

SECTION 11.2. *Retained Earnings.* The Trustees, except as provided in Section 11.1 hereof, may always retain from the net profits such amount as they may deem necessary to pay the debts or expenses of the Trust, to meet obligations of the Trust, to establish reserves or as they may deem desirable to use in the conduct of its affairs or to retain for future requirements or extensions of the business.

SECTION 11.3. *Source of Distributions.* Any distributions to Shareholders shall be accompanied by a statement in writing advising the Shareholders of the source of the funds so distributed so that distributions of ordinary income, return of capital, and capital gains income will be clearly distinguished, or, if the source of funds so distributed has not been determined, the communication shall so state, in which event the statement of the source of funds shall be forwarded to Shareholders promptly after the close of the fiscal year in which the distribution was made.

ARTICLE XII

RECORDING OF DECLARATION OF TRUST

SECTION 12.1. *Recording.* This Declaration of Trust and any amendment hereto shall, as soon as reasonably practicable after its execution or adoption, be filed in the office of the Secretary of The Commonwealth of Massachusetts, which filing shall be a condition precedent to the effectiveness of any such amendment. The Trustees shall also cause to be filed in the aforementioned office and in all other offices in which recording of the amendment or instrument in question shall be required from time to time by the laws of The Commonwealth of Massachusetts or by any other applicable laws or in which such recording shall seem desirable to the Trustees, all amendments to this Declaration of Trust and appropriate instruments disclosing changes in the persons who are Trustees of the Trust but such filing shall not be deemed a condition to the effectiveness of, and (except as to the required filing of amendments in the office of the Secretary of The Commonwealth of Massachusetts) the failure to so file shall not be deemed to invalidate, any such amendment or any election or appointment of any person as a Trustee or the resignation or removal of any Trustee.

ARTICLE XIII

AMENDMENT OR TERMINATION OF TRUST

SECTION 13.1. *Amendment or Termination.* The provisions of this Declaration of Trust may be amended or altered (except as to the limitations of personal liability of the Shareholders and Trustees and the prohibition of assessments upon Shareholders), or the Trust may be terminated at any meeting of Shareholders called for the purpose, by the affirmative vote of the holders of not less than two-thirds of the Shares then outstanding and entitled to vote, or by an instrument or instruments in writing, without a meeting, signed by a majority of the Trustees and the holders of not less than two-thirds of such Shares. Such amendment or termination shall not be effective until, if such amendment or termination is effectuated by an instrument in writing, such instrument shall have been filed in the office of the Secretary of The Commonwealth of Massachusetts, or, if effectuated by a vote at a meeting, a certificate, signed and acknowledged by a Trustee that such action was taken at a meeting duly called and held in accordance with and by the affirmative vote required by this Declaration of Trust, shall have been so filed; provided, however, that, the Trustees may, from time to time by a two-thirds vote of the Trustees then in office, amend or alter the provisions of this Declaration of Trust, without the vote or assent of the Shareholders, to the extent deemed by the Trustees in good faith to be necessary (a) to meet the requirements for qualification as a real estate investment trust under the REIT Provisions of the Internal Revenue Code or any interpretation thereof by a court or other governmental agency of competent jurisdiction or (b) to increase or decrease the number of authorized Shares, provided that no such decrease shall reduce authorized shares below the number of shares then outstanding plus the number of shares issuable upon conversion of or exercise of rights under outstanding Securities of the Trust. Upon the termination of the Trust pursuant to this Section 13.1: