

D11000000016

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

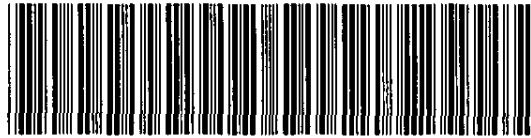
(Document Number)

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

Special Instructions to Filing Officer:

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11 JUN 22 PM 1:41

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

11 JUN 22 PM 3:36

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 818325 4305026

AUTHORIZATION

*[Handwritten signature]*

COST LIMIT : \$ 358.75

ORDER DATE : June 20, 2011

ORDER TIME : 11:01 AM

ORDER NO. : 818325-005

CUSTOMER NO: 4305026

FOREIGN FILINGS

NAME: SNH SE PROPERTIES TRUST

XXXX QUALIFICATION (TYPE: BST)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY  
XX CERTIFICATE OF STATUS

CONTACT PERSON: Kimberly Moret -- EXT# 2949

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

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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11 JUN 23 PM 1:43  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

June 23, 2011

KIMBERLY MORET  
CSC

SUBJECT: SNH SE PROPERTIES TRUST  
Ref. Number: W11000033758

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for SNH SE PROPERTIES TRUST and the authorization to debit your account in the amount of \$358.75. However, the document has not been filed and is being returned for the following:

You must meet the requirements of Florida Statutes, Chapter 609. Either make the proper corrections on your document or complete the attached application.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing  
Regulatory Specialist II Supervisor

Letter Number: 911A00015214

## SNH SE PROPERTIES TRUST

### Certificate of Chief Financial Officer

I, Richard A. Doyle, hereby certify that I am the duly elected, qualified and acting Chief Financial Officer of SNH SE Properties Trust, a Maryland real estate investment trust (the "Trust"), and that:

1. The name of the Trust is SNH SE Properties Trust.
2. Two or more persons are named in the Trust.
3. The following individuals are the duly elected officers and trustees of the Trust, and the address set forth opposite each such person's name is the true and correct address of that person:

#### OFFICERS:

Title: President, Chief Operating Officer and Assistant Secretary	Name: David J. Hegarty	Business Address: Two Newton Place 255 Washington Street, Suite 300 Newton, MA 02458
Treasurer and Chief Financial Officer	Richard A. Doyle	Two Newton Place 255 Washington Street, Suite 300 Newton, MA 02458
Secretary	Jennifer B. Clark	Two Newton Place 255 Washington Street, Suite 300 Newton, MA 02458
Assistant Secretary	Jacquelyn S. Anderson	Two Newton Place 255 Washington Street, Suite 300 Newton, MA 02458

#### TRUSTEES:

Name: Adam D. Portnoy	Business Address: Two Newton Place 255 Washington Street, Suite 300 Newton, MA 02458
Barry M. Portnoy	Two Newton Place 255 Washington Street, Suite 300 Newton, MA 02458

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4. The principal address of the Trust is Two Newton Place, 255 Washington Street, Suite 300, Newton, MA 02458.

5. The location of the Trust's registered office in Florida is 1201 Hays Street, Tallahassee, Florida 32301 and the name of its registered agent in charge at that address is Corporation Service Company. Attached hereto as Exhibit A is a Consent to Appointment as Registered Agent by Corporation Service Company.

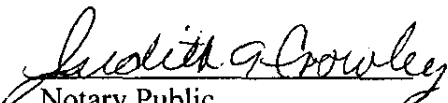
6. Attached hereto as Exhibit B is a true, correct and certified copy of the Declaration of Trust, as amended through the date hereof, as filed with, and certified by, the State of Maryland, State Department of Assessments and Taxation. I further certify that the Declaration of Trust has not been amended.

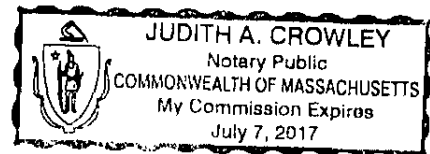
[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Trust as of this 10 day of June, 2011.

  
Richard A. Doyle, Chief Financial Officer

SWORN TO before me this 10 day of June, 2011.

  
Notary Public  
My Commission expires:



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TALLAHASSEE, FLORIDA

Exhibit A

Consent to Appointment as Registered Agent

The undersigned, Corporation Service Company, hereby consents to serve as Registered Agent in the State of Florida as of the 22 day of June, 2011.

CORPORATION SERVICE COMPANY

By: 

Name:

Title: **Kimberly B. Moret**  
**as its agent**

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TALLAHASSEE, FLORIDA

Exhibit B

Declaration of Trust



11/1/11

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TALLAHASSEE, FLORIDA

SNH SE PROPERTIES TRUST

DECLARATION OF TRUST

Dated April 13, 2011

This DECLARATION OF TRUST is made as of the date set forth above by the undersigned Trustees (with their successors, the "Trustees").

ARTICLE I  
FORMATION

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

ARTICLE II  
NAME

The name of the Trust is:

SNH SE Properties Trust

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

ARTICLE III  
PURPOSE AND POWERS; TITLE TO PROPERTY

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

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

Section 3. Title to Trust Property. All property owned by the Trust shall be owned by the Trust as an entity and the Shareholders shall not have any ownership interest in any Trust property in their individual name or right, and the Shareholders' interest in the Trust shall be personal property for all purposes.

(B1264164; 1)

STATE OF MARYLAND	
I hereby certify that this is a true and complete copy of the original document on file in this office. DATED: 6-21-11	
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION	
BY: <i>[Signature]</i>	Custodian
This stamp replaces our previous certification system. Effective: 6/95	

#### ARTICLE IV RESIDENT AGENT

The name of the resident agent of the Trust in the State of Maryland is CSC-Lawyers Incorporating Service Company, whose post office address is 7 St. Paul Street, Suite 1660, Baltimore, Maryland 21202. The resident agent is a Maryland corporation. The Trust may have such offices or places of business within or outside the State of Maryland as the Board of Trustees may from time to time determine.

#### ARTICLE V BOARD OF TRUSTEES

Section 1. Powers. Subject to any express limitations contained in the Declaration of Trust or in the Bylaws, if any, (a) the business and affairs of the Trust shall be managed under the direction of the Board of Trustees and (b) the Board shall have full, exclusive and absolute power, control and authority over any and all property of the Trust.

The Board of Trustees, without any action by the shareholders of the Trust (collectively, the "Shareholders" and, individually, a "Shareholder"), shall have and may exercise, on behalf of the Trust, without limitation, the power to adopt, amend and repeal Bylaws; to elect officers in the manner prescribed in the Bylaws; to solicit proxies from Shareholders of the Trust; and to do any other acts and deliver any other documents necessary or appropriate to the foregoing powers.

Section 2. Number. The number of Trustees shall be 2, which number may thereafter be increased, and if more than two, decreased, by the Trustees then in office from time to time; however, the total number of Trustees shall not be less than one and not more than fifteen. Any vacancy created by an increase shall be filled by appointment by the then Trustees. No reduction in the number of Trustees shall cause the removal of any Trustee from office prior to the expiration of his/her term.

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

Adam D. Portnoy

Barry M. Portnoy

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

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

## **ARTICLE VI SHARES OF BENEFICIAL INTEREST**

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

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

## **ARTICLE VII SHAREHOLDERS**

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

## **ARTICLE VIII**

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

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

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

Section 3. Express Exculpatory Clauses in Instruments. Neither the Shareholders nor the Trustees, officers, employees or agents of the Trust shall be liable under any written

instrument creating an obligation of the Trust, and all persons shall look solely to the property of the Trust for the payment of any claim under or for the performance of that instrument. The omission of the foregoing exculpatory language from any instrument shall not affect the validity or enforceability of such instrument and shall not render any Shareholder, Trustee, officer, employee or agent liable thereunder to any third party, nor shall the Trustees or any officer, employee or agent of the Trust be liable to anyone for such omission.

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

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

## **ARTICLE IX AMENDMENT**

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

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

Section 3. By Shareholders. Except as provided in Section 2 of this Article X, this Declaration of Trust may be amended only by the affirmative vote of the holders of not less than a majority of the Shares then outstanding and entitled to vote thereon. Any such amendment shall first be approved and declared advisable by the Trustees.

