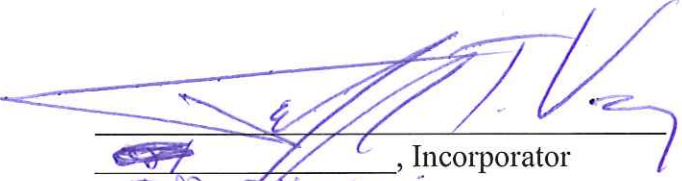



**ADOPTION OF CODE OF REGULATIONS OF MARKET DISTRICT
IMPROVEMENT CORPORATION**

Pursuant to Section 1702.10 of the Ohio Revised Code, prior to the first meeting of the Members, the undersigned, being all of the incorporators of Market District Improvement Corporation, hereby adopt the attached Code of Regulations of Market District Improvement Corporation as of this 16th day of August, 2011, such date being within ninety (90) days after the date of the filing of the articles of incorporation.


_____, Incorporator Eric Webber


_____, Incorporator
Jeffrey A. D'Amico


_____, Incorporator
RICHARD A. D'AMICO

**CODE OF REGULATIONS OF
MARKET DISTRICT IMPROVEMENT CORPORATION**

**ARTICLE I
OFFICE**

The principal office of the Market District Improvement Corporation (the "Corporation") shall be at such place in the City of Cleveland, Cuyahoga County, Ohio as may be determined and designated from time to time by the Board of Directors of the Corporation.

**ARTICLE II
MEETING OF MEMBERS**

Section 1. Annual Meeting; Initial Meeting. The annual meeting of Members of the District (each as defined in the Corporation's Articles of Incorporation (the "Articles")), for the purpose of electing Directors of the Corporation and for the transaction of such other business as may properly come before the meeting shall be held in November of each year at such place and on such date and at such hour as shall be determined by the Board of Directors. However, the initial election of Directors may occur at the first meeting of the Members after the creation of the District. That first meeting shall be held within ninety (90) days following filing of the Articles with the Secretary of State of Ohio (which shall occur following approval of those Articles by the Council of the City of Cleveland).

Section 2. Special Meetings. Subject to the requirements of Ohio Revised Code, as amended ("ORC") Section 121.22, special meetings of the Members may be called by the Chairperson of the Board of Directors by action at a meeting, or by any three Directors acting without a meeting, and shall be called by the Secretary (as contemplated pursuant to Section Article V, Section 1 of these Regulations) upon written request of Members entitled to exercise twenty-five percent (25%) or more of the voting power of the Members. No business other than that specified in the notice shall be considered at any special meeting except with the unanimous consent of all Members entitled to receive notice of such meeting.

Section 3. Notice of Meeting. A written or printed notice of each annual or special meeting stating the time and place, the purpose or purposes thereof, and, if applicable, the means by which Members can be present and vote at the meeting using communications equipment shall be sent to each Member not less than seven (7) nor more than sixty (60) days before the date of the meeting to each Member of record (as described in Section II.7 below) entitled to vote at such meeting. Notice is to be given by personal delivery, by mail or by overnight delivery service (in either case, postage prepaid), or by any other means of communication authorized by the Member to whom notice is given. Notice shall be sent to the tax mailing address used by the Cuyahoga County Fiscal Officer unless the Member has requested in writing that notices be served at another address or by another method. In addition to the tax mailing address, if the Board of Directors knows that a notice is more likely to reach a Member at another address, notice also may be sent to such other address. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting. As used in these Regulations, any reference to "Cuyahoga County Fiscal Officer" shall mean and

refer to the office (or the appropriate person at such office, as the case may be) of the county government that handles the functions of a "county auditor" as contemplated by the ORC.

Section 4. Quorum. At any meeting preceded by proper notice, the Members present in person and the Members represented by a proxy or designee of the Member properly appointed pursuant to ORC Section 1710.03 and present in person, shall, if such Members constitute at least twenty five percent (25%) of the total votes eligible to be cast by Members, constitute a quorum for all purposes, except when a different number is required by law. At any meeting at which a quorum is present, all questions and business which shall come before the meeting shall be determined by the vote of Members entitling them to exercise a majority of the voting power of those Members present in person or by proxy or designee at the meeting, except when a different proportion is required by law.

