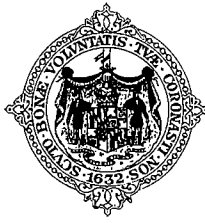


State of Maryland
Department of
Assessments and Taxation

Charter Division



Martin O'Malley
Governor

C. John Sullivan, Jr.
Director

Paul B. Anderson
Administrator

Date: 05/30/2007

THE CORPORATION TRUST INCORPORATED
300 E LOMBARD ST.
BALTIMORE MD 21202-3219

THIS LETTER IS TO CONFIRM ACCEPTANCE OF THE FOLLOWING FILING:

ENTITY NAME : UDR, INC.
DEPARTMENT ID : D07353964
TYPE OF REQUEST : ARTICLES SUPPLEMENTARY
DATE FILED : 05-30-2007
TIME FILED : 11:00 AM
RECORDING FEE : \$100.00
EXPEDITED FEE : \$70.00
COPY FEE : \$31.00
FILING NUMBER : 1000361994821852
CUSTOMER ID : 0001970990
WORK ORDER NUMBER : 0001414028

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 TT/Voice- Fax (410)333-7097
Website: www.dat.state.md.us

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2011 MAY 30 AM 10:38
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

UDR, INC.

ARTICLES SUPPLEMENTARY

6.75% SERIES G CUMULATIVE REDEEMABLE PREFERRED STOCK

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

FIRST: Under the authority contained in the charter of the Corporation (the "Charter"), and pursuant to authority vested by the Board of Directors of the Corporation (the "Board") in the Executive Committee of the Board (the "Executive Committee") by unanimous written consent, the Executive Committee has classified and designated 6,000,000 shares (the "Shares") of Preferred Stock (as defined in the Charter), no par value per share, of the Corporation as shares of 6.75% Series G Cumulative Redeemable Preferred Stock, with the following preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications and terms and conditions of redemption, which upon any restatement of the Charter, shall be deemed to be part of Article V of the Charter, with any necessary or appropriate changes to the enumeration or lettering of sections or subsections hereof:

6.75% Series G Cumulative Redeemable Preferred Stock

1. Designation and Number. A series of preferred stock, designated as the "6.75% Series G Cumulative Redeemable Preferred Stock" (the "Series G Preferred"), is hereby established. The number of shares of the Series G Preferred shall be 6,000,000.
2. Relative Seniority. The Series G Preferred will, with respect to rights to receive dividends and to participate in distributions or payments upon liquidation, dissolution or winding up of the Corporation, rank (a) senior to the Common Stock (as defined in the Charter) and any other capital stock of the Corporation, now or hereafter issued and outstanding, the terms of which provide that such capital stock ranks, as to dividends and upon liquidation, dissolution or winding up of the Corporation, junior to such Series G Preferred (the "Junior Shares"), (b) on a parity with the Corporation's Series E Cumulative Convertible Preferred Stock and any other capital stock of the Corporation, now or hereafter issued and outstanding, other than the capital stock referred to in clauses (a) and (c) (the "Parity Shares"); and (c) junior to all capital stock of the Corporation the terms of which specifically provide that such capital stock ranks senior to the Series G Preferred.
3. Dividends. (a) Holders of the then outstanding shares of Series G Preferred shall be entitled to receive, when, as and if authorized by the Board and declared by the Corporation, out of funds legally available for payment of dividends, cumulative cash dividends at the rate of 6.75% per annum of the \$25.00 liquidation preference of each share of Series G Preferred (equivalent to \$1.6875 per annum per share); provided, however, that if following a "Change of Control" (as hereinafter defined), the Series G Preferred is not listed on the New York Stock Exchange ("NYSE") or the American Stock Exchange ("AMEX"), or quoted on NASDAQ (or listed or quoted on a successor exchange or quotation system), holders of the then outstanding

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the 12 page document on file in this office. DATED: 5/30/07

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: Ann Curtis, Controller

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

shares of Series G Preferred will be entitled to receive, when, as and if authorized by the Board and declared by the Corporation, out of funds legally available for the payment of dividends, cumulative cash dividends from, but not including, the first date on which both the Change of Control has occurred and the Series G Preferred Stock is not so listed or quoted, at the rate of 7.75% per annum of the \$25.00 liquidation preference of each share of Series G Preferred (equivalent to \$1.9375 per annum per share), for as long as the Series G Preferred is not so listed on the NYSE or AMEX or quoted on NASDAQ (or listed or quoted on a successor exchange or quotation system) (the "Special Dividend Rate").

