

Downtown Toledo Improvement District Inc.
Amended Articles of Incorporation
Additional Provisions

FIRST:

Name of the Corporation is: Downtown Toledo Improvement District Inc.

SECOND:

The principal office of the corporation is in Toledo, 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 downtown area of the City of Toledo as a viable business, cultural, residential and recreational community.
- c) To assist the City of Toledo, Lucas County, and other agencies and groups in providing programming which will preserve the economic wellbeing and opportunities in the downtown area of the City of Toledo.
- 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 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.
- 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 directors 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"),

FIFTH:

The name of the special improvement district formed by the Corporation under ORC Chapter 1710 shall be the "Revised Downtown Toledo Improvement District" ("District"),

SIXTH:

The territory within the District shall be generally described as that portion of the City of Toledo, Ohio, which is located within the following area:

- a) Commencing at the intersection of Cherry Street and the shoreline of the Maumee River, said point also being the point of beginning, and proceeding southerly along the shoreline of the Maumee River to Clayton Street; then proceeding
- b) Northwesterly along Clayton Street to Ottawa Street; then proceeding
- c) Northerly along Ottawa Street to Washington Street; then proceeding
- d) Northwesterly along Washington Street to Summit Street; then proceeding
- e) Southwesterly along Summit Street to Lafayette Street; then proceeding
- f) Northwesterly along Lafayette Street to Depot Street; then proceeding
- g) Northeasterly along Depot Street to Washington Street; then proceeding
- h) Southeasterly along Washington Street to Gratiot Street; then proceeding
- i) Northeasterly along Gratiot Street to the southerly corner of Lucas County Assessor's Number 01014001 (Dymarkowski Development Group); then proceeding
- j) Northwesterly along Lucas County Assessor's Number 01014001 (Dymarkowski Development Group) to St Clair Street; then proceeding
- k) Northeasterly along St Clair Street to Monroe Street; then proceeding
- l) Northwesterly along Monroe Street to Huron Street; then proceeding
- m) Southwesterly along Huron Street to the southerly corner of Lucas County Assessor's Number 01090008 (Beczynski Inc.); then proceeding
- n) Northwesterly along Lucas County Assessor's Number 01090008 (Beczynski Inc.), Lucas County Assessor's Number 01903002 (Monroe Huron LLC and Beczynski Inc.), and Lucas County Assessor's Number 01090006 (Giammarco Properties) to the westerly corner of Lucas County Assessor's Number 01090006 (Giammarco Properties); then proceeding
- o) Northeasterly along Lucas County Assessor's Number 01090006 (Giammarco Properties) to Monroe Street; then proceeding
- p) Northwesterly along Monroe Street to the easterly corner of Lucas County Assessor's Number 01106004 (Maddad LLC); then proceeding
- q) Southwesterly along Lucas County Assessor's Number 01106004 (Maddad LLC) to the northerly corner of Lucas County Assessor's Number 01106030 (39 North Erie, LLC); then proceeding

- r) Southeasterly along Lucas County Assessor's Number 01106030 (39 North Erie, LLC) to Erie Street; then proceeding
- s) Southwesterly along Erie Street to the Northerly corner of Lucas County Assessor's Number 01090022 (Kareem Properties LLC); then proceeding
- t) Southeasterly along Lucas County Assessor's Number 01090022 (Kareem Properties LLC) to the easterly corner of Lucas County Assessor's Number 01090022 (Kareem Properties LLC); then proceeding
- u) Southwesterly along Lucas County Assessor's Number 01090022 (Kareem Properties LLC) to the southerly corner of Lucas County Assessor's Number 01090022 (Kareem Properties LLC); then proceeding
- v) Northwesterly along Lucas County Assessor's Number 01090022 (Kareem Properties LLC) to Erie Street; then proceeding
- w) Southwesterly along Erie Street to the southerly corner of Lucas County Assessor's Number 01106011 (BAF, LLC); then proceeding
- x) Northwesterly along Lucas County Assessor's Number 01106011 (BAF, LLC) to the westerly corner of Lucas County Assessor's Number 01106011 (BAF, LLC); then proceeding
- y) Northeasterly along Lucas County Assessor's Number 01106011 (BAF, LLC) and Lucas County Assessor's number 01106007 (BAF, LLC) to the southerly corner of Lucas County Assessor's Number 01106024 (Giapro, LLC); then proceeding
- z) Northwesterly along Lucas County Assessor's Number 01106024 (Giapro, LLC) to Ontario Street; then proceeding
- aa) Northeasterly along Ontario Street to Monroe Street; then proceeding
- bb) Northwesterly along Monroe Street to 11th Street; then proceeding
- cc) Northeasterly along 11th Street to the Northwesterly corner of Lucas County Assessor's Number 01315006 (Erik Kluge); then proceeding
- dd) Southeasterly along Lucas County Assessor's Number 01315006 (Erik Kluge) to a point on Lucas County Assessor's Number 01315006 (Erik Kluge); then proceeding
- ee) Southwesterly along Lucas County Assessor's Number 01315006 (Erik Kluge) to a point on Lucas County Assessor's Number 01315006 (Erik Kluge); then proceeding
- ff) Southeasterly along Lucas County Assessor's Number 01315006 (Erik Kluge) to a point on Lucas County Assessor's Number 01315003 (Realty Income Corporation); then proceeding
- gg) Northeasterly along Lucas County Assessor's Number 01315003 (Realty Income Corporation), Lucas County Assessor's Number 01315002 (Realty Income Corporation) and Lucas County Assessor's Number 01315001 (Realty Income Corporation) to Jefferson Avenue; then proceeding
- hh) Southeasterly along Jefferson Avenue to 10th Street; then proceeding
- ii) Northeasterly along 10th Street to the southerly corner of Lucas County Assessor's Number 01314005 (Madison Partners LLC); then proceeding

