

D 12000000013

(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:

Office Use Only



500221956355

RECEIVED

12 FEB 23 PM 1:44

DEPARTMENT OF STATE
OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

2012 FEB 23 AM 8:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers MAR 01 2012

2012-213



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 102785 4305026

AUTHORIZATION :

COST LIMIT : \$ 350.00

[Handwritten signature]

ORDER DATE : February 21, 2012

ORDER TIME : 11:19 AM

ORDER NO. : 102785-010

CUSTOMER NO: 4305026

FOREIGN FILINGS

NAME: SIR PROPERTIES TRUST

XXXX QUALIFICATION (TYPE: BST)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Troy Todd -- EXT# 2940

EXAMINER: _____

FILED
2012 FEB 23 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SIR Properties Trust

A Maryland real estate investment **TRUST**

In accordance with Section 609.02 of the Florida Statutes, pertaining to
Common Law Declarations of Trust, the undersigned, ~~the Chairman~~ of the
Board of Trustees of SIR Properties Trust a member, a

(Name of Trust)
Maryland real estate investment Trust hereby affirms in order to file or qualify
(State)

SIR Properties Trust, in the State of Florida.
(Name of Trust)

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

2. The principal address is Two Newton Place, 255 Washington Street
Suite 300, Newton, MA 02458

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.

Robert Branch ROBERT BRANCH, Asst. V.P.
(Signature of Registered Agent)

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

NOTARY

Mary Louise Larkin
COMM EXP 1-16-15

CR2E063(3/00)

Adam D. Portnoy
Name: Adam D. Portnoy
~~Chairman~~ of the Board of Trustees
Member

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

2012 FEB 23 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**SIR PROPERTIES TRUST
DECLARATION OF TRUST**

Dated February 8, 2012

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 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:

SIR Properties Trust

Under circumstances in which the Board of Trustees of the Trust (the "Board of Trustees") 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. Purpose. The purpose for which the Trust is formed is to engage solely in the business of acquiring, owning, operating and developing office, retail and industrial real properties primarily net leased or managed leased to single tenants, together with other business activities incidental thereto.

Section 2. Powers. Subject to the limitations contained in Article VIII, 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 and to guarantee the debts or obligations of Select Income REIT.

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.

CUST ID: 0002705969
WORK ORDER: 0003922549
DATE: 02-08-2012 01:13 PM
AMT. PAID: \$628.00

{B1383821; 6}

2012 FEB 23 AM 8:02
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FILED

BY: [Signature]
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 this 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 of Trustees 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 the Shareholders; 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 two, 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 two 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 term.

Section 3. Initial Board of Trustees. 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.

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 SINGLE PURPOSE ENTITY

If and to the extent required by any financing agreement to which the Trust or its ultimate parent, Select Income REIT are parties, the Trust will not do any of the following:

- (a) engage in any business or activity other than as set forth in Section 1 of Article III; and
- (b) guarantee the debts or obligations of any person other than Select Income REIT or a subsidiary of Select Income REIT.

The Shareholders and the Trustees in the performance of their duties and obligations and the exercise of their rights herein, shall do all things reasonably necessary to cause the Trust to comply with each of the covenants contained in this Article VIII (provided that the Shareholders shall not in any circumstances be required to contribute any further capital to the Trust). Failure of the Trust, the Shareholders or any Trustee on behalf of the Trust to comply with any of the foregoing covenants or any of the covenants contained in this Declaration of Trust shall not affect the status of the Trust as a separate legal entity or the limited liability of the Shareholders or any Trustee.

ARTICLE IX

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 or her 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 X AMENDMENT

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

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.

Section 4. Special Purpose Entity. Provisions of this Declaration of Trust, specifically Section 1 of Article III, Article VIII and this Section have been adopted in order to qualify the Trust as a "special purpose" entity. Notwithstanding any other provision of this Declaration of Trust, the Bylaws or any other document or instrument governing the affairs of the Trust or any provision of law that otherwise empowers the Trust, the provisions of Section 1 of Article III, Article VIII and this Section shall control, notwithstanding any contrary or inconsistent provision of this Declaration of Trust, the Bylaws or any other document or instrument governing the affairs of the Trust or any provision of law that otherwise empowers the Trust.

ARTICLE XI DURATION OF TRUST

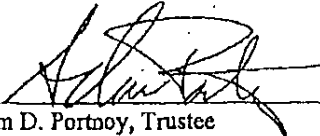
The Trust shall continue perpetually unless terminated pursuant to any applicable provision of Title 8.

