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| 07/21/2005 | 200520201772 | DOMESTIC ARTICLES/COMMUNITY IMPROVEMENT (ARI) | 125.00 | .00   | .00     | .00  | .00  |

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BAKER & HOSTETLER LLP  
65 EAST STATE STREET, SUITE 2100  
COLUMBUS, OH 43215

# STATE OF OHIO CERTIFICATE

Ohio Secretary of State, J. Kenneth Blackwell

1557741

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

**WORTHINGTON COMMUNITY IMPROVEMENT CORPORATION**

and, that said business records show the filing and recording of:

Document(s)

**DOMESTIC ARTICLES/COMMUNITY IMPROVEMENT**

Document No(s):

**200520201772**



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of  
the Secretary of State at Columbus,  
Ohio this 18th day of July, A.D.  
2005.

*J. Kenneth Blackwell*  
Ohio Secretary of State





Prescribed by **J. Kenneth Blackwell**

Ohio Secretary of State  
Central Ohio: (614) 466-3910

Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.state.oh.us/sos

e-mail: busserv@sos.state.oh.us

|   |  |
|---|--|
| <b>Expedite this Form: (Select One)</b>   |  |
| <b>Mail Form to one of the Following:</b> |  |
| <input type="radio"/> Yes                 | PO Box 1390<br>Columbus, OH 43216<br>*** Requires an additional fee of \$100 *** |
| <input checked="" type="radio"/> No       | PO Box 670<br>Columbus, OH 43216   |

### INITIAL ARTICLES OF INCORPORATION

(For Domestic Profit or Non-Profit)

Filing Fee \$125.00

THE UNDERSIGNED HEREBY STATES THE FOLLOWING:

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

|  |   |   |
|--|---|---|
| <input type="checkbox"/> (1) Articles of Incorporation Profit<br>(113-ARF)<br>ORC 1701 | <input checked="" type="checkbox"/> (2) Articles of Incorporation Non-Profit<br>(114-ARN)<br>ORC 1702 | <input type="checkbox"/> (3) Articles of Incorporation Professional (170-ARP)<br>Profession _____<br>ORC 1785 |
|--|---|---|

**Complete the general information in this section for the box checked above.**

**FIRST:** Name of Corporation Worthington Community Improvement Corporation

**SECOND:** Location Worthington Franklin  
(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 attached Exhibit A.

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**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.

Louis J. Gorrey

(Name)

c/o City of Worthington, 555 South Selby Boulevard

(Street)

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

Worthington

(City)

Ohio

(State)

43085

(Zip Code)

Paul J. Feldman

(Name)

c/o City of Worthington, 555 South Selby Boulevard

(Street)

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

Worthington

(City)

Ohio

(State)

43085

(Zip Code)

Michael E. Minister

(Name)

c/o Baker & Hostetler LLP, 65 East State Street, Suite 2100

(Street)

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

Columbus

(City)

Ohio

(State)

43215

(Zip Code)

For additional articles, see attached Exhibit A.

REQUIRED

Must be authenticated (signed) by an authorized representative (See Instructions)

[Signature]

Authorized Representative

Andrew M. Ferris

(print name)

Baker & Hostetler LLP, 65 E. State Street, Suite 2100

Columbus, Ohio 43215

July 18, 2005

Date

[Signature]

Authorized Representative

(print name)

[Signature]

Date

[Signature]

Authorized Representative

(print name)

[Signature]

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 Worthington Community 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

Andrew M. Ferris

(Name)

c/o Baker & Hostetler LLP, 65 East State Street, Suite 2100

(Street)

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

Columbus

.Ohio

43215

(City)

(Zip Code)

Must be authenticated by an authorized representative

Andrew M. Ferris  
Authorized Representative

7-18-05  
Date

Authorized Representative

Date

Authorized Representative

Date

#### ACCEPTANCE OF APPOINTMENT

The Undersigned,

Andrew M. Ferris

, named herein as the

Statutory agent for,

Worthington Community Improvement Corporation

, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature: Andrew M. Ferris

(Statutory Agent)

ADDITIONAL PROVISIONS TO INITIAL ARTICLES OF INCORPORATION

OF

WORTHINGTON COMMUNITY IMPROVEMENT CORPORATION

The following provisions are hereby part of the Initial Articles of Incorporation for Worthington Community Improvement Corporation and are hereby incorporated therein by this reference:

ARTICLE THIRD:

The corporation shall be formed to serve the residents of the City in the revitalization and enhancement of property and the business environment within the City by advancing, encouraging and promoting industrial, commercial and civic development and in furtherance thereof to have the powers set forth in Section 1724.02 of the Ohio Revised Code of Ohio, including, by way of illustration, the following:

(a) to purchase, receive, hold, lease, or otherwise acquire and to sell, convey, transfer, lease, sublease, or otherwise dispose of real and personal property, together with such rights and privileges as may be incidental and appurtenant thereto and the use thereof, including but not restricted to, any real or personal property acquired by the corporation from time to time in the satisfaction of debts or enforcement of obligations;

(b) to acquire the good will, business, rights, real and personal property, and other assets, or any part thereof, or interest therein, of any persons, firms, partnerships, corporation, joint stock companies, associations, or trusts, and to assume, undertake, or pay the obligations, debts and liabilities of any such person, firm, partnership, corporation, joint stock company, association, or trust; to acquire improved or unimproved real estate for the purpose of constructing industrial plants or other business establishments thereon or for the purpose of disposing of such real estate to others in whole or in part for the construction of industrial plants or other business establishments; and to acquire, construct or reconstruct, alter, repair, maintain, operate, sell, convey, transfer, lease, sublease, or otherwise dispose of industrial plants or business establishments;

(c) to acquire, subscribe for, own, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the stock, shares, bonds, debentures, notes, or indebtedness of, any person, firm, corporation, joint stock company, association, or trust, and while the owner or holder thereof, to exercise all the rights, powers, and privileges of ownership, including the right to vote therein;

(d) to mortgage, pledge, or otherwise encumber any property acquired pursuant to the powers set forth in this;

(e) to, if desired, become a member of or a stockholder in an improvement corporation formed under Section 1726 of the Ohio Revised Code; and

↑ LDC's

(f) to have all powers to do all acts and things necessary or convenient to carry out the powers especially created in Chapter 1724 of the Ohio Revised Code and herein, and to have such further lawful powers as may be necessary to fulfill such purpose.

ARTICLE SIXTH:

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 to employees and subcontractors for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 3 hereof. (2)

ARTICLE SEVENTH:

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 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:

□ LIQVON VOTE?

(a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or

(b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE EIGHTH:

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation to the City of Worthington, Ohio, or in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations

under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Franklin County exclusively for such purposes or to such organization or organizations, as said Court shall determine, which reorganized and operated exclusively for such purposes.

**ARTICLE NINTH:**

The Board of Directors or the Executive Committee acting under authority of the Board shall have full power to authorize and direct the outright grant without consideration, or the sale, transfer, conveyance, pledge, mortgage, lease, or other disposition of any funds, choses in action or other property, real, personal or mixed, of the corporation. All such acts of the Board or Executive Committee shall be valid and binding, and no transferee, pledgee, mortgagee or other lender shall be required to look to the application of any funds by the corporation.



ATTORNEY GENERAL

Fax: 6147237592

Jul 21 2005 9:35

P.02



STATE OF OHIO  
OFFICE OF THE ATTORNEY GENERAL  
JIM PETRO, ATTORNEY GENERAL

Constitutional Offices Section  
30 E. Broad St., 17th Fl.  
Columbus, OH 43215-3428  
Telephone: (614) 466-0350  
Facsimile: (614) 728-7592  
dsikora@ag.state.oh.us

July 21, 2005

Jodi L. Dwyer, Paralegal  
Business Services Division  
Office of the Secretary of State  
180 E. Broad Street, 16<sup>th</sup> Floor  
Columbus, OH 43215

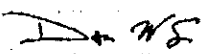
*Re: Worthington Community Improvement Corporation*

Dear Ms. Dwyer:

On July 19, 2005, your office faxed me the proposed Articles of Incorporation for the Worthington Community Improvement Corporation. I have completed my review of the Articles of Incorporation pursuant to the requirements of R.C. 1724.04. I conclude that the language is not inconsistent with the Constitution, the laws of the United States or the laws of this State. Accordingly, the Articles of Incorporation are approved and being returned to the Secretary of State for filing.

Very truly yours,

JIM PETRO  
ATTORNEY GENERAL

  
Damian W. Sikora  
Assistant Attorney General  
Constitutional Offices Section

Enclosure