- jj) Northwesterly along Lucas County Assessor's Number 01314005 (Madison Partners LLC) to a point on Lucas County Assessor's Number 01314013(Madison Partners LLC); then proceeding
- kk) Southwesterly along Lucas County Assessor's Number 01314013(Madison Partners LLC) to a point on Lucas County Assessor's Number 01314013(Madison Partners LLC); then proceeding
- ll) Northwesterly along Lucas County Assessor's Number 01314013(Madison Partners LLC) to 11th street; then proceeding
- mm) Northeasterly along 11th Street to Adams Street; then proceeding
- nn) Southeasterly along Adams Street to 10th Street; then proceeding
- oo) Northeasterly along 10th Street to the northerly corner of Lucas County Assessor's Number 01146014 (Spengler Nathanson); then proceeding
- pp) Southeasterly along Lucas County Assessor's Number 01146014 (Spengler Nathanson), Lucas County Assessor's Number 01146013 (Spengler Nathanson), and Lucas County Assessor's Number 01146012 (KWIK Parking) to Michigan Street; then proceeding
- qq) Southwesterly along Michigan Street to Adams Street; then proceeding
- rr) Southeasterly along Adams Street to Erie Street; then proceeding
- ss) Northeasterly along Erie Street to the northerly corner of Lucas County Assessor Number 01086022 (A-1 Bonds); then proceeding
- tt) Southeasterly along Lucas County Assessor Numbers 01086022, 01086021, 01086020, 01086019, 01086018, 01086031, 01086017, 01086016, 01086032 (600 block of Adams Street) to Huron Street; then proceeding
- uu) Northeasterly along Huron Street to Jackson Street; then proceeding
- vv) Southeasterly along Jackson Street to Superior Street; then proceeding
- ww) Southwesterly along Superior Street to Adams Street; then proceeding
- xx) Southeasterly along Adams Street to Summit Street; then proceeding
- yy) Northeasterly along Summit Street to Orange Street; then proceeding
- zz) Northwesterly along Orange Street to Superior Street; then proceeding
- aaa) Northeasterly along Superior Street to Cherry Street; then proceeding
- bbb) Southeasterly along Cherry Street to the westerly corner of Lucas County Assessor's Number 01022020 (Toledo Lucas County Port Authority); then proceeding
- ccc) Northeasterly along Lucas County Assessor's Number 01022020 (Toledo Lucas County Port Authority) to a point on Lucas County Assessor's Number 01022020 (Toledo Lucas County Port Authority); then proceeding
- ddd) Southeasterly along Lucas County Assessor's Number 01022020 (Toledo Lucas County Port Authority) to Water Street; then proceeding
- eee) Northeasterly along Water Street to the northerly corner of Lucas County Assessor's Number 01005011 (Toledo Lucas County Port Authority); then proceeding

fff) Southeasterly along Lucas County Assessor's Numbers 01005011 (Toledo Lucas County Port Authority) to a point on Lucas County Assessor's Numbers 01005011 (Toledo Lucas County Port Authority); then proceeding
ggg) Southwesterly along Lucas County Assessor's Numbers 01005011 and 01005013 (Toledo Lucas County Port Authority) to the intersection of Cherry Street and the shoreline of the Maumee River, said point also being the point of beginning.

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 Lucas County Auditor's Office, is attached hereto as Exhibit A.

SEVENTH:

Each owner of real property within the District, other than the State of Ohio, Lucas County, the City of Toledo, the United States of America or the owners of any Church Property (as such term is defined in ORC Section 1710.01) will be a member of the District (collectively, "Members"); provided, however, that Lucas County, the City of Toledo, 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 ORC Chapter 1710 all or a portion of their real property in the District, as provided by ORC Chapter 1710. Members shall have such voting rights as described in the Code of Regulations of the Corporation.

EIGHTH:

The Board of Directors of the Corporation shall consist of ten (10) individuals that represent the interests of the property owners in the District, one of whom shall be a person appointed by the Council of the City of Toledo, one of whom shall be the Mayor of the City of Toledo ("Mayor"), or alternatively a qualified employee of the City of Toledo who shall serve at the pleasure of the Mayor, and the remainder of whom shall be property owners in the District elected by the Members,

The Directors of the Corporation from time to time shall constitute the Board of Directors of the Special Improvement District under ORC Chapter 1710.

NINTH:

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 Council of the City of Toledo, and (c) upon filing of such amendment or amended articles and a certified copy of such resolution with the Ohio Secretary of State.

TENTH:

The District is being created by concerned landowners in the District in an effort to strengthen the economic vitality, livability and commerce in the downtown Toledo community. The District is intended to increase the utilization of the downtown Toledo area by businesses and individuals in the Toledo metropolitan area, thereby better establishing the downtown Toledo 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.

ELEVENTH:

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 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 of the Code.

TWELFTH:

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 Lucas Court of Common Pleas ("Court"), exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.