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\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

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(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

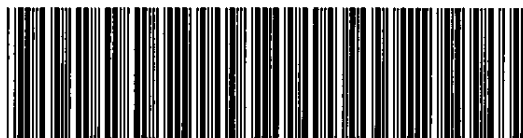
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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RECEIVED  
06 AUG 31 AM 10:46  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

2006 AUG 31 AM 9:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

T. Hampton SEP 01 2006



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 343202 4305026

AUTHORIZATION

*Spuddean*

COST LIMIT : \$ 367.50

ORDER DATE : August 29, 2006

ORDER TIME : 9:20 AM

ORDER NO. : 343202-005

CUSTOMER NO: 4305026

FOREIGN FILINGS

NAME: SNH/LTA PROPERTIES TRUST

XXXX QUALIFICATION (TYPE: BST)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Matthew Young -- EXT# 2962

EXAMINER: \_\_\_\_\_

FILED

2006 AUG 31 AM 9:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT TO THE FLORIDA SECRETARY OF STATE  
TO FILE OR QUALIFY**

SNH/LTA PROPERTIES TRUST

A Maryland Real Estate Investment ~~TRUST~~

In accordance with Section 609.02 of the Florida Statutes, pertaining to  
Common Law Declarations of Trust, the undersigned, the ~~Chairman of the~~  
~~Board of Trustees~~ of SNH/LTA Properties Trust, a  
(Name of Trust)

Maryland Real estate  
Investment (State) Trust hereby affirms in order to file or qualify

SNH/LTA Properties Trust, in the State of Florida.  
(Name of Trust)

1. Two or more persons are named in the Trust.

2. The principal address is 400 Centre Street, Newton, MA 02458

3. The registered agent and street address in the State of Florida is:  
Corporation Service Company, 1201 Hays Street

Tallahassee, FL 32301

4. Acceptance by the registered agent: Having been named as registered  
agent to accept service of process for the above named Declaration of Trust  
at the place designated in this affidavit, I hereby accept the appointment as  
registered agent and agree to act in this capacity.

Barry M. Portnoy Act. V.P.

(Signature of Registered Agent)

5. I certify that the attached is a true and correct copy of the Declaration of  
Trust under which the association proposes to conduct its business in  
Florida.

Barry M. Portnoy  
Name: Barry M. Portnoy, Trustee  
~~Chairman of the Board of Trustees~~

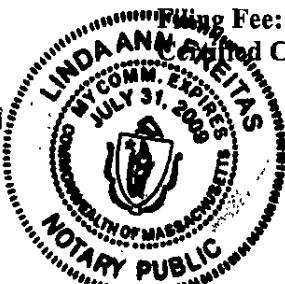
NOTARY

Subscribed and sworn to before me  
this 17<sup>th</sup> day of August, 2006.

Linda Freitas  
Notary Public

CR2E063(3/00)

My Commission Expires: 7/31/2009



Filing Fee: \$350.00  
Certified Copy: \$ 8.75 (optional)

8

**SNH/LTA PROPERTIES TRUST**

**DECLARATION OF TRUST**

**Dated November 10, 2003**

This DECLARATION OF TRUST is made as of the date set forth above by the undersigned Trustees (as defined herein).

**ARTICLE I**

**FORMATION**

The Trust is a real estate investment trust within the meaning of Title 8 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time ("Title 8"). The Trust shall not be deemed to be a general partnership, limited partnership, joint venture, joint stock company or a corporation (but nothing herein shall preclude the Trust from being treated for tax purposes as an association under the Internal Revenue Code of 1986, as amended from time to time (the "Code")).

**ARTICLE II**

**NAME**

The name of the Trust is:

**SNH/LTA Properties Trust**

Under circumstances in which the Board of Trustees of the Trust (the "Board of Trustees" or "Board") determines that the use of the name of the Trust is not practicable, the Trust may use any other designation or name for the Trust.

**ARTICLE III**

**PURPOSES AND POWERS**

Section 1. Purposes. The purposes for which the Trust is formed are to invest in and to acquire, hold, manage, administer, control and dispose of property, including, without limitation or obligation, engaging in business as a real estate investment trust under the Code.

Section 2. Powers. The Trust shall have all of the powers granted to real estate investment trusts by Title 8 and all other powers which are not inconsistent with law and are appropriate to promote and attain the purposes set forth in this Declaration of Trust.

**STATE OF MARYLAND**

I hereby certify that this is a true and complete copy of the 8 page document on file in this office. DATED: 8/30/06

(B0343594;1) STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: Sherry T. P. [Signature], Cu.

This stamp replaces our previous certification system. Effective: 10/1/05

800724-1438

## **ARTICLE IV**

### **RESIDENT AGENT**

The name of the resident agent of the Trust in the State of Maryland is CSC-Lawyers Incorporating Service Company, whose post office address is 11 East Chase Street, Baltimore, Maryland 21202. The Trust may have such offices or places of business within or outside the State of Maryland as the Board of Trustees may from time to time determine.