Section 5. Proxies and Designees. A Member may file a signed written statement with the Secretary of the Corporation appointing a proxy at least three (3) days prior to any meeting at which a vote is to be taken. A Member may also select a designee to carry out the Member's rights and responsibilities by filing a signed written designation form with the Secretary of the Corporation, indicating the name and address of the Member, the name and address of the designee, and the expiration date, if any, of the designation, and may authorize the designee to vote on the Member's behalf at any meeting of the Members. Any person so appointed as a proxy shall be a natural person but need not be a Member. A designee need not be a Member and may be a natural person, corporation for profit, nonprofit corporation, business trust, estate, trust, partnership or association. However, any Member that appoints a non-natural person as a designee shall provide to the Secretary of the Corporation the name or names of one or more natural persons that are authorized to act for the designee and a certified resolution of the governing body of the designee or other evidence acceptable to the Secretary supporting the authority of those natural persons to vote on behalf of that designee and to execute written agreements, consents, waivers and releases on behalf of the designee. The appointment of a proxy or a designee may be changed by filing a new form with the Secretary of the Corporation. The most current form filed with the Secretary of the Corporation is the valid appointment. Service of any notice upon a proxy or designee at the proxy's or designee's address as shown on that form satisfies any requirements for notification of the Member.

Section 6. Voting.

(a) At any meeting of Members, each Member shall, except as otherwise provided by law or by these regulations, be entitled to the number of votes equivalent to the aggregate total assessment (taking into consideration both the value based assessment and footage based assessment) of all real property in the District owned by such Member. An individual Member's assessment shall be calculated pursuant to the method set forth in the Initial Comprehensive Services Plan for the Market District-Cleveland Business Improvement District, which was attached to the Petition submitted and accepted pursuant to Resolution No. 590.11, adopted May 9, 2011. As an example to illustrate the foregoing, if the total assessment collected for the District is \$125,000.00, there will be 125,000 eligible votes. If a Member's total assessment is \$5,000.00 (calculated as described in this Section), such Member shall be entitled to 5,000 votes at the meeting with respect to each matter that is eligible for Member vote.

(b) The identification of the aggregate total assessment on real property owned by each Member shall be based on the assessment on file with the City of Cleveland Department of Finance pursuant to Resolution No. 590-11, adopted on May 9, 2011. Members may review these calculations at or prior to the meeting to determine the number of votes they will be entitled to cast at the meeting.

Section 7. Identification of Members. The identification of each Member shall be determined by the Corporation from the most current records available at the Cuyahoga County Fiscal Officer's office at any date which is within sixty (60) days prior to the meeting. Members that are not natural persons shall provide to the Secretary of the Corporation the name or names of one or more natural persons who are authorized to act for the Member and a certified resolution of the governing body of the Member or other evidence acceptable to the Secretary supporting the authority of those natural persons to vote on behalf of the Member and to execute written agreements, consents, waivers and releases on behalf of that Member.

Section 8. Record Date for Member Determination. Subject to Section 7 of this Article, the Board of Directors shall determine the record date for the determination of who is a Member (which date shall be within sixty (60) days prior to the meeting), who is entitled to notice, and the number of votes to which each Member is entitled. Any changes in the records of the Cuyahoga County Fiscal Officer between such record date and any meeting of Members shall not affect such determination.

Section 9. Open Meetings. Pursuant to ORC Section 121.22 (F), the Members shall, by rule, establish a reasonable method by which any person may determine the time, place and purpose of its meetings. All meetings of the Members shall be open to the public, subject to the exceptions in ORC Section 121.22 (G). The Members may adopt other rules to assure compliance with ORC Section 121.22.

Section 10. Presence Through Electronic Communications Devices. Members may participate at any meeting through any communications equipment if all such persons participating can hear each other, and such participation shall constitute presence at such meeting.

