

the Trust; provided, however, that any such Trustee, officer, employee or agent of the Trust who is an Affiliate of the Adviser (or, at a time when there is no such Adviser, any Trustee of the Trust), in each case who is not acting as a Trustee, officer, director, stockholder, partner, member, adviser or employee of any Person but is acting for his own personal account, shall not make any real estate investment of a character which, if presented to the Trust, could be taken by the Trust unless such investment has first been offered to the Trust and rejected by a majority of all the Trustees, or a majority of all the members of an Investment Committee, who are not Affiliates of the Adviser or of any other Person, other than the Trust, who is a party to the transaction. Subject to the provisions of Article III and this Section 2.17, any Trustee, officer, employee or agent of the Trust may be interested as trustee, officer, director, stockholder, partner, member, adviser or employee of, or otherwise have a direct or indirect interest in, any Person who may be engaged to render advice or services to the Trust, and may receive compensation from such Person as well as compensation as Trustee, officer, employee or agent of the Trust or otherwise hereunder. None of the activities referred to in this paragraph shall be deemed to conflict with his duties and powers as Trustee, officer, employee or agent of the Trust. Nothing contained in this paragraph shall be construed to prohibit any Trustee or officer, employee, or agent of the Trust from continuing to hold interests in, or acting in any manner in respect of, Mortgages, interests in Real Property or interests in Persons engaged in the real estate business which were acquired prior to the time of becoming a Trustee, officer, employee, or agent of the Trust.

**SECTION 2.18. FHA Qualification.** If the Trust shall be an "FHA Approved Mortgagee", the Trustees shall have power to sell or otherwise dispose of any FHA loan or an interest therein which the Trust owns in accordance with the provisions of the National Housing Act of 1934, as amended, and regulations promulgated thereunder. The Trustees shall have power to execute on behalf of the Trust, in connection with any project on which FHA has insured the indebtedness, in whole or in part, any and all deeds of trust or mortgages, and other agreements, documents and forms which may be required by FHA in connection with the approval by FHA of the transfer of physical assets from any entity to the Trustees or the insurance by FHA of any indebtedness on any project as to which the Trustees are or shall become owners pursuant to this Declaration of Trust, and the provisions of any such agreement shall be binding upon the Trust notwithstanding any conflict with or limitation of this Declaration of Trust.

**SECTION 2.19. Power to Contract.** Subject to the provisions of Sections 2.9 and 3.1 hereof with respect to delegation of authority by the Trustees, the Trustees shall have power to appoint, employ or contract with any Person (including one or more of themselves and any corporation, partnership or trust of which one or more of them may be an Affiliate, subject to the applicable requirements of Section 2.17 hereof) as the Trustees may deem necessary or desirable for the transaction of the business of the Trust including any Person who, under the supervision of the Trustees, may, among other things: serve as the Trust's investment adviser and consultant in connection with policy decisions made by the Trustees; furnish reports to the Trustees and provide research, economic and statistical data in connection with the Trust's investments; act as consultants, accountants, mortgage loan originators or servicers, correspondents, lenders, technical advisers, attorneys, brokers, underwriters, corporate fiduciaries, escrow agents, depositaries, custodians or agents for collection, real estate tax searchers, borrowers, mortgagors and other mortgage and investment participants, appraisers, brokers and dealers, banks, investors, builders and developers, insurers or insurance agents, transfer agents or registrars or paying agents for Securities of the Trust, or in any other capacity deemed by the Trustees necessary or desirable; investigate, select, and, on behalf of the Trust, conduct relations with Persons acting in such capacities and pay appropriate fees to, and enter into appropriate contracts with, or employ, or retain services performed or to be performed by, any of them in connection with the investments acquired, sold or otherwise disposed of, or committed, negotiated, or contemplated to be acquired, sold, or otherwise disposed of; substitute any other Person for any such Person; act as attorney-in-fact or agent in the purchase or sale or other disposition of investments, and in the handling, prosecuting or settling of any claims of the Trust, including the foreclosure or other enforcement of any mortgage or other lien or other security securing investments; and assist in the performance of such ministerial functions necessary in the management of the Trust as may be agreed upon with the Trustees or officers of the Trust.