

alter or change the powers, preferences or special rights expressly applicable to Preferred Shares so as to affect them adversely. If any such proposed amendment or alteration would alter or change the powers, preferences or special rights expressly applicable to the Preferred Shares of any series so as to affect them adversely in a manner different from other series of Preferred Shares adversely affected in the same manner, then only the Preferred Shares of such series shall be considered a separate class for purposes of this Section 13.2. Any vote pursuant to this Section 13.2 shall require the affirmative vote of the holders of not less than two-thirds of the outstanding Preferred Shares or series thereof, as the case may be, or an instrument or instruments in writing, without a meeting, signed by a majority of the Trustees then in office and the holders of not less than two-thirds of the outstanding Preferred Shares or series thereof, as the case may be. Any resolution adopted by the Trustees pursuant to Section 6.3 providing for any series of Preferred Shares may specify amendments or alterations which shall not, for purposes of this Section 13.2, be deemed to change the powers, preferences or special rights expressly applicable to the Preferred Shares of such series so as to affect them adversely, but the absence of such specification as to any one or more amendments or alterations, shall not create any inference that such unspecified amendments or alterations would adversely affect such series.

SECTION 13.3. Merger, Consolidation, Disposition of Assets. Subject to the provisions of any series of Preferred Shares at the time outstanding, the Trust may merge or consolidate with any other Person or may sell, lease or exchange all or substantially all of its property and assets, including its good will, upon such terms and conditions and for such consideration when and as authorized at any meeting of Shareholders called for the purpose by the affirmative vote of the holders of not less than two-thirds of the total number of votes authorized to be cast by Shares of all classes and series then outstanding and entitled to vote, or by an instrument or instruments in writing without a meeting, signed by the holders of not less than two-thirds of such votes. In respect of any such merger, consolidation or sale of assets, any Shareholder shall be entitled to rights of appraisal of his Shares to the same extent as a shareholder of a Massachusetts business corporation in respect of a merger, consolidation or sale of assets of a Massachusetts business corporation and such rights shall be his exclusive remedy in respect of his dissent from any such action.

ARTICLE XIV

MISCELLANEOUS

SECTION 14.1. Governing Law. This Declaration of Trust is executed by the Trustees and delivered in the Commonwealth of Massachusetts and with reference to the laws thereof, and the rights of all parties and the validity, construction and effect of every provision hereof shall be subject to and construed according to the laws of said Commonwealth.

SECTION 14.2. Counterparts. This Declaration of Trust may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts, together, shall constitute but one and the same instrument, which shall be sufficiently evidenced by any such original counterpart.

SECTION 14.3. Reliance by Third Parties. Any certificate executed by an individual who, according to the records in the office of the Secretary of The Commonwealth of Massachusetts or in the Registry of Deeds for 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) the form of any vote passed 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) the form of 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