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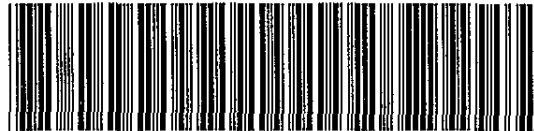
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04 JAN 20 AM 9:03

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SPECTOR
JAN 20 2004

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: The University of Chicago, Incorporated
(Name of Corporation – must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Amy S. M. Kim
(Name of Person)

The University of Chicago
(Firm/Company)

5801 South Ellis Avenue, Room 503
(Address)

Chicago, IL 60637
(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Amy S. M. Kim at (773) 702-7771
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|---|
| <input checked="" type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|--|--|---|---|

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO
CONDUCT ITS AFFAIRS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN
THE STATE OF FLORIDA:*

1. The University of Chicago, Incorporated
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. Illinois 3. 36-2177139
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 9/10/1890 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 2/1/04
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.155, F.S.)
7. 5801 South Ellis Avenue, Chicago, IL 60637
(Principal office address)
5801 South Ellis Avenue, Chicago, IL 60637
(Current mailing address)
8. State registration for issuance of gift annuities
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CT Corporation Systems

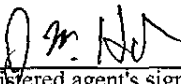
Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip Code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

James M. Halpin
Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

See Attached List.

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

See Attached List.

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Beth A. Harris
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Beth A. Harris, Vice President and General Counsel
(Typed or printed name and capacity of person signing application)

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Officers of the University of Chicago

Don Michael Randel
President of the University
5801 South Ellis Avenue, Ste. 502
Chicago, IL 60637

Richard P. Saller
Provost
5801 South Ellis Avenue, Ste. 502
Chicago, IL 60637

Karen Lewis Alexander
Associate Vice President for Development & Alumni Relations
5801 South Ellis Avenue, Rm. 408D
Chicago, IL 60637

Michael C. Behnke
Vice President and Dean of College Enrollment
1116 East 59th Street, Room 165
Chicago, IL 60637

Stephen H. Gabel
Associate Provost
5720 South Woodlawn Avenue
Chicago, IL 60637

Philip Halpern
Vice President and Chief Investment Officer
Investment Office
450 Cityfront Plaza Drive, Suite 440
Chicago, IL 60611

Beth A. Harris
Vice President and General Counsel
5801 South Ellis Avenue, Ste. 503
Chicago, IL 60637

Mary J. Harvey
Associate Provost
5801 South Ellis Avenue, Ste. 501
Chicago, IL 60637

William J. Hogan, Jr.
Comptroller
1225 East 60th Street
Chicago, IL 60637

Randy L. Holgate
Vice President for Development and Alumni Relations
5801 South Ellis Avenue, Rm. 408A
Chicago, IL 60637

Gregory A. Jackson
Vice President and Chief Information Officer
5801 South Ellis Avenue, Rm. 605
Chicago, IL 60637

Kineret S. Jaffe
Secretary of the Board of Trustees
5801 South Ellis Avenue, Ste. 501
Chicago, IL 60637

G. Chris Keeley
Associate Vice President of University Human Resources Management
956 East 58th Street
Chicago, IL 60637

Stephen P. Klass
Vice President and Dean of Students in the University
5801 South Ellis Avenue
Chicago, IL 60637

Christine C. Love
Associate Vice President for Development & Alumni Relations
1313 E. 60th St.
Chicago, IL 60637

James L. Madara, M.D.
Vice President for Medical Affairs and Dean of the Division of the Biological Sciences and the Pritzker School of Medicine
University of Chicago Medical Center
5841 South Maryland Avenue, MC 1000
Chicago, IL 60637

Keith Moffat
Deputy Provost for Research
5801 South Ellis Avenue, Ste. 501
Chicago, IL 60637

Donald J. Reaves
Vice President for Administration and Chief Financial Officer
5801 South Ellis Avenue, Ste. 502
Chicago, IL 60637

Anne W. Robertson
Associate Provost for Research and Education
5801 South Ellis Avenue, Ste. 501
Chicago, IL 60637

Thomas F. Rosenbaum
Vice President for Research and Argonne National Laboratory
5801 South Ellis Avenue, Ste. 502
Chicago, IL 60637

