

702242  
UNIVERSITY OF  
**Miami**

February 7, 2000

**Certified Mail – Return Receipt Requested**

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

800003132928-9  
-02/11/00--01005--018  
\*\*\*\*\*87.50 \*\*\*\*\*43.75

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

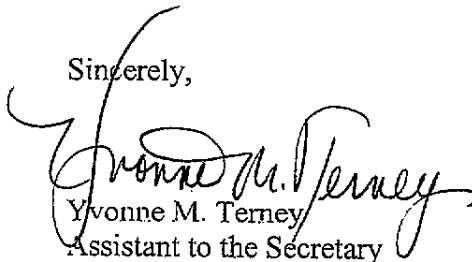
Dear Ms. Lewis:

Enclosed are the pertinent documents relative to the January 21, 2000, amendments of ARTICLE VII - Trustees, Section F. - Criteria for Election; Section I. - Board of Trustee Resignation Policy, and Section C2. - Emeritus Trustee, of the University of Miami Charter.

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

Post Office Box 248042  
Coral Gables, Florida 33124-4624

Sincerely,

  
Yvonne M. Terney  
Assistant to the Secretary

FILED  
00 FEB 10 PM 12:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

:ymt  
Enclosures  
CHBYLAWS/amend00.ltr

Board of Trustees  
P.O. Box 248042  
Coral Gables, Florida 33124-2420  
305-284-4025  
Fax: 305-284-2021

**Amend**

T. LEWIS FEB 11 2000

**UNIVERSITY OF MIAMI CHARTER AMENDMENTS**

**ARTICLE VII - Trustees**

**Section F. - Criteria for Election**

**Section I. - Board of Trustee Resignation Policy  
and Section C2. - Emeritus Trustee**

FILED  
00 FEB 10 PM 12:50  
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 the meeting of the said Board of Trustees duly held on January 21, 2000. There were 48 out of 67 voting members in attendance and the resolution to amend **ARTICLE VII - Trustees, Section F. - Criteria for Election; Section I. - Board of Trustee Resignation Policy, and Section C2. - Emeritus Trustee** of the University of Miami Charter was adopted by a vote of 48 affirmative votes and no negative votes. The Charter requires that a quorum (one-third of those members authorized to vote) 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 F. - Criteria for Election**

The criteria to be considered for election of trustees shall be centered on an assessment of the individual's commitment to the University and the ability to advance the University's relationship with business, government, and the professions. The Board will proactively seek members offering gender, ethnic, national, and international-based points of view.

The criteria to be considered for re-election of trustees shall be primarily based on success in: ensuring the adequacy of the University's financial resources, by example-setting and solicitation of others; representing the University's interests with business and the various communities of interest; and participation in trustee and University activities.

**Section I. - Board of Trustee Resignation Policy**

Members of the Board of Trustees may voluntarily resign from their position as a member of the Board of Trustees, and their resignation shall become effective with the delivery of a written notice of resignation to the Secretary of the University. In the event a trustee has a significant change in circumstances, he or she shall immediately submit a written notice of resignation to the Secretary of the University. The Trustee Service Committee shall, at its discretion, decide whether or not to accept the resignation.

“Significant change in circumstance” is defined, for purposes of this section to include, but not be limited to, the following: (1) termination of employment, including retirement, from the position held by the trustee at the time he or she was elected to the Board; (2) become the subject of information such that if it became public might impair the individual’s effectiveness as a member of the Board of the University. Should circumstance change such that the member’s opportunity to resume productive Board service occurs, he or she would be eligible for re-election.

**Section C2. - Emeritus Trustee**

A person who retires after ~~attaining the age of seventy five (75) or after~~ accumulating ten (10) years of active service or who retires because of ill health after accumulating five (5) years of active service on the Board may be elected by the Board as a Trustee Emeritus. Emeriti Trustees shall not have the fiduciary responsibility and are not entitled to vote but shall be eligible to serve on committees of the Board.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the said corporation this 21<sup>st</sup> day of January, 2000, at Coral Gables, Dade County, Florida.



Robert L. Blake  
Secretary of the University

(Corporate Seal)