## **ARTICLE V**

### **BOARD OF TRUSTEES**

Section 1. Powers. Subject to any express limitations contained in the Declaration of Trust or in the Bylaws, (a) the business and affairs of the Trust shall be managed under the direction of the Board of Trustees and (b) the Board shall have full, exclusive and absolute power, control and authority over any and all property of the Trust. The Board may take any action as in its sole judgment and discretion is necessary or appropriate to conduct the business and affairs of the Trust. The Declaration of Trust shall be construed with the presumption in favor of the grant of power and authority to the Board. Any construction of the Declaration of Trust or determination made in good faith by the Board concerning its powers and authority hereunder shall be conclusive. The enumeration and definition of particular powers of the Board of Trustees included in the Declaration of Trust or in the Bylaws shall in no way be limited or restricted by reference to or inference from the terms of this or any other provision of the Declaration of Trust or the Bylaws or construed or deemed by inference or otherwise in any manner to exclude or limit the powers conferred upon the Board or the trustees of the Trust (collectively, the "Trustees" and, individually, a "Trustee") under the general laws of the State of Maryland or any other applicable laws.

The Board, without any action by the shareholders of the Trust (collectively, the "Shareholders" and, individually, a "Shareholder"), shall have and may exercise, on behalf of the Trust, without limitation, the power to terminate the status of the Trust as a real estate investment trust under the Code; to adopt, amend and repeal Bylaws; to elect officers in the manner prescribed in the Bylaws; to solicit proxies from holders of shares of beneficial interest of the Trust; and to do any other acts and deliver any other documents necessary or appropriate to the foregoing powers.

Section 2. Number. The number of Trustees initially shall be two, which number may thereafter be increased or decreased by the Trustees then in office from time to time; however, the total number of Trustees shall be not less than one and not more than 15. No reduction in the number of Trustees shall cause the removal of any Trustee from office prior to the expiration of his term.

Section 3. Initial Board. The names and addresses of the Trustees who shall serve until the earlier of the first annual meeting or until their successors are duly elected and qualify are:

<u>Name</u>	<u>Address</u>
Gerard M. Martin	400 Centre Street Newton, Massachusetts 02458
Barry M. Portnoy	400 Centre Street Newton, Massachusetts 02458

Section 4. Term. The Trustees shall be elected at each annual meeting of the Shareholders and shall serve until the earlier of the next annual meeting of the Shareholders or until their successors are duly elected and qualify.

Section 5. Removal. A Trustee may be removed, at any time, with or without cause, by the affirmative vote of the holders of a majority of the Shares (as defined below) then outstanding and entitled to vote generally in the election of Trustees.

## ARTICLE VI

### SHARES OF BENEFICIAL INTEREST

The beneficial interest in the Trust shall be divided into transferable shares of beneficial interest ("Shares") evidenced by certificates. The total number of Shares that the Trust has authority to issue is 1,000, consisting of 1,000 common shares, \$.01 par value per share. The Board of Trustees may classify or reclassify any unissued Shares from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications or terms or conditions of redemption of the Shares.

The Board of Trustees may authorize the issuance from time to time of Shares of any class or series, whether now or hereafter authorized, or securities or rights convertible into Shares of any class or series, whether now or hereafter authorized, for such consideration (whether in cash, property, past or future services, obligations for future payment or otherwise) as the Board of Trustees may deem advisable (or without consideration in the case of a Share split or Share dividend), subject to such restrictions or limitations, if any, as may be set forth in this Declaration of Trust or the Bylaws of the Trust.

**ARTICLE VII**  
**SHAREHOLDERS**

There shall be an annual meeting of the Shareholders, to be held after delivery of the annual report and on proper notice to the Shareholders, at such time and place as shall be determined by resolution of the Board of Trustees.

**ARTICLE VIII**  
**LIABILITY OF SHAREHOLDERS, TRUSTEES, OFFICERS,  
EMPLOYEES AND AGENTS  
AND TRANSACTIONS BETWEEN THEM AND THE TRUST**

Section 1. Limitation of Shareholder Liability. No Shareholder shall be liable for any debt, claim, demand, judgment or obligation of any kind of, against or with respect to the Trust by reason of being a Shareholder, nor shall any Shareholder be subject to any personal liability whatsoever, in tort, contract or otherwise, to any Person in connection with the property or affairs of the Trust.

Section 2. Limitation of Trustee and Officer Liability. To the maximum extent that Maryland law in effect from time to time permits limitation of the liability of trustees and officers of a real estate investment trust, no Trustee or officer of the Trust shall be liable to the Trust or to any Shareholder for money damages. Neither the amendment nor the repeal of this Section, nor the adoption, amendment or repeal of any other provision of this Declaration of Trust that may be inconsistent with this Section, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act that occurred prior to such amendment, repeal or adoption.

Section 3. Express Exculpatory Clauses in Instruments. Neither the Shareholders nor the Trustees, officers, employees or agents of the Trust shall be liable under any written instrument creating an obligation of the Trust, and all persons shall look solely to the property of the Trust for the payment of any claim under or for the performance of that instrument. The omission of the foregoing exculpatory language from any instrument shall not affect the validity or enforceability of such instrument and shall not render any Shareholder, Trustee, officer, employee or agent liable thereunder to any third party, nor shall the Trustees or any officer, employee or agent of the Trust be liable to anyone for such omission.

