226846	010-279726	
010-200917	010-226847	010-279727	
010-200918	010-226848	010-279728	
010-200919	010-226849	010-279729	
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