

MRO 1-20-99



100947226

To the Honorable Commissioner thereof.

Record the attached original documents or copy

1. Name of conveying party(ies): Avalon Properties, Inc. and Bay Apartment Communities, Inc.

2. Name and address of receiving party(ies): Avalon Bay Communities, Inc. 4340 Stevens Creek Blvd., Suite 275 San Jose, CA 95129

- [] Individual(s) [] Ltd. Partnership [] General Partnership [] Association [x] Corporation-State (Maryland) [] Other

- [] Individual(s) citizenship [] General Partnership [] Limited Partnership [X] Corporation State Maryland [] Other

Additional names of conveying party(ies) attached? [] Yes [x] No

If assignee is not domiciled in the United States, a domestic representative designation is attached [] Yes [] No

(Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [X] No

3. Nature of conveyance:

- [] Assignment [] Merger [] Security Agreement [x] Change of Name [] Other

Execution Date: October 5, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

75/084,390

Additional numbers attached? [] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed:

Louis J. Bovasso OPPENHEIMER WOLFF & DONNELLY LLP 2029 Century Park East, 38th Fl. Los Angeles, CA 90067

6. Total number of applications and registrations involved: [1]

01/20/1999 SBURMS 00000245 75084390

FC:481 40.00 09

7. Total fee (37 CFR 3.41).....\$40.00

- [X] Enclosed [X] Authorized to be charged to deposit account

8. Deposit account number: 16-2230

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Louis J. Bovasso, Reg. 24,075

Signature: Louis J. Bovasso

Date: 1/13/99

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: [6]

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

STATE OF MARYLAND

671223

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

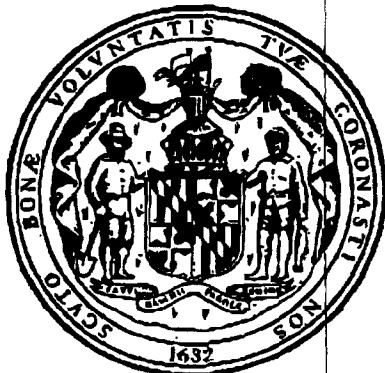
301 West Preston Street Baltimore, Maryland 21201

DATE: OCTOBER 05, 1998

THIS IS TO ADVISE YOU THAT THE ARTICLES OF AMENDMENT WITH A NAME CHANGE FOR AVALON BAY COMMUNITIES, INC. CHANGING TO AVALONBAY COMMUNITIES, INC. WERE RECEIVED AND APPROVED FOR RECORD ON OCTOBER 2, 1998 AT 11:43 AM.

FEE PAID:

79.00



JOSEPH V. STEWART
CHARTER SPECIALIST

AT5-031

ARTICLES OF AMENDMENT
AMENDING THE CHARTER OF
AVALON BAY COMMUNITIES, INC.

RECEIVED

'98 OCT -2 10:13

ASSESS & TAX

Avalon Bay Communities, Inc., a Maryland corporation (the "Corporation"), certifies as follows:

FIRST: That the Corporation's Charter is hereby amended by:

APPROVED AND FORWARDED

[Signature] 11436/m

(A) deleting Article I, Section 1.3 in its entirety and inserting the following in lieu thereof:

1.3 The total number of shares of Stock which the Corporation has authority to issue is two hundred ten million (210,000,000) shares, consisting of (i) fifty million (50,000,000) shares of Preferred Stock; (ii) one hundred forty million (140,000,000) shares of Common Stock; and (iii) twenty million (20,000,000) shares of excess stock, par value \$.01 per share ("Excess Stock"). The aggregate par value of all the shares of all classes of Stock is \$2,100,000.

(B) deleting Article II in its entirety and inserting the following in lieu thereof:

ARTICLE II

NAME

The name of the Corporation is:

"AvalonBay Communities, Inc."

STATE OF MARYLAND
I hereby certify that this is a true and complete copy of the
page document on file in this office. DATED: 10-2-98
STATE DEPARTMENT OF ASSESSMENT AND TAXATION
[Signature] Custodian
This stamp replaces our previous certification system. Effective: 6/95

NOV.11.1998 12:03PM

(C) deleting the first two sentences of Article VII, Section 7.1 in their entirety and inserting the following in lieu thereof:

7.1 **Authorized Stock.** The total number of shares of Stock which the Corporation has authority to issue is two hundred ten million (210,000,000) shares, consisting of (i) fifty million (50,000,000) shares of Preferred Stock, par value \$.01 per share; (ii) one hundred forty million (140,000,000) shares of Common Stock, par value \$.01 per share; and (iii) twenty million (20,000,000) shares of Excess Stock, par value \$.01 per share. The aggregate par value of all the shares of all classes of Stock is \$2,100,000.

SECOND: The foregoing amendments to the Corporation's Charter were advised by the Board of Directors of the Corporation and were approved by the stockholders of the Corporation at a Special Meeting of Stockholders held on October 2, 1998.

[Remainder of Page Left Blank Intentionally]

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to the Charter of the Corporation to be executed in its name and on its behalf on this 2nd day of October 1998, by the President of the Corporation who acknowledges that these Articles of Amendment are the act of the Corporation and that to the best of his knowledge, information and belief and under penalties for perjury, all matters and facts contained in these Articles of Amendment are true in all material respects.

AVALON BAY COMMUNITIES, INC.

(seal)

By: *Charles H. Berman*
 Charles H. Berman
 President

ATTEST

By: *J. B. Van Horn*
 Jeffrey B. Van Horn
 Secretary

DOCSC\662799.2

State of Maryland
DEPARTMENT OF
ASSESSMENTS AND TAXATION



PARKER N. GLICKENHAIN
Governor
RONALD W. WINEHOLZ
Director
PAUL S. ANDERSON
Administrator

Charter Division

DOCUMENT CODE 9A BUSINESS CODE _____ COUNTY 74
4094199 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>50</u>	Expedited Fee	(New Name) <u>Avalonbay</u>
51	_____	Rec. Fee (Arts. of Inc.)	<u>Communities, Inc.</u>
20	_____	Orgn. & Capitalization	_____
62	<u>20</u>	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger, Consol.)	_____
64	_____	Rec. Fee (Transfer)	_____
66	_____	Rec. Fee (Revival)	<input checked="" type="checkbox"/> Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
75	_____	Special Fee	_____ Change of Resident Agent
73	_____	Certificate of Conveyance	_____ Change of Resident Agent Address
21	_____	Recordation Tax	_____ Resignation of Resident Agent
22	_____	State Transfer Tax	_____ Designation of Resident Agent and Resident Agent's Address
23	_____	Local Transfer Tax	_____ Change of Business Code
70	_____	Change of P.O., R.A. or R.A.A.	_____ Adoption of Assumed Name
31	_____	Corp. Good Standing	_____ Other Change(s)
600	_____	Returns	_____
52	_____	Foreign Qualification	_____
NA	_____	Foreign Registration	_____
51	_____	Foreign Name Registration	_____
53	_____	Foreign Resolution	_____
54	_____	For. Supplemental Cert.	_____
58	_____	Penalty	_____
50	_____	Cert. of Qual. or Reg.	CODE <u>045</u>
83	_____	Cert. Limited Partnership	ATTENTION: <u>Doug</u>
84	_____	Amendment to Limited Partnership	<u>Luxenfeld</u>
85	_____	Termination of Limited Partnership	_____
80	_____	For. Limited Partnership	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
87	_____	Limited Part. Good Standing	_____
67	_____	Cert. Limited Liability Partnership	MAIL TO ADDRESS: _____
68	_____	LLP Amendment - Domestic	_____
69	_____	Foreign Limited Liability Partnership	_____
74	_____	LLP Amendment - Foreign	_____
98	_____	Art. of Organization (LLC)	_____
98	_____	LLC Amend, Diss, Continuation	_____
97	_____	LLC Cancellation	_____
96	_____	Registration Foreign LLC	_____
94	_____	Foreign LLC Supplemental	_____
92	_____	LLC Good Standing (short)	_____
13	<u>9</u>	Certified Copy <u>3</u>	NOTE: _____
		Other _____	

TOTAL FEES 79 Credit Card _____
Check Cash _____

Documents on _____ Checks _____

APPROVED BY: [Signature]

Room 801 - 301 West Preston Street - Baltimore, Maryland 21201
Phone: (410) 787-1350 - Fax: (410) 333-7097 - TTY users call Maryland Relay 1-800-735-0298
Toll Free in MD: 1-800-224-5461 - web site: http://www.dor.state.md.us