Section 4. Indemnification. The Trust shall have the power, to the maximum extent permitted by Maryland law, to obligate itself to indemnify, and to pay or reimburse reasonable expenses in advance of final disposition of a proceeding to, each Shareholder, Trustee (including any person who, while a Trustee of the Trust, is or was serving at the request of the Trust as a director, officer, partner, trustee, employee or agent of another foreign or domestic real estate investment trust, corporation, partnership, joint venture, trust, other enterprise or employee benefit plan), officer, employee or agent from all claims and liabilities to which such person may become subject by reason of his being or having been a Shareholder, Trustee, officer, employee or agent.

Section 5. Transactions Between the Trust and its Trustees, Officers, Employees and Agents. Subject to any express restrictions provided in this Declaration of Trust or adopted by the Trustees in the Bylaws or by resolution, the Trust may enter into any contract or transaction of any kind (including, without limitation, for the purchase or sale of property or for any type of services, including those in connection with the underwriting or the offer or sale of securities of the Trust) with any person, including any Trustee, officer, employee or agent of the Trust or any person affiliated with a Trustee, officer, employee or agent of the Trust, regardless of whether any of them has a financial interest in the contract or transaction.

## ARTICLE IX

### AMENDMENT

Section 1. General. This Declaration of Trust may not be amended except as provided in this Article IX.

Section 2. By Trustees. The Trustees, by a two-thirds vote, may amend any provision of this Declaration of Trust from time to time to enable the Trust to qualify as a real estate investment trust under the Code or under Title 8.

Section 3. By Shareholders. Except as provided in Section 2 of this Article IX, this Declaration of Trust may be amended only by the affirmative vote of the holders of not less than a majority of the Shares then outstanding and entitled to vote thereon.

## ARTICLE X

### DURATION OF TRUST

The Trust shall continue perpetually unless terminated pursuant to an applicable provision of Title 8.

## ARTICLE XI

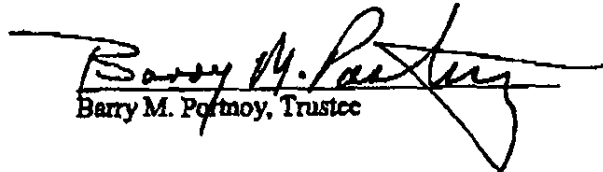
### MISCELLANEOUS

This Declaration of Trust is executed by the Trustees and delivered in the State of Maryland 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 in accordance with the laws of the State of Maryland without regard to conflicts of law provisions thereof.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, this Declaration of Trust has been executed as of the date set forth above by the undersigned Trustees, who acknowledge that this document is their act, that to the best of their knowledge, information and belief, the matters and facts set forth herein are true in all material respects and that this statement is made under the penalties for perjury.

  
Gerard M. Martin, Trustee

  
Barry M. Portnoy, Trustee

*[Signature Page to Declaration of Trust]*

I hereby consent to my designation in this document as resident agent for this corporation.

CSC-Lawyers Incorporating Service Company

SIGNED: \_\_\_\_\_

*Juan C. Na*

Resident Agent

# CORPORATE CHARTER APPROVAL SHEET

**\*\* EXPEDITED SERVICE \*\*      \*\* KEEP WITH DOCUMENT \*\***

DOCUMENT CODE 70 BUSINESS CODE \_\_\_\_\_

# \_\_\_\_\_

Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

P.A. \_\_\_\_\_ Religious \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_



1000361890556940

ID # D10302073 ACK # 1000361890556940  
LIBER: 000724 FOLIO: 1438 PAGES: 0008  
SNH/LTA PROPERTIES TRUST

11/10/2004 AT 04:58 P NO # 0000970743

New Name \_\_\_\_\_

## FEES REMITTED

Base Fee: 100  
Org. & Cap. Fee: 20  
Expedite Fee: 190  
Penalty: \_\_\_\_\_

State Recordation Tax: \_\_\_\_\_

State Transfer Tax: \_\_\_\_\_

6 Certified Copies

Copy Fee: 73

1 Certificates

Certificate of Status Fee: 20

Personal Property Filings: \_\_\_\_\_

Other: \_\_\_\_\_

TOTAL FEES: 403

Credit Card \_\_\_\_\_ Check \_\_\_\_\_ Cash \_\_\_\_\_

Documents on \_\_\_\_\_ Checks \_\_\_\_\_

Approved By: 14

Keyed By: \_\_\_\_\_

COMMENT(S): \_\_\_\_\_

Change of Name  
Change of Principal Office  
Change of Resident Agent  
Change of Resident Agent Address  
Resignation of Resident Agent  
Designation of Resident Agent  
and Resident Agent's Address  
Change of Business Code

Adoption of Assumed Name

Other Change(s)

Code 063  
Attention: AB Cohen

Mail to Address: \_\_\_\_\_