

AUG 31 2011

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:

Article V, Section 5.1 of the Charter is amended in its entirety to read as follows:

Section 5.1 Authorized Shares. The Corporation shall have authority to issue 350,000,000 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 par value is \$6,500,000. 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 Section 5.3, the number of authorized shares of the former class shall be automatically decreased and the number of shares of the latter 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 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: 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.

THIRD: The undersigned Senior Vice President and Chief Financial Officer of the Corporation, and the undersigned Senior Executive Vice President and 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 and Chief Financial Officer of the Corporation, and the undersigned Senior Executive Vice President and Secretary of the Corporation, acknowledge that to the best of his 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 and Chief Financial Officer and attested to by its Senior Executive Vice President and Secretary on this 30th day of August, 2011.

UDR, INC., a Maryland corporation

By:

David L. Messenger
Senior Vice President and
Chief Financial Officer

Attest: August 30, 2011

By:

Warren L. Troupe
Senior Executive Vice President and
Secretary

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the page document on file in this office. DATED: 8-31-11

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
BY: Kimberly V. Johnson, Custodian

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

CORPORATE CHARTER APPROVAL SHEET

****EXPEDITED SERVICE****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 09 BUSINESS CODE _____

DR-07353964

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____

Affix Barcode Label Here

Affix Barcode Label Here

New Name _____

FEES REMITTED

Base Fee:	<u>100</u>
Org. & Cap. Fee:	<u>20</u>
Expedite Fee:	<u>70</u>
Penalty:	_____
State Recordation Tax:	_____
State Transfer Tax:	_____
<u>1</u> Certified Copies	_____
Copy Fee:	<u>21</u>
Certificates	_____
Certificate of Status Fee:	_____
Personal Property Filings:	_____
Mail Processing Fee:	_____
Other:	_____
TOTAL FEES:	<u>211</u>

_____ 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 1 Cash _____

_____ Documents on _____ Checks

Approved By: [Signature]

Keyed By: _____

COMMENT(S):

Code _____

Attention: _____

Mail: Name and Address

Leslie Green

UDR, Inc.

1745 Shea Center Drive Ste. 200

Highlands Ranch, CO 80129

Stamp Work Order and Customer Number HERE