(b) Dividends on each outstanding share of Series G Preferred shall be cumulative from and including the date of original issuance or, with respect to the Special Dividend Rate, from, but not including, the first date on which both a Change of Control has occurred and the Series G Preferred is not listed on the NYSE or AMEX, or quoted on NASDAQ (or listed or quoted on a successor exchange or quotation system), and shall be payable quarterly in equal amounts in arrears on the 30th of each January, April, July and October, commencing on July 30, 2007 (each such day being hereinafter called a "Series G Dividend Payment Date") at the then applicable annual rate; provided, however, that if any Series G Dividend Payment Date falls on any day other than a Business Day (as hereinafter defined), the dividend which would otherwise have been payable on such Series G Dividend Payment Date may be paid on the next succeeding Business Day with the same force and effect as if paid on such Series G Dividend Payment Date, and no interest or other sums shall accrue on the amount so payable from such Series G Dividend Payment Date to such next succeeding Business Day. Each dividend is payable to holders of record as they appear on the stock records of the Corporation at the close of business on the record date, not exceeding 30 days preceding the applicable Series G Dividend Payment Date, as shall be fixed by the Board. Dividends shall accumulate from the most recent Series G Dividend Payment Date to which dividends have been paid, whether or not there shall be funds legally available for the payment of such dividends, whether the Corporation has earnings or whether such dividends are authorized. No interest, or sum of money in lieu of interest, shall be payable in respect of any dividend payment or payments on the Series G Preferred that may be in arrears. Holders of the Series G Preferred shall not be entitled to any dividends, whether payable in cash, property or stock, in excess of full cumulative dividends, as herein provided, on the Series G Preferred. Dividends payable on the Series G Preferred for any period greater or less than a full dividend period will be computed on the basis of a 360-day year consisting of twelve 30-day months. Dividends payable on the Series G Preferred for each full dividend period will be computed by dividing the applicable annual dividend rate by four.

(c) No dividends on the Series G Preferred shall be authorized and declared by the Board or paid or set apart for payment by the Corporation at such time as the terms and provisions of any agreement of the Corporation, including any agreement relating to its indebtedness, prohibits such declaration, payment or setting apart for payment or provides that such declaration, payment or setting apart for payment would constitute a breach thereof, or a default thereunder, or if such declaration or payment shall be restricted or prohibited by law.

(d) So long as any shares of Series G Preferred are outstanding, no dividends, except as described in the immediately following sentence, shall be authorized and declared or paid or set apart for payment on any series or class or classes of Parity Shares for any period unless full cumulative dividends have been declared and paid or are contemporaneously declared

and paid or declared and a sum sufficient for the payment thereof set apart for such payment on the Series G Preferred for all prior dividend periods. When dividends are not paid in full or a sum sufficient for such payment is not set apart, as aforesaid, all dividends authorized and declared upon the Series G Preferred and all dividends authorized and declared upon any other series or class or classes of Parity Shares shall be authorized and declared ratably in proportion to the respective amounts of dividends accumulated and unpaid on the Series G Preferred and such Parity Shares.