ARTICLE III **DIRECTORS**

Section 1. Number of Directors. The number of Directors of the Corporation shall initially be nine (9). The number of Directors may be fixed or changed by resolution at any annual meeting of Members, or any special meeting of Members called for that purpose, adopted by the vote of Members entitled to exercise a majority of the voting power of the Members in attendance at that meeting who are present in person or by proxy or designee, but (i) the number of Directors shall at no time be less than nine (9), (ii) no reduction shall have the effect of removing any Director prior to the expiration of his term of office, and (iii) the constituency of the Board shall at all times be in compliance with the Corporation's Articles. In the event the Members fail to fix the number of Directors to be elected, the number elected shall be deemed to be the number of Directors fixed.

Section 2. Appointed and Elected Directors. As described in the Articles, one Director shall be appointed by the Council of the City of Cleveland and one Director shall be the Mayor of the City of Cleveland, or alternatively, if so designated by the Mayor to serve in his or her stead, an employee of the City of Cleveland involved with its planning or economic development functions who shall serve at the pleasure of the Mayor (each an "Appointed Director"). The remainder of the Directors shall be Members ("Elected Directors"). At least twenty percent (20%) of the Elected Directors shall consist of a Member or Members that own residential property in the District.

Section 3. Election of Directors. Elected Directors shall be elected initially at the first meeting of the Members after the creation of the District and thereafter shall be elected only at the November meeting of the Members (unless otherwise permitted by law or except as provided in Section 4 of this Article III). Such election shall be by ballot whenever requested by any Member entitled to vote at such election, but unless such a request is made, the election may be conducted in any manner approved at such meeting.

Section 4. Term of Office. The Elected Directors shall be classified with respect to their terms of office by dividing them into three (3) cycles, each consisting as nearly as possible of one-third of the whole number of Directors. Specifically, two (2) Elected Directors shall have an initial term of one (1) year; two (2) Elected Directors shall have an initial term of two (2) years; and three (3) Elected Directors shall have an initial term of three (3) years. After the expiration of such initial terms, Elected Directors will thereafter each hold office for a term of three (3) years and until his successor is elected and qualified, or until his earlier resignation, disqualification, removal from office, or death. Notwithstanding the foregoing, in the event a shorter or longer term for Elected Directors is ever necessary in order to provide for rotation of Directors, whenever necessary, a Director may be elected for a shorter or longer term. The Appointed Directors shall serve a continuous term.

Section 5. Directors as a Member. Each Elected Director must be a Member or designee of a Member appointed pursuant to the authorization of ORC Section 1710.03 and in any case must be a natural person. In the event that a Member ceases to own property in the District, that former Member (and any designee appointed by that former Member) shall be disqualified as an Elected Director and shall cease to be a Director effective as of the date that such Member ceased to own property in the District.

Section 6. Withdrawal of Designation. If the designee of a Member is serving as a Director and the Member withdraws the designation, that individual shall be disqualified as an Elected Director and shall cease to be a Director effective as of the date that the Secretary receives written notice from such Member that the designation has been withdrawn.

Section 7. Vacancies. The remaining Directors, though less than a majority of the whole authorized number of Directors may, by the vote of a majority of their number, fill any vacancy in the Board of Directors until an election to fill such vacancies is held by the Members. Any vacancy in the Board of Directors (whether or not the same has been temporarily filled by the remaining Directors) may be filled by the Members at any annual meeting of the Members called for that purpose, and any Director elected at any such meeting of Members shall serve until the expiration of the original term or until his successor is elected and qualified.

Section 8. Proxies and Designees. A Director may file a signed written statement with the Secretary of the Corporation appointing a proxy at least three (3) days prior to any meeting at which a vote is to be taken. A Director may also select a designee to carry out the Director's rights and responsibilities by filing a signed written designation form with the Secretary of the Corporation, indicating the name and address of the Director, the name and address of the designee, and the expiration date, if any, of the designation, and may authorize the designee to vote on the Director's behalf at any meeting of the Directors. Any person so appointed as a proxy or designee need not be a resident of the district or a Member. The appointment of a proxy or designee may be changed by filing a new form with the Secretary of the Corporation. The most current form filed with the Secretary is the valid appointment. Service of notice upon a proxy or designee at the proxy's or designee's address as shown on that form satisfies any requirements for notification of a Director.

Section 9. Compensation. The Directors shall not receive salaries, fees or compensation for their services as Directors or their attendance at any meeting or committee meeting of Directors. The Board of Directors may adopt a policy to reimburse Directors for their reasonable out-of-pocket expenses incurred in the performance of their duties as Directors.

Section 10. Resignation. Any Director may resign at any time by giving notice to the Board of Directors or the Chairperson or Secretary, and such resignation shall be deemed to take effect upon its receipt by the person(s) to whom addressed, unless some other time is specified therein.

Section 11. Meetings Held Through Communications Equipment. Meetings of the Directors may be held through any communications equipment if all such persons participating can hear each other, and such participation shall constitute presence at such meeting.

ARTICLE IV POWERS, MEETINGS AND COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. Powers of the Board. Except as otherwise provided in the Chapters 1710 and 1702 of the Ohio Revised Code, or in the Articles, in respect of action required to be taken, authorized or approved by the Members, all the capacity of the Corporation shall be vested in and all its authority shall be exercised by the Board of Directors.

Section 2. Meetings of the Board. The annual meeting of the Board of Directors shall be held immediately following the adjournment of each annual meeting of Members. Regular meetings of the Board of Directors shall be held on the dates established by the Board of Directors. Special meetings of the Board of Directors may also be held at any time upon call of the Chairperson or any two (2) Directors. Meetings of the Board of Directors shall be held at the principal office of the Corporation, unless the Board of Directors determines that a meeting shall be held at some other place within the City of Cleveland, Ohio and causes the notice thereof to so state.

Section 3. Notice of Meetings. Written notice of the time, date, place, and agenda for each meeting of the Board of Directors shall be given to each Director at his last known

address by certified mail, overnight delivery, personal service or, if such Director has consented to receive notice of meetings by an electronic device, such electronic device prior to the date of said meeting. If possible, the notice shall be served at least one (1) week prior to the meeting.

Section 4. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business, provided that whenever less than a quorum is present at any time or place appointed for a meeting of the Board, a majority of those present may adjourn the meeting from time to time without notice, other than by announcement at the meeting, until a quorum shall be present. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 5. Bylaws of the Board. The Board of Directors may adopt bylaws for the government of its actions consistent with the Articles and these Regulations.

Section 6. Committees. The Board of Directors, by resolution adopted by a majority of the whole Board, may appoint three (3) or more Elected Directors to constitute an Executive Committee of the Board or to constitute additional or other committees of Directors. The Board of Directors may delegate to any such committee any of the authority of the Board of Directors, however conferred, other than that of filling vacancies among the Directors or in any committee of the Directors or the election of officers. Between meetings of the Board of Directors, the Executive Committee shall have the full powers of the Board of Directors. Each such committee shall serve at the pleasure of the Board of Directors and shall be subject to the control and direction of the Board of Directors. An act or authorization of an act by any such committee within the authority delegated to it by the resolution of the Board of Directors by these regulations shall be as effective for all purposes as the act or authorization of the Board of Directors. The Board of Directors may likewise appoint other members of any committee who are not Directors who shall act in an advisory capacity but who shall have no vote upon any matter of business before the committee.

Section 7. Advisory Board. The Board of Directors, by resolution adopted by a majority of the whole Board, may create an Advisory Board to the Board of Directors for such purposes as the Board of Directors shall determine. Any Advisory Board shall have no power, right, or authority with respect to the Corporation or the Board. If the Board creates an Advisory Board, the Board shall determine all matters and details with respect to any Advisory Board, including, without limitation, the number of members of the Advisory Board who will be members of the Advisory Board, how long any member of the Advisory Board will serve, and when the Advisory Board will meet.

Section 8. Open Meetings. Pursuant to ORC Section 121.22 (F), the Directors shall, by rule, establish a reasonable method by which any person may determine the time, place and purpose of meetings of the Board of Directors and committees of the Board. All meetings of the Board of Directors and committees of the Board shall be open to the public, subject to the exceptions in ORC Section 121.22 (G). The Directors may adopt other rules to assure compliance with ORC Section 121.22.

