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## INITIAL ARTICLES OF INCORPORATION

(For Domestic Profit or Nonprofit)

Filing Fee \$125.00

THE UNDERSIGNED HEREBY STATES THE FOLLOWING:

**(CHECK ONLY ONE (1) BOX)**

(1) <input type="checkbox"/> Articles of Incorporation Profit (113-ARF) ORC 1701	(2) <input checked="" type="checkbox"/> Articles of Incorporation Nonprofit (114-ARN) ORC 1702	(3) <input type="checkbox"/> Articles of Incorporation Professional (170-ARP) Profession _____ ORC 1785
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**Complete the general information in this section for the box checked above.**

**FIRST:** Name of Corporation Market District Improvement Corporation

**SECOND:** Location Cleveland Cuyahoga  
(City) (County)

Effective Date (Optional) \_\_\_\_\_ Date specified can be no more than 90 days after date of filing. If a date is specified, the date must be a date on or after the date of filing.  
(mm/dd/yyyy)

☐ Check here if additional provisions are attached

**Complete the information in this section if box (2) or (3) is checked. Completing this section is optional if box (1) is checked.**

**THIRD:** Purpose for which corporation is formed

See Article Four of Attachment 1.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Complete the information in this section if box (1) or (3) is checked.**

**FOURTH:** The number of shares which the corporation is authorized to have outstanding (Please state if shares are common or preferred and their par value if any)

(Refer to instructions if needed) \_\_\_\_\_  
(No. of Shares) (Type) (Par Value)



Completing the information in this section is optional

FIFTH: The following are the names and addresses of the individuals who are to serve as initial Directors.

(Name)

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

(City)

(State)

(Zip Code)

(Name)

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

(City)

(State)

(Zip Code)

(Name)

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

(City)

(State)

(Zip Code)

**REQUIRED**

Must be authenticated  
(signed) by an authorized  
representative

(See Instructions)



Authorized Representative

Eric Wobser

(print name)

August 16, 2011

Date




Authorized Representative

Jeffrey T. Verespej

(print name)

August 16, 2011

Date



Authorized Representative

Michael A. Damico

(print name)

8/18/2011

Date



Complete the information in this section if box (1) (2) or (3) is checked.

## ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of Market District Improvement Corporation hereby appoint the following to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is

Eric Wobser

(Name)

2525 Market Avenue, Suite A

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

Cleveland

(City)

Ohio

44113

(Zip Code)

Must be authenticated by an  
authorized representative

Authorized Representative

Date

Authorized Representative

Date

Authorized Representative

Date

### ACCEPTANCE OF APPOINTMENT

The Undersigned, Eric Wobser, named herein as the

Statutory agent for, Market District Improvement Corporation, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature: 

(Statutory Agent)



Attachment 1

**ARTICLES OF INCORPORATION**  
**OF**  
**MARKET DISTRICT IMPROVEMENT CORPORATION**

The undersigned, desiring to form a nonprofit corporation pursuant to Chapter 1702 and Chapter 1710 of the Ohio Revised Code ("ORC"), do hereby adopt the following Articles of Incorporation:

**ARTICLE ONE**

**NAME OF CORPORATION**

The name of this corporation is the Market District 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 Market District – 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 Jay Avenue and Bridge Avenue; on the South by Chatham Avenue and Lorain Avenue; on the west by West 28<sup>th</sup> Street and West 26<sup>th</sup> Place; and on the East along West 24<sup>th</sup> Street, West 25<sup>th</sup> Street and Gehring Avenue.



## **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**

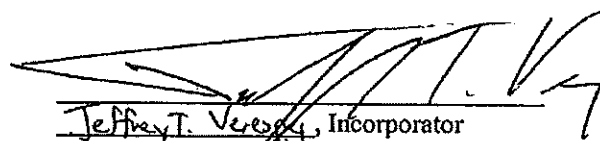
Upon the dissolution of the Corporation, all assets remaining after paying or making provision for the payment of all the liabilities of the Corporation shall be distributed exclusively for one or more purposes of this Corporation or shall be distributed to the federal government, or to the State or 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.

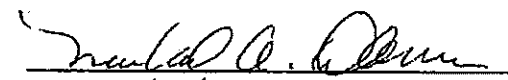
[Remainder of the page intentionally left blank. Signature pages follow.]



IN WITNESS WHEREOF, the undersigned have executed this instrument on this 27th  
day of April, 2011.

  
Eric Webber, Incorporator

  
Jeffrey T. Veresky, Incorporator

  
MICHAEL A. D'AMICO Incorporator



**Exhibit A**  
**Map of District**

See attached







**Attachment**

See Resolution Attached.



The rules were suspended. Yeas 16. Nays 0. Read second time. Read third time in full. Passed. Yeas 16. Nays 0.

**Ord. No. 346-11.**

By Council Members Zone and Cimperman.

An ordinance establishing a Pedestrian Retail Overlay (PRO) District on Lorain Road between West 85th Street and Gehring Street (Map Change No. 2355, Sheet Number 1)

Approved by Directors of City Planning Commission, Law; Passage recommended by Committee on City Planning.

The rules were suspended. Yeas 16. Nays 0. Read second time. Read third time in full. Passed. Yeas 16. Nays 0.

**SECOND READING EMERGENCY RESOLUTIONS ADOPTED**

**Res. No. 533-11.**

By Council Members Brancatelli and Sweeney (by departmental request).

An emergency resolution supporting Cuyahoga County's grant application to the Clean Ohio Council for Clean Ohio Assistance Funds to be used for the redevelopment of the Emerald Alliance VII site.

Approved by Directors of Community Development, Finance, Law; Adoption recommended by Committees on Community and Economic Development, Finance.

The rules were suspended. Yeas 16. Nays 0. Read second time. Read third time in full. Adopted. Yeas 16. Nays 0.

