

ARTICLE 10.

Amendment or Termination of Trust; Removal of Trustees.

SECTION 10.1. The provisions of this Declaration of Trust may be amended or altered (except as to the exemption from personal liability of Trustees and Shareholders and the prohibition of assessment upon Shareholders), or the Trust may be terminated, either (1) at any meeting of the Shareholders called for the purpose, by the affirmative vote of not less than two-thirds ($\frac{2}{3}$) in interest of the Shares then outstanding hereunder and entitled to vote; provided, however, that, after fifteen (15) days' written notice to the Shareholders of the proposed action, the Trustees may, from time to time, by a vote of two-thirds ($\frac{2}{3}$), amend or alter the provisions of this Declaration of Trust, without the vote or assent of the Shareholders, to the extent deemed by the Trustees in good faith to be necessary to meet the requirements for qualification as a real estate investment trust under Section 856 of the Internal Revenue Code of 1954, as amended from time to time, and any Regulations or Rulings thereunder promulgated by the Treasury Department and any interpretations of the statutory provisions or Regulations contained in any judicial decision. No amendment, alteration, or termination shall become effective unless and until, if effectuated by an instrument in writing, such instrument shall have been acknowledged by one or more of the signers thereof, and recorded in the Registry, or if effectuated by a vote at a meeting, a copy thereof shall have been so recorded with a certificate signed and acknowledged by a Trustee that such action was taken at a meeting duly called and held in accordance with, and by the affirmative vote required by, this Declaration of Trust. Upon the termination of the Trust the Trustees shall sell all the Trust property, and, after paying or providing for all outstanding obligations and receiving due security against any possible or contingent liabilities that may arise against them, divide the net proceeds among the Shareholders in proportion to their respective ownership of Shares. The powers of the Trustees shall continue until the affairs of the Trust have been wound up.