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(Requestor's Name)

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(City/State/Zip/Phone #)

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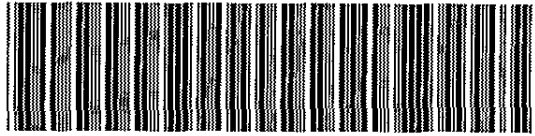
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TALLAHASSEE, FLORIDA

VA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 315063 4306193

AUTHORIZATION :

*[Handwritten signature]*

COST LIMIT : \$ 358.75

ORDER DATE : August 16, 2006

ORDER TIME : 9:05 AM

ORDER NO. : 315063-005

CUSTOMER NO: 4306193

FOREIGN FILINGS

NAME: MHC TRUST

XXXX QUALIFICATION (TYPE: BST)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Pollye Janisse -- EXT# 2954

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

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

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MHC 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 MHC TRUST, a

(Name of Trust)

Maryland Real Estate Investment Trust hereby affirms in order to file or qualify

(State)

MHC TRUST, in the State of Florida.

(Name of Trust)

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

2. The principal address is c/o Equity Lifestyle Properties

Two North Riverside Plaza, Suite 800, Chicago, Illinois 60606

3. The registered agent and street address in the State of Florida are:

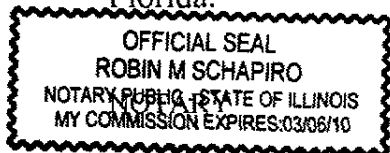
Corporation Service Company

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.

Heather Chapman **Heather Chapman**  
**as its agent**  
(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.



Samuel Zell  
Name: Samuel Zell  
Chairman of the Board of Trustees

State of Illinois )  
County of Cook ) SS

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

SUBSCRIBED and SWORN to before me this 30th day of August, 2006.

Robin M. Schapiro  
Notary Public

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**MHC TRUST**

**DECLARATION OF TRUST**

**ARTICLE I**

**FORMATION**

MHC Trust is a Maryland real estate investment trust (the "Trust") under Title 8 of the Corporations and Associations Article of the Annotated Code of Maryland ("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, or any successor statute (the "Code"). For purposes of this Declaration of Trust (this "Declaration"), a "REIT" means a real estate investment trust under Sections 856 through 860 of the Code and/or Title 8, as applicable.

**ARTICLE II**

**NAME**

The name of the Trust is: MHC Trust. Under circumstances in which the Board of Trustees of the Trust (the "Board of Trustees" or the "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. 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 REIT under the Code.

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

**ARTICLE IV**

**RESIDENT AGENT**

The name of the resident agent of the Trust in the State of Maryland is CSC-Lawyers Incorporating Service Company, 11 East Chase Street, Baltimore, Maryland 21202.

STATE OF MARYLAND  
I hereby certify that this is a true and complete copy of the page document on file in this office. DATED: 8/7/95  
BY: [Signature]  
STATE DEPARTMENT OF REVENUE AND TAXATION  
Custodian  
This stamp replaces our previous certification system. Effective: 6/95

## ARTICLE V

### SHARES OF BENEFICIAL INTEREST

Section 1. Authorized Shares. The total number of shares of beneficial interest which the Trust has authority to issue is 12,180,014 shares ("Shares"), of which 12,000,000 are common shares, \$.01 par value per share ("Common Stock"), and 180,014 are preferred shares, \$.01 par value per share ("Preferred Stock"). The Board of Trustees, with the approval of the shareholders of the Trust by a majority of the votes cast at a meeting of shareholders duly called and at which a quorum is present, may amend the Declaration of Trust from time to time to increase or decrease the aggregate number of Shares or the number of Shares of any class that the Trust has authority to issue.

Section 2. Common Stock. Subject to the provisions of Article VII regarding Excess Stock (as such term is defined therein), each share of Common Stock shall entitle the holder thereof to one vote. The Board of Trustees may reclassify any unissued Common Stock from time to time in one or more classes or series of Shares.

Section 3. Preferred Stock. The Preferred Stock may be issued, from time to time, in one or more series as authorized by the Board of Trustees. Prior to issuance of shares of each series, the Board of Trustees by resolution shall designate that series to distinguish it from all other series and classes of stock of the Trust, shall specify the number of shares to be included in the series and, subject to the provisions of Article VII regarding Excess Stock, shall set the terms, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications and terms or conditions of redemption. Subject to the express terms of any other series of Preferred Stock outstanding at the time and notwithstanding any other provision of the Declaration, the Board of Trustees may increase or decrease the number of shares of, or alter the designation or classify or reclassify, any unissued shares of any series of Preferred Stock by setting or changing, in any one or more respects, from time to time before issuing the shares, and, subject to the provisions of Article VII regarding Excess Stock, the terms, 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 of any series of Preferred Stock.

Section 4. Dividends and Distributions. The Board of Trustees may from time to time authorize and declare to shareholders such dividends or distributions, in cash or other assets of the Trust or in securities of the Trust or from any other source as the Board of Trustees in its discretion shall determine. The Board of Trustees shall endeavor to declare and pay such dividends and distributions as shall be necessary for the Trust to qualify as a REIT under the Code; however, shareholders shall have no right to any dividend or distribution unless and until authorized and declared by the Board. The exercise of the powers and rights of the Board of Trustees pursuant to this Section 4 shall be subject to the provisions of any class or series of Common Stock or Preferred Stock at the time outstanding. Notwithstanding any other provision in the Declaration, no determination shall be made by the Board of Trustees nor shall any transaction be entered into by the Trust which would cause any shares of Common Stock or Preferred Stock or

other beneficial interest in the Trust not to constitute "transferable shares" or "transferable certificates of beneficial interest" under Section 856(a)(2) of the Code or which would cause any distribution to constitute a preferential dividend as described in Section 562(c) of the Code.

Section 5. General Nature of Shares. All shares of Common Stock and Preferred Stock shall be personal property entitling the shareholders only to those rights provided in the Declaration. The shareholders shall have no interest in the property of the Trust and shall have no right to compel any partition, division, dividend or distribution of the Trust or of the property of the Trust. The death of a shareholder shall not terminate the Trust. The Trust is entitled to treat as shareholders only those persons in whose names shares of Common Stock or Preferred Stock are registered as holders on the beneficial interest ledger of the Trust.

Section 6. Fractional Shares. The Trust may, without the consent or approval of any shareholder, issue fractional shares, eliminate a fraction of a share by rounding up or down to a full share, arrange for the disposition of a fraction of a share by the person entitled to it, or pay cash for the fair value of a fraction of a share.

Section 7. Divisions and Combinations of Shares. Subject to an express provision to the contrary in the terms of any class or series of beneficial interest hereafter authorized, the Board of Trustees shall have the power to divide or combine the outstanding shares of any class or series of beneficial interest, without a vote of shareholders.

## ARTICLE VI

### BOARD OF TRUSTEES

Section 1. Number and Classification. The number of trustees of the Trust shall be four, which number may be increased or decreased pursuant to the Bylaws of the Trust. The names and addresses of the trustees who shall serve effective immediately and until the first meeting of shareholders and until their successors are duly elected and qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Samuel Zell	Two N. Riverside Plaza, Suite 800 Chicago, IL 60606
Thomas P. Heneghan	Two N. Riverside Plaza, Suite 800 Chicago, IL 60606
Ellen Kelleher	Two N. Riverside Plaza, Suite 800 Chicago, IL 60606

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Michael Berman

Two N. Riverside Plaza, Suite 800  
Chicago, IL 60606

The trustees shall be elected at every annual meeting of the shareholders in the manner provided in the Bylaws. In the case of a vacancy, trustees shall be appointed in the manner provided in the Bylaws.

The trustees, by resolution, may classify the trustees (other than any trustee elected solely by holders of one or more classes or series of Preferred Stock, in accordance with the terms of such Preferred Stock) with respect to the terms for which they severally hold office, into three classes as nearly equal in number as possible, one class to hold office initially for a term expiring at the next succeeding annual meeting of shareholders, another class to hold office initially for a term expiring at the second succeeding annual meeting of shareholders and another class to hold office initially for a term expiring at the third succeeding annual meeting of shareholders, with the trustees of each class to hold office until their successors are duly elected and qualify.

**Section 2. Removal.** A trustee may be removed only for cause and only by the affirmative vote of a majority of all the votes entitled to be cast for the election of such trustee. A special meeting of the shareholders may be called, in accordance with the Bylaws of the Trust, for the purpose of removing a trustee.

