

CERTIFICATE OF INCORPORATION  
OF  
DOWNTOWN DOVER PARTNERSHIP CORPORATION

The undersigned, in order to form a non-profit corporation for the purpose hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, certifies as follows:

ARTICLE I

The name of the corporation is Downtown Dover Partnership Corporation.

ARTICLE II

The registered office of the corporation is City Hall, 15 Loockerman Street Plaza, Dover, Delaware. The corporation's registered agent at such address is the City Manager of the City of Dover.

ARTICLE III

This corporation is formed for the purpose of helping to promote the public welfare of the residents of the City of Dover, Delaware by promoting and furthering the development of the economic, cultural and historic resources in the downtown area of the City of Dover, and to provide for the residents, to the extent that the common good and general welfare of the community is served. The corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes. The business and objectives to be carried out and promoted by the corporation shall include, but shall not be limited to the following:

Section 1. To improve the opportunities for job creation, and to broaden the tax base through the development of the commercial and residential potential of the Central Dover area, and to maintain and restore the historic, architectural and community qualities of the downtown area consistent with the goals of the National Main Street Program.

Section 2. To provide services and take action necessary or appropriate to assist the City of Dover, or any agency thereof, in carrying out the powers of the city established by Article I, Section 2 of the Charter of the City of Dover. More particularly, said purposes shall include the following:

1. To carry out projects which promote the public welfare by revitalizing the economy of the central Dover area.
2. To create a positive image for the downtown Dover area by promoting the downtown area as an exciting place to live, work, shop and invest.
3. To encourage cooperation and leadership building in the business community.
4. To improve the appearance of the downtown Dover area and to educate the public and private sector about good design principles.
5. To rebuild and diversify the downtown Dover area's economy.
6. To develop parking in the downtown Dover area and provide oversight over the parking lots owned and/or managed by the corporation.
7. To advise the City of Dover concerning policies affecting economic development and to recommend changes in said policies, in order to improve the climate for business and commerce in the central Dover area, and thereby promote economic growth and stabilization.
8. To identify opportunities and means for bringing about new or sustained private economic activities in the central Dover area, thereby helping to maintain and expand employment and to stimulate retention and strengthening of the City's tax base.
9. To elicit and maximize private capital commitments from the private and business community.

Section 3. To serve as a connection between private development interests and the City of Dover and thereby facilitate a working relationship between such entities as will ultimately promote the public welfare.

Section 4. The corporation shall be organized so as to be a broadly-based, publicly-oriented organization, the aim of which is to derive support primarily from the private sector. Additional support will also be sought from the City of Dover and Federal, State or Local grant or loan programs.

Section 5. The corporation shall be organized and operated exclusively for the public purposes set forth herein, and its activities shall be carried on primarily in the central Dover area, City of Dover, State of Delaware, for the benefit of the City of Dover and its residents. No part of the net earnings of this Corporation shall inure to the benefit of any member of the corporation, nor to any Director or officer of the corporation, nor to any other private persons, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set forth in Section 2 above.

Section 6. No substantial part of the activities of this corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public. The corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. The corporation shall not be authorized to accept gifts or contributions other than those which further the purpose herein specified.

#### ARTICLE IV

The corporation shall have power to do any and all such acts as are necessary or conducive to the attainment of any of the objectives and purposes herein set forth, to the same extent and as fully as any natural person might or could do. Notwithstanding any other provision of these articles, the corporation shall not have the power to carry on any activity, the existence of which would cause it to fail to qualify as an organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent United States Internal Revenue law.

#### ARTICLE V

In order to carry out the purposes of the corporation, and limited exclusively to such purposes, the corporation shall have the following specific powers:

1. To engage in any activity and to enter into any type of contract, in its own name, which will aid the City in its programs for the benefit to the City and its residents.
2. To assist in the performance of the powers and authorities granted to the City under the provisions of Article I, Section 2 of the Charter of the City of Dover.
3. To enter into a contract or contracts with the City of Dover or any agency thereof for the performance of the purposes for which the corporation was established.
4. To apply for and accept any loans, grants or assistance of any character from the United States of America, the State of Delaware, the City of Dover, or any private source.
5. To purchase, lease, exchange, acquire by gift, devise, grant, bequest or otherwise, and to hold, develop, improve, invest, sell, assign, grant or in any way encumber or dispose of any interest in personality or land, improved or unimproved, and to carry out any business undertaking or venture, either alone or in conjunction with others, which may be lawfully conducted under the laws of the State of Delaware within the State of Delaware and within the United States or its possessions, subject to the terms and limitations of the purpose for which the corporation is

formed.