(e) So long as any shares of Series G Preferred are outstanding, no dividends (other than dividends or distributions paid solely in Junior Shares of, or in options, warrants or rights to subscribe for or purchase, Junior Shares) shall be authorized and declared or paid or set apart for payment or other distribution authorized and declared or made upon Junior Shares, nor shall any Junior Shares be redeemed, purchased or otherwise acquired (other than a redemption, purchase or other acquisition of Common Stock made for purposes of and in compliance with requirements of an employee incentive or benefit plan of the Corporation or any subsidiary, or a conversion into or exchange for Junior Shares or redemptions for the purpose of preserving the Corporation's qualification as a REIT (as defined in the Charter)), for any consideration (or any monies to be paid to or made available for a sinking fund for the redemption of any such shares) by the Corporation, directly or indirectly (except by conversion into or exchange for Junior Shares), unless in each case full cumulative dividends on all outstanding shares of Series G Preferred and any Parity Shares at the time such dividends are payable shall have been paid or set apart for payment for all past dividend periods with respect to the Series G Preferred and all past dividend periods with respect to such Parity Shares.

(f) Any dividend payment made on the Series G Preferred shall first be credited against the earliest accrued but unpaid dividend due with respect to such shares which remains payable.

(g) Except as provided herein, the Series G Preferred shall not be entitled to participate in the earnings or assets of the Corporation.

(h) As used herein, the term "Business Day" shall mean any day, other than a Saturday or Sunday, that is neither a legal holiday nor a day on which banking institutions in New York, New York are authorized or required by law, regulation or executive order to close.

With respect to the Series G Preferred, a "Change of Control" shall be deemed to have occurred at such time as (i) the date a "person" or "group" (within the meaning of Sections 13(d) and 14(d) of the Securities Exchange Act of 1934 (the "Exchange Act")) becomes the ultimate "beneficial owner" (as defined in Rules 13d-3 and 13d-5 under the Exchange Act, except that a person or group shall be deemed to have beneficial ownership of all shares of voting stock that such person or group has the right to acquire regardless of when such right is first exercisable), directly or indirectly, of voting stock representing more than 50% of the total voting power of the Corporation's total voting stock; (ii) the date the Corporation sells, transfers or otherwise disposes of all or substantially all of its assets; or (iii) the date of the consummation of a merger or stock exchange of the Corporation with another entity where the Corporation's stockholders immediately prior to the merger or stock exchange would not beneficially own, immediately after the merger or stock exchange, shares representing 50% or more of all votes (without consideration of the rights of any class of stock to elect directors by a

separate group vote) to which all stockholders of the corporation issuing cash or securities in the merger or stock exchange would be entitled in the election of directors, or where members of the Board immediately prior to the merger or stock exchange would not immediately after the merger or stock exchange constitute a majority of the board of directors of the corporation issuing cash or securities in the merger or stock exchange.

As used herein, the term "dividend" does not include dividends payable solely in shares of Junior Shares on Junior Shares, or in options, warrants or rights to holders of Junior Shares to subscribe for or purchase any Junior Shares.

As used herein, the term "voting stock" shall mean stock of any class or kind having the power to vote generally in the election of directors.

4. Liquidation Rights. (a) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any payment or distribution of the assets of the Corporation shall be made to or set apart for the holders of Junior Shares, the holders of the Series G Preferred shall be entitled to receive \$25.00 per share (the "Liquidation Preference") plus an amount per share equal to all dividends (whether or not earned or declared) accumulated and unpaid thereon to, but not including, the date of final distribution to such holders; but such holders of the Series G Preferred shall not be entitled to any further payment. If, upon any such liquidation, dissolution or winding up of the Corporation, the assets of the Corporation, or proceeds thereof, distributable among the holders of the Series G Preferred shall be insufficient to pay in full the preferential amount aforesaid and liquidating payments on any other Parity Shares, then such assets, or the proceeds thereof, shall be distributed among the holders of such Series G Preferred and any such other Parity Shares ratably in accordance with the respective amounts that would be payable on such Series G Preferred and any such other Parity Shares if all amounts payable thereon were paid in full. For the purposes of this Section 4, none of (i) a consolidation or merger of the Corporation with one or more entities, (ii) a statutory stock exchange or (iii) a sale or transfer of all or substantially all of the Corporation's assets shall be deemed to be a liquidation, dissolution or winding up, voluntary or involuntary, of the Corporation.