**Section 3. Board Authorization of Stock Issuance.** The Board of Trustees may authorize the issuance from time to time of Shares, whether now or hereafter authorized, for such consideration as the Board of Trustees may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Declaration or the Bylaws of the Trust or in the general laws of the State of Maryland.

**Section 4. Preemptive Rights.** Except as may be provided by the Board of Trustees in designating the terms of any class or series of Preferred Stock pursuant to Section 3 of Article V, no holder of shares of beneficial interest of the Trust shall have any preemptive right to purchase or subscribe for any additional shares of beneficial interest of the Trust or any other security of the Trust which it may issue or sell.

**Section 5. Advisor Agreements.** Subject to such approval of shareholders and other conditions, if any, as may be required by any applicable statute, rule or regulation, the Board of Trustees may authorize the execution and performance by the Trust of one or more agreements with any person, corporation, association, company, trust, partnership (limited or general) or other organization whereby, subject to the supervision and control of the Board of Trustees, any such other person, corporation, association, company, trust, partnership (limited or general) or other organization (the "Advisor") shall render or make available to the Trust, managerial, investment, advisory and/or related services, office space and other services and facilities (including, if deemed advisable by the Board of Trustees, the management or supervision of the investments of the Trust) upon such terms and conditions as may be provided in such agreement or agreements (including, if deemed fair and equitable by the Board of Trustees, the compensation thereunder by the Trust).

**Section 6. Related Party Transactions.** Without limiting any other procedures available by law or otherwise to the Trust, the Board of Trustees may authorize any agreement of the character described in Section 5 of this Article VI or other transaction with any person, corporation, association, company, trust, partnership (limited or general) or other organization (a "Related Party Transaction"), although one or more of the trustees of the Trust may be a party to any such agreement or an officer, director, shareholder or member of such other party, and no such agreement or transaction shall be invalidated or rendered void or voidable solely by reason of the existence of any such relationship if the existence is disclosed or known to the Board of Trustees, and the contract or transaction is approved by the affirmative vote of a majority of the disinterested trustees, even if they constitute less than a quorum of the Board of Trustees. Any trustee of the Trust who is also a party to the Related Party Transaction or is a director, officer, shareholder or member of a party to the Related Party Transaction may be counted in determining the existence of a quorum at any meeting of the Board of Trustees considering the Related Party Transaction.

**Section 7. Determinations by Board.** The determination as to any of the following matters, made in good faith by or pursuant to the direction of the Board of Trustees consistent with the Declaration and in the absence of actual receipt of an improper benefit in money, property or services or active and deliberate dishonesty established by a court, shall be final and conclusive and shall be binding upon the Trust and every holder of Shares: (i) the amount of the net income of the Trust for any period and the amount of assets at any time legally available for the payment of dividends, redemption of Shares or the payment of other distributions on Shares; (ii) the amount of paid-in surplus, net assets, other surplus, annual or other net profit, net assets in excess of capital, undivided profits or excess of profits over losses on sales of assets; (iii) the amount, purpose, time of creation, increase or decrease, alternation or cancellation of any reserves or charges and the propriety thereof (whether or not any obligation or liability for which such reserves or charges shall have been created shall have been paid or discharged); (iv) the fair value, or any sale, bid or asked price to be applied in determining the fair value, of any asset owned or held by the Trust; and (v) any matters relating to the acquisition, holding and disposition of any assets by the Trust.

**Section 8. Reserved Powers of Board.** The enumeration and definition of particular powers of the Board of Trustees included in this Article VI shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other provision of the Declaration, or construed or deemed by inference or otherwise in any manner to exclude or limit the powers conferred upon the Board of Trustees under the general laws of the State of Maryland as now or hereafter in force.

**Section 9. REIT Qualification.** The Board of Trustees shall use its reasonable best efforts to cause the Trust and its shareholders to qualify for U.S. Federal income tax treatment in accordance with the provisions of the Code applicable to a REIT under the Code. In furtherance of the foregoing, the Board of Trustees shall use its reasonable best efforts to take such actions as are necessary (including amending this Declaration as permitted by Section 2 of Article IX hereof), and may take such actions as in its sole judgment and discretion are desirable, to preserve the status of the Trust as a REIT under



the Code; provided, however, that if the Board of Trustees determines that it is no longer in the best interests of the Trust to continue to have the Trust qualify as a REIT under the Code, the Board of Trustees may revoke or otherwise terminate the Trust's REIT election pursuant to Section 856(g) of the Code.

## ARTICLE VII

### RESTRICTION ON TRANSFER, ACQUISITION AND REDEMPTION OF SHARES

Section 1. Definitions. For the purposes of this Article VII, the following terms shall have the following meanings:

"Beneficial Ownership" shall mean ownership of Equity Stock by a Person who would be treated as an owner of such Equity Stock under Section 542(a)(2) of the Code either directly or constructively through the application of Section 544 of the Code, as modified by Section 856(h)(1)(B) of the Code. The term "Beneficial Owner," "Beneficially Owns," "Beneficially Own" and "Beneficially Owned" shall have the correlative meanings.

"Beneficiary" shall mean the beneficiary of the Excess Stock Trust as determined pursuant to Section 16 of this Article VII.

"Equity Stock" shall mean Shares that are either Common Stock or Preferred Stock.

"Excess Stock Trust" shall mean any trust provided for in Section 12 of this Article VII.

"Initial Date" shall mean the date upon which this Declaration containing this Article VII is filed for record with the State Department of Assessments and Taxation of Maryland.

"Market Price" shall mean the last reported sales price reported on the New York Stock Exchange of Common Stock or Preferred Stock, as the case may be, on the trading day immediately preceding the relevant date, or if not then traded on the New York Stock Exchange, the last reported sales price of the Common Stock or Preferred Stock, as the case may be, on the trading day immediately preceding the relevant date as reported on any exchange or quotation system over which the Common Stock or Preferred Stock, as the case may be, may be traded; or if not then traded over any exchange or quotation system, then the market price of the Common Stock or Preferred Stock, as the case may be, on the relevant date as determined in good faith by the Board of Trustees.

"Person" shall mean an individual, corporation, partnership, estate, trust (including a trust qualified under Section 401(a) of the Code or Section 501(c)(17) of the Code), a portion of a trust permanently set aside for or to be used exclusively for the purposes described in Section 642(c) of the Code, association, private foundation within the meaning of Section 509(a) of the Code, joint stock company or other entity; but such

term does not include an underwriter which participated in a public offering of the Common Stock and/or Preferred Stock for a period of 25 days following the purchase by such underwriter of the Common Stock and/or Preferred Stock.

"Purported Beneficial Transferee" shall mean, with respect to any purported Transfer which results in Excess Stock as defined below in Section 3 of this Article VII, the purported beneficial transferee for whom the Purported Record Transferee would have acquired shares of Equity Stock, if such Transfer had been valid under Section 2 of this Article VII.

"Purported Record Transferee" shall mean, with respect to any purported Transfer which results in Excess Stock, the record holder of the Equity Stock if such Transfer had been valid under Section 2 of this Article VII.

"Restriction Termination Date" shall mean the first day on which the Board of Trustees determines that it is no longer in the best interests of the Trust to attempt to, or continue to, qualify as a REIT.

"Transfer" shall mean any sale, transfer, gift, assignment, devise or other disposition of Equity Stock, (including (i) the granting of any option or entering into any agreement for the sale, transfer or other disposition of Equity Stock or (ii) the sale, transfer, assignment or other disposition of any securities or rights convertible into or exchangeable for Equity Stock), whether voluntary or involuntary, whether of record or beneficially and whether by operation of law or otherwise. The terms "Transfers" and "Transferred" shall have the correlative meanings.

## Section 2. Transfer Limitations.

(i) Except as provided in Section 9 of this Article VII, from the Initial Date and prior to the Restriction Termination Date, any Transfer that, if effective, would result in the Common Stock and/or Preferred Stock being Beneficially Owned by less than 100 Persons (determined without reference to any rules of attribution) shall be void ab initio as to the Transfer of such shares of Common Stock and/or Preferred Stock which would be otherwise Beneficially Owned by the transferee; and the intended transferee shall acquire no rights in such shares of Common Stock and/or Preferred Stock.

(ii) From the Initial Date and prior to the Restriction Termination Date, any Transfer that, if effective, would result in the Trust being "closely held" within the meaning of Section 856(h) of the Code shall be void ab initio as to the Transfer of the shares of Common Stock and/or Preferred Stock which would cause the Trust to be "closely held" within the meaning of Section 856(h) of the Code; and the intended transferee shall acquire no rights in such shares of Common Stock and/or Preferred Stock.

Section 3. Excess Stock. If, notwithstanding the other provisions contained in this Article VII, at any time after the Initial Date and prior to the Restriction Termination Date, there is a purported Transfer or other change in the capital structure of the Trust which, if effective, would cause the Trust to become "closely held" within the meaning of

Section 856(h) of the Code, then the shares of Common Stock and/or Preferred Stock being Transferred which would cause the Trust to be "closely held" within the meaning of Section 856(h) of the Code (rounded up to the nearest whole share) shall constitute "Excess Stock" and be treated as provided in this Article VII. Such designation and treatment shall be effective as of the close of business on the business day prior to the date of the purported Transfer or change in capital structure.

**Section 4. Prevention of Transfer.** If the Board of Trustees or its designee shall at any time determine in good faith that a Transfer has taken place in violation of Section 2 of this Article VII or that a Person intends to acquire or has attempted to acquire beneficial ownership (determined without reference to any rules of attribution) or Beneficial Ownership of any shares of stock of the Trust in violation of Section 2 of this Article VII, the Board of Trustees or its designee shall take such action as it deems advisable to refuse to give effect to or to prevent such Transfer, including, but not limited to, refusing to give effect to such Transfer on the books of the Trust or instituting proceedings to enjoin such Transfer, provided, however, that any Transfers or attempted Transfers in violation of subparagraph (ii) of Section 2 of this Article VII shall automatically result in the designation and treatment described in Section 3 of this Article VII, irrespective of any action (or non-action) by the Board of Trustees.

**Section 5. Notice to Trust.** Any Person who acquires or attempts to acquire shares in violation of Section 2 of this Article VII, or any Person who is a transferee such that Excess Stock results under Section 3 of this Article VII, shall immediately give written notice or, in the event of a proposed or attempted Transfer, give at least 15 days prior written notice to the Trust of such event and shall provide to the Trust such other information as the Trust may request in order to determine the effect, if any, of such Transfer or attempted Transfer on the Trust's status as a REIT.

**Section 6. Information for Trust.** From the Initial Date and prior to the Restriction Termination Date: (i) every Beneficial Owner of more than 5.0% (or such other percentage, between 1/2 of 1.0% and 5.0%, as provided in the income tax regulations promulgated under the Code) of the number or value of outstanding shares of Equity Stock shall, within 30 days after January 1 of each year, give written notice to the Trust stating the name and address of such Beneficial Owner, the number of shares Beneficially Owned, and a description of how such shares are held. Each such Beneficial Owner shall provide the Trust such additional information as the Trust may reasonably request in order to determine the effect, if any, of such Beneficial Ownership on the Trust's status as a REIT; and

(ii) each Person who is a Beneficial Owner of Common Stock and/or Preferred stock and each Person (including the shareholder of record) who is holding Common Stock and/or Preferred Stock for a Beneficial Owner shall provide to the Trust such information that the Trust may reasonably request in order to determine the Trust's status as a REIT, to comply with the requirements of any taxing authority or governmental agency or to determine any such compliance.

Section 7. Other Action by Board. Nothing contained in this Article VII shall limit the authority of the Board of Trustees to take such other action as it deems necessary or advisable to protect the Trust and the interests of its shareholders by presentation of the Trust's status as a REIT.

Section 8. Ambiguities. In the case of an ambiguity in the application of any of the provisions of this Article VII, including any definition contained in Section 1 of this Article VII, the Board of Trustees shall have the power to determine the application of the provisions of this Article VII with respect to any situation based on the facts known to it.

Section 9. Exemptions by Board. The Board of Trustees, upon receipt of a ruling from the Internal Revenue Service or an opinion of counsel or other evidence satisfactory to the Board of Trustees and upon at least 15 days written notice from a Transferee prior to a proposed Transfer which, if consummated, would result in the Common Stock and/or Preferred Stock being Beneficially Owned by less than 100 Persons (determined without reference to any rules of attribution) and upon such other conditions as the Board of Trustees may direct, may exempt a Person from the restrictions on Transfer set forth in Section 2(i) of this Article VII.

Section 10. Legend. Each certificate for shares of Common Stock and for shares of Preferred Stock shall bear substantially the following legend:

The securities represented by this certificate are subject to restrictions on transfer for the purpose of the Trust's maintenance of its status as a real estate investment trust under the Internal Revenue Code of 1986, as amended (the "Code"). Except as otherwise provided pursuant to Trust's Declaration of Trust, the securities represented by this certificate may not be sold, transferred, assigned or otherwise disposed of if such sale, transfer, assignment or disposition would, in the opinion of its legal counsel, (a) cause the Trust to have fewer than 100 stockholders, or (b) result in the Trust being "closely held" within the meaning of Section 856(h) of the Code. Any Person who attempts or proposes to Beneficially Own shares of Common Stock and/or Preferred Stock in excess of the above limitations must notify the Trust in writing at least 15 days prior to such proposed or attempted Transfer. All capitalized terms in this legend have the meanings defined in the Trust's Declaration of Trust, a copy of which, including the restrictions on transfer, will be sent without charge to each shareholder who so requests. If the restrictions on transfer are violated, the securities represented hereby will be designated and treated as shares of Excess Stock which will be held in trust by the Trust.

Section 11. Severability. If any provision of this Article VII or any application of any such provision is determined to be void, invalid or unenforceable by any court having jurisdiction over the issue, the validity and enforceability of the remaining provisions shall not be affected and other applications of such provision shall be affected only to the extent necessary to comply with the determination of such court.

Section 12. Excess Stock Trust. Upon any purported Transfer that results in Excess Stock pursuant to Section 3 of this Article VII, such Excess Stock shall be deemed to have been transferred to the Trust, as trustee of a trust (an "Excess Stock Trust") for the benefit of such Beneficiary or Beneficiaries to whom an interest in such Excess Stock may later be transferred pursuant to Section 16 of this Article VII. Shares of Excess Stock so held in trust shall be issued and outstanding shares of beneficial interest of the Trust. The Purported Record Transferee shall have no rights in such Excess Stock except the right to designate a transferee of such Excess Stock upon the terms specified in Section 16 of this Article VII. The Purported Beneficial Transferee shall have no rights in such Excess Stock except as provided in Section 16 of this Article VII.

Section 13. No Dividends for Excess Stock. Excess Stock shall not be entitled to any dividends. Any dividend or distribution paid prior to the discovery by the Trust that the shares of Common Stock and/or Preferred Stock have been Transferred so as to be deemed Excess Stock shall be repaid to the Trust upon demand.

Section 14. Liquidation Distributions for Excess Stock. Subject to the preferential rights of the Preferred Stock, if any, as may be determined by the Board of Trustees, in the event of any voluntary or involuntary liquidation, dissolution or winding up of, or any other distribution of all or substantially all of the assets of, the Trust, each holder of shares of Excess Stock shall be entitled to receive, in the case of Excess Stock constituting Preferred Stock, ratably with each other holder of Preferred Stock and Excess Stock constituting Preferred Stock and, in the case of Excess Stock constituting Common Stock, ratably with such other holder of Common Stock and Excess Stock constituting Common Stock, that portion of the assets of the Trust available for distribution to its shareholders as the number of (i) Preferred Stock and Excess Stock then outstanding in the case of Excess Stock constituting Preferred Stock and (ii) Common Stock and Excess Stock then outstanding in the case of Excess Stock constituting Common Stock. The Trust, as holder of the Excess Stock in trust, or if the Trust shall have been dissolved, any trustee appointed by the Trust prior to its dissolution, shall distribute ratably to the Beneficiaries of the Excess Stock Trust, when determined, any such assets received in respect of the Excess Stock in any liquidation, dissolution or winding up of, or any distribution of the assets of, the Trust.

Section 15. No Voting Rights for Excess Stock. The holders of shares of Excess Stock shall not be entitled to vote on any matter.