ARTICLE V

OFFICERS

Section 1. General Provisions. The Board of Directors shall elect from the Directors the following officers a Chairperson, Vice-Chairperson, Secretary and Treasurer. The Chairperson shall also act as President of the Corporation. These officers shall serve at the Board of Directors' pleasure. A Director may be elected to more than one office, except that the Director elected as treasurer shall not be elected to any other office. The Corporation may also have such other officers and assistant officers as the Directors deem necessary. Such other officers or assistant officers do not have to be Directors. By designating a person to serve as an officer of the Corporation, the Directors shall be deemed to have considered such office necessary and to have established such office in accordance with this Section.

Section 2. Compensation. No Officer shall receive salaries, fees or compensation for serving as an Officer or for attending any meetings. The Board of Directors may adopt a policy to reimburse Officers for their reasonable out-of-pocket expenses incurred in the performance of their duties as Officers.

Section 3. Term of Office. The Officers of the Corporation shall hold office during the pleasure of the Board of Directors, and unless sooner removed by the Board of Directors following the date of their election and until their successors are chosen and qualified. The Board of Directors may remove any Officer at anytime with or without cause, by a majority vote. A vacancy in office, however created, shall be filled by the Board of Directors.

ARTICLE VI

DUTIES OF OFFICERS

Section 1. Chairperson. The Chairperson shall have such duties as may from time to time be required of him by the Board of Directors, which duties so required may include, without limitation thereto, general supervision, administration and direction of all the Corporation's affairs subject to the direction of the Board of Directors. He shall preside at all meeting of Members and Directors. The Chairperson may sign all authorized deeds, mortgages, bonds, contracts and other obligations, in the name of the Corporation. He shall be the chief executive officer of the Corporation unless otherwise determined by the Directors and shall have general supervision over the property, activities and affairs of the Corporation. The Chairperson shall (i) supervise and manage the major activities of the Corporation, (ii) develop an annual operating and capital budget for review and approval by the Directors, (iii) have the authority, within budgetary constraints, to hire, evaluate and terminate all other employees of the Corporation, (iv) submit such recommendations to the appropriate committee of the Board as he or she deems necessary or advisable for the management and operation of this Corporation, and (v) have such other powers and duties as may be prescribed by the Board of Directors.

Section 2. Vice-Chairperson. The Vice-Chairperson shall perform all duties of the Chairperson, in case of his absence or disability, together with such other duties as the Board of Directors may from time to time prescribe. The authority of the Vice-Chairperson to execute contracts, deeds, notes, mortgages, bonds, other obligations and other papers in the name of the Corporation shall be coordinate with like authority of the Chairperson.

Section 3. Secretary. The Secretary shall keep minutes of all the proceedings of the Members and Board of Directors, and shall make proper record of the same, which shall be attested by him, sign all contracts, deeds, notes, mortgages, bonds, and other papers executed by the Corporation requiring his signature; give notice of meetings of Members and Directors; keep such books as may be required by the Board of Directors and perform such other and further duties as may from time to time be required of him by the Board of Directors.

Section 4. Treasurer. The Treasurer shall have general supervision of all finances. He shall receive and have in charge all money, bills, notes, deeds, leases, mortgages, insurance policies and similar property belonging to the Corporation, and shall do with the same as may from time to time be required by the Board of Directors. He shall cause to be kept adequate and correct accounts of the business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and stated capital, together with such other accounts as may be required, and, on the expiration of his term of office shall turn over to his successor or to the Board of Directors all property, books, papers and money of the Corporation in his hands. He shall perform such other duties as may be assigned to him by the Board of Directors or required by law.

By the first day of March of each year, the Treasurer shall submit to each Member of the District and to the municipal executive, chief fiscal officer, and legislative authority of each municipal corporation with territory within the boundaries of the District and the board of township trustees of each township with territory within the boundaries of the District, a report of the District's activities and financial condition for the previous year.

