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OLD CITY SPECIAL SERVICES DISTRICT OF PHILADELPHIA

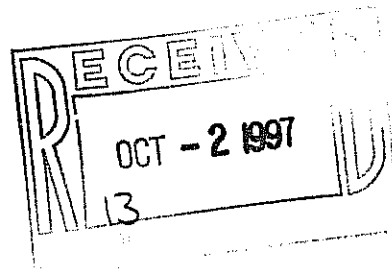
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ENTITY NUMBER: 2776598

MICROFILM NUMBER: 09770

0647-0658

STEPHANIE L FRANKLIN-SUBER
CITY OF PHILADELPHIA-LAW DEPT
1600 ARCH ST 8TH FL
PHILADELPHIA PA 19103

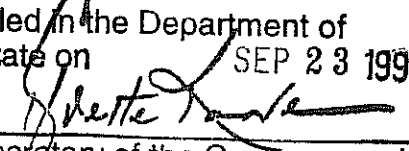


9770- 647

2776598

ARTICLES OF INCORPORATION
OF

THE OLD CITY SPECIAL SERVICES DISTRICT
OF PHILADELPHIA

Filed in the Department of
State on SEP 23 1997

Secretary of the Commonwealth

To the Secretary of the Commonwealth of Pennsylvania:

In compliance with the requirements of the Municipality Authorities Act of 1945, Act of May 2, 1945, P.L. 382, as amended, the undersigned Mayor and President of the Council of the City of Philadelphia, pursuant to an Ordinance duly adopted, desiring to organize a body corporate and politic under the aforesaid Act, do hereby certify:

a) The name of the Authority shall be the "Old City Special Services District of Philadelphia."

b) The Authority is formed under and by virtue of the Municipality Authorities Act of 1945, P.L. 382, as amended.

c) The City of Philadelphia organized an Authority under the Act approved June 28, 1935, P.L. 463, as amended by the Act approved May 20, 1937, P.L. 739, known as "The Philadelphia Authority," which said Authority has never carried out any of the purposes nor exercised any of the powers for which it was organized, although its existence has not been formally terminated.

In addition, the City of Philadelphia organized an Authority under the Municipality Authorities Act of 1945, P.L. 382, as amended, known as the "Philadelphia Airports Improvement Authority" on January 14, 1955. Said Authority has never carried out any of the purposes nor exercised any of the powers for which it was organized, although its existence has not been formally terminated.

In addition, the City of Philadelphia organized an Authority under the Municipality Authorities Act of 1945, P.L. 382, as amended, known as "The Hospital Authority of Philadelphia" (now known as "The Hospitals and Higher Education Facilities Authority of Philadelphia") on February 19, 1974. Said Authority is carrying out the purposes and is exercising the powers for which it was organized.

In addition, the City of Philadelphia organized an Authority under the Municipality Authorities Act of 1945, P.L. 382, as amended, known as "The Equipment Leasing Authority of Philadelphia" by Ordinance approved December 23, 1975. The City of Philadelphia, by Ordinance effective March 24, 1983, approved and adopted a resolution of the Authority which, *inter alia*, changed the name of the Authority to "The Philadelphia Municipal Authority." Said Authority is carrying out the purposes and is exercising the powers for which it was organized.

SEP 23 97

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In addition, the City of Philadelphia organized an Authority under the Municipality Authorities Act of 1945, P.L. 382, as amended, known as the "Special Services District of Central Philadelphia" by Ordinance approved March 28, 1990. Articles of Amendment to the original Articles of Incorporation changing the name of the Authority to the "Center City District" were filed with the Department of State on October 30, 1992. Said Authority is carrying out the purposes and is exercising the powers for which it was organized.

In addition, the City of Philadelphia organized an Authority under the Municipality Authorities Act of 1945, P.L. 382, as amended, known as "The South Street/Headhouse District of Philadelphia" by Ordinance approved on October 9, 1992. Said Authority is carrying out the purposes and is exercising the powers for which it was organized.

In addition, the City of Philadelphia organized an Authority under the Municipality Authorities Act of 1945, P.L. 382, as amended, known as "The Germantown Special Services District of Philadelphia" by Ordinance approved on March 21, 1995. Said Authority is carrying out the purposes and is exercising the powers for which it was organized.

In addition, the City of Philadelphia organized an Authority under the Municipality Authorities Act of 1945, P.L. 382, as amended, known as "The Frankford Special Services District of Philadelphia" by Ordinance approved on May 27, 1995. Said Authority is carrying out the purposes and is exercising the powers for which it was organized.

In addition, the City of Philadelphia organized an Authority under the Municipality Authorities Act of 1945, P.L. 382, as amended, known as "The Manayunk Special Services District of Philadelphia" by Ordinance approved on November 5, 1996. Said Authority is carrying out the purposes and is exercising the powers for which it was organized.

