

State of Maryland
Department of
Assessments and Taxation



Larry Hogan
Governor

Taxpayer Services

Michael L. Higgs
Director

Date: 07/27/2021

ASHLAND CORPORATE SERVICES, LLC
2405 YORK ROAD
SUITE 201
LUTHERVILLE TIMONIUM MD 21093-2264

THIS LETTER IS TO CONFIRM ACCEPTANCE OF THE FOLLOWING FILING:

ENTITY NAME : UDR, INC.
DEPARTMENT ID : D07353964
TYPE OF REQUEST : ARTICLES OF AMENDMENT
DATE FILED : 07-27-2021
TIME FILED : 02:56 PM
RECORDING FEE : \$100.00
ORG. & CAP. FEE : \$20.00
EXPEDITED FEE : \$445.00
COPY FEE : \$23.00
FILING NUMBER : 1000362013274784
CUSTOMER ID : 0003864507
WORK ORDER NUMBER : 0005081083

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

301 West Preston Street-Room 801-Baltimore, Maryland 21201-2395
Telephone (410)767-4950/Toll free in Maryland (888)246-5941.
MRS (Maryland Relay Service) (800)735-2258, TTY/Voice

0012528221

CACCPBT

ENTITY TYPE: ORDINARY BUSINESS - STOCK
STOCK: Y
CLOSE: N
EFFECTIVE DATE: 07-27-2021
PRINCIPAL OFFICE: 2405 YORK ROAD
SUITE 201
LUTHERVILLE TIMONIUM MD 21093-2264
RESIDENT AGENT: THE CORPORATION TRUST INCORPORATED
2405 YORK ROAD
SUITE 201
LUTHERVILLE TIMONIUM MD 21093-2264

UDR, INC.

ARTICLES OF AMENDMENT

UDR, Inc., a Maryland corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Corporation (the "Charter") is hereby amended as follows:

Section 5.1 of the Charter is hereby deleted in its entirety and replaced with:

Section 5.1 Authorized Shares. The Corporation shall have the authority to issue 450,000,000 shares of Common Stock having a par value of \$0.01 per share ("Common Stock"), 50,000,000 shares of preferred stock without par value ("Preferred Stock") and 300,000,000 shares of Excess Stock having a par value of \$0.01 per share. The aggregate par value of all authorized shares of stock having a par value is \$7,500,000. If shares of one class of stock are classified or reclassified into shares of another class of stock pursuant to Section 5.2(b) or 5.3, the number of shares of the former class shall be automatically decreased and the number of shares of the later class shall be automatically increased, in each case by the number of shares so classified or reclassified, as the case may be, so that the aggregate number of shares of all classes that the Corporation has authority to issue shall not be more than the total number of shares set forth in the first sentence of this Article V. To the extent permitted by Maryland law, the Board of Directors ("Board"), with the approval of a majority of the entire Board and without any action by the stockholders, may amend this Charter from time to time to (a) increase or decrease the aggregate number of shares of stock of the Corporation, (b) increase or decrease the number of shares of any class or series that the Corporation has the authority to issue, or (c) classify or reclassify any unissued shares by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications or terms and conditions of redemption of such shares.

SECOND:

- (a) As of immediately before the amendment the total number of shares of stock of all classes which the Corporation had authority to issue was 700,000,000 shares, of which 350,000,000 shares were Common Stock having a par value of \$0.01 per share, 50,000,000 were Preferred Stock without par value, and 300,000,000 shares were Excess Stock having a par value of \$0.01 per share.
- (b) As amended the total number of shares of stock of all classes which the Corporation has authority to issue is 800,000,000, of which 450,000,000 shares are Common Stock having a par value of \$0.01 per share, 50,000,000 are Preferred Stock without par value, and 300,000,000 are Excess Stock having a par value of \$0.01 per share.

(c) The aggregate par value of all shares having a par value is \$6,500,000 before the amendment and \$7,500,000 as amended.

(d) The shares of stock of the Corporation are divided into classes, but the descriptions of each class of stock of the Corporation are not changed by the amendment.

THIRD: The foregoing amendment to the Charter has been approved by a majority of the entire Board of Directors of the Corporation, and the amendment is limited to changes expressly authorized by the Maryland General Corporation Law to be made without action by the stockholders.

FOURTH: The undersigned Senior Vice President – Chief Financial Officer of the Corporation and the undersigned Senior Vice President – General Counsel and Assistant Secretary of the Corporation, acknowledge these Articles of Amendment to be the corporate act of the Corporation and as to all matters or facts required to be verified under oath, the undersigned Senior Vice President – Chief Financial Officer of the Corporation, and the undersigned Senior Vice President – General Counsel and Assistant Secretary of the Corporation, acknowledge that to the best of their knowledge, information and belief, these matters and facts are true in all material respects and this statement is made under the penalties of perjury.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed in its name and on its behalf by its Senior Vice President – Chief Financial Officer and attested to by its Senior Vice President – General Counsel and Assistant Secretary on this 27th day of July, 2021.

UDR, INC., a Maryland corporation

By: /s/ Joseph D. Fisher
Joseph D. Fisher
Senior Vice President – Chief
Financial Officer

Attest: July 27, 2021

By: /s/ David G. Thatcher
David G. Thatcher,
Senior Vice President – General Counsel and
Assistant Secretary

RECEIVED
JUL 27 2021
Maryland Department of
Assessments & Taxation

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SECOND:

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- (b) As amended the total number of shares of stock of all classes which the Corporation has authority to issue is 800,000,000, of which 450,000,000 shares are Common Stock having a par value of \$0.01 per share, 50,000,000 are Preferred Stock without par value, and 300,000,000 are Excess Stock having a par value of \$0.01 per share.

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the 3 page document on file in this office. DATED: 7/27/2021

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION:

BY: [Signature], Custodian

This stamp replaces our previous certification system. Effective: 6/95



(c) The aggregate par value of all shares having a par value is \$6,500,000 before the amendment and \$7,500,000 as amended.

(d) The shares of stock of the Corporation are divided into classes, but the descriptions of each class of stock of the Corporation are not changed by the amendment.

THIRD: The foregoing amendment to the Charter has been approved by a majority of the entire Board of Directors of the Corporation, and the amendment is limited to changes expressly authorized by the Maryland General Corporation Law to be made without action by the stockholders.

FOURTH: The undersigned Senior Vice President – Chief Financial Officer of the Corporation and the undersigned Senior Vice President – General Counsel and Assistant Secretary of the Corporation, acknowledge these Articles of Amendment to be the corporate act of the Corporation and as to all matters or facts required to be verified under oath, the undersigned Senior Vice President – Chief Financial Officer of the Corporation, and the undersigned Senior Vice President – General Counsel and Assistant Secretary of the Corporation, acknowledge that to the best of their knowledge, information and belief, these matters and facts are true in all material respects and this statement is made under the penalties of perjury.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed in its name and on its behalf by its Senior Vice President – Chief Financial Officer and attested to by its Senior Vice President – General Counsel and Assistant Secretary on this 27th day of July, 2021.

UDR, INC., a Maryland corporation

By: /s/ Joseph D. Fisher
Joseph D. Fisher
Senior Vice President – Chief
Financial Officer

Attest: July 27, 2021

By: /s/ David G. Thatcher
David G. Thatcher,
Senior Vice President – General Counsel and
Assistant Secretary

CORPORATE CHARTER APPROVAL SHEET

**** EXPEDITED SERVICE ****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 09 BUSINESS CODE _____

D07353964

Close _____ Stock Nonstock _____

P.A. _____ Religious _____

Merging /Converting _____

Surviving/Resulting _____

Affix Barcode Label Here

Affix Text Label Here

New Name _____

FEES REMITTED

Base Fee:	<u>100</u>
Org. & Cap. Fee:	<u>20</u>
Expedite Fee:	<u>445</u>
Penalty:	_____
State Recordation Tax:	_____
State Transfer Tax:	_____
<u>1</u> Certified Copies	_____
Copy Fee:	<u>23</u>
Certificates	_____
Certificate of Status Fee:	_____
Personal Property Filings:	_____
NP Fund:	_____
Other:	_____

TOTAL FEES: 588

Credit Card _____ Check Cash _____

_____ Documents on _____ Checks

Approved By: 03

Keyed By: _____

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) no legal changes

Code 007

Attention: _____

Mail: Names and Address

Stamp Work Order and Customer Number HERE