

(1) Adopt a resolution which sets forth the proposed amendment and declares that it is advisable; and

(2) Direct that the proposed amendment be submitted for consideration [at either an annual or a special meeting of] BY the shareholders.

(c) (1) [Notice] IF THE PROPOSED AMENDMENT IS TO BE CONSIDERED AT A MEETING OF THE SHAREHOLDERS, NOTICE which states that a purpose of the meeting will be to act upon the proposed amendment shall be given by the real estate investment trust in the manner required by its declaration of trust or bylaws to:

(i) Each shareholder entitled to vote on the proposed amendment; and

(ii) Each shareholder not entitled to vote on the proposed amendment if the contract rights of the shareholder's shares, as expressly set forth in the declaration of trust, would be altered by the amendment.

(2) The notice shall include a copy of the amendment or a summary of the changes it will affect.

(d) The proposed amendment shall be approved by the shareholders of the real estate investment trust by the affirmative vote OR WRITTEN CONSENT of two thirds of all the votes entitled to be cast on the matter.

(e) A declaration of trust may permit:

(1) [the] THE BOARD OF trustees [by a two-thirds vote], WITH THE APPROVAL OF TWO THIRDS OF ITS MEMBERS, AND WITHOUT ACTION BY THE SHAREHOLDERS, to amend [provisions of] the declaration of trust from time to time to qualify as a real estate investment trust under the Internal Revenue Code or under this title; AND

(2) A MAJORITY OF THE ENTIRE BOARD OF TRUSTEES, WITHOUT ACTION BY THE SHAREHOLDERS, TO AMEND THE DECLARATION OF TRUST IN ANY RESPECT IN WHICH THE CHARTER OF A CORPORATION MAY BE AMENDED IN ACCORDANCE WITH § 2-605 OF THIS ARTICLE.

(f) Articles of amendment, setting forth the amendment and stating the manner in which it was approved, shall be signed and acknowledged by at least a majority of the trustees, or an officer duly authorized by at least a majority of the trustees, and filed with the Department.

8-501.1.

(a) (3) "Foreign business trust" means a business trust organized under the laws of the United States, another state of the United States, or a territory, possession, or district of the United States, OR UNDER THE LAWS OF A FOREIGN COUNTRY.

(c) A merger shall be approved in the manner provided by this section, except that: