

"5.8. CHANGES IN INVESTMENT POLICIES AND RESTRICTIONS. Notwithstanding the foregoing provisions of this Article 5, the investment policies and the restrictions thereon set forth in Sections 5.1 through 5.6 of this Declaration may be altered or modified by the Trustees, or additional or substitute policies or restrictions may be adopted by the Trustees if they shall determine, and so specify in a duly adopted resolution, that the alteration or modification of such policies or restrictions or the adoption of additional or substitute policies or restrictions are in the best interests of the Trust and its Shareholders and are not prohibited by the Real Estate Investment Trust provisions of the Internal Revenue Code and no consent or approval of, or other action by, Shareholders shall be required for any such alteration, modification or adoption. Any policy or restriction altered, modified, or adopted pursuant to this Section 5.8 shall be subject to subsequent alteration or modification only with the consent of Shareholders holding a majority of the outstanding Shares entitled to vote on such alteration or modification if the Trustees shall so specify in the resolution adopted with respect to such policy or restriction. Any resolution adopted by the Trustees pursuant to this Section 5.8 shall be recorded within the State of Maryland in such public offices as this Declaration and any amendments hereto shall have been recorded in accordance with Section 9.8 of this Declaration."

(d) Striking out Section 6.1 of the Declaration of Trust and inserting in lieu thereof, the following:

"6.1. SHARES. The units into which the beneficial interest in the Trust will be divided shall be designated as Shares with a par value of \$1.00 per share and having equal dividend, distribution, liquidation and other rights but without preference, pre-emptive, appraisal, conversion or exchange rights of any kind; provided, however, that the Trustees may, in their discretion create and authorize the issuance of Shares of Beneficial Interest evidencing units of beneficial interest in the Trust of one or more other and additional classes, or one or more series within any such class, with or without par value, having such voting rights, such rights to dividends, distributions and in liquidation, such conversion, exchange and redemption rights, and such designations, preferences, participations, and other limitations or restrictions, as shall not be prohibited by this Declaration or the Real Estate Investment Trust provisions of the Internal Revenue Code or the laws of the State of Maryland and as shall be specified

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