

of a majority of the Trustees in office taken in the manner provided in Section 8 of Article II, provided, however, that no such amendment shall be effective until consented to by the holders of not less than two-thirds of the Shares then outstanding at a meeting of Shareholders called for such purpose or consented to in writing by the holders of not less than two-thirds of the Shares then outstanding, and, provided further, however, that the Trustees may, from time to time by a two-thirds vote of the Trustees, amend or alter the provisions of this Declaration without the vote or consent of the Shareholders to the extent deemed by the Trustees in good faith to be necessary to meet the requirements for a real estate investment trust pursuant to the Internal Revenue Code of 1954, as amended, the regulations thereunder, or any interpretation thereof by a court or other governmental agency of competent jurisdiction.

SECTION 2. Termination. This Trust may at any time be terminated by the action of a majority of the Trustees in office taken in the manner provided in Section 8 of Article II, provided, however, that no such termination shall be effective until consented to by the holders of not less than two-thirds of the Shares then outstanding at a meeting of Shareholders called for such purpose. Not-

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