

# UNOFFICIAL COPY



Doc#: 1305816107 Fee: \$98.00  
Karen A. Yarbrough RHSP Fee: \$10.00  
Cook County Recorder of Deeds  
Date: 02/27/2013 04:03 PM Pg: 1 of 31

8917841 JF

Property of Cook County Clerk's Office

SPACE ABOVE RESERVED FOR RECORDER

**Prepared under local supervision by and when recorded, return to:**

Anne LaPlace, Esq.  
Prologis, Inc.  
4545 Airport Way  
Denver, CO 80239

**Real property tax bills to be sent to:**

Prologis Tax Coordinator  
60 State Street, Suite 1200  
Boston, MA 02109

**Permanent Tax/Assessor Parcel Nos:**

08-34-305-033-0000

**Property Address:**

900 Pratt Blvd, Elk Grove Village, IL 60007

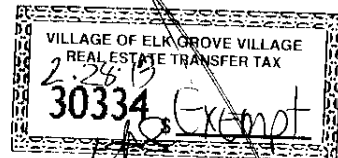
**Exempt from Transfer Tax. This conveyance is exempt from transfer tax pursuant to Illinois Statute 35 ILCS 200/31-45(e).**

**Instrument:**

Deed

**Dated:**

Effective as of February 25, 2013.



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**Grantor:**

**PROLOGIS**, a Maryland real estate investment trust, successor by dissolution of **MIT Secured LP**, a California limited partnership, formerly known as **Progress Center/Alabama Limited Partnership**, with an address of c/o Prologis, Inc., 4545 Airport Way, Denver, CO 80239

**Grantee:**

**PROLOGIS**, a Maryland real estate investment trust, with address at 4545 Airport Way, Denver, CO 80239

**Nature of Instrument:**

This Instrument is a conveyance without consideration in winding up the affairs of a related predecessor entity pursuant to the certificate annexed as Exhibit A and to confirm record title in Grantee.

**Witnesseth:**

That the Grantor, in consideration of the sum of \$1 (or as otherwise provided on Schedule of Consideration, if annexed) paid by Grantee, the receipt and sufficiency of which is hereby acknowledged, does hereby grant and convey, transfer, assign and release unto Grantee, its successors and assigns, all of its estate, right, title and interest in and to that certain plot, piece or parcel of land (together with the buildings and improvements thereon erected) described on Schedule A hereto (the "Premises").

**Together with:**

All right, title and interest (if any) of Grantor in and to any streets and roads abutting the Premises to the center line thereof, as well as any gaps, strips or gores on, around or within the Premises.

**Together with:**

All right, title and interest (if any) of Grantor in and to any hereditaments and appurtenances, and all of the estate and rights of Grantor, including any after-acquired estates or interests.

**To have and to hold:**

The Premises herein conveyed unto the Grantee, its successors and assigns forever.

**Disclaimer of Warranties of Title as to the Premises Conveyed Herein:**

Notwithstanding anything to the contrary, this Instrument is executed and delivered without warranties of title, express or implied, of any kind whatsoever.

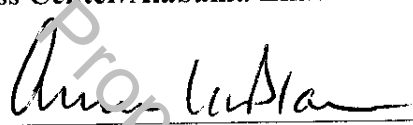
# UNOFFICIAL COPY

**In witness whereof:**

The undersigned, by its duly elected officer and pursuant to proper authority, has duly executed, acknowledged and delivered this instrument as of the day and year first above written.

GRANTOR:

**PROLOGIS**, a Maryland real estate investment trust,  
successor by dissolution of **MIT Secured LP**,  
a California limited partnership, formerly known as  
**Progress Center/Alabama Limited Partnership**

By:   
Name: Anne LaPlace  
Title: First Vice President

The following acknowledgment page, including notary execution, is hereby incorporated by reference into this page as if set forth hereon in its entirety.

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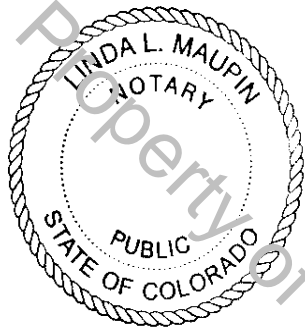
STATE OF COLORADO

CITY/COUNTY OF DENVER

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of February, 2013 by Anne LaPlace, as First Vice President of Prologis, a Maryland real estate investment trust, on behalf of said real estate investment trust.

