



Toll Free: 877.767.3453 | Central Ohio: 614.466.3910

OhioSoS.gov | business@OhioSoS.gov

File online or for more information: OhioBusinessCentral.gov

Filing Form Cover Letter

Please return the approval certificate to:

Name (Individual or Business Name):

Roetzel and Andress

To the Attention of (if necessary):

Jason D. Dodson

Address:

222 S. Main St., Suite 400

City:

Akron

State

Ohio

ZIP Code:

44308

Phone Number:

330-849-6631

E-mail Address:

jdodson@ralaw.com

Check here if you would like to receive important notices via e-mail from the Ohio Secretary of State's office regarding Business Services.

Check here if you would like to be signed up for our Filing Notification System for the business entity being created or updated by filing this form. This is a free service provided to notify you via e-mail when any document is filed on your business record.

Please make checks or money orders payable to: "Ohio Secretary of State"

Type of Service Being Requested: (PLEASE CHECK **ONE** BOX BELOW)

- Regular Service:** Only the filing fee listed on page one of the form is required and the filing will be processed in approximately 3-7 business days. The processing time may vary based on the volume of filings received by our office.
- Expedite Service 1:** By including an Expedite fee of \$100.00, **in addition** to the regular filing fee on page one of the form, the filing will be processed within 2 business days after it is received by our office.
- Expedite Service 2:** By including an Expedite fee of \$200.00, **in addition** to the regular filing fee on page one of the form, the filing will be processed within 1 business day after it is received by our office. **This service is only available to walk-in customers who hand deliver the document to the Client Service Center.**
- Expedite Service 3:** By including an Expedite fee of \$300.00, **in addition** to the regular filing fee on page one of the form, the filing will be processed within 4 hours after it is received by our office, if received by 1:00 p.m. **This service is only available to walk-in customers who hand deliver the document to the Client Service Center.**
- Preclearance Filing:** A filing form, to be submitted at a later date for processing, may be submitted to be examined for the purpose of advising as to the acceptability of the proposed filing for a fee of \$50.00. The Preclearance will be complete within 1-2 business days.



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Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 670
Columbus, OH 43216

Expedite Filing (Two business day processing time.
Requires an additional \$100.00)

P.O. Box 1390
Columbus, OH 43216

For screen readers, follow instructions located at this path.

Initial Articles of Incorporation
(Nonprofit, Domestic Corporation)

Filing Fee: \$99

(114-ARN)

Form Must Be Typed

Please check the box if this nonprofit corporation is being formed for the following purpose:

- Community Improvement Corporation (Economic Development or Land Reutilization) - Please see Ohio Revised Code Chapter 1724 or the instructions at the end of this form for more information.

First: Name of Corporation Over-the-Rhine South Special Improvement District of Cincinnati, Inc.

Second: Location of Principal Office in Ohio

Cincinnati
City

Ohio
State

Hamilton
County

Optional: Effective Date (MM/DD/YYYY)

(The legal existence of the corporation begins upon the filing of the articles or on a later date specified that is not more than ninety days after filing.)

Third: Purpose for which corporation is formed

See attached Exhibit A.

** Note: for Nonprofit Corporations: The Secretary of State does not grant tax exempt status. Filing with our office is not sufficient to obtain state or federal tax exemptions. Contact the Ohio Department of Taxation and the Internal Revenue Service to ensure that the nonprofit corporation secures the proper state and federal tax exemptions. These agencies may require that a purpose clause be provided. **

** Note: ORC Chapter 1702 allows for additional provisions to be included in the Articles of Incorporation that are filed with this office. If including any of these additional provisions, please do so by including them in an attachment to this form. **

Original Appointment of Statutory Agent

The undersigned, being at least a majority of the incorporators of

Over-the-Rhine South Special Improvement District of Cincinnati, Inc.

(Name of 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:

Cincinnati Center City Development Corporation

(Name of Statutory Agent)

1203 Walnut Street, 4th Floor

(Mailing Address)

Cincinnati

(Mailing City)

OH

(Mailing State)

45202

(Mailing ZIP Code)

Must be signed by the incorporators or a majority of the incorporators.

(Signature)

(Signature)

(Signature)

Acceptance of Appointment

The Undersigned,

(Name of Statutory Agent)

, named herein as the

Statutory agent for

Over-the-Rhine South Special Improvement District of Cincinnati, Inc.

(Name of Corporation)

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

Statutory Agent Signature

(Individual Agent's Signature / Signature on Behalf of Business Serving as Agent)

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Articles and original appointment of agent must be signed by the incorporator(s).

If the incorporator is an individual, then they must sign in the "signature" box and print his/her name in the "Print Name" box.

If the incorporator is a business entity, not an individual, then please print the entity name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print his/her name and title/authority in the "Print Name" box.

Roetzel and Andress, LPA

Signature

By (if applicable)

Jason D. Dodson, Esq.

Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

Instructions for Initial Articles of Incorporation (For Domestic Nonprofit Corporation)

This form should be used if you wish to file articles of incorporation for a domestic nonprofit corporation.

Name of Corporation

As set forth in Ohio Revised Code §1702.05, the name must be distinguishable on the records in the office of the secretary of state.

Ohio Principal Office Location

Please state the city and county in Ohio where the principal office of the corporation is to be located.

Effective Date (optional)

An effective date may be provided but is not required. Pursuant to Ohio Revised Code §1702.04(D), the legal existence of the corporation begins upon the filing of the articles or on a later date specified in the articles. The effective date cannot (1) precede the date of filing with our office or (2) be more than ninety (90) days after the date of filing. If an effective date is given that precedes the date of filing, the effective date of the corporation will be the date of filing. If an effective date is given that exceeds the date of filing by more than ninety (90) days, our office will return the filing to you and request that a proper effective date be provided.

Purpose

Pursuant to Ohio Revised Code §1702.03, a nonprofit corporation must provide a purpose in the articles. A nonprofit corporation may be formed for any purpose or purposes for which natural persons lawfully may associate themselves.

Note: The Secretary of State does not grant tax exempt status. Filing with our office is not sufficient to obtain state or federal tax exemptions. Contact the Ohio Department of Taxation and the Internal Revenue Service to ensure that the nonprofit corporation secures the proper state and federal tax exemptions. These agencies may require that a purpose clause be provided.

Additional Provisions

If the information you wish to provide for the record does not fit on the form, please attach additional provisions on a single-sided, 8 ½ x 11 sheet(s) of paper.

Original Appointment of Statutory Agent and Acceptance of Appointment

Pursuant to Ohio Revised Code §1702.06, an Ohio Corporation must appoint and maintain a statutory agent to accept service of process on behalf of the corporation. We cannot accept articles of incorporation unless the statutory agent information is provided. The statutory agent must be one of the following: (1) A natural person who is a resident of this state; or (2) A domestic or foreign corporation, nonprofit corporation, limited liability company, partnership, limited partnership, limited liability partnership, limited partnership association, professional association, business trust, or unincorporated nonprofit association that has a business address in this state. If the agent is a business entity then the agent must meet the requirements of Title XVII of the Revised Code to transact business or exercise privileges in Ohio. The statutory agent must also sign the Acceptance of Appointment at the bottom of page 2.

Signature(s) - Required

After completing all information on the filing form, please make sure that page 3 is signed by the incorporator(s).

Articles and original appointment of agent must be signed by the incorporator(s).

If the incorporator is an individual, then they must sign in the "signature" field and print (type) his/her name in the "Print Name" field.

If the incorporator is a business entity, not an individual, then please print (type) the entity name in the "signature" field, an authorized representative of the business entity must sign in the "By" field and print (type) his/her name and title/authority in the "Print Name" field.

A typed name signifies an "intent to sign" which is acceptable.

Note

Ohio Revised Code Chapter 1724 requires our office to submit Articles of Incorporation of any community improvement corporation or any amendment, amended articles, merger or consolidation which provides for the creation of such corporation to be submitted to the Ohio Attorney General for examination. This process will require an extra 5-7 days to process the document. In addition, ORC 1724.05 requires a community improvement corporation to submit an annual financial report to the auditor of state within one hundred twenty days following the last day of the corporation's fiscal year.

Note

Our office cannot file or record a document which contains a Social Security number or tax identification number. Please do not enter a Social Security number or tax identification number, in any format, on this form.

**EXHIBIT A
TO THE
ARTICLES OF INCORPORATION
OF THE
OVER-THE-RHINE SOUTH SPECIAL IMPROVEMENT DISTRICT OF CINCINNATI, INC.**

Third: The Over-the-Rhine South Special Improvement District of Cincinnati, Inc. (the "Corporation") is being formed for the following purposes:

- A. To provide and serve the Over-the-Rhine South Special Improvement District of Cincinnati (the "District"), a special improvement district created pursuant to Ohio Revised Code Chapter 1710.
- B. To develop, encourage and participate in programs that will maintain, improve and build the District as a viable business, cultural and recreational community.
- C. To develop, encourage and participate in programs that will enhance and improve the safety, perception, aesthetics, livability, workability and community engagement of the District.
- D. To develop, encourage and participate in programs that focus on the recruitment and retention of office, retail, other commercial and residential developments, operations and facilities within the District.
- E. To develop, encourage and participate in programs that preserve the historical and cultural character of the District.
- F. To engage in any lawful act or activity for which corporations may be formed under Chapter 1702 of the Ohio Revised Code, 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 purposes for which the Corporation is formed.
- G. To engage in any lawful act or activity for which corporations may be formed under Chapter 1710 of the Ohio Revised Code, as may be deemed appropriate by the Trustees of the Corporation.
- H. To undertake the purposes set forth above in partnership with the City of Cincinnati ("City"), County of Hamilton ("County"), and such other agencies and groups as are necessary and proper to fulfill any of the purposes set forth above, as determined by the Trustees of the Corporation.