(b) Subject to the rights of the holders of Parity Shares, upon any liquidation, dissolution or winding up of the Corporation, after payment shall have been made in full to the holders of the Series G Preferred, as provided in this Section 4, any series or class or classes of Junior Shares shall, subject to any respective terms and provisions applying thereto, be entitled to receive any and all assets remaining to be paid or distributed, and the holders of the Series G Preferred shall not be entitled to share therein.

5. Redemption. (a) Except as otherwise permitted by the Charter and paragraph (b) below, the Series G Preferred shall not be redeemable by the Corporation prior to May 31, 2012. On and after May 31, 2012, the Corporation, at its option, upon giving notice as provided below, may redeem the Series G Preferred, in whole or in part, at any time and from time to time, for cash at a redemption price of \$25.00 per share, plus any accumulated and unpaid dividends on the Series G Preferred (whether or not declared), to, but not including, the redemption date, without interest (the "Regular Redemption Right").

(b) If at any time following a Change of Control (as defined in Section 3(h) above), the Series G Preferred is not listed on the NYSE or AMEX, or quoted on NASDAQ (or listed or quoted on a successor exchange or quotation system), the Corporation will have the option, upon giving notice as provided below, to redeem the Series G Preferred, in whole but not in part, within 90 days after the first date on which both the Change of Control has occurred and the Series G Preferred is not so listed or quoted, for cash at a redemption price of \$25.00 per share, plus any accumulated and unpaid dividends on the Series G Preferred (whether or not declared), to, but not including, the redemption date, without interest (the "Special Redemption Right").

(c) The following provisions set forth the procedures for redemption pursuant to the Regular Redemption Right.

(i) A notice of redemption (which may be contingent upon the occurrence of a future event) shall be mailed, postage prepaid, not less than 30 nor more than 60 days prior to the redemption date, addressed to the respective holders of record of the Series G Preferred at their respective addresses as they appear on the Corporation's stock transfer records. A failure to give such notice or any defect in the notice or in its mailing shall not affect the validity of the proceedings for the redemption of any shares of the Series G Preferred except as to the holder to whom notice was defective or not given. In addition to any information required by law or by the applicable rules of any exchange upon which the Series G Preferred may be listed or admitted to trading, each notice shall state: (i) the redemption date; (ii) the redemption price; (iii) the number of shares of Series G Preferred to be redeemed and, if fewer than all the shares of Series G Preferred held by such holder are to be redeemed, the number of such shares of Series G Preferred to be redeemed from such holder; (iv) the place or places where the certificates evidencing the shares of Series G Preferred are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed will cease to accrue on such redemption date except as otherwise provided herein.

(ii) At its election, the Corporation, prior to a redemption date, may irrevocably deposit the redemption price (including accumulated and unpaid dividends to the redemption date) of the Series G Preferred so called for redemption in trust for the holders thereof with a bank or trust company, in which case the redemption notice to holders of the Series G Preferred to be redeemed shall (A) state the date of such deposit, (B) specify the office of such bank or trust company as the place of payment of the redemption price and (C) require such holders to surrender the certificates evidencing such shares at such place on or about the date fixed in such redemption notice (which may not be later than the redemption date) against payment of the redemption price (including all accumulated and unpaid dividends to the redemption date). Subject to applicable escheat laws, any monies so deposited which remain unclaimed by the holders of the Series G Preferred at the end of two years after the redemption date shall be returned by such bank or trust company to the Corporation.

(iii) If fewer than all the outstanding shares of the Series G Preferred are to be redeemed, the shares to be redeemed shall be selected by lot or pro rata (as nearly as practicable without creating fractional shares) or by any other equitable method the Corporation may choose.

