

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CW HOOVER PROPERTIES LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"CW MICRON PROPERTIES LLC", A DELAWARE LIMITED LIABILITY COMPANY,

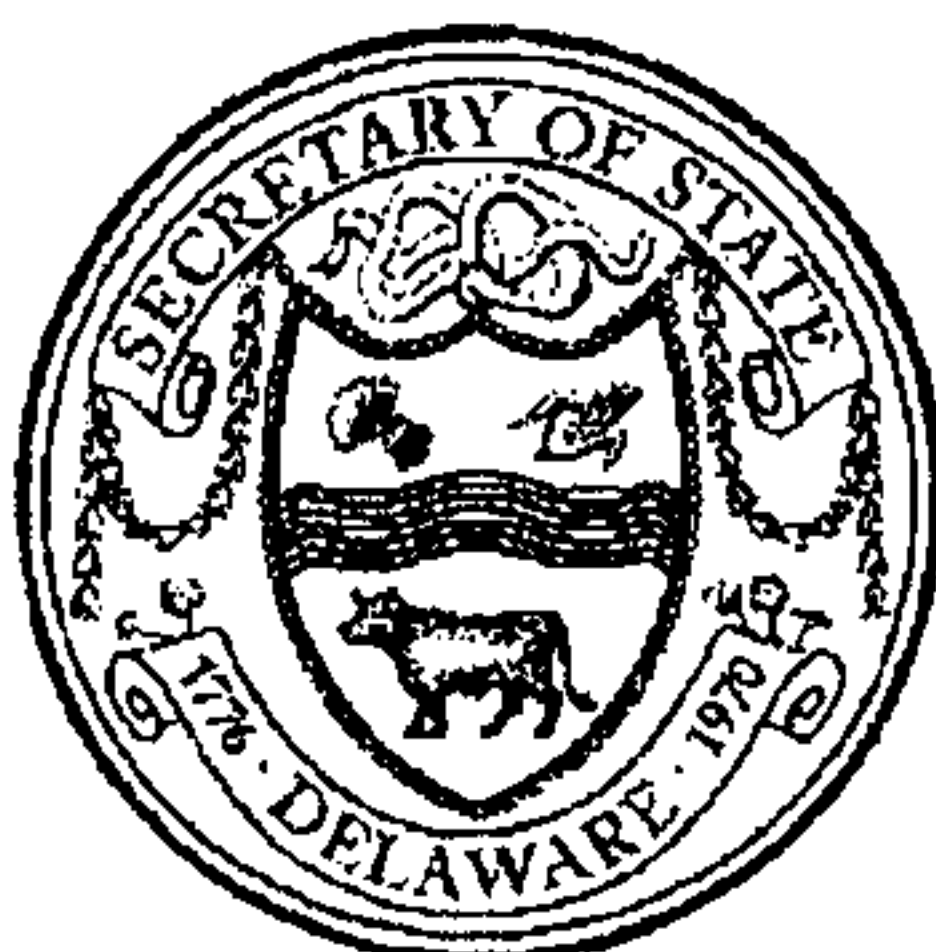
WITH AND INTO "HUB PROPERTIES TRUST" UNDER THE NAME OF "HUB PROPERTIES TRUST", A REAL ESTATE INVESTMENT TRUST ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MARYLAND, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2011, AT 11:53 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2011, AT 12 O'CLOCK P.M.

4897051 8100M

120100603

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9329818

DATE: 01-30-12

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:56 AM 03/28/2011  
FILED 11:53 AM 03/28/2011  
SRV 110345747 - 4902582 FILE

## CERTIFICATE OF MERGER

OF

CW HOOVER PROPERTIES LLC, AND  
CW MICRON PROPERTIES LLC  
(THE "MERGING ENTITIES")



20120222000062770 2/8 \$33.00  
Shelby Cnty Judge of Probate, AL  
02/22/2012 11:47:36 AM FILED/CERT

AND

HUB PROPERTIES TRUST

Hub Properties Trust, a Maryland real estate investment trust (the "Surviving Entity"), hereby certifies the following information relating to the merger of the Merging Entities with and into the Surviving Entity (the "Mergers"):

**FIRST:** The name and jurisdiction of formation or organization of the Merging Entities and the Surviving Entity are as follows:

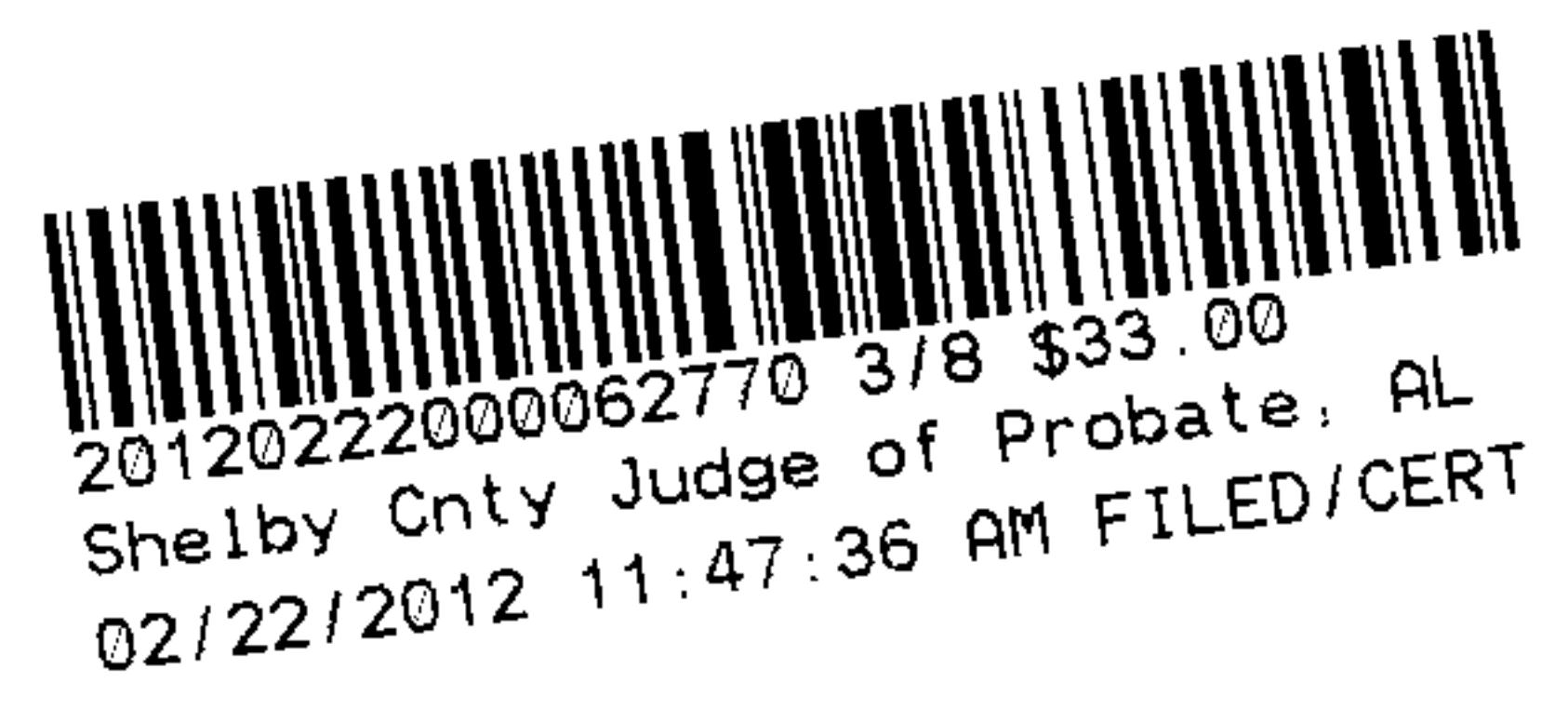
<u>Name</u>	<u>State</u>	<u>Entity Type</u>
<i>Merging Entities</i>		
CW Hoover Properties LLC	Delaware	limited liability company
CW Micron Properties LLC	Delaware	limited liability company
<i>Surviving Entity</i>		
Hub Properties Trust	Maryland	real estate investment trust

**SECOND:** The Agreement and Plan of Merger setting forth the terms and conditions of the Mergers (the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the Merging Entities and the Surviving Entity in accordance with the provisions of Section 18-209 of the Delaware Limited Liability Company Act, as amended.

**THIRD:** The name of the Surviving Entity shall be: "Hub Properties Trust".

**FOURTH:** The organizational documents of the Surviving Entity, as now in force and effect, shall continue to be the organizational documents of the Surviving Entity.

**FIFTH:** The Surviving Entity agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of the Merging Entities and irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such action, suit or proceeding. A copy of such service of process shall be mailed to Hub Properties Trust, Two Newton Place, 255 Washington Street, Newton, MA 02458-1634.



**SIXTH:** The executed Merger Agreement is on file at the principal place of business of the Surviving Entity, at Two Newton Place, 255 Washington Street, Newton, MA 02458-1634.

**SEVENTH:** A copy of the Merger Agreement will be furnished by the Surviving Entity, on request and without cost, to any member or stockholder of the Merging Entities, as applicable, or any shareholder of the Surviving Entity.

**EIGHTH:** The Mergers shall be effective at 12:00 PM Eastern Time, on March 18, 2011.



20120222000062770 4/8 \$33.00  
Shelby Cnty Judge of Probate, AL  
02/22/2012 11:47:36 AM FILED/CERT

IN WITNESS WHEREOF, this Certificate of Merger has been executed on this 14 day  
of March, 2011.

**HUB PROPERTIES TRUST**

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

  
John C. Popeo  
Treasurer and Chief Financial Officer





20120222000062770 5/8 \$33.00  
Shelby Cnty Judge of Probate, AL  
02/22/2012 11:47:36 AM FILED/CERT

**ARTICLES OF MERGER**

**BETWEEN**

**CW HOOVER PROPERTIES LLC,  
CW MICRON PROPERTIES LLC  
AND**

**HUB PROPERTIES TRUST**

March <sup>24</sup>, 2011

**THIS IS TO CERTIFY THAT:**

**FIRST:** That the entities listed below (collectively referred to herein as the "Merging Entities") and Hub Properties Trust, a Maryland real estate investment trust (the "Surviving Entity"), agree that the Merging Entities shall be merged with and into the Surviving Entity in the manner set forth herein (the "Mergers").

Merging Entities:

CW Hoover Properties LLC, a Delaware limited liability company.  
CW Micron Properties LLC, a Delaware limited liability company.

**SECOND:** The Merging Entities were formed on the dates set forth below:

CW Hoover Properties LLC was formed on December 11, 2010.  
CW Micron Properties LLC was formed on November 24, 2010.

**THIRD:** Each of the Merging Entities 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:** None of the Merging Entities 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 200,000,000, consisting of 100,000,000 Common Shares, \$0.01 par value per share, and 100,000,000 Preferred Shares, \$0.01 par value per share. The aggregate par value of all authorized shares of beneficial interest having par value is \$2,000,000.

(b) Authorized shares of the Merging Entities:

(i) The membership interests in CW Hoover Properties LLC are all of a single class, totaling 100%.

(ii) The membership interests in CW Micron Properties LLC are all of a single class, totaling 100%.

*[Handwritten signatures and dates]*  
3/28/11 / 30/12  
1200 pm

(B1248934; 3)

723024-10 EYR



20120222000062770 6/8 \$33.00  
Shelby Cnty Judge of Probate, AL  
02/22/2012 11:47:36 AM FILED/CERT

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

**SEVENTH:** (a) The terms and conditions of the transaction described in these Articles of Merger with respect to the Mergers 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 each of CW Hoover Properties LLC and CW Micron Properties LLC 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 each of the foregoing Merging Entities by means of a joint written consent of the manager and sole member of each of the foregoing Merging Entities.

**EIGHTH:** At the Effective Time (defined below), each of the Merging Entities 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 Entities; and all leases, licenses, property, rights, privileges, and powers of whatever nature and description of the Merging Entities 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 Entities will become the debts, liabilities, duties and obligations of the Surviving Entity.

At the Effective Time, the issued and outstanding membership interests of CW Hoover Properties LLC and CW Micron Properties LLC shall, by virtue of the Mergers 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 Mergers shall become effective at 12:00 PM, Eastern Time, on March 18, 2011 (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]*





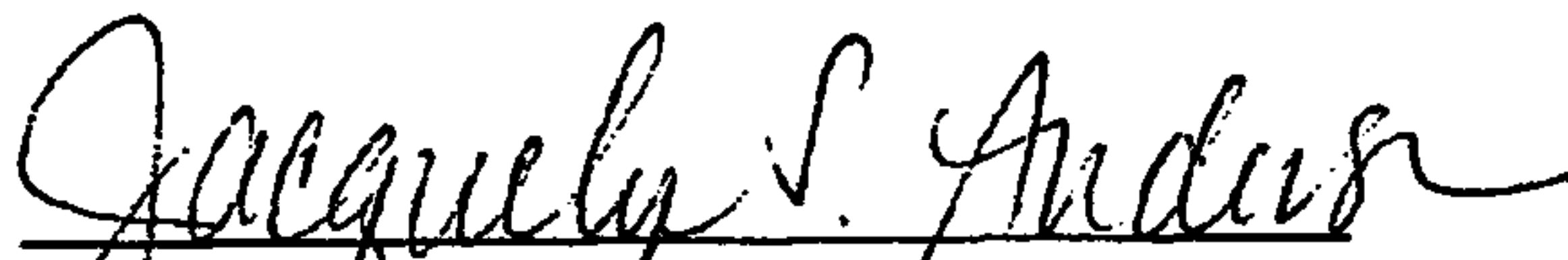
20120222000062770 7/8 \$33.00  
Shelby Cnty Judge of Probate, AL  
02/22/2012 11:47:36 AM FILED/CERT


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:

Hub Properties Trust

  
Jacquelyn S. Anderson  
Assistant Secretary


By:   
John C. Popeo  
Treasurer and Chief Financial Officer

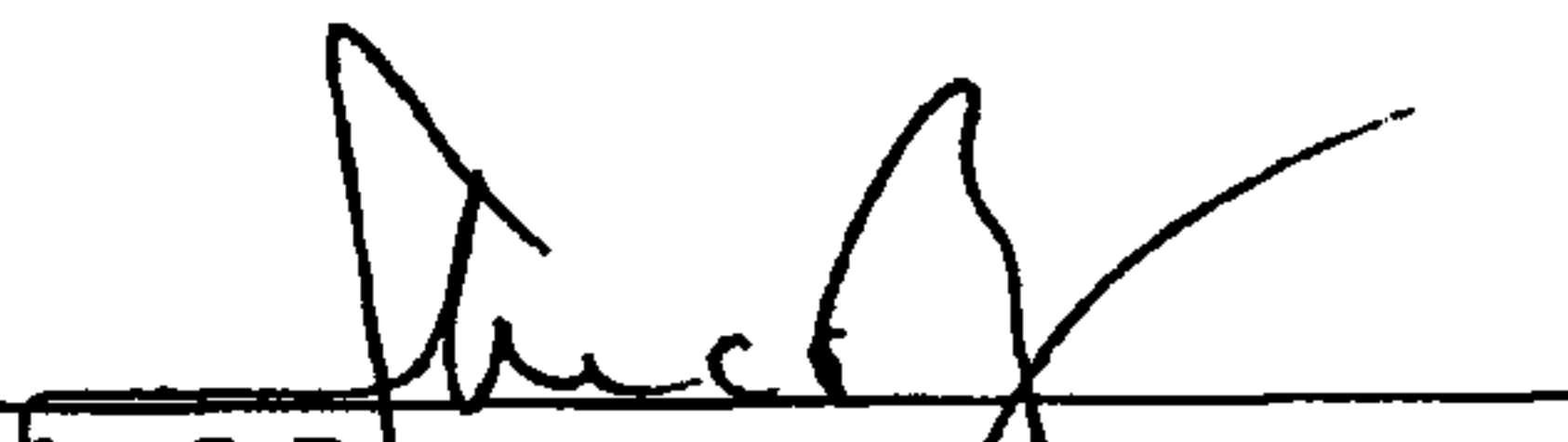
**MERGING ENTITIES**

CW Hoover Properties LLC  
CW Micron Properties LLC

Attest:

By: Hub Properties Trust, as Manager and  
Sole Member of each of the foregoing  
entities

  
Jacquelyn S. Anderson  
Assistant Secretary

By:   
John C. Popeo  
Treasurer and Chief Financial Officer

CUST ID: 0002565921  
WORK ORDER: 0003782501  
DATE: 03-28-2011 12:37 PM  
AMT. PAID: \$194.00

# CORPORATE CHARTER APPROVAL SHEET

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

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

DOCUMENT CODE 11 BUSINESS CODE 13

# \_\_\_\_\_

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

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

Merging (Transferor) CW Hoover Properties  
LHC (De) and CW  
Micron Properties LLC  
(De)

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

Hub Properties Trust  
(MD) D04497129



1000362001457433



20120222000062770 8/8 \$33.00

Shelby Cnty Judge of Probate, AL

02/22/2012 11:47:36 AM FILED/CERT

ID # D04497129 ACK # 1000362001457433

PAGES: 0004

HUB PROPERTIES TRUST

03/28/2011 AT 12:00 P WO # 0003782501

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: 24  
Certificates \_\_\_\_\_  
Certificate of Status Fee: \_\_\_\_\_  
Personal Property Filings: \_\_\_\_\_  
Mail Processing Fee: \_\_\_\_\_  
Other: \_\_\_\_\_

TOTAL FEES: 194

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

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

Approved By: [Signature]

Keyed By: [Signature]

COMMENT(S): \_\_\_\_\_

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 871

Attention: Sylvia White

Mail: Name and Address

CORPORATION SERVICE COMPANY  
STE 1660  
7 ST. PAUL STREET  
BALTIMORE MD 21202

**WALK-IN**

3-28-11  
at  
12:00 pm

**CERTIFIED  
COPY MADE**

Stamp Work Order and Customer Number HERE

CUST ID: 0002565921  
WORK ORDER: 0003782501  
DATE: 03-28-2011 12:37 PM  
AMT. PAID: \$194.00