## **ARTICLE X DURATION OF TRUST**

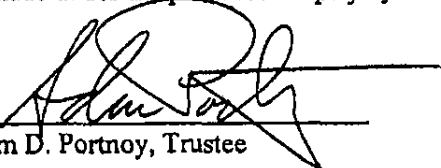
The Trust shall continue perpetually unless terminated pursuant to any applicable provision of Title 8.

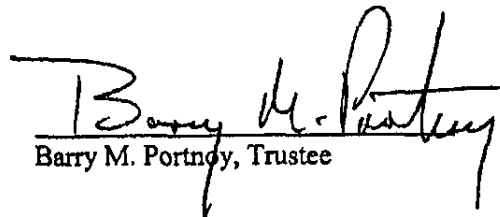
**ARTICLE XI  
MISCELLANEOUS**

This Declaration of Trust is executed by the Trustees and delivered in the State of Maryland with reference to the laws thereof, and the rights of all parties and the validity, construction and effect of every provision hereof shall be subject to and construed in accordance with the laws of the State of Maryland without regard to conflicts of law provisions thereof.

*[Remainder of Page Intentionally Left Blank]*

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

  
Adam D. Portnoy, Trustee

  
Barry M. Portnoy, Trustee



CORPORATION SERVICE COMPANY

I HEREBY CONSENT TO MY DESIGNATION AS RESIDENT AGENT FOR THIS  
ENTITY.

A handwritten signature in dark ink, appearing to read "Elinam Renner", is written over a long, thin horizontal line.

ELINAM RENNER  
ASSISTANT VICE PRESIDENT  
CSC-LAWYERS INCORPORATING SERVICE COMPANY



CORPORATION SERVICE COMPANY

CSC - Baltimore  
Suite 1660  
7 St. Paul Street  
Baltimore MD 21202  
410-962-7371  
410-962-7343

Re: SNH SE PROPERTIES TRUST

To Whom it May Concern:

Please accept this letter as our intent to release the above corporate name.

The name was reserved by CORPORATION SERVICE COMPANY and we are hereby releasing the name to VENABLE LLP

Thank you for your acceptance of this letter.

Very truly yours,

  
ELINAM RENNER  
CORPORATION SERVICE CO



# CORPORATE CHARTER APPROVAL SHEET

**\*\*EXPEDITED SERVICE\*\***

**\*\* KEEP WITH DOCUMENT \*\***

DOCUMENT CODE 70 BUSINESS CODE 13

# \_\_\_\_\_

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

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

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

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

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

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_



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ID # D14083275 ACK # 1000362001554338  
PAGES: 0009  
SNH SE PROPERTIES TRUST

04/13/2011 AT 03:00 P WD # 0003791494

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

\_\_\_\_\_

\_\_\_\_\_

## FEES REMITTED

Base Fee: 100  
Org. & Cap. Fee: 20  
Expedite Fee: 70  
Penalty: \_\_\_\_\_  
State Recordation Tax: \_\_\_\_\_  
State Transfer Tax: \_\_\_\_\_  
Certified Copies: 28  
Copy Fee: \_\_\_\_\_  
Certificates: \_\_\_\_\_  
Certificate of Status Fee: \_\_\_\_\_  
Personal Property Filings: \_\_\_\_\_  
Mail Processing Fee: \_\_\_\_\_  
Other: \_\_\_\_\_

TOTAL FEES: 218

\_\_\_\_\_ Change of Name  
\_\_\_\_\_ Change of Principal Office  
\_\_\_\_\_ Change of Resident Agent  
\_\_\_\_\_ Change of Resident Agent Address  
\_\_\_\_\_ Resignation of Resident Agent  
\_\_\_\_\_ Designation of Resident Agent  
and Resident Agent's Address  
\_\_\_\_\_ Change of Business Code  
\_\_\_\_\_ Adoption of Assumed Name  
\_\_\_\_\_ Other Change(s)

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

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

Approved By: [Signature]

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

COMMENT(S):

Code 063  
Attention: Andrea Cohen  
Mail: Name and Address

VENABLE LLP  
ANDREA COHEN  
SUITE 800  
750 E PRATT ST  
BALTIMORE MD 21202-3142

CUST ID: 0002574914  
WORK ORDER: 0003791494  
DATE: 04-13-2011 03:39 PM  
AMT. PAID: \$218.00