Linda L. Maupin  
Notary Public

My Commission Expires: June 21, 2016



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**SCHEDULE A**  
LEGAL DESCRIPTION

THE WEST 52.0 FEET OF LOT 33, ALL OF LOT 34, AND LOT 35 (EXCEPT THE WEST 24.0 FEET THEREOF) IN CENTEX INDUSTRIAL PARK UNIT 22, BEING A SUBDIVISION IN SECTION 34, TOWNSHIP 41 NORTH, RANGE 11, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

**Permanent Index Number(s):** 08-34-305-033-0000

**Common Address:** 900 Pratt Blvd, Elk Grove Village, IL 60007


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EXHIBIT A

CERTIFICATE

Property of Cook County Security Clerk's Office



# UNOFFICIAL COPY



**PROLOGIS**

## ASSISTANT SECRETARY'S CERTIFICATE

The undersigned, Mark E. Jurgensen, being an Assistant Secretary of Prologis, a Maryland real estate investment trust ("Prologis"), hereby certifies as follows:

1. This certificate is furnished in connection with Elk Grove 12, located at 900 Pratt Boulevard, Elk Grove Village, Illinois 60007 (the "Property") that is currently owned by Prologis.
2. Property was previously owned by Progress Center/Alabama Limited Partnership, a California limited partnership ("Progress Center").
3. Progress Center changed its name to MIT Secured L.P. (the "Partnership") on December 18, 1996. Attached hereto as Exhibit A is a true and correct copy of the Amendment to Certificate of Limited Partnership.
4. Attached hereto as Exhibit B with respect to the Partnership are true and correct copies of a Certificate of Dissolution, dated January 1, 2000 and a Certificate of Cancellation, dated January 5, 2000, issued by the State of California.
5. Attached hereto as Exhibit C is a true and correct copy of a Certificate of Amendment of Amended and Restated Declaration of Trust of ProLogis Trust, changing its name to ProLogis, filed with the Maryland State Department of Assessments and Taxation on May 23, 2002.
6. Attached hereto as Exhibit D is a true and correct copy of Articles of Amendment and Restatement of ProLogis, changing its name to Prologis, filed with the Maryland State Department of Assessments and Taxation on June 3, 2011.
7. All of the assets of the Partnership were distributed to ProLogis, or wholly owned subsidiaries of ProLogis, as of the effective date of the Partnership's dissolution.

[Signature Page to Follow]

# UNOFFICIAL COPY

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the 21<sup>st</sup> day of February 2013.

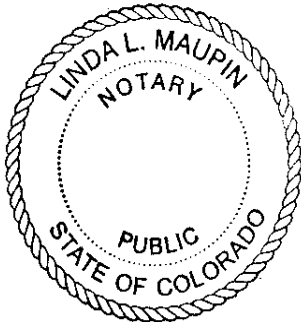
Mark E. Jurgensen  
Mark E. Jurgensen  
Assistant Secretary

STATE OF COLORADO )  
 ) ss.  
COUNTY OF DENVER )

The foregoing document was acknowledged before me this 21<sup>st</sup> day of February 2013, by Mark E. Jurgensen, in his capacity as an Assistant Secretary of Prologis, a Maryland real estate investment trust.

Witness my hand and official seal.

[SEAL]



Linda L. Maupin  
Notary Public

My commission expires: June 21, 2016

PROPERTY OF COOK COUNTY Clerk's Office



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## EXHIBIT A

Amendment to Certificate of Limited Partnership

  
Property of Cook County Clerk's Office

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## State of California Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

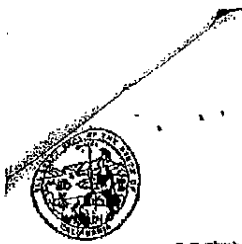
MAR 05 2009



*Debra Bowen*

DEBRA BOWEN  
Secretary of State

# UNOFFICIAL COPY



State of California  
 March 1996  
 Secretary of State

304  
 Form LP-2

## AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

**IMPORTANT—Read instructions on back before completing this form**

This Certificate is presented for filing pursuant to Section 15622, California Corporations Code.

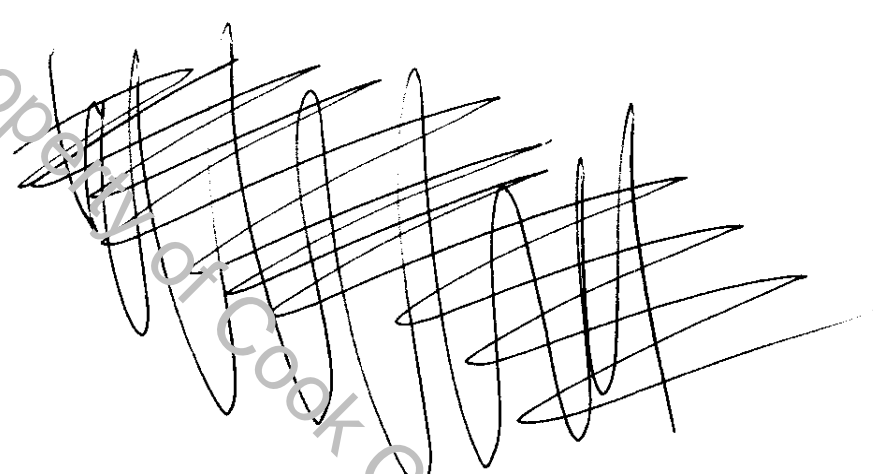
<b>1. SECRETARY OF STATE FILE NO.</b> (ORIGINAL CERTIFICATE - FORM LP-1)  8733800015	<b>2. NAME OF LIMITED PARTNERSHIP</b>  a California Limited Partnership PROGRESS CENTER/ALABAMA LIMITED Partnership, Partnership
<b>3. THE CERTIFICATE OF LIMITED PARTNERSHIP IS AMENDED AS FOLLOWS: (COMPLETE APPROPRIATE SUB-SECTIONS) CONTINUE ON SECOND PAGE, IF NECESSARY.</b>	
<b>A. THE LIMITED PARTNERSHIP NAME IS CHANGED TO:</b> MIT SECURED L.P.	
<b>B. PRINCIPAL EXECUTIVE OFFICE ADDRESS CHANGE</b>  ADDRESS:  CITY: STATE: ZIP CODE:	<b>E. GENERAL PARTNER NAME CHANGE</b>  OLD NAME: Pro-Sierra Corporation NEW NAME: MIT Secured, Inc.
<b>C. CALIFORNIA OFFICE ADDRESS CHANGE</b>  ADDRESS:  CITY: STATE: CA ZIP CODE:	<b>F. GENERAL PARTNER(S) WITHDRAWN:</b>  NAME:  NAME:
<b>D. GENERAL PARTNER ADDRESS CHANGE:</b>  NAME: ADDRESS:  CITY: STATE: ZIP CODE:	<b>G. GENERAL PARTNER ADDRESS:</b>  NAME: ADDRESS:  CITY: STATE: ZIP CODE:
<b>H. INFORMATION CONCERNING THE AGENT FOR SERVICE OF PROCESS HAS BEEN CHANGED TO:</b>  NAME: Robert A. Dobbin ADDRESS: c/o Meridian Industrial Trust, Inc. 455 Market Street, Suite 1700 CITY: San Francisco STATE: CA ZIP CODE: 94105	
<b>I. THE NUMBER OF GENERAL PARTNERS REQUIRED TO ACKNOWLEDGE AND FILE CERTIFICATES OF AMENDMENT, DISSOLUTION, CONTINUATION AND CANCELLATION IS CHANGED TO:</b>  <input type="checkbox"/>	<b>J. OTHER MATTERS TO BE INCLUDED IN THE CERTIFICATE OF LIMITED PARTNERSHIP ARE AMENDED AS INDICATED ON THE ATTACHED PAGES.</b>  NUMBER OF PAGES ATTACHED: <input type="checkbox"/>
(PLEASE INDICATE NUMBER ONLY)	
<b>4. IT IS HEREBY DECLARED THAT I AM (WE ARE) THE PERSON(S) WHO EXECUTED THIS AMENDMENT TO THE IDENTIFIED CERTIFICATE OF LIMITED PARTNERSHIP, WHICH EXECUTION IS MY (OUR) ACT AND DEED. (SEE INSTRUCTIONS)</b>	
SIGNATURE: MIT SECURED, INC. By: Robert A. Dobbin SIGNATURE: Robert A. Dobbin, Secretary DATE: 11/27/96	THIS SPACE FOR FILING OFFICER USE 8733800015  FILED In the office of the Secretary of State of the State of California  (DEC 18 1996)  Bill Jones BILL JONES, Secretary of State
POSITION OR TITLE: DATE: POSITION OR TITLE: DATE:	
SIGNATURE: SIGNATURE:	
POSITION OR TITLE: DATE: POSITION OR TITLE: DATE:	
<b>5. RETURN ACKNOWLEDGEMENT TO:</b>  NAME: Landels Ripley & Diamond, LLP ADDRESS: 350 The Embarcadero CITY: San Francisco, CA 94105-1250 STATE: Attn: Geoffrey M. Dugan, Esq. ZIP CODE:	
SEC/STATE REV. 1/80 <span style="float: right;">FORM LP-2 - FILING FEE: \$15                  Approved by Secretary of State</span>	