ARTICLE VII LIMITATION OF LIABILITY AND INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Section 1. Authorization.

(a) In the event that any person who was or is a party or is threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, or investigative action, suit or proceeding seeks indemnification from the Corporation against expenses (including attorney's fees), and in the case of actions other than those by or in the right of the Corporation, judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding by reason of the fact that such person is or was a Director, officer, employee, agent or volunteer of the Corporation or is or was serving at the request of the Corporation as a trustee, director, officer, employee, agent or volunteer of another corporation (domestic or foreign, nonprofit or for profit), partnership, limited liability company, joint venture, trust or other enterprise, then, unless such indemnification is ordered by a court, the Corporation shall determine or cause to be determined in the manner provided in Section 1702.12(E)(4) of the ORC, whether or not indemnification is proper in the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in divisions (E)(1) and (E)(2) of ORC §

1702.12 and, to the extent that it is determined that such indemnification is proper, the person claiming such indemnification shall be indemnified.

(b) Expenses, including attorney's fees, incurred by a Director, officer, employee, agent or volunteer in defending any action, suit, or proceeding referred to in Paragraph (a) of this Section may be paid by the Corporation as they are incurred in advance of the final disposition of such action, suit or proceeding as authorized by the Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee, agent or volunteer to repay such amount if it ultimately is determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article VII.

(c) The indemnification authorized by Paragraph (a) of this Section shall not be deemed exclusive of, and shall be in addition to, any other rights granted to those seeking indemnification, pursuant to the Articles of Incorporation, these Regulations, any agreement, vote of disinterested Directors, or otherwise, both as to action in their official capacities and as to action in another capacity while holding their offices or positions, and shall continue as to a person who has ceased to be a Director, officer, employee, agent or volunteer and shall inure to the benefit of the heirs, executors and administrators of such a person.

(d) For purposes of this Article, the term "volunteer" is used as defined by ORC Chapter 1702.

(e) The provisions of ORC § 1702.12(E)(5)(a)(i) applicable to automatic advance payment of expenses shall not apply to this Corporation.

(f) References in this Article VII to Sections of the ORC shall also refer to any corresponding provisions of future Ohio statutes.

Section 2. Insurance. The Corporation may, to the fullest extent then permitted by law and authorized by the Directors, purchase and maintain insurance or furnish similar protection including, but not limited to, self-insurance, for or on behalf of any person who is or was a Director, officer, employee, agent, or volunteer of the corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, agent, or volunteer of another domestic or foreign corporation (domestic or foreign, nonprofit or for profit), partnership, limited liability company, joint venture, trust, or other enterprise, against any liability asserted against and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability.

ARTICLE VIII **MISCELLANEOUS**

Section 1. Articles of Incorporation. This Code of Regulations is at all times subject to the provisions of the Articles of Incorporation, as amended from time to time. In case any

provision of these Regulations shall be inconsistent with the Articles of Incorporation, the Articles of Incorporation shall govern.

Section 2. Fiscal Year. The Corporation's fiscal year shall be determined by the Directors.

Section 3. Competitive Bidding. The Board of Directors shall adopt written rules prescribing competitive bidding procedures for contracts awarded under Chapter 1710 of the ORC. The rules shall provide for advertising for bids and specify the bidding procedures to be followed, and may specify conditions under which competitive bidding is not required and other conditions such as establishing a dollar limit per contract or specifying particular parties to a contract.

Section 4. Authorized Communications Equipment and Electronic Devices. The Board of Directors may adopt procedures and guidelines for the use of authorized communications equipment and electronic devices in connection with a meeting or as a means of voting. Such regulations may also contain specific provisions that permit the Corporation to verify that a person voting or taking an action at a meeting is person permitted to do so.

Section 5. Gender. Where the context so requires or such interpretation is appropriate, any word used herein denoting gender shall include all genders.

ARTICLE IX **AMENDMENTS**

This Code of Regulations may be amended or repealed at any meeting of the Members by the affirmative vote of a majority of the total votes eligible to be cast by the Members in attendance at that meeting.