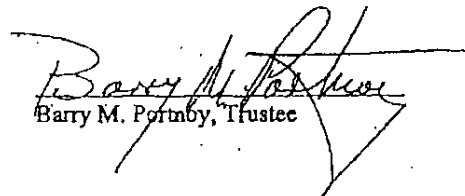
ARTICLE XII MISCELLANEOUS

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 "Benjamin Renner", is written over a horizontal line.

BENJAMIN 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: SIR PROPERTIES TRUST

To Whom it May Concern: MARYLAND DEPARTMENT OF ASSESSMENTS AND
TAXATION

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
ASSISTANT VICE PRESIDENT

CORPORATE CHARTER APPROVAL SHEET

** EXPEDITED SERVICE**

** KEEP WITH DOCUMENT **

DOCUMENT CODE 70 BUSINESS CODE 13

Affix Barcode Label Here



1000362002855098

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

ID # D14504799 ACK # 1000362002855098
PAGES: 0009
SIR PROPERTIES TRUST

Surviving (Transferee) _____

02/08/2012 AT 01:00 P NO # 0003922549

New Name _____

FEES REMITTED

Base Fee: 100
Org. & Cap. Fee: 38
Expedite Fee: 38
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 _____

3 Documents on 1 Checks

Approved By: 14

Keyed By: _____

COMMENT(S):

2 of 3

Code 063

Attention: Andrea Cohen

Mail: Name and Address

VENABLE LLP
ANDREA COHEN
SUITE 900
750 E PRATT ST
BALTIMORE MD 21202-3142

System Work Order and Customer Number HERE
CUST ID: 0002705969
WORK ORDER: 0003922549
DATE: 02-08-2012 01:13 PM
AMT. PAID: \$628.00

SIR PROPERTIES TRUST
CERTIFICATE OF CORRECTION

February 14, 2012

THIS IS TO CERTIFY THAT:

FIRST: The title of the document being corrected is Declaration of Trust (the "Declaration").

SECOND: The party to the Declaration was SIR Properties Trust, a Maryland real estate investment trust (the "Trust").

THIRD: The Articles were filed with the State Department of Assessments and Taxation of Maryland ("SDAT") on February 8, 2012 at 1:00 P.M.

FOURTH: The provision of the Articles which is to be corrected and as previously filed with SDAT is set forth below.

1. Article X, Section 4, of the Articles currently reads as follows:

"Special Purpose Entity. Provisions of this Declaration of Trust, specifically Section 1 of Article III, Article VIII and this Section have been adopted in order to qualify the Trust as a "special purpose" entity. Notwithstanding any other provision of this Declaration of Trust, the Bylaws or any other document or instrument governing the affairs of the Trust or any provision of law that otherwise empowers the Trust, the provisions of Section 1 of Article III, Article VIII and this Section shall control, notwithstanding any contrary or inconsistent provision of this Declaration of Trust, the Bylaws or any other document or instrument governing the affairs of the Trust or any provision of law that otherwise empowers the Trust."

FIFTH: The provision of the Articles as corrected hereby is set forth below.

1. Article X, Section 4, of the Articles shall read as follows:

"Single Purpose Entity. Provisions of this Declaration of Trust, specifically Section 1 of Article III, Article VIII and this Section have been adopted in order to qualify the Trust as a "single purpose" entity. Notwithstanding any other provision of this Declaration of Trust, the Bylaws or any other document or instrument governing the affairs of the Trust or any provision of law that otherwise empowers the Trust, the provisions of Section 1 of Article III, Article VIII and this Section shall control, notwithstanding any contrary or inconsistent provision of this Declaration of Trust, the Bylaws or any

STATE OF MARYLAND

I hereby certify that this is a true and correct copy of the page document as filed in this office. DATE: 2-14-12 (B1387967;1)

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION:

BY: [Signature], Custodian
This stamp replaces our previous certification system. Effective: 6/95

other document or instrument governing the affairs of the Trust or any provision of law that otherwise empowers the Trust.”

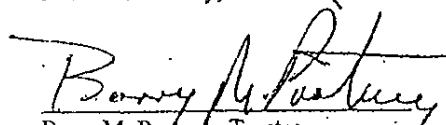
SIXTH: The undersigned acknowledge this Certificate of Correction to be the act of the Trust, and further, as to all matters or facts required to be verified under oath, the undersigned acknowledge that to the best of their knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

[Signature Page Follows]

CUST ID:0002708777
WORK ORDER:0003925357
DATE:02-14-2012 04:04 PM
AMT. PAID:\$696.00

IN WITNESS WHEREOF, this Certificate of Correction has been duly executed by the parties hereto as of the date first written above.


