

Suffolk County, Massachusetts, appears to be a Trustee hereunder, certifying to: (a) the number or identity of Trustees or Shareholders, (b) the due authorization of the execution of any instrument or writing, (c) any vote taken at a meeting of Trustees or Shareholders, (d) the fact that the number of Trustees or Shareholders present at any meeting or executing any written instrument satisfies the requirements of this Declaration of Trust, (e) any By-law adopted by or the identity of any officers elected by the Trustees, or (f) the existence or non-existence of any fact or facts which in any manner relate to the affairs of the Trust, shall be conclusive evidence as to the matters so certified in favor of any person dealing with the Trustees or any of them and the successors of such person.

**SECTION 13.4. Provisions in Conflict With Law or Regulations.** (a) The provisions of this Declaration of Trust are severable, and if the Trustees shall determine, with the advice of counsel, that any one or more of such provisions (the "Conflicting Provisions") are in conflict with the REIT Provisions of the Internal Revenue Code or with other applicable Federal or state laws and regulations, the Conflicting Provisions shall be deemed never to have constituted a part of this Declaration of Trust; provided, however, that such determination by the Trustees shall not affect or impair any of the remaining provisions of this Declaration of Trust or render invalid or improper any action taken or omitted (including but not limited to the election of Trustees) prior to such determination. Such determination shall become effective when a certificate in recordable form signed by a Trustee setting forth any such determination and reciting that it was duly adopted by the Trustees, or a copy of this Declaration of Trust with the Conflicting Provisions removed pursuant to such a determination, in recordable form, signed by a Trustee, shall be filed in the office of the Secretary of the Commonwealth of Massachusetts. The Trustees shall not be liable for failure to make any determination under this Section. Nothing in this Section shall in any way limit or affect the right of the Trustees to amend this Declaration of Trust.

(b) In the event that any provision relating to the election of Trustees by the Shareholders of the Trust shall be deemed to be without force and effect the Trustees in office shall be deemed to be the qualified and acting Trustees until such time as the successor Trustee or Trustees has or have been named and qualified; provided, however, that at or before the next meeting of Shareholders after the Trustee shall have notified the Shareholders of such Conflicting Provision, there shall be submitted to the Shareholders for a determina-

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