Section 16. Non-Transferability of Excess Stock. Excess Stock shall not be transferable. The Purported Record Transferee may freely designate a Beneficiary of an interest in the Excess Stock Trust (representing the number of shares of Excess Stock

held by the Excess Stock Trust attributable to a purported Transfer that resulted in the Excess Stock), if (i) the shares of Excess Stock held in the Excess Stock Trust would not be Excess Stock in the hands of such Beneficiary and (ii) the Purported Beneficial Transferee does not receive a price for designating such Beneficiary that reflects a price per share for such Excess Stock that exceeds (x) the price per share such Purported Beneficial Transferee paid for the Common Stock and/or Preferred Stock, as the case may be, in the purported Transfer that resulted in the Excess Stock, or (y) if the Purported Beneficial Transferee did not give value for such Excess Stock (through a gift, device or other transaction), a price per share equal to the Market Price for the shares of the Excess Stock on the date of the purported Transfer that resulted in the Excess Stock. Upon such transfer of an interest in the Excess Stock Trust, the corresponding shares of Excess Stock in the Excess Stock Trust shall be automatically exchanged for an equal number of shares of Common Stock and/or Preferred Stock, as applicable, and such shares of Common Stock and/or Preferred Stock, as applicable, shall be transferred of record to the transferee of the interest in the Excess Stock Trust if such shares of Common Stock and/or Preferred Stock, as applicable, would not be Excess Stock in the hands of such transferee. Prior to any transfer of any interest in the Excess Stock Trust, the Purported Record Transferee must give advance notice to the Trust of the intended transfer and the Trust must have waived in writing its purchase rights under Section 17 of this Article VII.

Notwithstanding the foregoing, if a Purported Beneficial Transferee receives a price for designating a Beneficiary of an interest in the Excess Stock Trust that exceeds the amounts allowable under this Section 16 of this Article VII, such Purported Beneficial Transferee shall pay, or cause such Beneficiary to pay, such excess to the Trust.

If any of the foregoing restrictions on transfer of Excess Stock are determined to be void, invalid or unenforceable by any court of competent jurisdiction, then the Purported Record Transferee may be deemed, at the option of the Trust, to have acted as an agent of the Trust in acquiring such Excess Stock and to hold such Excess Stock on behalf of the Trust.

Section 17. Call by Trust on Excess Stock. Shares of Excess Stock shall be deemed to have been offered for sale to the Trust, or its designee, at a price per share equal to the lesser of (i) the price per share in the transaction that created such Excess Stock (or, in the case of a device or gift, the Market Price at the time of such device or gift) and (ii) the Market Price of the Common Stock or Preferred Stock to which such Excess Stock corresponds. The Trust shall have the right to accept such offer for a period of 90 days after the later of (i) the date of the Transfer which resulted in such Excess Stock and (ii) the date of the Board of Trustees determines in good faith that a Transfer resulting in Excess Stock has occurred, if the Trust does not receive a notice of such Transfer pursuant to Section 5 of this Article VII but in no event later than a permitted Transfer pursuant to and in compliance with the terms of Section 16 of this Article VII.

## ARTICLE VIII

### ANNUAL MEETING OF SHAREHOLDERS

There shall be an annual meeting of the shareholders, to be held upon such notice and at such time (after the delivery of the annual report) and convenient location as shall be determined by or in the manner prescribed in the Bylaws, for the election of the Trustees, if required, and for the transaction of any other business within the powers of the Trust. Except as otherwise provided in this Declaration, special meetings of shareholders may be called in the manner provided in the Bylaws. Any meeting may be adjourned and reconvened as provided in the Bylaws.

## ARTICLE IX

### AMENDMENTS

Section 1. The Trust reserves the right from time to time to make any amendment to this Declaration, now or hereafter authorized by law, including any amendment altering the terms or contract rights, as expressly set forth in this Declaration, of any Shares outstanding. All rights and powers conferred by the Declaration on shareholders, trustees and officers are granted subject to this reservation. Any amendment to the Declaration shall be valid only if such amendment shall have been approved by the affirmative vote of a majority of all the votes entitled to be cast on the matter.

Section 2. The Board of Trustees, with the approval of two-thirds of its members, and without action by the shareholders, may amend the Declaration from time to time to qualify as a REIT under the Code or under Title 8.

Section 3. The Board of Trustees, with the approval of a majority of its members, and without action by the shareholders, may amend the Declaration to change the name of the Trust.

Section 4. If any provision of this Declaration shall be held invalid or unenforceable in any jurisdiction, such holding shall apply only to the extent of any such invalidity or unenforceability and shall not in any manner affect, impair or render invalid or unenforceable such provision in any other jurisdiction or any other provision of the Declaration in any jurisdiction.

## ARTICLE X

### MERGER

The affirmative vote of a majority of all of the votes entitled to be cast shall be sufficient to approve a merger.

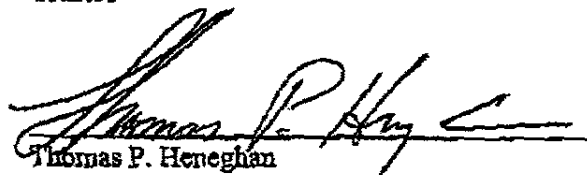
**ARTICLE XI****LIMITATION OF LIABILITY**

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 formed under Title 8, no trustee or officer of the Trust shall be liable to the Trust or to any shareholder for monetary damages. So long as Section 5-419 of the Courts and Judicial Proceedings Article is in effect, the only exception to the limitation of liability in the foregoing sentence shall be that required by 5-419(c)(2) which provides that liability may not be limited to the extent that (a) the trustee or officer actually received an improper benefit or profit in money, property, or services, or the amount of the benefit or profit in money, property, or services actually received; or (b) a judgment or other final adjudication adverse to the trustee or officer is entered in a proceeding based on a finding in the proceeding that the trustee's or officer's action or failure to act was the result of active and deliberate dishonesty and was material to the cause of action adjudicated in the proceeding. Neither the amendment nor repeal of this Article XI, nor the adoption or amendment of any other provision of the Declaration inconsistent with this Article XI, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.




IN WITNESS WHEREOF, all of the undersigned, constituting in aggregate all of the trustees of the Trust hereof, have executed this Declaration of Trust in the name and on behalf of this Trust on this 27th day of February, 2004.

\_\_\_\_\_  
Samuel Zell  
Trustee

  
Thomas P. Heneghan  
Trustee

\_\_\_\_\_  
Ellen Kelleher  
Trustee

  
Michael Berman  
Trustee

Feb-26-04 09:34pm From

T-850 P.001/003 F-398

IN WITNESS WHEREOF, all of the undersigned, constituting in aggregate all of the trustees of the Trust hereof, have executed this Declaration of Trust in the name and on behalf of this Trust on this 27th day of February, 2004.

  
\_\_\_\_\_  
Samuel Zell  
Trustee

\_\_\_\_\_  
Thomas P. Heneghan  
Trustee

\_\_\_\_\_  
Ellen Kelleher  
Trustee

\_\_\_\_\_  
Michael Berman  
Trustee

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

06 SEP -1 PM 2:33

IN WITNESS WHEREOF, all of the undersigned, constituting in aggregate all of the trustees of the Trust hereof, have executed this Declaration of Trust in the name and on behalf of this Trust on this 27th day of February, 2004.

\_\_\_\_\_  
Samuel Zeil  
Trustee

\_\_\_\_\_  
Thomas P. Heneghan  
Trustee

  
\_\_\_\_\_  
Ellen Kelleher  
Trustee

\_\_\_\_\_  
Michael Berman  
Trustee

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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MHC TRUST

## Articles Supplementary

**6% Series A Cumulative Non-Qualified Preferred Stock**

MHC TRUST, a Maryland real estate investment trust, (the "Trust"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: Under a power contained in Article V of the Declaration of Trust of the Trust (the "Declaration"), the Board of Trustees, by duly adopted resolutions, classified and designated 179,764 shares of authorized but unissued shares of Preferred Stock (as defined in the Declaration) as 6% Series A Cumulative Non-Qualified Preferred Stock, par value \$0.01 per share, with the following preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications, and terms and conditions of redemption, which, upon any restatement of the Declaration, shall become part of Article V of the Declaration, with any necessary or appropriate renumbering or relettering of the sections or subsections hereof.

6% Series A Cumulative Non-Qualified Preferred Stock

Section 1. **DESIGNATION AND NUMBER.** A series of Preferred Stock designated the "6% Series A Cumulative Non-Qualified Preferred Stock" (the "Series A Preferred Shares"), is hereby established having a par value of \$0.01 per share. The number of Series A Preferred Shares shall be 179,764.

Section 2. **RANK.** The Series A Preferred Shares shall, with respect to dividend rights and rights upon liquidation, dissolution or winding up of the Trust, rank senior to all classes or series of Common Stock of the Trust and to all classes or series of equity securities of the Trust now or hereafter authorized, issued or outstanding, other than any other class or series of equity securities of the Trust expressly designated as ranking on a parity with or senior to the Series A Preferred Shares as to dividends or rights upon voluntary or involuntary liquidation, dissolution or winding up of the Trust. For purposes of these Articles Supplementary, the term "Parity Preferred Stock" shall be used to refer to any class or series of equity securities of the Trust now or hereafter authorized, issued or outstanding expressly designated by the Trust to rank on a parity with Series A Preferred Shares with respect to distributions or rights upon voluntary or involuntary liquidation, dissolution or winding up of the Trust. For purposes of these Articles Supplementary, the term "Junior Stock" shall be used to refer to any class or series of equity securities of the Trust now or hereafter authorized, issued or outstanding other than Parity Preferred Stock and any other class or series of equity securities of the Trust expressly designated as ranking senior to the Series A Preferred Shares as to dividends or rights upon voluntary or involuntary liquidation, dissolution or winding up of the Trust. The term "equity securities" shall not include convertible debt securities.

