



July 6, 1998

Certified Mail – Return Receipt Requested

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

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*****87.50 *****35.00

Dear Ms. Lewis:

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

Enclosed are the pertinent documents relative to the February 12, 1998, amendment of Article VII, Section A 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,

Yvonne M. Terney
Administrative Assistant to the Secretary

LTM:zr
Enclosure
CHBYLAWS/amend98.ltr

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

FILED
98 JUL 17 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
TLL JUL 17 1998

UNIVERSITY OF MIAMI CHARTER AMENDMENTS

ARTICLE VII - Trustees
Section A. Board of Trustees

FILED
98 JUL 17 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 February 12, 1998. There were 41 voting members in attendance and the resolution to amend ARTICLE VII- Trustees, Section A. Board of Trustees of the University of Miami Charter was adopted by a vote of 41 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 VII - Trustees

Section A. Board of Trustees

The government of the affairs of this corporation and the management of its business shall be vested in a Board of Trustees. The Board of Trustees shall consist of any number as determined by the Board of Trustees from time to time, except that the number can never be less than twenty (20). In addition to this minimum number of regularly elected trustees:

1. There shall be three trustees who have been nominated by the Alumni Association; and
2. The President and Immediate-Past President of the Citizens Board of the University of Miami, and the President-Elect, President and Immediate-Past President of the Alumni Association of the University of Miami shall be ex-officio members of the Board of Trustees, but only so long as they shall continue to hold their respective offices.

The President of the University shall be an ex-officio member of the Board of Trustees.

Alumni trustees and ex-officio trustees shall have the same powers, rights, and privileges as regular trustees, except that alumni trustees and ex-officio trustees other than the President

of the University will not be eligible for election as regular trustees, within a period of one (1) year after their service as alumni trustees or ex-officio trustees. This prohibition shall not apply to any election to fill a vacancy on the Board of Trustees created by the death or resignation of a regular trustee. In addition, an alumni trustee who has been elected to fill a vacancy on the Board of Trustees created by the death or resignation of another alumni trustee shall be eligible for re-election as an alumni trustee for a term of less than three (3) years, so that, if re-elected, his or her total length of service shall be three (3) years.

No faculty member of the University shall be a trustee unless the Board of Trustees shall hereafter so authorize at a meeting of the Board regularly called and held.

3. There shall be Life Trustees, who shall be elected for life, as defined in Section C of ARTICLE VII.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the said corporation this 30th day of June, 1998, at Coral Gables, Dade County, Florida.



Robert L. Blake
Secretary of the University

(Corporate Seal)