Noel Salinger

*Associate Vice President for Development
& Alumni Relations*

5801 South Ellis Avenue, Rm. 306A
Chicago, IL 60637

Mary Ellen Sheridan

*Associate Vice President for Research
and Director of Research Administration*

970 East 58th Street
Chicago, IL 60637

Henry S. Webber

*Vice President for Community and
Government Affairs*

5801 South Ellis Avenue, Rm. 605
Chicago, IL 60637

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Michael L. Klowden Milken Institute 1250 Fourth Street, 2nd Fl. Santa Monica, CA 90401	Lien Chan Central Committee of the Kuomintang 11 Chung Shan South Road, Section 1 11th Floor Taipei, Taiwan, R.O.C.
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John W. McCarter, Jr. The Field Museum 1400 South Lake Shore Drive Chicago, IL 60605-2496	Joseph Neubauer ARAMARK Corporation 1101 Market Street Philadelphia, PA 19107
Harvey B. Plotnick Paradigm Holdings, Inc. 180 North Stetson Avenue, Ste. 3150 Chicago, IL 60601	Thomas Jay Pritzker Hyatt Corporation 200 West Madison Street, Ste. 3800 Chicago, IL 60606-3414
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John W. Rogers, Jr. Ariel Capital Management, Inc. Ariel Mutual Funds 200 East Randolph Drive, Suite 2900 Chicago, IL 60601	Andrew M. Rosenfield UNext, Inc. 500 Lake Cook Road, Suite 150 Deerfield, IL 60015
Steven G. Rothmeier Great Northern Capital 332 Minnesota Street, Suite W-2900 St. Paul, MN 55101-1308	Richard P. Strubel UNext, Inc. 500 Lake Cook Road, Suite 150 Deerfield, IL 60015
Byron D. Trott Goldman, Sachs & Co. 4900 Sears Tower Chicago, IL 60606	Marshall I. Wais, Jr. Marwais International, L.L.C. 82 Avenue Marceau, 6th Floor 75008 Paris FRANCE

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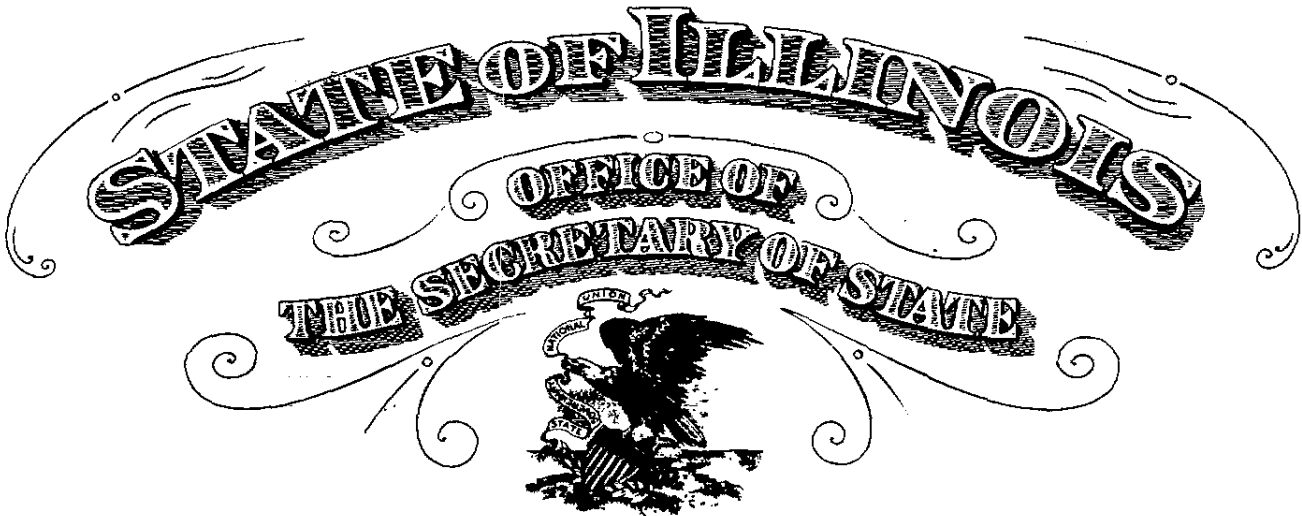
Paula Wolff Chicago Metropolis 2020 30 West Monroe Street, 18th Floor Chicago, IL 60603	Francis T.F. Yuen Pacific Century CyberWorks Limited 42nd Floor, PCCW Tower TaiKoo Place, Quarry Bay HONG KONG
Hugo F. Sonnenschein Department of Economics University of Chicago 1126 East 59th Street, SS 507 Chicago, IL 60637	Robert O. Anderson The South Spring Company Post Office Box 1000 Roswell, NM 88202-1000
Norman Barker, Jr. First Interstate Bank of California 9601 Wilshire Boulevard, Suite 600 Beverly Hills, CA 90210	Edward McC. Blair William Blair & Company 222 West Adams Street, 33rd Floor Chicago, IL 60606-5312
Wallace W. Booth Ducommun Incorporated 10601 Wilshire Boulevard, #1404 Los Angeles, CA 90024	Lawrence B. Bittenwieser Katten Muchin Zavis Rosenman 575 Madison Avenue New York, NY 10022-2585
Marvin Chandler 2727 Calle La Cruz Carmel, CA 93923-9705	Kenneth B. Clark 17 Pinecrest Drive Hastings-on-the-Hudson, NY 10706
Willie D. Davis All Pro Broadcasting Co. 161 North La Brea Avenue Inglewood, CA 90301	Kingman Douglass 1445 N. State Parkway, Apt. 701 Chicago, IL 60610
James H. Evans Union Pacific Corporation 375 Park Avenue, Suite 2005 New York, NY 10152-2005	Robert Feitler 179 E. Lake Shore Drive, Apt. 16E Chicago, IL 60611
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William B. Graham Baxter International, Inc. One Baxter Parkway Deerfield, IL 60015	Robert C. Gunness 852 Morningside Drive Fullerton, CA 92835-3546
Robert P. Gwinn 144 Fairbank Road Riverside, IL 60546-2234	Robert M. Halperin c/o Greylock 2929 Campus Drive, Suite 400 San Mateo, CA 94403-2590
Irving B. Harris The Irving Harris Foundation Two North LaSalle Street, Suite 400 Chicago, IL 60602	Stanley G. Harris, Jr. 180 East Pearson Street, Apt. 4704 Chicago, IL 60611
Ben W. Heineman Northwest Industries, Inc. 180 East Pearson Street, Suite 4304 Chicago, IL 60611	Robert S. Ingersoll One Arbor Lane, Apt. 202 Evanston, IL 60201

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Reatha Clark King General Mills Foundation 110 Bank Street, SE, Unit 2403 Minneapolis, MN 55414	Howard G. Krane Kirkland & Ellis 200 East Randolph Drive, Suite 5500 Chicago, IL 60601
Mrs. Glen A. Lloyd 25060 St. Mary's Road Libertyville, IL 60048	John D. Mable Mid-Continent Capital, L.L.C. 55 West Monroe Street, Suite 3560 Chicago, IL 60603
Robert H. Malott FMC Corporation 200 East Randolph Drive, Suite 7954 Chicago, IL 60601	Richard M. Morrow Amoco Corporation 200 East Randolph Drive, Suite 6952 Chicago, IL 60601
Kenneth Nebenzahl Kenneth Nebenzahl, Inc. Post Office Box 370 Glencoe, IL 60022	Arthur C. Nielsen, Jr. A.C. Nielsen Company Lake Cook Office Centre 1419 Lake Cook Road, Suite 460 Deerfield, IL 60015
John D. Ong 4000 Embassy Parkway, Suite 330 Akron, OH 44333-8357	Max Palevsky 924 Westwood Boulevard, Suite 700 Los Angeles, CA 90024
Ellmore C. Patterson 11 Cherrywood Road, Box 653 Locust Valley, NY 11560	Charles H. Percy Charles Percy & Associates, Inc. 1691 34th Street, NW Washington, DC 20007-2709
Arthur E. Rasmussen, Jr. Box One Walton, NY 13856	James T. Rhind Bell, Boyd & Lloyd L.L.C. 70 West Madison Street, Suite 3300 Chicago, IL 60602-4207
David Rockefeller 30 Rockefeller Plaza, Suite 5600 New York, NY 10112	Robert G. Schloerb 200 East Randolph Drive, Suite 7200 Chicago, IL 60601-6436
Arthur W. Schultz 2072 China Flat Road Santa Barbara, CA 93108-2211	Nancy A. Stevenson 2117 North Fremont Street Chicago, IL 60614
Barry F. Sullivan KRoad Power 330 Madison Avenue, 25th Floor New York, NY 10017	

File Number

0522-358-0



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

THE UNIVERSITY OF CHICAGO, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE SEPTEMBER 10, 1890, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE GENERAL NOT FOR PROFIT CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS A DOMESTIC CORPORATION IN GOOD STANDING IN THE STATE OF ILLINOIS*****

04 JAN 15 AM 9:03

FILED
STATE
CLERK



In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this
day of JANUARY A.D. 2004

15TH

2004

Jesse White

SECRETARY OF STATE