STATE OF MARYLAND  
FEB 27 11 32 AM '04  
I hereby certify that this is a true and complete copy of the page document on file in this office. DATED: 2/27/04  
BY: [Signature]  
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
Custodian  
This stamp replaces our previous certification system. Effective: 6/95

B00622-838

(c) Limitations on Redemption. Unless full cumulative dividends on all shares of Series A Preferred Shares shall have been, or contemporaneously are, declared and paid or declared and a sum sufficient for the payment thereof set apart for payment for all past dividend periods and the then current dividend period, no shares of Series A Preferred Shares shall be redeemed unless all outstanding shares of Series A Preferred Shares are simultaneously redeemed, and the Trust shall not purchase or otherwise acquire directly or indirectly any shares of Series A Preferred Shares (except by exchange for Junior Stock); provided, however, that the foregoing shall not prevent the purchase by the Trust of shares transferred to an Excess Stock Trust (as defined in the Declaration) pursuant to Article VII of the Declaration in order to ensure that the Trust remains qualified as a REIT for federal income tax purposes or the purchase or acquisition of shares of Series A Preferred Shares pursuant to a purchase or exchange offer made on the same terms to holders of all outstanding shares of Series A Preferred Shares.

(d) Rights to Dividends on Shares Called for Redemption. Immediately prior to or upon any redemption of Series A Preferred Shares, the Trust shall pay, in cash, any accumulated and unpaid dividends to and including the redemption date, unless a redemption date falls after a Dividend Record Date and prior to the corresponding Dividend Payment Date, in which case each holder of Series A Preferred Shares at the close of business on such Dividend Record Date shall be entitled to the dividend payable on such shares on the corresponding Dividend Payment Date notwithstanding the redemption of such shares before such Dividend Payment Date.

(e) Procedures for Redemption.

(i) Notice of redemption will be mailed by or on behalf of the Trust, postage prepaid, not less than 15 nor more than 60 days prior to the redemption date, addressed to the respective holders of record of the Series A Preferred Shares to be redeemed at their respective addresses as they appear on the share transfer records of the Trust. No failure to give such notice or any defect therein or in the mailing thereof shall affect the validity of the proceedings for the redemption of any shares of Series A Preferred Shares except as to the holder to whom notice was defective or not given.

(ii) In addition to any information required by law or by the applicable rules of any exchange upon which Series A Preferred Shares may be listed or admitted to trading, such notice shall state: (A) the redemption date; (B) the redemption price; (C) the number of shares of Series A Preferred Shares to be redeemed; (D) the place or places where the Series A Preferred Shares are to be surrendered (if so required in the notice) for payment of the redemption price; and (E) that dividends on the shares to be redeemed will cease to accrue on such redemption date. If less than all of the Series A Preferred Shares held by any holder is to be redeemed, the notice mailed to such holder shall also specify the number of shares of Series A Preferred Shares held by such holder to be redeemed.

(iii) If notice of redemption of any shares of Series A Preferred Shares has been given and if the funds necessary for such redemption have been set aside by the Trust in trust for the benefit of the holders of any shares of Series A Preferred Shares so

### Section 3. DIVIDENDS.

(a) Subject to the rights of holders of Parity Preferred Stock as to the payment of distributions and holders of equity securities ranking senior to the Series A Preferred Shares as to payment of distributions, holders of the then outstanding shares of Series A Preferred Shares shall be entitled to receive, when and as authorized by the Board of Trustees, out of funds legally available for the payment of dividends, cumulative preferential cash dividends at the rate of 6% of the \$1,000.00 per share liquidation preference per annum, plus all accumulated and unpaid dividends thereon. Such dividends shall accrue on a daily basis and be cumulative from the date on which the first Series A Preferred Share is issued (the "Original Issue Date") and shall be payable quarterly in arrears, on March 31, June 30, September 30 and December 31 of each year, commencing on the first of such dates to occur after the Original Issue Date (each, a "Dividend Payment Date"). If any Dividend Payment Date is not a business day, then payment of the distribution to be made on such date will be made on the next succeeding day that is a business day (and without any interest or other payment in respect of any such delay) except that, if such business day is in the next succeeding calendar year, such payment shall be made on the immediately preceding business day, in each case with the same force and effect as if made on the applicable Dividend Payment Date. Any dividend payable on the Series A Preferred Shares for any partial dividend period will be computed on the basis of a 360-day year consisting of twelve 30-day months. A "dividend period" shall mean, with respect to the first "dividend period," the period from and including the Original Issue Date to and including the first Dividend Payment Date, and with respect to each subsequent "dividend period," the period from but excluding a Dividend Payment Date to and including the next succeeding Dividend Payment Date or other date as of which accrued dividends are to be calculated. Dividends will be payable to holders of record as they appear in the shares records of the Trust at the close of business on the applicable record date, which shall be the fifteenth day of the calendar month in which the applicable Dividend Payment Date falls or on such other date designated by the Board of Trustees of the Trust for the payment of dividends that is not more than 30 nor less than 10 days prior to such Dividend Payment Date (each, a "Dividend Record Date").

(b) No dividends on shares of Series A Preferred Shares shall be declared by the Trust or paid or set apart for payment by the Trust at such time as the terms and provisions of any agreement of the Trust, including any agreement relating to its indebtedness, prohibit such declaration, payment or setting apart for payment or provide that such declaration, payment or setting apart for payment would constitute a breach thereof or a default thereunder, or if such declaration or payment shall be restricted or prohibited by law.

(c) Notwithstanding the foregoing, dividends on the Series A Preferred Shares shall accrue whether or not the terms and provisions set forth in Section 3(b) hereof at any time prohibit the current payment of dividends, whether or not the Trust has earnings, whether or not there are funds legally available for the payment of such dividends and whether or not such dividends are authorized or declared. Furthermore, dividends will be

declared and paid when due in all events to the fullest extent permitted by law and, if revaluation of the Trust or its assets would permit payment of dividends which would otherwise be prohibited, then such revaluation shall be done. Accrued but unpaid dividends on the Series A Preferred Shares will accumulate as of the Dividend Payment Date on which they first become payable. Accumulated and unpaid dividends will not bear interest.

(d) Except as provided in Section 3(e) below, unless full cumulative dividends on the Series A Preferred Shares have been or contemporaneously are declared and paid or declared and a sum sufficient for the payment thereof is set apart for payment for all past dividend periods and the then current dividend period, no dividends (other than in shares of Junior Stock) shall be declared or paid or set aside for payment nor shall any other distribution be declared or made upon any Parity Preferred Stock or any Junior Stock, nor shall any shares of any Parity Preferred Stock or any Junior Stock be redeemed, purchased or otherwise acquired for any consideration (or any moneys be paid to or made available for a sinking fund for the redemption of any such shares) by the Trust. The foregoing sentence will not prohibit (i) the conversion into or exchange for other shares of Junior Stock; (ii) a transfer made pursuant to the provisions of Article VII of the Declaration; (iii) the purchase by the Trust of Parity Preferred Stock or Junior Stock pursuant to Article VII of the Declaration to the extent required to preserve the Trust's status as a real estate investment trust; (iv) any distributions to the Trust necessary for it to maintain its status as a "real estate investment trust" under the Code; or (v) the redemption, purchase or other acquisition of Junior Stock made for purposes of and in compliance with requirements of an employee incentive or benefit plan of the Trust, MHC Operating Limited Partnership or any subsidiary of the MHC Operating Limited Partnership or the Trust.

(e) When dividends are not paid in full (or a sum sufficient for such full payment is not so set apart) on the Series A Preferred Shares, all dividends declared upon the Series A Preferred Shares shall be declared pro rata.

(f) Any dividend payment made on shares of the Series A Preferred Shares shall first be credited against the earliest accrued but unpaid dividend due with respect to such shares which remains payable. Holders of the Series A Preferred Shares shall not be entitled to any dividend, whether payable in cash, property or shares in excess of full cumulative dividends on the Series A Preferred Shares as described above.

