

said Code, rules, and regulations. If during such periods any provision granting or limiting Shareholder rights in such Sections shall conflict with the requirements of the REIT Provisions of the Code, as amended from time to time, the rules and regulations promulgated thereunder, or any applicable ruling by the United States Treasury Department or any court, such provision shall be deemed to be null and void and without force and effect ab initio, (except that any action taken pursuant to any such provisions prior to the express determination by the Trustees of such conflict shall be valid) and the Trustees, without Shareholder consent, shall promptly amend the Declaration to conform thereto. In the event that the provision relating to the election of Trustees by the Shareholders of the Trust shall be deemed to be without force and effect the Trustees in office shall be deemed to be the qualified and acting Trustees until such time as the successor Trustee or Trustees has or have been named and qualified. At the next meeting of Shareholders after the determination of such conflict, there shall be submitted to the Shareholders for their approval or disapproval by a majority of those voting, the question as to whether such Shareholder's right or rights should be restored. If the Shareholders vote to restore such right or rights, the Trustees, without further Shareholder consent, shall promptly make any amendments to the Declaration of Trust necessary to restore such right or rights.

6. Section 13.10 is amended to read as follows:

Section 13.10 QUALIFICATION AS REAL ESTATE INVESTMENT TRUST.

The Trustees may elect to qualify the Trust as a REIT under the Provisions of the Code ("Qualification"), as now in effect and as it may hereafter be amended or may elect not to so qualify the Trust and may conduct the business of the Trust from time to time in such a manner that it would not then so qualify, but any decision by the Trustees regarding whether to so qualify the Trust for any period of time shall be made only upon the Trustees' determination that such qualification or nonqualification would be in the best interest of the Trust and to the advantage of