**Res. No. 590-11.**

By Council Member Cimperman.

An emergency resolution approving the formation of the Market District — Cleveland Business Improvement District as a Special Improvement District in the City; accepting petitions from owners of property in the proposed District; approving the Articles of Incorporation of the Market District Improvement Corporation; approving the initial plan for public services; declaring it necessary to provide for cleaning and maintenance of the public rights-of-way within the Market District — Cleveland Business Improvement District and additional security for the Market District — Cleveland Business Improvement District and other services as set forth in the plan; providing for the assessment of the cost and expense of such work upon benefited property in the Market District — Cleveland Business Improvement District; and declaring an emergency.

Approved by Directors of City Planning Commission, Finance, Law; Adoption recommended by Committees on City Planning, Finance.

The rules were suspended. Yeas 16. Nays 0. Read second time. Read third time in full. Adopted. Yeas 16. Nays 0.

**MOTION**

By Council Member J. Johnson, seconded by Council Member Brady and unanimously carried that the absence of Council Members Joe Cimperman, Michael D. Polensek and Matthew Zone be and is hereby authorized.

**MOTION**

The Council Meeting adjourned at 8:15 p.m. to meet on Monday, May 16, 2011 at 7:00 p.m. in the Council Chambers.



Sandra Franklin  
City Clerk, Clerk of Council Pro Tempore

**THE CALENDAR**

The following measures will be on their final passage at the next meeting:

NONE

**BOARD OF CONTROL**

May 4, 2011

The regular meeting of the Board of Control convened in the Mayor's office on Wednesday, May 4, 2011, at 10:40 a.m. with Acting Director Langhenry presiding.

Present: Acting Directors Langhenry, Hardy, Directors Withers, R. Smith, Cox, Acting Director H. Smith, Directors Rush, Nichols, Fumich and Rybka.

Absent: Mayor Jackson, Directors Butler and Southerington.

Others: James E. Hardy, Commissioner, Purchases and Supplies, Lisa Dent, Acting Director, Office of Equal Opportunity.

On motions, the following resolutions were adopted, except as may be otherwise noted:

**Resolution No. 189-11.**

By Directors Withers.

Whereas, under the authority of Ordinance No. 1036-07, passed by the Council of the City of Cleveland on August 8, 2007, and Resolution No. 333-10, adopted by this Board of Control on August 11, 2010, the City through its Director of Public Utilities, entered into Contract No. CT-2002-PS2010\*222 with Staffing Solutions Enterprises, Inc. to supplement the regularly employed staff of the several departments of the City for implementation of Phases 3 and 4 of the Customer Information System/ Customer Relations Management System by rendering the professional services necessary to provide temporary staffing for, including but not limited to, answering incoming calls; making outgoing calls to customers; addressing customer complaints and/or concerns; handling the heavy telephone call volume; and scheduling appointments to check meters for possible leaks and final meter reads, for a period of 90 days with six options to renew for a one-month period, for the Division of Water, Department of Public Utilities; and

Whereas, under Board of Control Resolution No. 437-10, adopted October 20, 2010, the Director of Public Utilities was authorized to enter into a first amendment to Contract No. CT-2002-PS2010\*222 to employ up

to 10 additional temporary employees; and

Whereas, the City has determined that extending the term of City Contract No. CT-2002-PS2010\*222 from its current expiration of May 18, 2011 through September 30, 2011 is needed to supplement the regularly employed staff of the several departments of the City for implementation of Phases 3 and 4 of the Customer Information System/ Customer Relations Management System; and

Whereas, Staffing Solutions Enterprises, Inc. has proposed by its Quotation of Temporary Services dated March 25, 2011 ("Proposal") to perform the above-described services for a fee of \$287,232.00; now, therefore,

Be it resolved by the Board of Control of the City of Cleveland, that the Director of Public Utilities is authorized to enter into a second modification to City Contract No. CT-2002-PS2010\*222 with Staffing Solutions Enterprises, Inc., to supplement the regularly employed staff of the several departments of the City for implementation of Phases 3 and 4 of the Customer Information System/ Customer Relations Management System by rendering the professional services necessary to provide temporary staffing for, including but not limited to, answering incoming calls; making outgoing calls to customers; addressing customer complaints and/or concerns; handling the heavy telephone call volume; and scheduling appointments to check meters for possible leaks and final meter reads, from its current expiration of May 18, 2011 through September 30, 2011, on the basis of Vendor's March 25, 2011 proposal, and increasing the contract amount by \$287,232.00 to \$85,632.00. The second modification shall be prepared by the Director of Law and shall include such additional provisions as the Director deems necessary to benefit and protect the public interest.

Yeas: Acting Directors Langhenry, Hardy, Directors Withers, R. Smith, Cox, Acting Director H. Smith, Directors Rush, Nichols, Fumich and Rybka.

Nays: None.

Absent: Mayor Jackson, Directors Butler and Southerington.

**Resolution No. 189-11.**

By Directors Withers.

Whereas, Board of Control Resolution No. 147-11, adopted April 6, 2011, authorized the Director of Public Utilities to enter into contract with Professional Electric Products Company, for an estimated quantity of wire, cable, and accessories, for Group A, all items, Group B, all items, Group D, all items, Group G, all items, Group K, all items, Group L, all items, and Group N, for the Division of Cleveland Public Power, Department of Public Utilities; and

Whereas, Resolution No. 147-11 incorrectly listed the items recommended for contract; now, therefore,

Be it resolved by the Board of Control of the City of Cleveland that Resolution No. 147-11, adopted by this Board on April 6, 2011, approving the bid of Professional Electric Products Company as the lowest and best for an estimated quantity of wire, cable, and accessories is amended by substituting the following for the list of items recommended: