



January 8, 1996

Via Express Mail

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Ms. Thelma Lewis
Corporation Specialist Supervisor
Amendment Section
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Dear Ms. Lewis:

Re: University of Miami, Coral Gables, Florida
Charter #702242

Enclosed are the pertinent documents relative to the October 10, 1996, amendment of Article X, Section B of the University of Miami Charter, including documents setting forth the action taken to amend the Charter, as well as showing that the notice requirement was met.

Also enclosed is a check in the amount of \$87.50 to cover the cost of the filing fee and certificate of amendment. Please send the certificate to me at:

Post Office Box 248042
Coral Gables, Florida 33124-4624

Sincerely,

Phyllis Leone
Assistant to the Secretary

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Enclosures
CHBYLAWS\amend96.ltr

TLL JAN 9 3 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 13 PM 12:30

Board of Trustees
P.O. Box 248042
Coral Gables, Florida 33124-4624
305-284-4025
Fax: 305-284-5425

UNIVERSITY OF MIAMI CHARTER AMENDMENTS

ARTICLE X - Officers - Executive Committee
Section B. Executive Committee

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 13 PM 12:30

I, the undersigned, Secretary of the **UNIVERSITY OF MIAMI**, a non-profit corporation duly organized and existing under the laws of the State of Florida, hereby **CERTIFY** that the following is a true and correct copy of a certain resolution adopted by the Board of Trustees of the said corporation, at a regular meeting of the said Board of Trustees duly held on October 10, 1996. There were 32 voting members in attendance and the resolution to amend ARTICLE X - Officers - Executive Committee, Section B. Executive Committee of the University of Miami Charter was adopted by a vote of 32 affirmative votes and no negative votes. The Charter requires that a quorum (one-third of those members authorized to vote -- 21 trustees) be present to consider an amendment to the Charter and that a 2/3 vote of the trustees present at the meeting is required to adopt an amendment to the Charter. Both of these requirements were met.

"ARTICLE X - Officers - Executive Committee

"Section B. Executive Committee

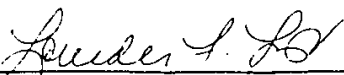
"The membership of the Executive Committee shall consist of seventeen (17) trustees including: the Chairman of the Board, ex-officio, the Vice Chairman (Chairmen) of the Board, ex officio, the President of the University, ex-officio, and the immediate past Chairman of the Board, ex-officio, who shall serve with the chairpersons of the Academic Affairs Committee, the Athletic Advisory Committee, the University Advancement Committee, the Finance and Audit Committee, the Government Affairs and Public Policy Committee, the Investments Committee, the Master Planning and Construction Committee, the Student Affairs Committee, and the Trustee Service Committee. There shall also be a minimum of two at-large members of the committee. In the event any chairperson of the above-listed committees shall decline to serve or is also an elected officer of the Board, the number of at-large members shall increase to bring the membership of the committee to seventeen. At-large members shall be nominated annually from the membership of the Board of Trustees by the Trustee Service Committee. A trustee shall not be eligible to serve as an at-large member of the Executive Committee for more than four consecutive years. Any trustee shall be empowered to make nominations from the floor in addition to those nominees of the committee. When the Board is not in session, the Executive Committee shall exercise all the powers of the Board of Trustees except (1) the power of making major changes in academic policy

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and of handling those business affairs that have a major impact upon academic policy, and (2) the power of electing or removing the President of the University, and (3) the power of adopting or altering the Bylaws of the corporation. The Executive Committee shall have the power and authority to delegate to an investment committee to be established in the Bylaws the responsibility for investment activities of the University with the right to delegate such portion of that authority as the investment committee determines to an agent or agents selected by the investment committee with the approval of the Executive Committee. The Executive Committee shall have the responsibility to review and make recommendations on proposals for major change in employee benefit programs and shall serve in an advisory capacity to the administration on matters relating to direct and indirect compensation.

"The Executive Committee shall elect its own chairman and vice chairman from the members of the Executive Committee."

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the said corporation this 18th day of December, 1996, at Coral Gables, Dade County, Florida.



Lourdes F. La Paz
Secretary of the University

(Corporate Seal)