

Before the Trust shall issue any Preferred Shares of any series, a certificate setting forth the resolution or resolutions of the Trustees fixing the voting powers, designations, preferences and rights of such series, the qualifications, limitations or restrictions thereof, and the number of Preferred Shares of such series authorized by the Trustees, shall be signed by a Trustee or the Secretary of the Trust and filed in accordance with Section 12.1.

Unless otherwise provided in any such resolution or resolutions, the number of Preferred Shares of the series authorized by such resolution or resolutions may be increased or decreased (but not below the number of Preferred Shares of such series then outstanding) by a certificate setting forth a resolution or resolutions adopted by the Trustees, authorizing such increase or decrease, signed by a Trustee or the Secretary of the Trust and filed in accordance with Section 12.1. Unless otherwise provided in the resolution or resolutions creating such series, the number of Preferred Shares specified in any such decrease shall be restored to the status of authorized but unissued Preferred Shares (without designation as to series). Unless otherwise provided in such resolution or resolutions, any other amendment to such resolution or resolutions may be effected by a certificate setting forth a resolution adopted by the Trustees then authorizing such amendment and certifying that such amendment has been approved by such votes, if any, as may be required pursuant to Section 13.2, signed by a Trustee or the Secretary of the Trust and filed in accordance with Section 12.1. Any such amendment may, without limitation, cancel or otherwise affect the right of the holders of Preferred Shares of such series to receive dividends which have accumulated but have not been declared. Holders of Common Shares shall not be entitled to vote on such amendments to any such resolutions.

SECTION 6.4. *Certificates.* Ownership of Shares shall be evidenced by certificates. Every Shareholder shall be entitled to receive a certificate, in such form as the Trustees shall from time to time approve, specifying the number of Shares of the applicable class or series held by such Shareholder. Subject to Sections 6.6 and 8.5 hereof, such certificates shall be treated as negotiable and title thereto and to the Shares represented thereby shall be transferred by delivery thereof to the same extent in all respects as a stock certificate, and the Shares represented thereby, of a Massachusetts business corporation. Unless otherwise determined by the Trustees, such certificates shall be signed by the Chairman or the President and the Secretary or any Assistant Secretary and shall be countersigned by a transfer agent, and registered by a registrar, if any, and such signatures may be facsimile signatures in accordance with Section 2.6 hereof. There shall be filed with each transfer agent a copy of the form of certificate so approved by the Trustees, certified by the Chairman, President, or Secretary, and such form shall continue to be used unless and until the Trustees approve some other form.

In furtherance of the provisions of Section 8.5 hereof, each certificate evidencing Shares shall contain a legend imprinted thereon to the following effect, or such other legend as the Trustees may from time to time adopt:

*"Provisions Relating to Redemption and Prohibition of Transfer of Shares.*

"If necessary to effect compliance by the Trust with certain requirements of the Internal Revenue Code, the shares represented by this certificate are subject to redemption by the Trustees of the Trust and the transfer thereof may be prohibited upon the terms and conditions set forth in the Declaration of Trust. The Trust will furnish a copy of such terms and conditions to the registered holder of this certificate upon request and without charge."

SECTION 6.5. *Fractional Shares.* In connection with any issuance of Shares, the Trustees may issue fractional Shares or may provide for the issuance of scrip including, without limitation, the time within which any such scrip must be surrendered for exchange into full Shares and the rights, if any, of holders of scrip upon the expiration of the time so fixed, the rights, if any, to receive proportional distributions, and the rights, if any, to redeem scrip for cash, or the Trustees may in their discretion, or if they see fit at the option of each holder, provide in lieu of scrip for the adjustment of the fractions