

time, (iii) it has a purpose substantially the same as the purpose of the Trust, as stated herein, and (iv) its shares, securities, or beneficial interests which will be issued in exchange for such property constitute an investment substantially equal in quality and substantially the same in type as an investment in the Shares hereof and in any other securities hereof then outstanding.

Section 10.4. Termination by Trustees. Notwithstanding any other provisions of this Declaration, until such time as a registration statement under the Securities Act of 1933, as amended, covering the first public offering of Shares of the Trust shall have become effective, this Declaration may be terminated or amended in any respect by a majority vote of the Trustees.

ARTICLE 11

INVESTMENT POLICY

Section 11.1. General. It will be the general policy of the Trustees to acquire and hold interests in Real Property upon which there exists income producing property already constructed and occupied, or upon which income producing property is planned to be constructed and occupied; provided, however, that in no event shall the Trustees invest (1) more than ten percent (10%) of the Total Trust Assets in unimproved Real Property upon which income producing property will not within thirty-six (36) months be constructed and occupied, (2) more than twenty percent (20%) of the Total Trust Assets in any single Real Property investment or (3) in any Mortgage Loan if any obligor thereunder, either primarily or secondarily, shall be obligated to the Trust in an amount exceed twenty percent (20%) of the Total Trust Assets. In making investments, the Trustees will seek stability of income together with the same kind of protection against inflation that real estate has historically offered when currencies have been subjected to inflationary pressures, and will seek to secure the same by investing in residential apartments, motels and hotels, shopping centers and commercial office buildings, and other income producing residential and commercial properties. The Trustees will purchase properties for long term investment and will not engage in short term sales and purchases unless the nature of particular properties indicates special reasons for believing that the proceeds of their sale might better be invested in other properties.

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