

**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.