Adam D. Portnoy, Trustee


Barry M. Portnoy, Trustee

[Signature Page to Certificate of Correction]

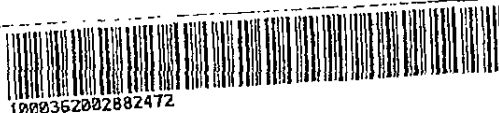
CORPORATE CHARTER APPROVAL SHEET

** EXPEDITED SERVICE **

** KEEP WITH DOCUMENT **

DOCUMENT CODE 17 BUSINESS CODE 13

14504799



1000362002882472

Loss ☐ Stock ☐ Nonstock ☐

A. ☐ Religious ☐

Merging (Transferor) _____

ID # D14504799 ACK # 1000362002882472
PAGES: 0004
SIR PROPERTIES TRUST

Surviving (Transferee) _____

02/14/2012 AT 04:00 P MO # 0003925357

New Name _____

FEES REMITTED

Base Fee: 25
Org. & Cap. Fee: 70
Expedite Fee: 70
Penalty: _____
State Recordation Tax: _____
State Transfer Tax: _____
Certified Copies: 23
Copy Fee: _____
Certificates: _____
Certificate of Status Fee: _____
Personal Property Filings: _____
Mail Processing Fee: _____
Other: _____

TOTAL FEES: 118

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 3 Checks

Approved By: [Signature]

eyed By: _____

COMMENT(S): _____

Code 063
Attention: Andrea Cohen

Mail: Name and Address

VENABLE LLP
ANDREA COHEN
SUITE 900
750 E PRATT ST
BALTIMORE MD 21202-3142

CUST ID: 0002708777
WORK ORDER: 0003925357
DATE: 02-14-2012 04:04 PM
AMT. PAID: \$596.00

ARTICLES OF MERGER
BETWEEN
BLUE DOG BOOKSPAN PROPERTIES LLC
AND
SIR PROPERTIES TRUST

February 16, 2012

THIS IS TO CERTIFY THAT:

FIRST: That Blue Dog Bookspan Properties LLC, a Delaware limited liability company, (the "Merging Entity") and SIR Properties Trust, a Maryland real estate investment trust (the "Surviving Entity"), agree that the Merging Entity shall be merged with and into the Surviving Entity in the manner set forth herein (the "Merger").

SECOND: The Merging Entity was formed on September 16, 2008.

THIRD: The Merging Entity is not registered or qualified to do business in the State of Maryland and does not maintain a principal office in the State of Maryland. The Surviving Entity's principal office in the State of Maryland is located in Baltimore City.

FOURTH: The Merging Entity does not own an interest in land in the State of Maryland.

FIFTH: (a) The total number of shares of beneficial interest of all classes which the Surviving Entity has authority to issue is 1,000, consisting of 1,000 Common Shares, \$0.01 par value per share. The aggregate par value of all authorized shares of beneficial interest having par value is \$10.

(b) The membership interests in the Merging Entity are all of a single class, totaling 100%.

SIXTH: No amendment to the Declaration of Trust, as amended, of the Surviving Entity is to be effected as part of the Merger.

SEVENTH: (a) The terms and conditions of the transaction described in these Articles of Merger with respect to the Merger were duly advised, authorized and approved by the Surviving Entity in the manner and by the vote required by the laws of the State of Maryland and by the Declaration of Trust, as amended, of the Surviving Entity by means of a unanimous written consent of its Board of Trustees.

(b) The terms and conditions of the transaction described in these Articles of Merger were duly advised, authorized and approved by the Merging Entity in the manner and by the vote required by the laws of the State of Delaware and by the Limited Liability Company Operating Agreement of the foregoing Merging Entity by means of a written consent of the sole member of the Merging Entity.

STATE OF MARYLAND

I hereby certify that this is a true and correct copy of the
page document on file in this office: 2012-02-16

(B1387615; 2)

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: [Signature], Custodian

This stamp replaces our previous certification system. Effective: 6/95

EIGHTH: At the Effective Time (defined below), the Merging Entity shall be merged with and into the Surviving Entity; and, thereupon, the Surviving Entity shall possess any and all purposes and powers of the Merging Entity; and all leases, licenses, property, rights, privileges, and powers of whatever nature and description of the Merging Entity shall be transferred to, vested in, and devolved upon the Surviving Entity, without further act or deed, and all of the debts, liabilities, duties and obligations of the Merging Entity will become the debts, liabilities, duties and obligations of the Surviving Entity.

At the Effective Time, the issued and outstanding membership interests of the Merging Entity shall, by virtue of the Merger and without any action on the part of the holders thereof, be canceled and retired without any conversion thereof and no payment or distribution of any consideration shall be made with respect thereto.

The shares of beneficial interest of the Surviving Entity issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding at the Effective Time.

NINTH: The Merger shall become effective at 5:00 PM, Eastern Time, on February 16, 2012 (the "Effective Time").

TENTH: Each of the undersigned acknowledges these Articles of Merger to be the act of the respective entity on whose behalf he has signed, and further, as to all matters or facts required to be verified under oath, each of the undersigned acknowledges that, to the best of his knowledge, information and belief, these matters and facts relating to the entity on whose behalf he has signed are true in all material respects and that this statement is made under the penalties for perjury.

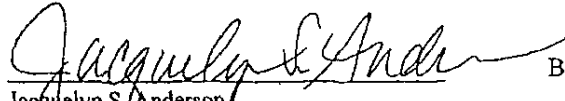
[Remainder of Page Intentionally Left Blank]

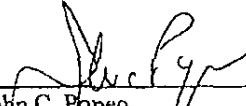
IN WITNESS WHEREOF, these Articles of Merger have been duly executed by the parties hereto as of the date first written above.

SURVIVING ENTITY

Attest:

SIR Properties Trust


Jacquelyn S. Anderson
Assistant Secretary

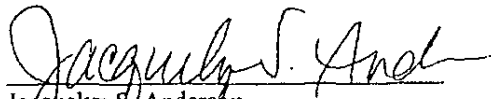
By: 
John C. Popeo
Treasurer and Chief Financial Officer

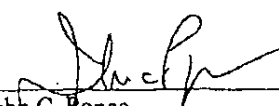
MERGING ENTITY

Blue Dog Bookspan Properties LLC

Attest:

By: Blue Dog Properties Trust,
as Sole Member


Jacquelyn S. Anderson
Assistant Secretary

By: 
John C. Popeo
Treasurer and Chief Financial Officer

CUST ID:0002710035
WORK ORDER:0003926615
DATE:02-16-2012 04:18 PM
AMT. PAID:\$193.00

CORPORATE CHARTER APPROVAL SHEET

** EXPEDITED SERVICE **

** KEEP WITH DOCUMENT **

DOCUMENT CODE 11 BUSINESS CODE _____

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) Blue Dog

Bookspan Properties LLC

(IDF)

Surviving (Transferee) Sin Properties

Trust



1000362002893057

ID # D14504799 ACK # 1000362002893057
PAGES: 0004
SIR PROPERTIES TRUST

02/16/2012 AT 04:18 P WD # 0003926615

New Name _____

FEES REMITTED

Base Fee: 100
Org. & Cap. Fee: _____
Expedite Fee: 70
Penalty: _____
State Recordation Tax: _____
State Transfer Tax: _____
1 Certified Copies
Copy Fee: 23
Certificates
Certificate of Status Fee: _____
Personal Property Filings: _____
Mail Processing Fee: _____
Other: _____

TOTAL FEES: 193

Credit Card _____ Check X Cash _____

Documents on _____ Checks

Approved By: A. 01

Keyed By: ES

COMMENT(S): walk-in

Effective Date:

2/16/12 at 5:00pm

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

Adoption of Assumed Name

Other Change(s)

Code 063

Attention: Andrea Cohen

Mail: Name and Address

VENABLE LLP
ANDREA COHEN
SUITE 900
750 E. PRATT STREET
BALTIMORE MD 21202

Stamp Work Order and Customer Number HERE

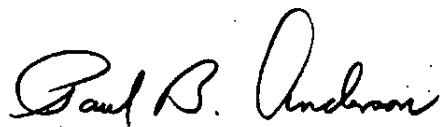
CUST ID: 0002710035
WORK ORDER: 0003926615
DATE: 02-16-2012 04:18 PM
AMT. PAID: \$193.00

STATE OF MARYLAND
Department of Assessments and Taxation

I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF REAL ESTATE INVESTMENT TRUSTS, OR THE RIGHTS OF REAL ESTATE INVESTMENT TRUSTS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT SIR PROPERTIES TRUST IS A REAL ESTATE INVESTMENT TRUST DULY FORMED ON FEBRUARY 08, 2012, AND EXISTING UNDER THE LAWS OF THE STATE OF MARYLAND AND THE REAL ESTATE INVESTMENT TRUST HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE REAL ESTATE INVESTMENT TRUST IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS DECLARATION OF TRUST AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS FEBRUARY 23, 2012.



Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097