

present at any meeting or executing any written instrument satisfies the requirements of this Declaration, the form of By-Laws adopted by or the identity of any officer elected by the Trustees or the existence or nonexistence of any fact or facts which in any manner relate to the affairs of the Trust shall be conclusive evidence as to the matters so certified in favor of any person dealing with the Trustees or any one or more of them, and the successors or assigns of such person.

Section 13.7. Recording. This Declaration, any amendments thereto and any certificate of the kind described in Section 13.6 may also be filed or recorded in any recording office or other appropriate place in the sole discretion of the Trustees. If this Declaration is filed or recorded in any recording office or other place, anyone dealing with real estate so located that instruments affecting the same should be filed or recorded in such office or place may rely conclusively upon any certificate of the kind described in Section 13.6 which is signed by a person who according to the records in such recording office appears to be a Trustee hereunder.

Section 13.8. Conflict with REIT Provisions. The provisions of Sections 8.1, 8.3, 9.1, 10.1, 10.2, 10.3, 10.4 and 12.2 shall be subject to the requirements of the Internal Revenue Code of 1954, as amended from time to time, and the rules and regulations promulgated thereunder. If 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 provision 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

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