

ARTICLES OF INCORPORATION
FOR
DOWNTOWN NEWARK SPECIAL IMPROVEMENT DISTRICT , INC.

- FIRST: The name of this corporation is the Downtown Newark Special Improvement District, Inc. (hereafter referred to as the "*Corporation*").
- SECOND: The place in the State of Ohio where the Corporation's principal office will be located is the City of Newark, Licking County, Ohio.
- THIRD: The Corporation is formed for the following purposes:
- A. To govern a special improvement district created pursuant to ORC Chapter 1710 (the "*District*").
 - B. To encourage and participate in programs that will maintain, improve and build the District as a viable mixed-use business, cultural, residential and recreational community.
 - C. To assist the City of Newark, Licking County, and other agencies and groups in providing programming which will preserve the economic well-being and opportunities in the Downtown Newark area of the City of Newark, 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 corporations 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*").
- FOURTH: The name of the special improvement district formed by the Corporation under ORC Chapter 1710 shall be the "Downtown Newark Special Improvement District, Inc."

- FIFTH: The territory within the District shall be generally described as that portion of the City of Newark, Ohio, which is located within the following area:
- a) Beginning at the corner of North Front Street and East Church Street, and proceeding east along Front Street to Easy Street; then proceeding
 - b) South on Easy Street to East Main Street; then proceeding
 - c) South along the easterly boundaries of Licking County tax parcels 054-202848-00.00, 054-282031-00.00, and 054-282048-00.01; then proceeding
 - d) Southwest on Yearly Street; then proceeding
 - e) Southeast on South First Street; then proceeding
 - f) West along the southerly boundaries of Licking County Tax parcels 054-201408-00.00, 054-201414-00.00, 054-201678-00.00, 054-282098-01.00, 054-282098-00.02, 054-282098-00.00, 054-186698-00.00, 054-204810-00.00, 054-210744-00.00, and 054-202464-00.00; then proceeding
 - g) West along the southerly boundary and Northeast along the westerly boundary of Licking County Tax parcel 054-282074-35.00; then proceeding
 - h) East on Wilson Street; then proceeding
 - i) North along the westerly boundaries of Licking County Tax parcel 054-186884-00.00; then proceeding
 - j) West on West Canal Street; then proceeding
 - k) North along the westerly boundary of Licking County Tax parcel 054-203484-00.00; then proceeding
 - l) Northwest on West Market Street; then proceeding
 - m) West along the southerly boundary and North along the westerly boundary of Licking County Tax parcel 054-202350-00.00; then proceeding
 - n) West on West Main Street; then proceeding
 - o) North along the westerly boundary of Licking County Tax parcel 054-186634-00.00; then proceeding

- p) East on West Church Street; then proceeding
- q) Northeast along the westerly boundary of Licking County Tax parcel 054-259752-00.00; then proceeding
- r) North on North Sixth Street; then proceeding
- s) East along the southerly boundaries of Licking County Tax parcels 054-186908-00.00, 054-261438-01.00, 054-265284-00.00, 054-186518-00.00, 054-268914-00.00, 054-267720-00.00, and 054-268914-00.00; then proceeding
- t) North along the westerly boundaries of Licking County Tax parcels 054-186598-00.00, 054-259446-00.00, 054-186610-00.00, 054-265668-00.00, 054-268992-00.00, 054-266358-00.00, 054-186944-00.00, 054-266670-00.00, and 054-186822-00.00; then proceeding
- u) Southeast on State Route 16; then proceeding
- v) South on North First Street; then proceeding
- w) East on East Locust Street; then proceeding
- x) Southeast along the easterly boundaries of Licking County tax parcels 054-201762-00.00, 054-208908-00.00, and 054-208974-00.00 to North Front 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 Licking County Auditor's Office, is attached hereto as Exhibit A.

SIXTH: 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.

SEVENTH: The incorporator, whose name and address is set forth at the end of these Articles, plus three (3) temporary Trustees appointed by the incorporator, shall serve as the Board of 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. From and after the first meeting of the entire membership, the Board of Trustees of the Corporation shall consist of at least seven (7) individuals, one of whom shall be the Chief Executive of the City of Newark, or alternatively an employee of the City of Newark who shall serve at the pleasure of the Chief Executive, one of whom shall be appointed by the Council of the City of Newark, and the remainder of whom shall be Members or executive representatives of Members elected by the Members.

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.

EIGHTH: 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 Newark, and (c) upon filing of such amendment or amended articles and a certified copy of such resolution with the Ohio Secretary of State.

NINTH: The District is being created by concerned landowners in the district in an effort to strengthen the economic vitality, livability and commerce in the District community. The District is intended to increase the utilization of the district area by businesses and individuals in the Newark 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.

TENTH: 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.

ELEVENTH: 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.

TWELFTH: A copy of the City of Newark Ordinance No._____ is attached as Exhibit B as required by Revised Code 1710.02(D).

Exhibit A

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

054-186584-00.000	054-201876-00.000	054-203256-00.000
054-186814-00.000	054-201882-00.000	054-203262-00.000
054-186868-00.000	054-201894-00.000	054-203292-00.000
054-186898-00.000	054-201900-00.000	054-203304-00.000
054-186908-00.000	054-201906-00.000	054-203310-00.000
054-186944-00.000	054-201912-00.000	054-203310-00.001
054-186980-00.000	054-201918-00.000	054-203358-00.000
054-186982-00.000	054-201930-00.000	054-203364-00.000
054-186988-00.000	054-201942-00.000	054-203370-00.000
054-187000-00.000	054-201948-00.000	054-203388-00.000
054-187010-00.000	054-201960-00.000	054-203394-00.000
054-187010-00.001	054-201966-00.000	054-203424-00.000
054-200874-00.000	054-201978-00.000	054-203430-00.000
054-200886-00.000	054-201984-00.000	054-203430-00.001
054-200898-00.000	054-202008-00.000	054-203430-00.002
054-200916-00.000	054-202014-00.000	054-203430-00.003
054-200928-00.000	054-202032-00.000	054-203430-00.004
054-200934-00.000	054-202044-00.000	054-203430-00.005
054-200940-00.000	054-202050-00.000	054-203430-00.006
054-200964-00.000	054-202056-00.000	054-203430-00.007
054-200970-00.000	054-202062-00.000	054-203448-00.000

054-200982-00.000	054-202068-00.000	054-203466-00.000
054-200994-00.000	054-202092-00.000	054-203472-00.000
054-201000-00.000	054-202098-00.000	054-203490-00.000
054-201006-00.000	054-202104-00.000	054-203514-00.000
054-201024-00.000	054-202116-00.000	054-203526-00.000
054-201030-00.000	054-202128-00.000	054-203532-00.000
054-201066-00.000	054-202134-00.000	054-203538-00.000
054-201072-00.000	054-202146-00.000	054-203544-00.000
054-201084-00.000	054-202152-00.000	054-203556-00.000
054-201090-00.000	054-202158-00.000	054-203562-00.000
054-201102-00.000	054-202182-00.000	054-203604-00.000
054-201108-00.000	054-202188-00.000	054-203976-00.000
054-201132-00.000	054-202194-00.000	054-204150-00.000
054-201144-00.000	054-202200-00.000	054-204156-00.000
054-201156-00.000	054-202206-00.000	054-204528-00.000
054-201162-00.000	054-202254-00.000	054-205572-00.000
054-201180-00.000	054-202260-00.000	054-205902-00.000
054-201210-00.000	054-202284-00.000	054-206154-00.000
054-201252-00.000	054-202308-00.000	054-206226-00.000
054-201258-00.000	054-202314-00.000	054-206238-00.000
054-201264-00.000	054-202320-00.000	054-206502-00.000
054-201264-00.001	054-202332-00.000	054-206556-00.000
054-201270-00.000	054-202338-00.000	054-206700-00.000
054-201282-00.000	054-202344-00.000	054-206706-00.000

054-201282-00.001	054-202350-00.000	054-206712-00.000
054-201288-00.000	054-202386-00.000	054-206742-00.000
054-201294-00.000	054-202392-00.000	054-207288-00.000
054-201300-00.000	054-202398-00.000	054-208146-00.000
054-201312-00.000	054-202404-00.000	054-208152-00.000
054-201318-00.000	054-202428-00.000	054-208284-00.000
054-201330-00.000	054-202434-00.000	054-208908-00.000
054-201336-00.000	054-202458-00.000	054-208944-00.000
054-201348-00.000	054-202470-00.000	054-208974-00.000
054-201354-00.000	054-202476-00.000	054-209130-00.000
054-201360-00.000	054-202476-00.001	054-209286-00.000
054-201384-00.000	054-202500-00.000	054-209772-00.000
054-201390-00.000	054-202518-00.000	054-210756-00.000
054-201396-00.000	054-202536-00.000	054-210846-00.000
054-201426-00.000	054-202548-00.000	054-210966-00.000
054-201432-00.000	054-202554-00.000	054-211050-00.000
054-201450-00.000	054-202560-00.000	054-211776-00.000
054-201468-00.000	054-202566-00.000	054-212124-00.000
054-201474-00.000	054-202572-00.000	054-213522-00.000
054-201480-00.000	054-202578-00.000	054-214416-00.000
054-201486-00.000	054-202590-00.000	054-214722-00.000
054-201492-00.000	054-202614-00.000	054-214866-00.000
054-201504-00.000	054-202644-00.000	054-215160-00.000
054-201522-00.000	054-202650-00.000	054-215178-00.000

054-201534-00.000	054-202656-00.000	054-259446-00.000
054-201540-00.000	054-202662-00.000	054-259524-00.000
054-201558-00.000	054-202674-00.000	054-259560-00.000
054-201564-00.000	054-202680-00.000	054-259668-00.000
054-201570-00.000	054-202686-00.000	054-259740-00.000
054-201576-00.000	054-202692-00.000	054-259752-00.000
054-201582-00.000	054-202710-00.000	054-259770-00.000
054-201588-00.000	054-202734-00.000	054-260088-00.000
054-201594-00.000	054-202746-00.000	054-263568-00.000
054-201612-00.000	054-202752-00.000	054-263670-00.000
054-201618-00.000	054-202752-00.001	054-263868-00.000
054-201624-00.000	054-202770-00.000	054-264708-00.000
054-201630-00.000	054-202776-00.000	054-266358-00.000
054-201642-00.000	054-202782-00.002	054-267552-00.000
054-201648-00.000	054-202788-00.000	054-267792-00.000
054-201654-00.000	054-202794-00.000	054-268272-00.000
054-201660-00.000	054-202806-00.000	054-268548-00.000
054-201702-00.000	054-202812-00.000	054-268554-00.000
054-201714-00.000	054-202818-00.000	054-268554-00.001
054-201756-00.000	054-202854-00.000	054-268554-00.002
054-201762-00.000	054-202908-00.000	054-268560-00.000
054-201768-00.000	054-202914-00.000	054-270258-00.000
054-201780-00.000	054-202926-00.000	054-276240-00.000
054-201792-00.000	054-202950-00.000	054-279660-01.000

054-201798-00.000	054-202956-00.000	054-280026-00.000
054-201804-00.000	054-202962-00.000	054-282048-00.001
054-201810-00.000	054-202980-00.000	054-282074-35.000
054-201816-00.000	054-202986-00.000	054-282084-01.000
054-201822-00.000	054-202992-00.000	054-282098-00.000
054-201834-00.000	054-203088-00.000	054-282098-00.002
054-201840-00.000	054-203124-00.000	054-282098-01.000
054-201852-00.000	054-203130-00.000	054-284362-30.000
054-201864-00.000	054-203154-00.000	054-284362-31.000