In addition, the City of Philadelphia organized an Authority under the Municipality Authorities Act of 1945, P.L. 382, as amended, known as "The City Avenue Special Services District of Philadelphia and Lower Merion" by Ordinance approved on December 18, 1996. Said Authority is carrying out the purposes and is exercising the powers for which it was organized.

d) The name of the incorporating municipality is the "City of Philadelphia." The names and addresses of its municipal authorities are:

MAYOR:

Edward G. Rendell, Mayor
215 City Hall
Philadelphia, PA 19107

9770- 649

CITY COUNCIL OF PHILADELPHIA:

John F. Street, President of City Council
490 City Hall
Philadelphia, PA 19107

Jannie L. Blackwell
408 City Hall
Philadelphia, PA 19107

Augusta A. Clark
580 City Hall
Philadelphia, PA 19107

David Cohen
588 City Hall
Philadelphia, PA 19107

Frank DiCicco
332 City Hall
Philadelphia, PA 19107

Happy Fernandez
484 City Hall
Philadelphia, PA 19107

James F. Kenney
586 City Hall
Philadelphia, PA 19107

Joan L. Krajewski
591 City Hall
Philadelphia, PA 19107

W. Thacher Longstreth
594 City Hall
Philadelphia, PA 19107

Richard T. Mariano
599 City Hall
Philadelphia, PA 19107

Michael A. Nutter
404 City Hall
Philadelphia, PA 19107

Donna Reed Miller
316 City Hall
Philadelphia, PA 19107

Brian J. O'Neill
562 City Hall
Philadelphia, PA 19107

Angel Ortiz
590 City Hall
Philadelphia, PA 19107

Frank Rizzo
582-B City Hall
Philadelphia, PA 19107

Marian B. Tasco
577 City Hall
Philadelphia, PA 19107

Anna C. Verna
405 City Hall
Philadelphia, PA 19107

e) The Authority shall exist for a term which shall commence on the date a certificate of incorporation is issued, as required by the provisions of the Act, by the Secretary of the Commonwealth of Pennsylvania and shall terminate on the fifth (5th) anniversary date of either (i) said commencement date if the commencement date falls on the day immediately preceding the first day of the first full fiscal year of the Authority or (ii) the last day of the first partial fiscal year within the term of the Authority.

f) The powers of the Authority shall be exercised by the governing body to be called the "Board of Directors of The Old City Special Services District of Philadelphia" which shall consist of nineteen (19) members who shall serve without compensation. Each new member shall be appointed from the class of persons required under by-laws of the Authority and the Municipality Authorities Act of 1945, P.L. 382, as amended. The names and addresses of the first members of the Board of Directors of the Authority are set forth below. In order that the members shall continue to serve on a staggered basis, there shall be five (5) classes of directors; each of the initial members of the Board of Directors set forth below shall serve for a term beginning on the date a certificate of incorporation is issued for the Authority by the Secretary of the Commonwealth of Pennsylvania and ending at the end of the number of years set opposite his or her name below after the first Monday in January next succeeding the date of incorporation:

BOARD MEMBERS	Number of Years in Initial Term
Martha Aikins Superintendent of Independence National Historical Park 313 Walnut Street Philadelphia, PA 19106	2
Joe Aristone The Rubin Organization 400 Market Street Philadelphia, PA 19106	3
Michael Boyle Omni Hotel 401 Chestnut Street Philadelphia, PA 19106	4
Hal Coopersmith Regent Shoe Store 244 Market Street Philadelphia, PA 19106	1
Peter Curtin CoreStates Bank 1345 Chestnut Street Philadelphia, PA 19107-7618	5
Karen DelVacchio Penn Mutual Life Insurance Company 510 Walnut Street Philadelphia, PA 19106	2
Frank DiCicco Councilman, First District Room 332 City Hall Philadelphia, PA 19107	4
Mimi Dubiel Historic Landmarks 108 South Front Street Philadelphia, PA 19106	2

Joshua Grimes, Esquire Historic Philadelphia, Inc. 510 Walnut Street, Room 401 Philadelphia, PA 19106	1
Rich Gryzwinski Harding Lawson Associates 131 North Third Street Philadelphia, PA 19106	3
Ken Kaiserman The Bourse Building 21 South Fifth Street Philadelphia, PA 19106	1
Ganeen Rutledge KYW-TV3 101 South Independence Mall East Philadelphia, PA 19106	1
Chris Sayer President, Old City Civic Association 239 Arch Street Philadelphia, PA 19106	4
Luca Sena Penns View Inn 14 North Front Street Philadelphia, PA 19106	4
Frank Siefert Colonial Penn Insurance Company 399 Market Street Philadelphia, PA 19106	5
Rick Snyderman Old City Arts Association/Snyderman Gallery 303 Cherry Street Philadelphia, PA 19106	3
Stanley Taraila Renaissance Properties 1926 Arch Street, 4th Floor Philadelphia, PA 19103	5

John Taxin 5
 Old Original Bookbinders
 125 Walnut Street
 Philadelphia, PA 19106

Robert H. Zimmerman, Esquire 2
 1608 Walnut Street, Suite 900
 Philadelphia, PA 19103

The members of the Board of Directors of the Authority shall elect the Chairperson and other officers of the Authority and members of the Executive Committee of the Authority. The special duties of the officers and the Executive Committee shall be set forth in the by-laws adopted by the Authority for the management and operation of its affairs. Future appointments to the Board of Directors shall be made by class for a term of five (5) years. Each Board of Directors vacancy shall be filled by the appointment by a resolution of City Council after a public hearing of a candidate nominated by the Mayor from a list of candidates submitted to the Mayor by the remaining members of the Board of Directors. If City Council does not appoint any nominated candidate within forty-five (45) days after said candidate's name is presented to City Council for approval, the remaining members of the Board of Directors shall submit another list of candidates to the Mayor for nomination for City Council's approval by resolution after a public hearing.

g) The City of Philadelphia has retained the right which exists under the Act, as amended by the Act of April 10, 1980, P.L. 105, to approve any plan of the Authority. Such approval shall be by Ordinance of City Council.

IN WITNESS WHEREOF, the City of Philadelphia, Commonwealth of Pennsylvania, has caused these Articles of Incorporation to be signed by the Mayor and the President of City Council under its municipal seal this 19 day of September, 1997.

BY: Edward G. Rendell
 Edward G. Rendell, Mayor

[City Seal]

By: John F. Street
 John F. Street
 President of City Council