

**AMENDMENT TO DECLARATION OF TRUST**

**Andover Estates Condominium**

Phel-Jas, LLC of 120 Lumber Lane, Tewksbury, MA 01876, being the Declarant under a Declaration of Trust dated December 9, 2011 and recorded with Middlesex North District Deeds at Book 25529 Page 150 ("Trust"), hereby amends the Trust as follows:

Delete Article III Section 1 in its entirety and replace it with the following:

Section 1. There shall be a Board of Trustees hereunder consisting initially of one (1) individual chosen by Phel-Jas, LLC (the "Declarant"), each to serve for a term which shall expire at the initial annual meeting of Unit Owners unless such term shall expire earlier, as hereinafter provided. The initial Trustee so chosen is: Phel-Jas, LLC, 120 Lumber Lane, Tewksbury, Ma 01876. The initial Trustees shall remain in place until the later of three (3) years from the date hereof or the sale of 75% of the Condominium Units to a third party buyer. Any vacancy in the office of a Trustee appointed by the Declarant shall be filled by the Declarant.

At the initial annual meeting of the Unit Owners, if the Declarant shall no longer own any of the Condominium Units, the aforementioned initial Trustee shall resign and three (3) new Trustees shall be elected by the other Unit Owners; said Trustees shall serve for staggering terms of two (2) years with one of the first three appointed trustees serving only a one (1) year

The Board of Trustees shall consist of three (3) Trustees.

Each vacancy in the office of a Trustee shall be filled by instrument in writing setting forth: (a) the appointment of a natural person to act as such Trustee, signed: (i) by the Declarant (if the vacancy is in the office of a Trustee chosen by the Declarant) or by Unit Owners (in the case of a vacancy in the office of a Trustee not chosen by the Declarant) with each Unit Owner choosing its own trustee or (ii) if the Unit Owner so entitled to choose its own Trustee has not within thirty (30) days after the occurrence of such vacancy made such appointment, by the sole remaining Trustee if there be only one; and (b) the acceptance of such appointment, signed and acknowledged by the person so appointed. Such appointment shall become effective upon the filing with the Middlesex North Registry of Deeds of a certificate of such appointment, signed and accepted as aforesaid, and such person shall then be and become such Trustee and shall be vested with the title to the trust property, jointly with the remaining or surviving Trustee, without the necessity of any act of transfer or conveyance. If for any reason any vacancy in the office of Trustee shall continue for more than sixty (60) days and shall at the end of that time remain unfilled, a Trustee or Trustees to fill such vacancy or vacancies may be appointed by any court of competent jurisdiction upon the application of any Unit Owner and notice to all Unit Owners and Trustees and to such other parties in interest, if any, to whom the court may direct that notice be given.

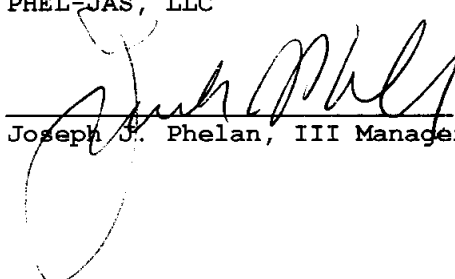
The foregoing provisions of this Section to the contrary

notwithstanding, despite any vacancy in the office of Trustee, however caused and for whatever duration, the remaining of surviving Trustees, subject to the provisions of the immediately following Section, shall continue to exercise and discharge all of the powers, discretions and duties hereby conferred or imposed upon the Trustees.

As hereby amended, the Declaration of Trust is ratified and confirmed in all respects.

Executed as an instrument under seal this 5 day of March, 2012.

PHEL-JAS, LLC

  
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Joseph J. Phelan, III Manager

COMMONWEALTH OF MASSACHUSETTS

Middlesex, ss.

Dated:

On this 5 day of March 2012 before me, the undersigned Notary Public, personally appeared Phel-Jas, LLC by Joseph J. Phelan, III, Manager as aforesaid, who proved to me their identity by providing a Massachusetts Driver License, to be the persons whose names are signed on the preceding document, and acknowledged that each signed the foregoing document voluntarily and for its stated purpose.

  
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Notary Public

My Commission Expires: 8/18/2017

