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
ARTICLES OF INCORPORATION
OF
THE OLD CITY SPECIAL SERVICES DISTRICT
OF PHILADELPHIA

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.
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
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. Kerney
586 City Hall
Philadelphia, PA 19107

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

Rich Gryzwinski
Harding Lawson Associates
131 North Third Street
Philadelphia, PA 19106

Ken Kaiserman
The Bourse Building
21 South Fifth Street
Philadelphia, PA 19106

Ganeen Rutledge
KYW-TV3
101 South Independence Mall East
Philadelphia, PA 19106

Chris Sayer
President, Old City Civic Association
239 Arch Street
Philadelphia, PA 19106

Luca Sena
Penns View Inn
14 North Front Street
Philadelphia, PA 19106

Frank Siefert
Colonial Penn Insurance Company
399 Market Street
Philadelphia, PA 19106

Rick Snyderman
Old City Arts Association/Snyderman Gallery
303 Cherry Street
Philadelphia, PA 19106

Stanley Taraila
Renaissance Properties
1926 Arch Street, 4th Floor
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.

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 12 day of September_______, 1997.

[City Seal]

Edward G. Rendell, Mayor

John F. Street
President of City Council