#### **Section 4. LIQUIDATION PREFERENCE**

(a) Subject to the rights of holders of Parity Preferred Stock with respect to rights upon any liquidation, dissolution or winding up of the Trust and holders of equity securities ranking senior to the Series A Preferred Shares with respect to rights upon liquidation, dissolution or winding up of the Trust, upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Trust, the holders of shares of Series A Preferred Shares then outstanding are entitled to be paid out of the assets of the Trust, legally available for distribution to its shareholders, a liquidation preference of \$1,000.00 per share, plus an amount equal to any accrued and unpaid dividends to the

date of payment, before any distribution of assets is made to holders of Common Stock or any series of Preferred Stock of the Trust that ranks junior to the Series A Preferred Shares as to liquidation rights.

(b) In the event that, upon any such voluntary or involuntary liquidation, dissolution or winding up, the available assets of the Trust are insufficient to pay the amount of the liquidating distributions on all outstanding shares of Series A Preferred Shares, then the holders of the Series A Preferred Shares shall share ratably in any such distribution of assets in proportion to the full liquidating distributions to which they would otherwise be respectively entitled.

(c) After payment of the full amount of the liquidating distributions to which they are entitled, the holders of Series A Preferred Shares will have no right or claim to any of the remaining assets of the Trust.

(d) Written notice of any such liquidation, dissolution or winding up of the Trust, stating the payment date or dates when, and the place or places where, the amounts distributable in such circumstances shall be payable, shall be given by first class mail, postage pre-paid, not less than 15 nor more than 60 days prior to the payment date stated therein, to each record holder of the Series A Preferred Shares at the respective addresses of such holders as the same shall appear on the share transfer records of the Trust.

(e) The consolidation or merger of the Trust with or into any other corporation, trust or entity or of any other entity with or into the Trust, or the sale, lease or conveyance of all or substantially all of the assets or business of the Trust, shall not be deemed to constitute a liquidation, dissolution or winding up of the Trust.

#### Section 5. REDEMPTION.

(a) Right of Optional Redemption. The Series A Preferred Shares may not be redeemed prior to the second anniversary of the date on which the first Series A Preferred Share is issued (the "Original Issue Date"). On or after such date, the Trust, at its option and upon not less than 15 nor more than 60 days' written notice, may redeem shares of the Series A Preferred Shares, in whole or in part, at any time or from time to time, for cash at a redemption price of \$1,000.00 per share, plus all accrued and unpaid dividends thereon to and including the date fixed for redemption (except as provided in Section 5(d) below). If less than all of the outstanding Series A Preferred Shares are to be redeemed, the Series A Preferred Shares to be redeemed shall be selected pro rata (as nearly as may be practicable without creating fractional shares) or by any other equitable method determined by the Trust.

(b) Mandatory Redemption. On the nineteenth anniversary of the Original Issue Date the Trust shall redeem all of the outstanding Series A Preferred Shares at a redemption price, payable in cash, equal to \$1,000.00 per share of Series A Preferred Shares plus all accrued and unpaid dividends thereon to and including such date.



called for redemption, then, from and after the redemption date, dividends will cease to accrue on such shares of Series A Preferred Shares, such shares of Series A Preferred Shares shall no longer be deemed outstanding and all rights of the holders of such shares will terminate, except the right to receive the redemption price. Holders of Series A Preferred Shares to be redeemed shall surrender such Series A Preferred Shares at the place designated in such notice and, upon surrender in accordance with said notice of the certificates for shares of Series A Preferred Shares so redeemed (properly endorsed or assigned for transfer, if the Trust shall so require and the notice shall so state), such shares of Series A Preferred Shares shall be redeemed by the Trust at the redemption price plus any accrued and unpaid dividends payable upon such redemption. In case less than all the shares of Series A Preferred Shares represented by any such certificate are redeemed, a new certificate or certificates shall be issued evidencing the unredeemed shares of Series A Preferred Shares without cost to the holder thereof.

(iv) The deposit of funds with a bank or trust corporation for the purpose of redeeming Series A Preferred Shares shall be irrevocable except that:

(A) the Trust shall be entitled to receive from such bank or trust corporation the interest or other earnings, if any, earned on any money so deposited in trust, and the holders of any shares redeemed shall have no claim to such interest or other earnings; and

(B) any balance of monies so deposited by the Trust and unclaimed by the holders of the Series A Preferred Shares entitled thereto at the expiration of two years from the applicable redemption dates shall be repaid, together with any interest or other earnings thereon, to the Trust, and after any such repayment, the holders of the shares entitled to the funds so repaid to the Trust shall look only to the Trust for payment without interest or other earnings.

(f) Application of Article VII. The shares of Series A Preferred Shares are subject to the provisions of Article VII of the Declaration, including, without limitation, the provision for the redemption of shares transferred to the Excess Stock Trust.

(g) Status of Redeemed Shares. Any shares of Series A Preferred Shares that shall at any time have been redeemed or otherwise acquired by the Trust shall, after such redemption or acquisition, have the status of authorized but unissued Preferred Stock, without designation as to series until such shares are once more classified and designated as part of a particular series by the Board of Trustees.

#### Section 6. VOTING RIGHTS.

(a) General. Holders of the Series A Preferred Shares will not have any voting rights, except as set forth below.

(b) Certain Voting Rights. So long as any Series A Preferred Shares remain outstanding, the Trust shall not, without the affirmative vote of the holders of at least

two-thirds of the Series A Preferred Shares outstanding at the time either (i) consolidate, merge into or with, or convey, transfer or lease its assets substantially as an entirety, to any corporation or other entity, or (ii) amend, alter or repeal the provisions of the Declaration (including these Articles Supplementary) or By-laws, whether by merger, consolidation or otherwise, in each case in such a way that would materially and adversely affect the powers, special rights, preferences, privileges or voting power of the Series A Preferred Shares or the holders thereof; provided, however, that with respect to the occurrence of a merger, consolidation or a sale or lease of all of the Trust's assets as an entirety, so long as (A) the Trust is the surviving entity and the Series A Preferred Shares remain outstanding with the terms thereof unchanged, or (B) the resulting, surviving or transferee entity substitutes for the Series A Preferred Shares other preferred stock having substantially the same terms and same rights as the Series A Preferred Shares, including with respect to distributions, voting rights and rights upon liquidation, dissolution or winding-up, then the occurrence of any such event shall not be deemed to materially and adversely affect the rights, privileges or voting powers of the holders of the Series A Preferred Shares.

**Section 7. CONVERSION.** The Series A Preferred Shares are not convertible into or exchangeable for any other property or securities of the Trust.

**Section 8. NO SINKING FUND.** No sinking fund shall be established for the retirement or redemption of Series A Preferred Shares.

**Section 9. NO PREEMPTIVE RIGHTS.** No holder of the Series A Preferred Shares of the Trust shall, as such holder, have any preemptive rights to purchase or subscribe for additional shares of stock of the Trust or any other security of the Trust which it may issue or sell.

**SECOND:** The Series A Preferred Shares have been classified and designated by the Board of Trustees under the authority contained in the Declaration.

**THIRD:** These Articles Supplementary have been approved by the Board of Trustees in the manner and by the vote required by law.

**FOURTH:** The undersigned President of the Trust acknowledges these Articles Supplementary to be the true act of the Trust and, as to all matters or facts required to be verified under oath, the undersigned President acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties of perjury.

[SIGNATURE PAGE FOLLOWS]

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IN WITNESS WHEREOF, the Trust has caused these Articles Supplementary to be signed in its name and on its behalf by its President and attested to by its Secretary on this 27th day of February 2004.

ATTEST:

MHC TRUST, a Maryland real estate  
investment trust

By:

(SEAL)

Name: David Fell

Title: Vice President, Associate General  
Counsel and Assistant Secretary

By:

Name: Michael Berman

Title: Vice President, Chief Financial  
Officer and Treasurer

The undersigned officer of MHC TRUST, who executed on behalf of the corporation the Articles Supplementary of which this certificate is made a part, hereby acknowledges in the name and on behalf of said entity the foregoing Articles Supplementary to be the corporate act of said entity and hereby certifies that the matter and facts set forth herein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

By:

Name: Michael Berman

Title: Vice President, Chief Financial  
Officer and Treasurer

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MHC TRUST

**Articles Supplementary**

**18.75% Series B Cumulative Non-Voting Preferred Stock**

MHC TRUST, a Maryland real estate investment trust, (the "Trust"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: Under a power contained in Article V of the Declaration of Trust of the Trust (the "Declaration"), the Board of Trustees, by duly adopted resolutions, classified and designated 250 shares of authorized but unissued shares of Preferred Stock (as defined in the Declaration) as 18.75% Series B Cumulative Non-Voting Preferred Stock, par value \$0.01 per share, with the following preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications, and terms and conditions of redemption, which, upon any restatement of the Declaration, shall become part of Article V of the Declaration, with any necessary or appropriate renumbering or relettering of the sections or subsections hereof.

