

ATTACHMENT
TO
CERTIFICATE OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MARKET DISTRICT IMPROVEMENT CORPORATION

The following resolutions to amend and restate the Articles of Incorporation of Market District Improvement Corporation (the “Corporation”) were duly adopted by the members of the Corporation pursuant to the provisions of Chapter 1702 and Chapter 1710 of the Ohio Revised Code:

WHEREAS, the Members of the Corporation desire to amend and restate the Articles of Incorporation in the form of the Amended and Restated Articles of Incorporation attached hereto as APPENDIX 1 (the “Amended and Restated Articles”);

NOW THEREFORE BE IT RESOLVED: That the Amended and Restated Articles are hereby approved by the Members of the Corporation and adopted in all respects.

RESOLVED FURTHER, that the officers of the Corporation be, and they hereby are, authorized (a) to prepare, execute and file with the Ohio Secretary of State the Amended and Restated Articles, (b) to pay all filing fees required in connection therewith, and (c) to take any and all other actions as the officer or officers so acting shall deem necessary, desirable or convenient to give effect to the aforesaid amendment or otherwise to give effect to or carry out the purposes of the foregoing resolutions, the taking of any such action to be conclusive evidence of such determination and of authorization so to act.

APPENDIX 1
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
OHIO CITY IMPROVEMENT CORPORATION

ARTICLE ONE

NAME OF CORPORATION

The name of this corporation is the Ohio City Improvement Corporation (the “Corporation”).

ARTICLE TWO

LOCATION OF PRINCIPAL OFFICE

The place where its principal office will be located is the City of Cleveland (“City”), Cuyahoga County, Ohio.

ARTICLE THREE

NAME OF SPECIAL IMPROVEMENT DISTRICT

The name of the special improvement district formed by the Corporation under ORC Chapter 1710 shall be the Ohio City – Cleveland Business Improvement District (the “District”).

ARTICLE FOUR

PURPOSES

The Corporation is organized and shall at all times be a nonprofit corporation and operated for any lawful purposes, including the following:

(a) To govern the District as a special improvement district created pursuant to ORC Chapter 1710.

(b) To encourage and participate in projects and programs that will maintain, improve and build the District as a viable business, commercial, residential, cultural and entertainment area and thereby contribute to the development of the City, County and State.

(c) To undertake, in cooperation with the City and others, the acquisition, construction and installation of public improvements and the delivery of public services, including without limitation public improvements and public services that will be funded from special assessments levied on the properties in the District.

(d) To encourage and participate in programs to preserve the aesthetic, architectural, and historic character of the District.

(e) 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 Board of Directors of the Corporation, and to exercise any powers or rights now or hereafter conferred on nonprofit corporations under the laws of the State of Ohio which are in furtherance of any of the purposes for which the Corporation is formed and which do not conflict with the provisions of ORC Chapter 1710.

ARTICLE FIVE

REASONS FOR CREATING DISTRICT

The District is being created by property owners in the District in an effort to strengthen the economic vitality, livability, security and commerce of the District. The District is intended to facilitate programs, services and improvements that will enhance public safety services, enhance maintenance services, and attract investment, jobs, businesses and visitors to the area, which will, in turn, be conducive to the public health, safety, peace, convenience and welfare of the District.

ARTICLE SIX

MEMBERS

Each owner of real property within the District, other than the State of Ohio and the United States of America, will be a member of the District (“Members”), subject however to the requirement in ORC Chapter 1710.01 that any county, municipal corporation or church owning property in the District must request in writing that its property be included in the District. Members shall have such voting rights as are described in the Code of Regulations of the Corporation.

ARTICLE SEVEN

TERRITORY OF THE DISTRICT

The territory of the District shall be the geographic area shown on the map attached as Exhibit A. That area has an irregular border but generally consists of a portion of the City of Cleveland, Ohio in the Ohio City neighborhood, bounded on the North by Detroit Avenue to West 33rd Street; on the South by 2144 West 25th Street; on the West by Lorain Avenue and West 50th Street; and on the East along West 24th Street, West 25th Street and Gehring Avenue, as more particularly depicted on the map attached hereto as Exhibit A.

ARTICLE EIGHT

DIRECTORS

The Board of Directors of the Corporation shall be determined in accordance with the Code of Regulations and shall consist of not less than five individuals, one of whom shall be appointed by Council of the City of Cleveland and one of whom shall be the Mayor of the City, or alternatively if so designated by the Mayor to serve in his or her stead, an employee of the City involved with its planning or economic development functions who shall serve at the pleasure of the Mayor, and the remainder of whom shall be Members elected by the Members, or in the case of Members that are not natural persons, designees of such Members elected by the Members.

ARTICLE NINE

AMENDMENTS

These Articles may be amended as follows: (A) only by the affirmative vote of a majority of the total votes eligible to be cast by the Members in attendance at a meeting, approving such amendments or amended articles; (B) after receipt of approval of such amendment or amended articles by resolution of the Council of the City; and (C) upon filing of such amendment or amended articles and a certified copy of such resolution with the Ohio Secretary of State.

ARTICLE TEN

CERTAIN RESTRICTIONS ON ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation or consideration for services rendered and goods acquired and to make payments and distributions in furtherance of the purposes set forth in Article Four 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.

ARTICLE ELEVEN

DISSOLUTION

Upon the dissolution of the Corporation, all assets remaining after paying or making provision for the payment of all the liabilities of the Corporation shall be distributed exclusively for one or more purposes of this Corporation or shall be distributed to the federal government, or to the 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 Cuyahoga County exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes. Upon dissolution of the District, any assets of the District, after payment of all obligations of the District, shall be deposited in a special account in the treasury of the City of Cleveland to be used for the benefit of the territory that made up the District, if and to the extent required by ORC Chapter 1710.

Exhibit A

Map of District

See attached