(iv) Upon any redemption of Series G Preferred, the Corporation shall pay any accumulated and unpaid dividends in arrears for any dividend period ending on or prior to the redemption date. If a redemption date falls after a record date for a Series G Preferred dividend payment and prior to the corresponding Series G Dividend Payment Date, then each holder of the Series G Preferred at the close of business on such record date shall be entitled to the dividend payable on such Series G Preferred on the corresponding Series G Dividend Payment Date notwithstanding the redemption of such Series G Preferred before such Series G Dividend Payment Date. Except as provided above, the Corporation shall make no payment or allowance for unpaid dividends, whether or not in arrears, on any shares of Series G Preferred called for redemption.

(v) If full cumulative dividends on the Series G Preferred and any other series or class or classes of Parity Shares have not been paid or declared and set apart for payment, except as otherwise permitted under the Charter, the Corporation may not purchase, redeem or otherwise acquire shares of the Series G Preferred or any Parity Shares other than in exchange for Junior Shares.

(vi) On and after the date fixed for redemption, provided that the Corporation has made available at the office of the registrar and transfer agent a sufficient amount of cash to effect the redemption, dividends will cease to accumulate on the shares of Series G Preferred called for redemption (except that, in the case of a redemption date after a dividend payment record date and prior to the related Series G Dividend Payment Date, holders of Series G Preferred on the applicable record date will be entitled on such Series G Dividend Payment Date to receive the dividend payable on such shares on the corresponding Series G Dividend Payment Date), such shares shall no longer be deemed to be outstanding and all rights of the holders of such shares as holders of Series G Preferred shall cease except the right to receive the cash payable upon such redemption, without interest from the date of such redemption.

(d) The following provisions set forth the procedures for redemption pursuant to the Special Redemption Right.

(i) A notice of redemption shall be mailed, postage prepaid, not less than 30 nor more than 60 days prior to the redemption date, addressed to the respective holders of record of the Series G Preferred at their respective addresses as they appear on the Corporation's stock transfer records. A failure to give such notice or any defect in the notice or in its mailing shall not affect the validity of the proceedings for the redemption of any shares of Series G Preferred except as to the holder to whom notice was defective or not given. In addition to any information required by law or by the applicable rules of any exchange upon which the Series G Preferred may be listed or admitted to trading, each notice shall state: (i) the redemption date; (ii) the redemption price; (iii) the place or places where the certificates evidencing the shares of Series G Preferred are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed will cease to accrue on such redemption date except as otherwise provided herein.

(ii) At its election, the Corporation, prior to a redemption date, may irrevocably deposit the redemption price (including accumulated and unpaid dividends to the redemption date) of the Series G Preferred so called for redemption in trust for the holders thereof with a bank or trust company, in which case the redemption notice to holders of the Series G Preferred to be redeemed shall (A) state the date of such deposit, (B) specify the office of such bank or trust company as the place of payment of the redemption price and (C) require such holders to surrender the certificates evidencing such shares at such place on or about the date fixed in such redemption notice (which may not be later than the redemption date) against payment of the redemption price (including all accumulated and unpaid dividends to the redemption date). Subject to applicable escheat laws, any monies so deposited which remain unclaimed by the holders of the Series G Preferred at the end of two years after the redemption date shall be returned by such bank or trust company to the Corporation.

(iii) Upon the redemption of Series G Preferred, the Corporation shall pay any accumulated and unpaid dividends in arrears for any dividend period ending on or prior to the redemption date. If the redemption date falls after a record date for a Series G Preferred dividend payment and prior to the corresponding Series G Dividend Payment Date, then each holder of the Series G Preferred at the close of business on such record date shall be entitled to the dividend payable on such Series G Preferred on the corresponding Series G Dividend Payment Date notwithstanding the redemption of such Series G Preferred before such Series G Dividend Payment Date. Except as provided above, the Corporation shall make no payment or allowance for unpaid dividends, whether or not in arrears, on any shares of Series G Preferred called for redemption.

(iv) If full cumulative dividends on the Series G Preferred and any other series or class or classes of Parity Shares have not been paid or declared and set apart for payment, except as otherwise permitted under the Charter, the Corporation may not purchase, redeem or otherwise acquire shares of the Series G Preferred or any Parity Shares other than in exchange for Junior Shares.

(v) On and after the date fixed for redemption, provided that the Corporation has made available at the office of the registrar and transfer agent a sufficient amount of cash to effect the redemption, dividends will cease to accumulate on the shares of Series G Preferred called for redemption (except that, in the case of a redemption date after a dividend payment record date and prior to the related Series G Dividend Payment Date, holders of Series G Preferred on the applicable record date will be entitled on such Series G Dividend Payment Date to receive the dividend payable on such shares on the corresponding Series G Dividend Payment Date), such shares shall no longer be deemed to be outstanding and all rights of the holders of such shares as holders of Series G Preferred shall cease except the right to receive the cash payable upon such redemption, without interest from the date of such redemption.

(e) Any shares of Series G Preferred that shall at any time have been redeemed shall, after such redemption, have the status of authorized but unissued Preferred Stock, without designation as to series until such shares are once more designated as part of a particular series by the Board.

6. Voting Rights. Except as otherwise set forth herein, the Series G Preferred shall not have any relative, participating, optional or other voting rights or powers, and the consent of the holders thereof shall not be required for the taking of any corporate action. In any matter in which the holders of Series G Preferred are entitled to vote, each such holder shall have the right to one vote for each share of Series G Preferred held by such holder.

(a) If and whenever six quarterly dividends (whether or not consecutive) payable on the Series G Preferred are in arrears, whether or not earned or declared, the number of members then constituting the Corporation's Board will be increased by two and the holders of Series G Preferred, voting together as a class with the holders of any other series of Parity Shares upon which like voting rights have been conferred and are exercisable (any such other series, the "Voting Preferred Shares"), will have the right to elect two additional board members at an annual meeting of stockholders or a properly called special meeting of the holders of the Series G Preferred and such Voting Preferred Shares and at each subsequent annual meeting of stockholders until all such dividends and dividends for the then current quarterly period on the Series G Preferred and such other Voting Preferred Shares have been paid or declared and set aside for payment. Whenever all arrears in dividends on the Series G Preferred Stock and the Voting Preferred Shares then outstanding have been paid and full dividends on the Series G Preferred and the Voting Preferred Shares for the then current quarterly dividend period have been paid in full or declared and set apart for payment in full, then the right of the holders of the Series G Preferred and the Voting Preferred Shares to elect two additional board members will cease, the terms of office of the board members will forthwith terminate and the number of members of the Board will be reduced accordingly; provided, however, the right of the holders of the Series G Preferred and the Voting Preferred Shares to elect the additional board members will again vest if and whenever six quarterly dividends are in arrears, as described above. In no event shall the holders of Series G Preferred be entitled pursuant to these voting rights to elect a director that would cause the Corporation to fail to satisfy a requirement relating to director independence of any national securities exchange on which any class or series of the Corporation's stock is listed.

(b) So long as any shares of Series G Preferred are outstanding, the approval of two-thirds of the votes entitled to be cast by the holders of outstanding Series G Preferred, voting separately as a class, either at a meeting of stockholders or by written consent, is required (i) to amend, alter or repeal any provisions of the Charter (including these Articles Supplementary) relating to the Series G Preferred, whether by merger, consolidation or otherwise, to affect materially and adversely the voting powers, rights or preferences of the holders of the Series G Preferred, unless in connection with any such amendment, alteration or repeal, the Series G Preferred remains outstanding without the terms thereof being materially changed in any respect adverse to the holders thereof or is converted into or exchanged for preferred stock of the surviving entity having preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications and terms and conditions of redemption thereof that are substantially similar to those of the Series G Preferred, or (ii) to authorize, create, or increase the authorized amount of any class or series of capital stock having rights senior to the Series G Preferred with respect to the payment of dividends or amounts upon liquidation, dissolution or winding up (provided that if such amendment affects materially and adversely the rights, preferences, privileges or voting powers of one or more but not all of the other series of Voting Preferred Shares, the consent of the holders of at least two-thirds of the

outstanding shares of each such series so affected is required). However, the Corporation may create additional classes of Parity Shares and Junior Shares, amend the Charter and these Articles Supplementary to increase the authorized number of shares of Parity Shares (including the Series G Preferred) and Junior Shares and issue additional series of Parity Shares and Junior Shares without the consent of any holder of Series G Preferred.

(c) The foregoing voting provisions shall not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required shall be effected, all outstanding Series G Preferred Shares shall have been redeemed or called for redemption upon proper notice and sufficient funds shall have been deposited in trust to effect such redemption.

7. Information Rights. During any period in which the Corporation is not subject to Section 13 or 15(d) of the Exchange Act and any shares of Series G Preferred are outstanding, the Corporation will (i) transmit by mail (or other permissible means under the Exchange Act) to all holders of Series G Preferred, as their names and addresses appear in the record books of the Corporation and without cost to such holders, the information required to be delivered pursuant to Rule 144A(d)(4) under the Securities Act of 1933 and (ii) promptly, upon request, supply copies of such reports to any prospective holder of Series G Preferred. The Corporation will mail (or otherwise provide) the information to the holders of Series G Preferred within 15 days after the respective dates by which a periodic report on Form 10-K or Form 10-Q, as the case may be, in respect of such information would have been required to be filed with the Securities and Exchange Commission if the Corporation were subject to Section 13 or 15(d) of the Exchange Act.

8. No Right of Conversion. The Series G Preferred is not convertible into or exchangeable for any other property or securities of the Corporation except as provided in Article VI of the Charter.

9. Restrictions on Ownership and Transfer. The Series G Preferred constitutes Preferred Stock, and Preferred Stock constitutes Capital Stock (as defined in the Charter) of the Corporation. Therefore, the Series G Preferred, being Capital Stock, is governed by and issued subject to all the limitations, terms and conditions of the Charter applicable to Capital Stock generally, including but not limited to the terms and conditions (including exceptions and exemptions) of Article VI of the Charter applicable to Capital Stock. The foregoing sentence shall not be construed to limit the applicability to the Series G Preferred of any other term or provision of the Charter.

10. Record Holders. The Corporation and the transfer agent for the Series G Preferred may deem and treat the record holder of any Series G Preferred as the true and lawful owner thereof for all purposes, and neither the Corporation nor the transfer agent shall be affected by any notice to the contrary.

SECOND: The Shares have been classified and designated by the Executive Committee under the authority granted by the Board pursuant to the powers of the Board as contained in the Charter. These Articles Supplementary have been approved by the Executive Committee in accordance with the power delegated to the Executive Committee by the Board in the manner and by the vote required by law.

THIRD: These Articles Supplementary shall become effective upon acceptance for record by the SDAT.

FOURTH: The undersigned Executive Vice President and Chief Financial Officer of the Corporation acknowledges these Articles Supplementary to be the corporate act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned Executive Vice President and Chief Financial Officer of the Corporation acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

IN WITNESS WHEREOF, the Corporation has caused these Articles Supplementary to be signed in its name and on its behalf by its Executive Vice President and Chief Financial Officer and attested to by its Secretary on this 30th day of May, 2007.

UDR, Inc.

By: 

Michael A. Ernst
Executive Vice President and
Chief Financial Officer

Attest:


Mary Ellen Norwood
Secretary

CORPORATE CHARTER APPROVAL SHEET

****EXPEDITED SERVICE****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 16 BUSINESS CODE 03

907353964

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____

Affix Barcode Label Here

Affix Barcode Label Here

New Name _____

FEES REMITTED

Base Fee: 100
Org. & Cap. Fee: _____
Expedite Fee: 70
Penalty: _____
State Recordation Tax: _____
State Transfer Tax: _____
Copy Fee: 31
Certificate of Status Fee: _____
Personal Property Filings: _____
Mail Processing Fee: _____
Other: _____
TOTAL FEES: 201

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)

Credit Card _____ Check Cash _____

Code 007

Documents on _____ Checks

Attention: _____

Approved By: [Signature]

Mail: Name and Address

Keyed By: _____

COMMENT(S):