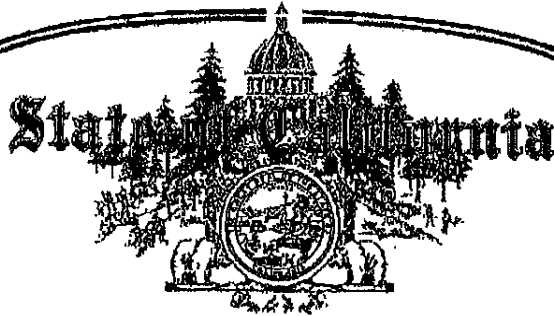
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## EXHIBIT B

Certificate of Dissolution  
Certificate of Cancellation

Property of Cook County Clerk's Office



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SECRETARY OF STATE

**CERTIFICATE OF DISSOLUTION**

I, **KEVIN SHELLEY**, Secretary of State of the State of California, hereby certify:

That on the 4th day of December, 1987, **MIT SECURED L.P.**, became recognized under the laws of the State of California by filing its Certificate of Limited Partnership in this office.

I further certify that on the 1st day of January, 2000, the Certificate of Limited Partnership was dissolved pursuant to the provisions of Sections 15623, California Corporations Code.

That no record exists in this office of a certificate of cancellation of said limited partnership nor of a court order declaring cancellation.

Further, said limited partnership will not cease to exist until the filing of the certificate of cancellation.



IN WITNESS WHEREOF, I execute  
this certificate and affix the Great  
Seal of the State of California this  
15th day of March, 2003.

*Kevin Shelley*  
KEVIN SHELLEY  
Secretary of State

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SECRETARY OF STATE

## CERTIFICATE OF CANCELLATION

I, **KEVIN SHELLEY**, Secretary of State of the State of California, hereby certify:

That on the 4th day of December, 1987, **MIT SECURED L.P.**, became recognized under the laws of the State of California by filing its Certificate of Limited Partnership in this office.

I further certify that on the 5th day of January, 2000, the Certificate of Limited Partnership was cancelled pursuant to the provisions of Section 18623, California Corporations Code.

I further certify that this limited partnership is no longer in existence.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this 15th day of March, 2003.

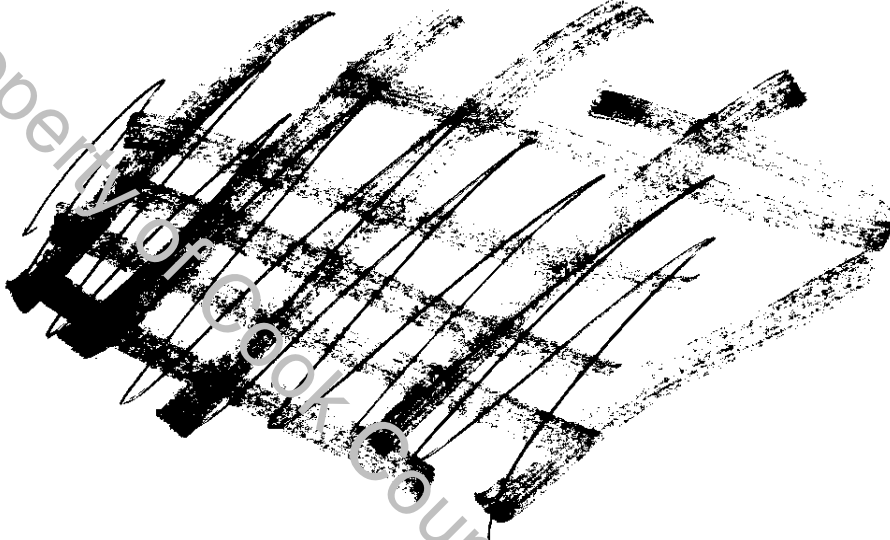
*Kevin Shelley*  
**KEVIN SHELLEY**  
 Secretary of State