18.75% Series B Cumulative Non-Voting Preferred Stock

**Section 1. DESIGNATION AND NUMBER.** A series of Preferred Stock, designated the "18.75% Series B Cumulative Non-Voting Preferred Stock" (the "Series B Preferred Shares"), is hereby established having a par value of \$0.01 per share. The number of Series B Preferred Shares shall be 250.

**Section 2. RANK.** The Series B Preferred Shares shall, with respect to dividend rights and rights upon liquidation, dissolution or winding up of the Trust, be senior to all classes or series of Common Stock of the Trust and to all equity securities issued by the Trust, including the Trust's Series A Cumulative Non-Qualified Preferred Stock. For purposes of these Articles Supplementary, the term "Junior Stock" shall be used to refer to any class or series of equity securities of the Trust now or hereafter authorized, issued or outstanding ranking junior to Series B Preferred Shares with respect to distributions or rights upon voluntary or involuntary liquidation, dissolution or winding up of the Trust, including the Trust's Series A Cumulative Non-Qualified Preferred Stock. The term "equity securities" shall not include convertible debt securities.

**Section 3. DIVIDENDS.**

(a) Holders of the then outstanding shares of Series B Preferred Shares shall be entitled to receive, when and as authorized by the Board of Trustees, out of funds legally available for the payment of dividends, cumulative preferential cash dividends at the rate of 18.75% of the \$1,000.00 per share liquidation preference per annum, plus all accumulated and unpaid dividends thereon. Such dividends shall accrue on a daily basis and be cumulative from the date on which the first Series B Preferred Share is issued (the "Original Issue Date") and shall be payable quarterly in arrears, on March 31, June 30, September 30 and December 31 of each year, commencing on the first of such dates to occur after the Original Issue Date (each, a "Dividend Payment Date"). If any Dividend

I hereby certify that this is a true and complete copy of the page document on file in this office. DATED: 8/27/95  
BY: [Signature] Custodian  
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
This stamp replaces our previous certification system. Effective: 6/95

Payment Date is not a business day, then payment of the distribution to be made on such date will be made on the next succeeding day that is a business day (and without any interest or other payment in respect of any such delay) except that, if such business day is in the next succeeding calendar year, such payment shall be made on the immediately preceding business day, in each case with the same force and effect as if made on the applicable Dividend Payment Date. Any dividend payable on the Series B Preferred Shares for any partial dividend period will be computed on the basis of a 360-day year consisting of twelve 30-day months. A "dividend period" shall mean, with respect to the first "dividend period," the period from and including the Original Issue Date to and including the first Dividend Payment Date, and with respect to each subsequent "dividend period," the period from but excluding a Dividend Payment Date to and including the next succeeding Dividend Payment Date or other date as of which accrued dividends are to be calculated. Dividends will be payable to holders of record as they appear in the shares records of the Trust at the close of business on the applicable record date, which shall be the fifteenth day of the calendar month in which the applicable Dividend Payment Date falls or on such other date designated by the Board of Trustees of the Trust for the payment of dividends that is not more than 30 nor less than 10 days prior to such Dividend Payment Date (each, a "Dividend Record Date").

(b) No dividends on shares of Series B Preferred Shares shall be declared by the Trust or paid or set apart for payment by the Trust at such time as the terms and provisions of any agreement of the Trust, including any agreement relating to its indebtedness, prohibit such declaration, payment or setting apart for payment or provide that such declaration, payment or setting apart for payment would constitute a breach thereof or a default thereunder, or if such declaration or payment shall be restricted or prohibited by law.

(c) Notwithstanding the foregoing, dividends on the Series B Preferred Shares shall accrue whether or not the terms and provisions set forth in Section 3(b) hereof at any time prohibit the current payment of dividends, whether or not the Trust has earnings, whether or not there are funds legally available for the payment of such dividends and whether or not such dividends are authorized or declared. Furthermore, dividends will be declared and paid when due in all events to the fullest extent permitted by law and, if revaluation of the Trust or its assets would permit payment of dividends which would otherwise be prohibited, then such revaluation shall be done. Accrued but unpaid dividends on the Series B Preferred Shares will accumulate as of the Dividend Payment Date on which they first become payable. Accumulated and unpaid dividends will not bear interest.

(d) Except as provided in Section 3(e) below, unless full cumulative dividends on the Series B Preferred Shares have been or contemporaneously are declared and paid or declared and a sum sufficient for the payment thereof is set apart for payment for all past dividend periods and the then current dividend period, no dividends (other than Junior Stock) shall be declared or paid or set aside for payment nor shall any other distribution be declared or made upon Junior Stock, nor shall any shares of Junior Stock be redeemed, purchased or otherwise acquired for any consideration (or any moneys be

paid to or made available for a sinking fund for the redemption of any such shares) by the Trust. The foregoing sentence will not prohibit (i) the conversion into or exchange for Junior Stock; (ii) a transfer made pursuant to the provisions of Article VII of the Declaration; (iii) the purchase by the Trust of shares of Junior Stock pursuant to Article VII of the Declaration to the extent required to preserve the Trust's status as a real estate investment trust; (iv) any distributions to the Trust necessary for it to maintain its status as a "real estate investment trust" under the Code; or (v) the redemption, purchase or other acquisition of Junior Stock made for purposes of and in compliance with requirements of an employee incentive or benefit plan of the Trust, MHC Operating Limited Partnership or any subsidiary of the MHC Operating Limited Partnership or the Trust.

(e) When dividends are not paid in full (or a sum sufficient for such full payment is not so set apart) on the Series B Preferred Shares, all dividends declared upon the Series B Preferred Shares shall be declared pro rata.

(f) Any dividend payment made on shares of the Series B Preferred Shares shall first be credited against the earliest accrued but unpaid dividend due with respect to such shares which remains payable. Holders of the Series B Preferred Shares shall not be entitled to any dividend, whether payable in cash, property or shares in excess of full cumulative dividends on the Series B Preferred Shares as described above.

#### **Section 4. LIQUIDATION PREFERENCE.**

(a) Upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Trust, the holders of shares of Series B Preferred Shares then outstanding are entitled to be paid out of the assets of the Trust, legally available for distribution to its shareholders, a liquidation preference of \$1,000.00 per share, plus an amount equal to any accrued and unpaid dividends to the date of payment, plus, if applicable, the Redemption Premium (as defined below) then in effect, before any distribution of assets is made to holders of Common Stock or any series of Preferred Stock of the Trust that ranks junior to the Series B Preferred Shares as to liquidation rights.

(b) In the event that, upon any such voluntary or involuntary liquidation, dissolution or winding up, the available assets of the Trust are insufficient to pay the amount of the liquidating distributions on all outstanding shares of Series B Preferred Shares, then the holders of the Series B Preferred Shares shall share ratably in any such distribution of assets in proportion to the full liquidating distributions to which they would otherwise be respectively entitled.

(c) After payment of the full amount of the liquidating distributions to which they are entitled, the holders of Series B Preferred Shares will have no right or claim to any of the remaining assets of the Trust.

(d) Written notice of any such liquidation, dissolution or winding up of the Trust, stating the payment date or dates when, and the place or places where, the amounts

distributable in such circumstances shall be payable, shall be given by first class mail, postage pre-paid, not less than 15 nor more than 60 days prior to the payment date stated therein, to each record holder of the Series B Preferred Shares at the respective addresses of such holders as the same shall appear on the share transfer records of the Trust.

(e) The consolidation or merger of the Trust with or into any other corporation, trust or entity or of any other entity with or into the Trust, or the sale, lease or conveyance of all or substantially all of the assets or business of the Trust, shall not be deemed to constitute a liquidation, dissolution or winding up of the Trust.

