

D14000000003

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

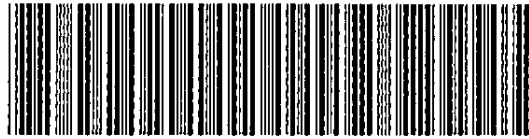
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

W14-16571

Office Use Only



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RECEIVED
DEPARTMENT OF STATE
14 MAR 13 AM 11:49

FILED
14 MAR 13 AM 9:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

MAR 18 2014

J. BRYAN



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 048324 4305026

AUTHORIZATION : *[Signature]*

COST LIMIT : \$350,000

ORDER DATE : March 11, 2014

ORDER TIME : 10:28 AM

ORDER NO. : 048324-005

CUSTOMER NO: 4305026

FILED
14 MAR 13 AM 9:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FOREIGN FILINGS

NAME: GPT PROPERTIES TRUST

XXXX QUALIFICATION (TYPE: BST)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER: _____

098324



FLORIDA DEPARTMENT OF STATE
Division of Corporations

FILED
14 MAR 13 AM 9:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

March 14, 2014

CSC/ SUSIE

RESUBMIT
Please give original
submission date as file date.

SUBJECT: GPT PROPERTIES TRUST.
Ref. Number: W14000016571

We have received your document for GPT PROPERTIES TRUST. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The state of the trust is "MARYLAND"?

Please return the corrected original and one copy of 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) 245-6052.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 214A00005585

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14 MAR 17 PM 1:59

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14 MAR 13 AM 9:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Affidavit to the Florida Secretary of State to File or Qualify

GPT 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 President of GPT Properties Trust, a Maryland Real Estate Investment Trust, hereby affirms in order to file or qualify GPT Properties Trust in the State of Florida that:

1. The name of the Trust is GPT Properties Trust (the "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 and Chief Operating Officer	Name: David M. Blackman	Business Address: Two Newton Place 255 Washington Street, Suite 300 Newton, MA 02458
Treasurer and Chief Financial Officer	Mark L. Kleifges	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

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

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, FL 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 of the 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.

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FILED
14 MAR 13 AM 9:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Trust as of this 10th day of March, 2014.

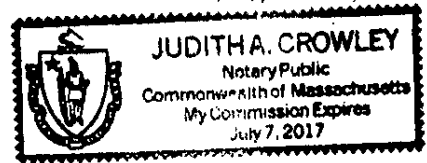


David M. Blackman, President

SWORN TO before me this 10th day of March, 2014.



Notary Public
My Commission expires:



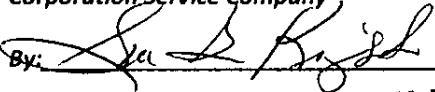
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14 MAR 13 AM 9:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

EXHIBIT A

FILED
14 MAR 13 AM 9:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named as registered agent to accept service of process for GPT PROPERTIES TRUST, at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Corporation Service Company

By: 

Date 3-13-2014

Sue G. Knight
Assistant Vice President

FILED
14 MAR 13 AM 9:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

EXHIBIT B

FILED
14 MAR 13 AM 9:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GPT PROPERTIES TRUST

DECLARATION OF TRUST

Dated August 21st, 2009

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

**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:

GPT 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, 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.

{B0923440; 3}

I hereby certify that this is a true and correct copy of the
page document on file in this office, dated 12-2-13
STATE DEPARTMENT OF TAXES AND REVENUE
David J. Whitson, Custodian
This stamp replaces our previous certification system. Effective 6/05

**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 initially shall be one, which number may thereafter be increased by the Trustee(s) 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 Trustee(s). 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 name of the Trustee who shall serve until the first annual meeting and until his successor is duly elected and qualified is:

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 which 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.

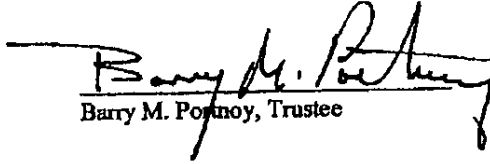
ARTICLE XI MISCELLANEOUS

This Declaration of Trust is executed by the Trustee 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 Trustee, who acknowledges that this document is his act, that to the best of his 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.


Barry M. Poinoy, Trustee

CORPORATE CHARTER APPROVAL SHEET

EXPEDITED SERVICE

** KEEP WITH DOCUMENT **

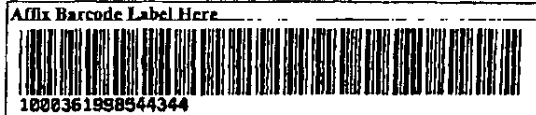
DOCUMENT CODE 70 BUSINESS CODE 13

Close _____ Stock Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____



Affix Barcode Label Here
ID # D13201686 ACK # 1000361998544344
PAGES: 0007
CPT PROPERTIES TRUST

08/27/2009 AT 01:02 P M0 # 0001764722

New Name _____

FEES REMITTED

Base Fee: 100
Org. & Cap. Fee: 20
Expedite Fee: 70
Penalty: _____
State Recordation Tax: _____
State Transfer Tax: _____
/ Certified Copies: 26
Copy Fee: _____
Certificates: _____
Certificate of Status Fee: _____
Personal Property Filings: _____
Mail Processing Fee: _____
Other: _____
TOTAL FEES: 216

_____ 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 _____

Stamp Work Order and Customer Number HERE

CUST ID: 0002321684
WORK ORDER: 0001764722
DATE: 08-27-2009 01:02 PM
AMT. PAID: \$216.00