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## EXHIBIT C

Certificate of Amendment of  
Amended and Restated Declaration of Trust

Property of Cook County Clerk's Office



**UNOFFICIAL COPY**

Department of  
Assessments and Taxation



Charter Division

Governor  
Ronald W. Wineholt  
Director  
Paul B. Anderson  
Administrator

MARYLAND DOCUMENT RETRIEVAL  
LWR LVL 1  
343 N CHARLES ST  
BALTIMORE MD 21201-4326

Date: 05-24-2002

**RECEIVED**  
MAY 30 2002  
PROLOGIS LEGAL DEPT

This letter is to confirm acceptance of the following filing:

ENTITY NAME: . . . . PROLOGIS  
DEPARTMENT ID : D05597038  
TYPE OF REQUEST : ARTICLES OF AMENDMENT / NAME CHANGE  
DATE FILED : 05-23-2002  
TIME FILED : 04:33-PM  
RECORDING FEE : \$50.00  
EXPEDITED FEE : \$70.00  
COPY FEE : \$8.00  
FILING NUMBER : 1000361987056722  
CUSTOMER ID : 0000886781  
WORK ORDER NUMBER : 0000596733

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK ORDER NUMBER ON ANY INQUIRIES. EVERY YEAR THIS ENTITY MUST FILE A PERSONAL PROPERTY RETURN IN ORDER TO MAINTAIN ITS EXISTENCE EVEN IF IT DOES NOT OWN PERSONAL PROPERTY. A BLANK RETURN WILL BE MAILED BY FEBRUARY OF THE YEAR FOR WHICH THE RETURN IS DUE.

301 West Preston Street, Baltimore, Maryland 21201  
Telephone (410) 767-1350  
MRS (Maryland Relay Service) (800) 735-2258 TTY/Voice  
Fax (410) 333-7097

0001846459

chase



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ENTITY TYPE: INVESTMENT TRUST  
STOCK: Y  
CLOSE: N  
EFFECTIVE DATE: 05-23-2002  
PRINCIPAL OFFICE: 11 E. CHASE ST.  
BALTIMORE MD 21202  
RESIDENT AGENT: THE PRENTICE-HALL CORPORATION SYSTEM, MARYLAND  
11 E. CHASE ST.  
BALTIMORE MD 21202

COMMENTS:  
THIS AMENDMENT RECORD INDICATES THE NAME CHANGE  
FROM: PROLOGIS TRUST.  
TO: PROLOGIS.

Property of Cook County Clerk's Office

**UNOFFICIAL COPY**

<b>STATE OF MARYLAND</b>	
I hereby certify that this is a true and complete copy of the	
page document on file in this office. DATE: <u>5/23/2002</u>	<u>2</u>
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION	
BY: _____	Custodian
This stamp replaces our previous certification system. Effective: 6/95	

**CERTIFICATE OF AMENDMENT  
OF  
AMENDED AND RESTATED DECLARATION OF TRUST  
OF  
PROLOGIS TRUST**

The undersigned, being the Secretary and an Assistant Secretary of ProLogis Trust, a Maryland real estate investment trust (the "Trust"), do hereby certify pursuant to the provisions of Article VI of the Articles of Amendment and Restatement of the Amended and Restated Declaration of Trust (the "Declaration of Trust") of the Trust filed with the Maryland Secretary of State on June 25, 1999, and in accordance with the applicable provisions of Maryland law:

1. That the Board of Trustees has adopted a resolution to amend the Declaration of Trust as hereinafter set forth and has declared that such amendment is advisable.
2. Pursuant to Article I, Section 1(d) of the Declaration of Trust, and pursuant to the Maryland General Corporation Law §§ 8-501(e)(2) and 8-605, the Board of Trustees may change the name of the Trust without Shareholder approval by at least a majority of the entire Board.
3. That the amendment has been approved by the Board of Trustees of the Trust by the affirmative vote of at least a majority of the Board entitled to notice of, and to vote at, the meeting of Board of Trustees held on May 22, 2002.

Therefore, the Declaration of Trust is hereby amended as follows:

Article 1, Section 1 is hereby amended by deleting the words "ProLogis Trust" appearing in the first sentence thereof and substituting the word "ProLogis", such amendment to be effective as of the 22<sup>nd</sup> day of May, 2002.

The undersigned Secretary and Assistant Secretary acknowledge this Certificate of Amendment to be the act of the Trust and further, as to all matters or facts required to be verified under oath, each 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.

IN WITNESS WHEREOF, the undersigned Secretary and Assistant Secretary of the Trust have hereunto set their hands effective as of the 22<sup>nd</sup> day of May, 2002.

Edward S. Nekritz  
Edward S. Nekritz, Secretary

Stephen K. Schutte  
Stephen K. Schutte, Assistant Secretary



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## EXHIBIT D

Articles of Amendment and Restatement

~~Property of Cook County Clerk's Office~~

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State of Maryland  
**Department of  
 Assessments and Taxation**



Charter Division

**Martin O'Malley**  
 Governor

**C. John Sullivan, Jr.**  
 Director

**Paul B. Anderson**  
 Administrator

Date: 06/03/2011

VENABLE LLP  
 ANDREA COHEN  
 SUITE 500  
 750 E PRATT ST  
 BALTIMORE MD 21202-3142

THIS LETTER IS TO CONFIRM ACCEPTANCE OF THE FOLLOWING FILING:

ENTITY NAME : PROLOGIS  
 DEPARTMENT ID : D03597838  
 TYPE OF REQUEST : ARTICLES OF AMENDMENT AND RESTATEMENT  
 DATE FILED : 06-03-2011  
 TIME FILED : 10:20 AM  
 RECORDING FEE : \$100.00  
 EXPEDITED FEE : \$70.00  
 COPY FEE : \$28.00  
 FILING NUMBER : 1000362001822289  
 CUSTOMER ID : 0002598271  
 WORK ORDER NUMBER : 0003814851

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT  
 IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK  
 ORDER NUMBER ON ANY INQUIRIES.

Charter Division  
 Baltimore Metro Area (410) 767-1350  
 Outside Metro Area (888) 246-5941

# UNOFFICIAL COPY

ENTITY TYPE: INVESTMENT TRUST  
STOCK: Y  
CLOSE: N  
EFFECTIVE DATE: 06-03-2011  
PRINCIPAL OFFICE: 7 ST. PAUL STREET, SUITE 1660  
BALTIMORE MD 21202  
RESIDENT AGENT: THE PRENTICE-HALL CORPORATION SYSTEM, MARYLAND  
7 ST. PAUL STREET, SUITE 1660  
BALTIMORE MD 21202

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Execution Version

Property of Cook County Clerk's Office

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**PROLOGIS**  
**ARTICLES OF AMENDMENT AND RESTATEMENT**

---

700156390 10469639

<b>STATE OF MARYLAND</b>
I hereby certify that this is a true and complete copy of the page document on file in this office. DATED: <u>6/3/11</u>
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
BY: <u>Jonny Brown</u> , Custodian
This stamp replaces our previous certification system. Effective: 6/95

**UNOFFICIAL COPY****PROLOGIS****ARTICLES OF AMENDMENT AND RESTATEMENT**

These Articles of Amendment and Restatement of ProLogis are made as of June 3, 2011.

**RECITALS**

1. ProLogis, a Maryland real estate investment trust (the "Trust"), desires to amend and restate its declaration of trust, as currently in effect, in the manner hereinafter set forth.

2. The amendment to and restatement of the declaration of trust of the Trust as hereinafter set forth was advised by the Board of Trustees of the Trust (the "Board of Trustees" or the "Board") and approved by the shareholders of the Trust (collectively, the "Shareholders" and, individually, a "Shareholder") as required by law.

4. (a) Immediately before the filing of these Articles of Amendment and Restatement, the total number of shares of beneficial interest of all classes which the Trust had authority to issue was 750,000,000, consisting of 737,580,000 Common Shares, par value \$0.01 per share, 2,300,000 Series C Preferred Shares, par value \$0.01 per share, 5,060,000 Series F Preferred Shares, par value \$0.01 per share, and 5,060,000 Series G Preferred Shares, par value \$0.01 per share, having an aggregate par value of \$7,500,000.

