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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
MHC TRUST

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Amend/Dec of  
CC Trust  
@ 3/29/13

Electronic Filing Menu

Corporate Filing Menu

Help

**STATUTORY TRUST**  
**APPLICATION BY FOREIGN STATUTORY TRUST TO FILE AMENDMENT TO**  
**AFFIDAVIT TO THE FLORIDA SECRETARY OF STATE TO FILE OR QUALIFY**  
(Pursuant to s. 609.02, F.S.)

SECTION I  
D06000000025  
Document number of statutory trust

1. MHC TRUST  
(Name of statutory trust as it appears on the records of the Department of State)
2. Maryland  
(Organized under laws of)
3. September 1, 2006  
(Date authorized to do business in Florida)

SECTION II

4. The amendment attaches a true and correct copy of resolutions adopted by the Board of Trustees of MHC Trust.

By: WRL  
Walter R. Taccardi, Assistant Secretary

Subscribed and sworn before me this 14<sup>th</sup> day of DECEMBER, 2012

Jo A. Figueroa  
Notary Public



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 MAR 28 PM 9:47

**UNANIMOUS WRITTEN CONSENT  
IN LIEU OF  
A MEETING OF THE BOARD OF TRUSTEES OF  
MHC TRUST**

The undersigned, being all the members of the Board of Trustees (the "Board") of MHC Trust, a Maryland real estate investment trust (the "Trust"), and acting by written consent, do hereby adopt the following resolutions, effective as of the date set forth below, on behalf of the Trust, in lieu of convening a meeting of the Board, with full force and effect as if adopted by the unanimous affirmative vote of the Board at a meeting duly called and constituted and direct that this Unanimous Written Consent be entered into the Minute Book of the Trust.

**New Trustee**

**WHEREAS**, Thomas P. Heneghan and Ellen Kelleher have resigned as trustees of the Trust; and

**WHEREAS**, the Board has authority pursuant to Article III, Sections 2 and 10 of the Trust's Bylaws to decrease the number of trustees and to fill the vacancy created by the resignation of a trustee;

**NOW THEREFORE IT IS RESOLVED**, that (i) the Board hereby accepts the resignations of Mr. Heneghan and Mrs. Kelleher; (ii) the number of trustees on the Board be, and hereby is, decreased from four to three; and (iii) Mr. Paul Seavey be, and he hereby is, elected as a trustee to fill the vacancy on the Board.

**Officer Elections**

**WHEREAS**, Thomas P. Heneghan has informed the Board that he will resign as Chief Executive Officer of the Trust effective February 1, 2013; and

**WHEREAS**, Ellen Kelleher has informed the Board that she will resign as Executive Vice President - Property Management of the Trust effective December 31, 2012;

**NOW THEREFORE IT IS RESOLVED**, that the Board accepts such resignations, and the following persons are hereby elected and appointed to the offices of the Trust set forth next to their names, to serve until their successor is duly elected and qualified:

Marguerite Nader	President and effective February 1, 2013 Chief Executive Officer;
Paul Seavey	Senior Vice President, Chief Financial Officer and Treasurer
Roger Maynard	Executive Vice President - Asset Management
Kenneth Kroot	Senior Vice President, General Counsel and Secretary
Thomas Novosel	Senior Vice President and Chief Accounting Officer
Peter Underhill	Senior Vice President - Revenue Management
Ronald Bunce	Senior Vice President - West Operations

Brad Nelson	Senior Vice President - East Operations
Jim Phillips	Senior Vice President - Sales
Seth Rosenberg	Senior Vice President - Marketing
Lance Beatch	Senior Vice President - Asset Management and Investments
Eric Zimmerman	Regional Vice President of Operations
Dale Almond	Vice President
Scott Brown	Vice President - Asset Management
Jeff Fannon	Vice President
Norman Field	Vice President
Barb Iiter	Vice President - Human Resources
Walter Jaccard	Vice President - Legal and Assistant Secretary
David Kozy	Vice President - Customer Relations
Nancy Kressek	Vice President - Accounting
Linda Loner	Vice President
Jeff Payn	Vice President and Chief Information Officer
Dan Perlis	Vice President - California Operations
Bryan Reed	Vice President - Accounting
Mike Reed	Vice President
Dawn Rumpf	Vice President

#### **Offering of Preference Units**

**WHEREAS**, the Trust is the general partner of MHC Operating Limited Partnership (the "Partnership"); and

**WHEREAS**, for federal tax purposes, the Partnership has elected to be treated as an electing large partnership under Section 775 of the Internal Revenue Code of 1986, as amended (the "Code"), which requires the Partnership to have 100 or more partners and to meet other requirements set forth in the Code; and

**WHEREAS**, in connection with said election, the Board has determined that it is in the best interests of the Partnership to issue a minimum of forty (40) and a maximum of fifty (50) units of 12.5% Series J Cumulative Non-Voting Preference Units (the "Preference Units") at an issue price of one thousand dollars (\$1,000.00) per unit;

**NOW THEREFORE IT IS RESOLVED**, that the Partnership will issue a minimum of forty (40) and a maximum of fifty (50) Preference Units at an issue price of one thousand dollars (\$1,000.00) per unit; and

**RESOLVED FURTHER**, that the Preference Units will be offered in a private placement to a minimum of forty (40) and a maximum of fifty (50) separate "Accredited Investors" within the meaning of Rule 501 of Regulation D promulgated under the Securities Act of 1933, as amended; and

**RESOLVED FURTHER**, that the Preference Units will have the attributes described in the 12.5% Series J Cumulative Non-Voting Preference Units Term Sheet and Joinder to Second Amended and Restated Agreement of Limited Partnership (the

"Term Sheet"), in substantially the form presented to the Board, which are hereby approved, and the officers of the Trust, in its capacity as the general partner of the Partnership, be, and each of them acting alone hereby is, authorized and directed to execute and deliver the Term Sheet on behalf of the Partnership; and

**RESOLVED FURTHER**, that the Preference Units be offered pursuant to a Private Placement Memorandum in substantially the form presented to the Board and an Investor Questionnaire in substantially the form presented to the Board, each of which is hereby approved, and the officers of the Trust, in its capacity as the general partner of the Partnership, be, and each of them acting alone hereby is, authorized and directed to execute and deliver each of these documents on behalf of the Partnership; and

**RESOLVED FURTHER**, that the officers of the Trust, in its capacity as the general partner of the Partnership, be, and each of them acting alone hereby is, authorized and directed to retain REIT Funding, LLC and its affiliates to assist in the offering of the Preference Units, including the execution of an Arrangements Letter in connection therewith in substantially the form presented to the Board; and

**RESOLVED FURTHER**, that Trust, in its capacity as the general partner of the Partnership, will cause the Partnership to enter into a Dealer Agreement with H & L Equities, LLC in substantially the form presented to the Board, which is hereby approved, and the officers of the Trust, in its capacity as the general partner of the Partnership, be, and each of them acting alone hereby is, authorized and directed to execute and deliver such agreement on behalf of the Partnership; and

**RESOLVED FURTHER**, that the officers of the Trust, in its capacity as the general partner of the Partnership, be, and each of them acting alone hereby is, authorized and directed to execute and file with the appropriate government agencies, including, without limitation, the Securities and Exchange Commission and the applicable agencies of certain states, any and all documents required by said agencies in connection with the offering and issuance of the Preference Units; and

**RESOLVED FURTHER**, that that the officers of the Trust, in its capacity as the general partner of the Partnership, be, and each of them acting alone hereby is, authorized and directed to take any other action necessary or appropriate to maintain the status of the Partnership as an electing large partnership under Section 775 of the Code; and

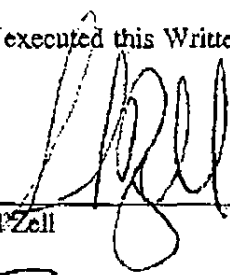
**RESOLVED FURTHER**, that the officers of the Trust, in its capacity as the general partner of the Partnership, be, and each of them acting alone hereby is, authorized and directed, in the name and on behalf of the Partnership, to execute any document and take any action that they deem necessary or advisable in order to carry into effect the purposes and intent of the foregoing resolutions (such determination to be conclusively, but not exclusively, evidenced by the execution of any such document or the taking of any such action by any such officer); and

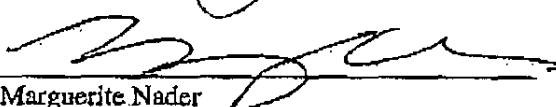
**RESOLVED FURTHER**, that all actions heretofore taken by any officer of the Trust, on behalf of the Trust or the Partnership, in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects; and

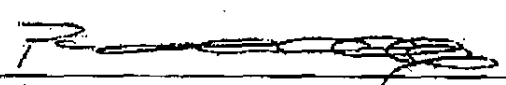
**RESOLVED FURTHER**, that this Unanimous Written Consent may be executed in counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

(Signature Page Follows)

12<sup>th</sup> IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of the day of November, 2012.

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

  
\_\_\_\_\_  
Marguerite Nader

  
\_\_\_\_\_  
Paul Seavey

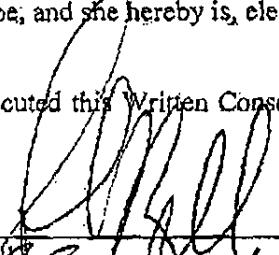
**UNANIMOUS WRITTEN CONSENT  
IN LIEU OF  
A MEETING OF THE BOARD OF TRUSTEES OF  
MHC TRUST**

The undersigned, being all the members of the Board of Trustees (the "Board") of MHC Trust, a Maryland real estate investment trust (the "Trust"), and acting by written consent, do hereby adopt the following resolutions, effective as of the date set forth below, on behalf of the Trust, in lieu of convening a meeting of the Board, with full force and effect as if adopted by the unanimous affirmative vote of the Board at a meeting duly called and constituted and direct that this Unanimous Written Consent be entered into the Minute Book of the Trust.


**WHEREAS**, Michael Berman has resigned as a trustee of the Trust; and

**NOW THEREFORE IT IS RESOLVED**, that (i) the Board hereby accepts the resignation of Mr. Berman; (ii) Marguerite Nader be, and she hereby is, elected as a trustee to fill the vacancy on the Board.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of the 28th day of November, 2011.

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

  
\_\_\_\_\_  
Thomas Heheghan

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