AMENDED ARTICLES OF INCORPORATION

OF

DOWNTOWN CLEVELAND IMPROVEMENT CORPORATION

Downtown Cleveland Improvement Corporation was incorporated under Articles of Incorporation recorded on October 11, 2005, with the Secretary of State of Ohio (Charter No. 1574805) as a nonprofit corporation in accordance with Chapter 1702 and Chapter 1710 of the Ohio Revised Code ("ORC"). The Articles of Incorporation are hereby amended, and restated in their entirety as follows:

ARTICLE ONE

NAME OF CORPORATION

The name of this corporation is the Downtown Cleveland 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 Downtown Cleveland Improvement 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 Downtown Cleveland Improvement 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 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 and which do not conflict with the provisions of ORC Chapter 1710.

ARTICLE FIVE

REASONS FOR CREATING DISTRICT

The Downtown Cleveland Improvement District is being created by property owners in the District in an effort to strengthen the economic vitality, livability and commerce of the District. The District is intended to facilitate programs, services and improvements that will enhance public safety services, enhance maintenance services, decrease vacancies, and attract jobs, businesses and investment to Downtown Cleveland, 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 B. That consists of that portion of the City of Cleveland, Ohio, which is bounded on the Northwest by the Conrail lines and the Cuyahoga River (East side); then South along the Cuyahoga

River to Center Street; Center Street to the intersection of Robert Lockwood Dr and Columbus Road, south to the Cuyahoga River. From East side of the Cuyahoga River continuing South to West 3rd Street. West 3rd street south to Eagle and then Eagle Avenue to Ontario Street; Ontario Street south to Carnegie Avenue; Carnegie Avenue east to East 9th ; East 9th Street North to Sumner Avenue; Sumner Avenue to East 14th Street; East 14th north to Prospect Avenue, Prospect Avenue Eastward to East 17th Street and then North to Payne Avenue. From the intersection of E 17th and Payne westward to East 13th Street. North on East 13th Street to Lakeside Avenue. From Lakeside Eastward to include 1333 Lakeside Ave and then North to Railroad tracks and then westward back to West 3rd Street; from West 3rd to West 9th along the bluff, then from West 9th Street to the Railroad tracks and continuing west to the Cuyahoga River.

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 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

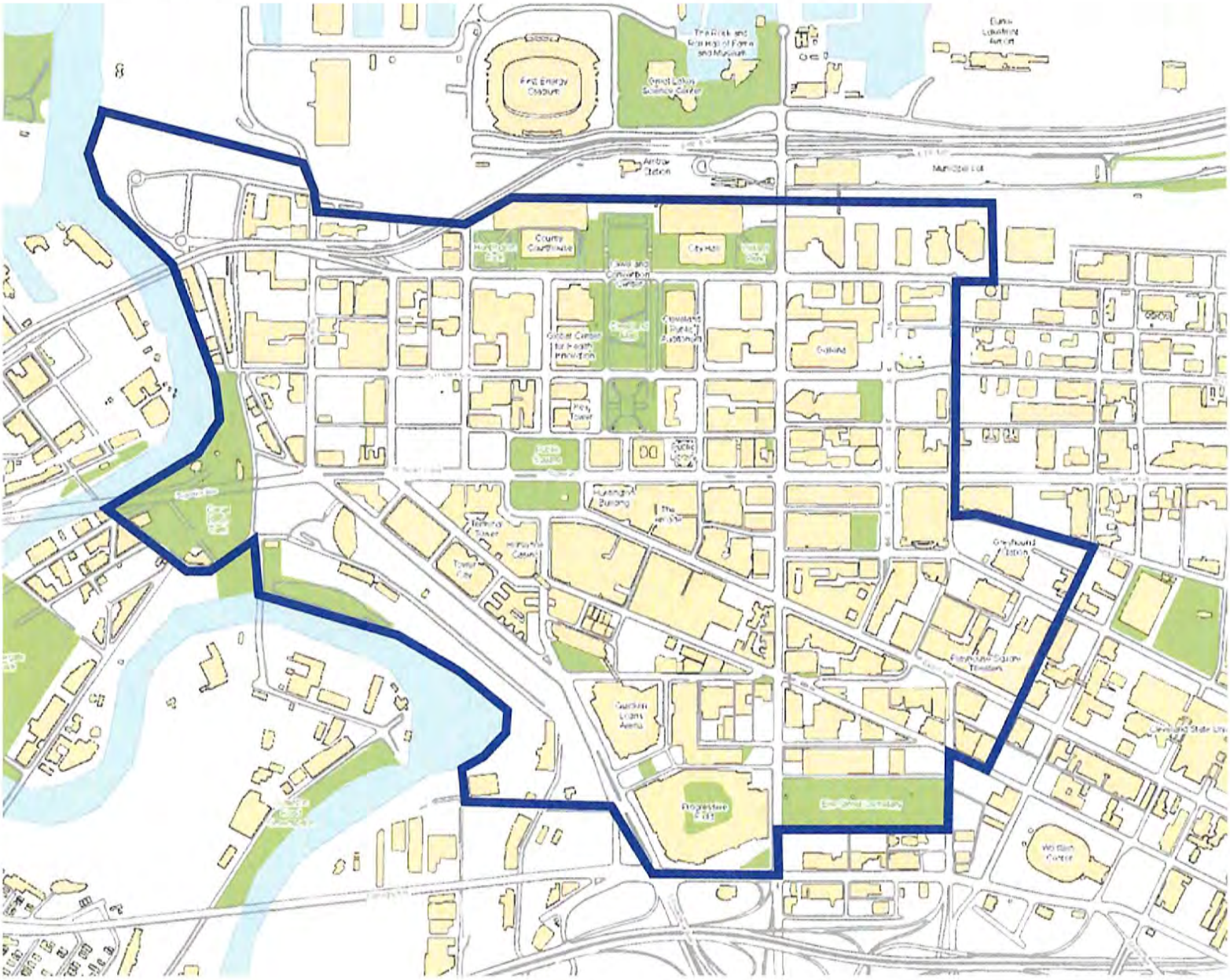
No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation or consideration for services rendered and goods 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.

EXHIBIT B

(To Amended Articles of incorporation)

PROPOSED DOWNTOWN CLEVELAND SPECIAL IMPROVEMENT DISTRICT MAP