(b) Immediately after the filing of these Articles of Amendment and Restatement, the total number of shares of beneficial interest of all classes which the Trust has authority to issue is 750,000,000, consisting of 750,500,000 Common Shares, par value \$0.01 per share, having an aggregate par value of \$7,500,000.

**DECLARATION**

NOW, THEREFORE, the following provisions are all of the provisions of the Trust's declaration of trust as currently in effect and as amended hereby.

**ARTICLE I. THE TRUST**

The Trust is a "real estate investment trust" within the meaning of 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 as a disregarded entity for U.S. federal income tax purposes).

**ARTICLE II. NAME**

**Section 1.** The name of the Trust is "Prologis".

**Section 2.** Under circumstances in which 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.



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## ARTICLE III. PURPOSES AND POWERS

**Section 1. Purposes.** The purposes for which the Trust is formed are to invest in and to acquire, hold, manage, administer, control and dispose of property.

**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.

## ARTICLE IV. RESIDENT AGENT

The name of the resident agent of the Trust in the State of Maryland is The Prentice-Hall Corporation System, Maryland, whose post office address is 7 St. Paul Street, Suite 1660, Baltimore, Maryland 21202. The resident agent is a corporation of the State of Maryland. 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 Trust's Bylaws (the "Bylaws"), (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 may take any action as in its sole judgment and discretion is necessary or appropriate to conduct the business and affairs of the Trust. The Declaration of Trust shall be construed with the presumption in favor of the grant of power and authority to the Board. Any construction of the Declaration of Trust or determination made in good faith by the Board concerning its powers and authority hereunder shall be conclusive. The enumeration and definition of particular powers of the Board of Trustees included in the Declaration of Trust or in the Bylaws shall in no way be limited or restricted by reference to or inference from the terms of this or any other provision of the Declaration of Trust or the Bylaws or construed or deemed by inference or otherwise in any manner to exclude or limit the powers conferred upon the Board or the trustees of the Trust (collectively, the "Trustees" and, individually, a "Trustee") under the general laws of the State of Maryland or any other applicable laws. The Board may act with or without a meeting. Except as otherwise provided herein, any action of a majority of Trustees present at a duly convened meeting of the Board shall be conclusive and binding as an action of the Board. A quorum for meetings of the Board shall be a majority of all of the Trustees in office. Action may be taken without a meeting in any manner and by any means permitted by Maryland law only by unanimous consent of all of the Trustees in office and shall be evidenced by a written certificate or instrument signed by all of the Trustees in office.

The Board, without any action by the Shareholders, shall have and may exercise the power, on behalf of the Trust, without limitation: to adopt, amend and repeal Bylaws; to elect officers in the manner prescribed in the Bylaws; to solicit proxies from holders of shares of beneficial interest of the Trust; and to do any other acts and deliver any other documents necessary or appropriate to the foregoing powers.

# UNOFFICIAL COPY

**Section 2. Number.** The number of Trustees shall be one, which number may thereafter be increased or decreased by the Trustees then in office from time to time; however, the total number of Trustees shall be not less than one and not more than 15. No reduction in the number of Trustees shall cause the removal of any Trustee from office prior to the expiration of its term.

**Section 3. Board.** The name and address of the Trustee who shall serve until the earlier of the next annual meeting and until its successor is duly elected and qualifies is:

<u>Name</u>	<u>Address</u>
Upper Dumpkin LLC	c/o ProLogis 4545 Airport Way Denver, Colorado 80239

**Section 4. Term.** The Trustee shall be elected at each annual meeting of the Shareholders and shall serve until the next annual meeting of the Shareholders and until its successor is duly elected and qualifies.

**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 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 shares of beneficial interest ("Shares"). The total number of Shares which the Trust has authority to issue is 750,000,000, consisting of 750,000,000 common shares of beneficial interest.

## ARTICLE VII. SHAREHOLDERS

There shall be an annual meeting of the Shareholders, to be held after delivery of the annual report and 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 his being a Shareholder, nor shall any Shareholder be subject to any personal liability whatsoever, in tort, contract or otherwise, to any person or entity 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 Trustee or officer of the Trust shall be liable to the

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Trust or to any Shareholder for money damages. Neither the amendment nor repeal of this Section, nor the adoption or amendment of any other provision of this Declaration of Trust 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 which 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 Trustee 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 or officer (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 corporation, partnership, joint venture, trust, other enterprise or employee benefit plan) 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 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 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, whether or not any of them has a financial interest in such transaction.

## ARTICLE IX. AMENDMENT

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

**Section 2. Amendment by Shareholders.** 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.

## ARTICLE X. DURATION OF TRUST

**Section 1. General.** The Trust shall continue perpetually unless terminated pursuant to any applicable provision of Title 8 or pursuant to Section 2 of this Article X.

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**Section 2. Termination by Shareholders.** The Trust may be terminated at any time by the affirmative vote of the holders of not less than a majority of the Shares then outstanding.

## 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 according to the laws of the State of Maryland without regard to conflicts of laws provisions thereof.

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IN WITNESS WHEREOF, the Trust has caused these Articles of Amendment and Restatement to be signed in its name and on its behalf as of the date first written above, by the undersigned Senior Vice President and attested by its Assistant Secretary. The undersigned acknowledges these Articles of Amendment and Restatement to be the trust act of the Trust and as to all matters or facts required to be verified under oath, the undersigned 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 for perjury.

PROLOGIS

By: 

Name: Phillip D. Joseph, Jr.,

Title: Senior Vice President and Treasurer

ATTEST:



Name: Michael T. Blair

Title: Assistant Secretary

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## CORPORATE CHARTER APPROVAL SHEET

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

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

DOCUMENT CODE 75 BUSINESS CODE \_\_\_\_\_  
# D 03597838

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

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

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

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

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

\_\_\_\_\_

\_\_\_\_\_

Affix Barcode Label Here

---

Affix Barcode Label Here

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

\_\_\_\_\_

\_\_\_\_\_

### FEES REMITTED

Base Fee: \_\_\_\_\_  
 Org. & Cap. Fee: \_\_\_\_\_  
 Expedite Fee: 70  
 Penalty: \_\_\_\_\_  
 State Recordation Tax: \_\_\_\_\_  
 State Transfer Tax: \_\_\_\_\_  
1 Certified Copies \_\_\_\_\_  
 Copy Fee: 28  
 Certificates \_\_\_\_\_  
 Certificate of Status Fee: \_\_\_\_\_  
 Personal Property Filings: \_\_\_\_\_  
 Mail Processing Fee: \_\_\_\_\_  
 Other: \_\_\_\_\_  
**TOTAL FEES: 198**

\_\_\_\_\_ 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

Code 063  
Attention: Andrew Cohen  
Mail: Name and Address

Approved By: 9

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

COMMENT(S):

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**CERTIFIED  
COPY MADE**

Stamp Work Order and Customer Number HERE

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## STATEMENT OF GRANTOR/GRANTEE

The grantor or his agent affirms that, to the best of his knowledge, the name of the grantee shown on the deed or assignment of beneficial interest in a land trust is either a natural person, an Illinois corporation or foreign corporation authorized to do business or acquire and hold title to real estate in Illinois, a partnership authorized to do business or acquire and hold title to real estate in Illinois, or other entity recognized as a person and authorized to do business or acquire title to real estate under the laws of the State of Illinois.

Dated 25, 13 Signature: [Signature]  
Grantor or Agent

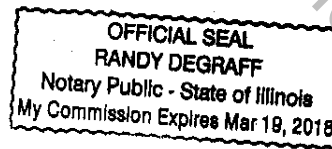
Subscribed and sworn to before me by the said \_\_\_\_\_  
this 25 day of Feb,  
13.  
Notary Public [Signature]



The grantee or his agent affirms that, to the best of his knowledge, the name of the grantee shown on the deed or assignment of beneficial interest in a land trust is either a natural person, an Illinois corporation or foreign corporation authorized to do business or acquire and hold title to real estate in Illinois, a partnership authorized to do business or acquire and hold title to real estate in Illinois, or other entity recognized as a person and authorized to do business or acquire title to real estate under the laws of the State of Illinois.

Dated 2-25, 13 Signature: [Signature]  
Grantee or Agent

Subscribed and sworn to before me by the said \_\_\_\_\_  
this 25 day of Feb,  
13.  
Notary Public [Signature]



NOTE: Any person who knowingly submits a false statement concerning the identity of a grantee shall be guilty of a Class C misdemeanor for the first offense and of a Class A. misdemeanor for subsequent offenses.

(Attach to deed or AB) to be recorded in Cook County, Illinois, if exempt under provisions of Section 4 of the Illinois Real Estate Transfer Tax Act.