#### **Section 5. REDEMPTION.**

(a) Right of Optional Redemption. The Series B Preferred Shares may not be redeemed prior to the second anniversary of the date on which the first Series B Preferred Share is issued (the "Original Issue Date"). On or after such date, the Trust, at its option and upon not less than 15 nor more than 60 days' written notice, may redeem shares of the Series B Preferred Shares, in whole or in part, at any time or from time to time, for cash at a redemption price of \$1,000.00 per share, plus all accrued and unpaid dividends thereon to and including the date fixed for redemption (except as provided in Section 5(c) below), plus until the third anniversary of the Original Issue Date, a redemption premium per share (each, a "Redemption Premium") of \$200. No Redemption Premium shall be payable for any share of the Series B Preferred Shares redeemed on or after the third anniversary of the Original Issue Date. If less than all of the outstanding Series B Preferred Shares are to be redeemed, the Series B Preferred Shares to be redeemed shall be selected pro rata (as nearly as may be practicable without creating fractional shares) or by any other equitable method determined by the Trust.

(b) Limitations on Redemption. Unless full cumulative dividends on all shares of Series B Preferred Shares shall have been, or contemporaneously are, declared and paid or declared and a sum sufficient for the payment thereof set apart for payment for all past dividend periods and the then current dividend period, no shares of Series B Preferred Shares shall be redeemed unless all outstanding shares of Series B Preferred Shares are simultaneously redeemed, and the Trust shall not purchase or otherwise acquire directly or indirectly any shares of Series B Preferred Shares (except by exchange for Junior Stock); provided, however, that the foregoing shall not prevent the purchase by the Trust of shares transferred to an Excess Stock Trust (as defined in the Declaration) pursuant to Article VII of the Declaration in order to ensure that the Trust remains qualified as a REIT for federal income tax purposes or the purchase or acquisition of shares of Series B Preferred Shares pursuant to a purchase or exchange offer made on the same terms to holders of all outstanding shares of Series B Preferred Shares.

(c) Rights to Dividends on Shares Called for Redemption. Immediately prior to or upon any redemption of Series B Preferred Shares, the Trust shall pay, in cash, any accumulated and unpaid dividends to and including the redemption date, unless a redemption date falls after a Dividend Record Date and prior to the corresponding Dividend Payment Date, in which case each holder of Series B Preferred Shares at the close of business on such Dividend Record Date shall be entitled to the dividend payable

on such shares on the corresponding Dividend Payment Date notwithstanding the redemption of such shares before such Dividend Payment Date.

(d) Procedures for Redemption.

(i) Notice of redemption will be mailed by or on behalf of the Trust, postage prepaid, not less than 15 nor more than 60 days prior to the redemption date, addressed to the respective holders of record of the Series B Preferred Shares to be redeemed at their respective addresses as they appear on the share transfer records of the Trust. No failure to give such notice or any defect therein or in the mailing thereof shall affect the validity of the proceedings for the redemption of any shares of Series B Preferred Shares except as to the holder to whom notice was defective or not given.

(ii) In addition to any information required by law or by the applicable rules of any exchange upon which Series B Preferred Shares may be listed or admitted to trading, such notice shall state: (A) the redemption date; (B) the redemption price; (C) the number of shares of Series B Preferred Shares to be redeemed; (D) the place or places where the Series B Preferred Shares are to be surrendered (if so required in the notice) for payment of the redemption price; and (E) that dividends on the shares to be redeemed will cease to accrue on such redemption date. If less than all of the Series B Preferred Shares held by any holder is to be redeemed, the notice mailed to such holder shall also specify the number of shares of Series B Preferred Shares held by such holder to be redeemed.

(iii) If notice of redemption of any shares of Series B Preferred Shares has been given and if the funds necessary for such redemption have been set aside by the Trust in trust for the benefit of the holders of any shares of Series B Preferred Shares so called for redemption, then, from and after the redemption date, dividends will cease to accrue on such shares of Series B Preferred Shares, such shares of Series B Preferred Shares shall no longer be deemed outstanding and all rights of the holders of such shares will terminate, except the right to receive the redemption price. Holders of Series B Preferred Shares to be redeemed shall surrender such Series B Preferred Shares at the place designated in such notice and, upon surrender in accordance with said notice of the certificates for shares of Series B Preferred Shares so redeemed (properly endorsed or assigned for transfer, if the Trust shall so require and the notice shall so state), such shares of Series B Preferred Shares shall be redeemed by the Trust at the redemption price plus any accrued and unpaid dividends payable upon such redemption. In case less than all the shares of Series B Preferred Shares represented by any such certificate are redeemed, a new certificate or certificates shall be issued evidencing the unredeemed shares of Series B Preferred Shares without cost to the holder thereof.

(iv) The deposit of funds with a bank or trust corporation for the purpose of redeeming Series B Preferred Shares shall be irrevocable except that:

(A) the Trust shall be entitled to receive from such bank or trust corporation the interest or other earnings, if any, earned on any money so



deposited in trust, and the holders of any shares redeemed shall have no claim to such interest or other earnings; and

(B) any balance of monies so deposited by the Trust and unclaimed by the holders of the Series B Preferred Shares entitled thereto at the expiration of two years from the applicable redemption dates shall be repaid, together with any interest or other earnings thereon, to the Trust, and after any such repayment, the holders of the shares entitled to the funds so repaid to the Trust shall look only to the Trust for payment without interest or other earnings.

(e) Application of Article VII. The shares of Series B Preferred Shares are subject to the provisions of Article VII of the Declaration, including, without limitation, the provision for the redemption of shares transferred to the Excess Stock Trust.

(f) Status of Redeemed Shares. Any shares of Series B Preferred Shares that shall at any time have been redeemed or otherwise acquired by the Trust shall, after such redemption or acquisition, have the status of authorized but unissued Preferred Stock, without designation as to series until such shares are once more classified and designated as part of a particular series by the Board of Trustees.

#### **Section 6. VOTING RIGHTS.**

(a) General. Holders of the Series B Preferred Shares will not have any voting rights, except as set forth below.

(b) Certain Voting Rights. So long as any Series B Preferred Shares remain outstanding, the Trust shall not, without the affirmative vote of the holders of at least two-thirds of the Series B Preferred Shares outstanding at the time either (i) consolidate, merge into or with, or convey, transfer or lease its assets substantially as an entirety, to any corporation or other entity, or (ii) amend, alter or repeal the provisions of the Declaration (including these Articles Supplementary) or By-laws, whether by merger, consolidation or otherwise, in each case in such a way that would materially and adversely affect the powers, special rights, preferences, privileges or voting power of the Series B Preferred Shares or the holders thereof; provided, however, that with respect to the occurrence of a merger, consolidation or a sale or lease of all of the Trust's assets as an entirety, so long as (A) the Trust is the surviving entity and the Series B Preferred Shares remain outstanding with the terms thereof unchanged, or (B) the resulting, surviving or transferee entity substitutes for the Series B Preferred Shares other preferred stock having substantially the same terms and same rights as the Series B Preferred Shares, including with respect to distributions, voting rights and rights upon liquidation, dissolution or winding-up, then the occurrence of any such event shall not be deemed to materially and adversely affect the rights, privileges or voting powers of the holders of the Series B Preferred Shares.

**Section 7. CONVERSION.** The Series B Preferred Shares are not convertible into or exchangeable for any other property or securities of the Trust.

**Section 8. NO SINKING FUND.** No sinking fund shall be established for the retirement or redemption of Series B Preferred Shares.

**Section 9. NO PREEMPTIVE RIGHTS.** No holder of the Series B Preferred Shares of the Trust shall, as such holder, have any preemptive rights to purchase or subscribe for additional shares of stock of the Trust or any other security of the Trust which it may issue or sell.

**SECOND:** The Series B Preferred Shares have been classified and designated by the Board of Trustees under the authority contained in the Declaration.

**THIRD:** These Articles Supplementary have been approved by the Board of Trustees in the manner and by the vote required by law.

**FOURTH:** The undersigned President of the Trust acknowledges these Articles Supplementary to be the trust act of the Trust and, as to all matters or facts required to be verified under oath, the undersigned President acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties of perjury.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Trust has caused these Articles Supplementary to be signed in its name and on its behalf by its President and attested to by its Secretary on this 1<sup>st</sup> day of March 2004.

ATTEST:

MHC TRUST, a Maryland real estate  
investment trust

By: David W. Fell  
(SEAL)  
Name: David Fell  
Title: Vice President, Associate General  
Counsel and Assistant Secretary

By: Michael Berman  
Name: Michael Berman  
Title: Vice President, Chief  
Financial Officer and  
Treasurer

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned officer of MHC TRUST, who executed on behalf of the corporation the Articles Supplementary of which this certificate is made a part, hereby acknowledges in the name and on behalf of said entity the foregoing Articles Supplementary to be the corporate act of said entity and hereby certifies that the matter and facts set forth herein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

By: Michael Berman  
Name: Michael Berman  
Title: Vice President, Chief Financial  
Officer and Treasurer