Fourth: The Corporation is organized exclusively for charitable, religious, educational or 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, or corresponding section of any future federal tax code.

Fifth: The territory within the District shall include all property within the following boundaries:

- South of Liberty Street
- East of Central Parkway
- North of Central Parkway
- West of Broadway Street

The boundary also extends east of Broadway Street, to Spring Street, from Central Parkway to East 13th Street.

A detailed listing of property included in the District shall be maintained by the Corporation, which shall also be included as part of any services plan for the benefit of the District filed with the Cincinnati City Council. The listing of properties shall govern in the event of any discrepancy between the listing and the boundaries described above.

Sixth: Each owner of property within the District shall be a Member of the District, except that the owner of any church property, or property of the federal or state government, or a county, township, or municipal corporation shall not be Members of the District and that property shall not be included in the District, provided, however, that a church or the county, township, or municipal corporation may specifically request in writing that the property be included within the District, and in such event that entity shall become a Member of the District. Members shall have such voting rights as are described in the Code of Regulations of the Corporation.

Seventh: The Board of Trustees of the Corporation shall consist of twelve (12) Trustees, eleven (11) of which shall be voting Trustees, and all of whom shall either reside within, or maintain employment, within the City of Cincinnati, and meet the following criteria:

1. An individual appointed by the Mayor of the City of Cincinnati and confirmed by the Council of the City of Cincinnati
2. A second individual appointed by the Mayor of the City of Cincinnati and confirmed by the Council of the City of Cincinnati
3. An individual appointed by the Board of Commissioners of the County

The remaining nine (9) Trustees shall be appointed by the Members, and shall meet the following qualifications:

4. An individual who is a resident of the District and owns a single-family residence or residential condo unit within the District
5. An individual who is the owner, or an employee, officer or principal of the owner, of retail-zoned real property located within the District
6. An individual who is an employee or officer of a nonprofit organization that owns real property within the District

7. An individual who is the owner, or an employee, officer or principal of the owner, of real property within the District with more than 500 feet of front footage that abuts upon any street, alley, public road, place, boulevard, parkway, park entrance, easement or other existing public improvement within the District
8. An individual who is the owner, or an employee, officer or principal of the owner, of real property within the District with 100 feet to 500 feet of front footage that abuts upon any street, alley, public road, place, boulevard, parkway, park entrance, easement or other existing public improvement within the District
9. An individual who is the owner, or an employee, officer or principal of the owner, of real property within the District with less than 100 feet of front footage that abuts upon any street, alley, public road, place, boulevard, parkway, park entrance, easement or other existing public improvement within the District
10. Any other individual who is the owner, or an employee, officer or principal of the owner, of real property within the District.
11. Any other individual who is the owner, or an employee, officer or principal of the owner, of real property within the District.
12. An individual who is a renter of a single-family residence, apartment or residential condo unit within the District; who may participate in all meetings and business of the Board of Trustees, but whom shall have no voting rights conferred to the other Trustees herein.

The initial Trustees, who are not required to reside within the City of Cincinnati, to serve until the first election of Trustees, shall be as follows:

Eighth: These Articles may be amended (a) by the vote of Members entitling them to exercise a majority of the voting power on such proposal, (b) after receipt of approval of such

amendment by resolution of the Cincinnati City Council, and (c) upon filing of such amendment and a certified copy of such resolution with the Ohio Secretary of State. The Code of Regulations of the Corporation shall provide for a method to increase or decrease the number and composition of elected Trustees from time to time, and such action shall not constitute an amendment to these Articles, provided, however, that the number of elected Trustees shall not be less than six (6) at any time.

Ninth: The District is being created by the Members to maintain, improve and build the District as a viable business cultural and recreational community. In so doing, the District intends to strengthen and enhance (i) the safety, perception, aesthetics, livability, workability and community engagement of the District, (ii) recruitment and retention of office, retail, other commercial and residential developments, operations and facilities within the District, and (iii) preservation of the historical and cultural character of the District. The accomplishment of these objectives will improve the health, safety, peace, convenience and welfare of the District and those living, working and visiting 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 herein. 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 political office. Notwithstanding any other provision of these Articles, the organization shall not carry on activities not permitted to be carried on by (a) an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Eleventh: Upon the dissolution of the Corporation, any assets remaining after paying or making provision for payment of all liabilities of the Corporation shall be distributed either (i) to the State of Ohio or a political subdivision thereof for a public purpose, or (ii) for one or more exempt purposes to an organization described in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, and whose income is also excludable from gross income under Section 115(1) of the Internal Revenue Code, or corresponding section of any future federal tax code. Any such assets not disposed of as set forth above shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes as such court shall determine.