

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."

NOW, THEREFORE, the undersigned, a Trustee of First Mortgage Investors, hereby certifies that each of the following Amendments to said Declaration of Trust was adopted, at a meeting of the Shareholders of First Mortgage Investors called and held on August 14, 1970, in accordance with said Declaration, by the affirmative vote of not less than a majority in interest of the Shares then outstanding under and entitled to vote under said Declaration, as required by said Declaration:

"ARTICLE 3, SECTION 3.13. Notwithstanding any other provisions of this Declaration of Trust, the Trustees may not knowingly, directly or indirectly, lend any of the Trust property to, purchase or otherwise acquire any property whatsoever (other than securities of the Trust) from, or sell or otherwise transfer any property whatsoever (other than securities of the Trust) to, any Trustee, officer or employee of the Trust (acting in their individual capacities), or any officer, director, employee or partner (acting in their individual capacities) of an investment adviser, manager or independent contractor (as hereinafter defined) to the Trust or of any corporation, partnership, trust or other entity which is an affiliate (as hereinafter defined) of an investment adviser. The simultaneous acquisition by the Trust and its investment adviser or any affiliate of its investment adviser of participations in a loan or other investment shall not be deemed to constitute the purchase or sale of property by one of them to the other. The Trustees shall not knowingly, directly or indirectly, lend any of the Trust property to, purchase or otherwise acquire any property whatsoever (other than securities of the

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