6. To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business and to secure the same by mortgage, pledge or other lien on the corporation's property and assets.

7. To provide financial incentives for businesses including, but not limited to, equity investments, loans, interest subsidies, and bank guarantees.

8. To execute legal instruments that are necessary to carry out the corporate purposes stated herein.

## ARTICLE VI

Section 1. The corporation shall have no capital stock and shall pay no dividends.

Section 2. The affairs of the corporation shall be managed by a Board of Directors which shall exercise all corporate powers. The Board of Directors shall consist of fifteen (15) directors. The members of the Board shall be selected and designated as provided in this corporation's Bylaws. The members of the Board of Directors shall serve for such terms and shall have qualifications as may be set forth in the Bylaws of the corporation.

Section 3. The members of the Board of Directors shall also be members of the corporation.

Section 4. The Board of Directors shall be authorized to adopt and amend bylaws which shall provide, among other things, for the qualification of directors, removal, change of number and powers, duties and liabilities of directors, and for the operation and control of the corporation and such other matters deemed necessary or advisable by the Board of Directors, except as limited or otherwise provided in the Certificate of Incorporation, the Bylaws, or in the laws of the State of Delaware.

Section 5. None of the members of the Board of Directors, nor any officers, shall receive any compensation for serving in that capacity, but any person may be paid such compensation as the Board of Directors shall from time to time deem reasonable for services rendered the corporation and any person may be reimbursed for any expenses, disbursements, or liabilities made or incurred by such persons for or on account of the corporation or in connection with the management and conduct of the affairs of the corporation. Indemnification rights, however, shall be provided for in the bylaws.

Section 6. The mailing address of said Board of Directors shall be the City of Dover, P.O. Box 475, Dover, Delaware.

## ARTICLE VII

In the event of the dissolution, liquidation or winding up of the corporation, whether voluntary or involuntary, or by operation of law, the assets of the corporation shall be distributed to such non-profit corporations, including the City of Dover, which are organized and operated in furtherance of the objects and purposes for which this corporation is organized and operated, and those other entities which, in the judgment of the City of Dover, most closely approach the purpose of this corporation, and which organization qualifies for tax exemption under the provisions of the Internal Revenue Code, either as a charitable corporation under Section 501(c)(3), or as a municipal corporation under the provisions of the Internal Revenue Code, as amended from time to time.

## ARTICLE VIII

Neither proxy or mail voting shall be permitted on any matter before the Board.

## ARTICLE IX

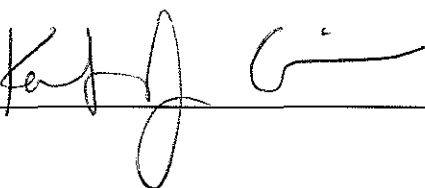
The corporation reserves the right to amend, change or repeal any of the provision contained in this certificate of corporation in the manner now or hereafter prescribe by the laws of the State of Delaware; provided, however, that any such action shall be calculated exclusively to carry out the objects and purposes for which the corporation is formed. Any amendment, change or repeal of any of the provisions contained in this certificate of incorporation shall take effect thirty (30) days after such action by the Board of Directors unless the City Council of the City of Dover shall veto such action by majority vote at a regular meeting of Council within the thirty (30) day period.

The incorporator of the corporation is William W. Pepper Sr., Deputy City Solicitor, 414 South State Street, Dover, Delaware.

I, THE UNDERSIGNED, being the incorporator hereinbefore named for the purpose of forming the corporation pursuant to corporation law of the Delaware Code do make this certification hereby declaring and certifying that this is my act and the facts stated are true and I, accordingly, have hereunto set my hand and seal this

7<sup>th</sup> day of July, A.D. 2008, in the presence of

Signed and sealed in the  
presence of:

  
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\_\_\_\_\_  
WILLIAM W. PEPPER SR.

SWORN TO and SUBSCRIBED before me this 7<sup>th</sup> day of July, 2008.

