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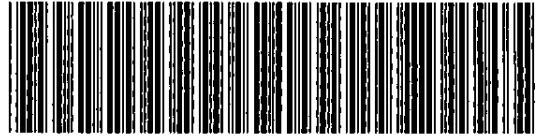
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FILED
2008 FEB 18 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amend
Tlew's
2/18/08*



February 15, 2008

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

Re: University of Miami Document No. 702242

Dear Sir or Madam:

Enclosed are pertinent documents regarding the January 25, 2008 amendments to Article VII – Trustees, Section I. – Board of Trustee Resignation and Dismissal Policies, of the University of Miami Charter.

Also enclosed is a check in the amount of \$43.75 representing payment of the filing fee and certification of amendment. Please return the certification in the enclosed self-addressed stamped envelope provided for your convenience.

Sincerely,

A handwritten signature in black ink, appearing to read "Leslie Dellinger Aceituno".

Leslie Dellinger Aceituno
Assistant Secretary of the University
and Director of Operations

LDA:fts
Enclosures

UNIVERSITY OF MIAMI CHARTER AMENDMENTS

ARTICLE VII - Trustees

Section I. Board of Trustee Resignation and Dismissal Policies

FILED
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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 January 25, 2008. There were 55 out of 84 voting members in attendance and the resolution to amend **ARTICLE VII - Trustees, Section I. Board of Trustee Resignation and Dismissal Policies** of the University of Miami Charter was adopted by a vote of 55 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 I. Board of Trustee Resignation and Dismissal Policies


1. 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 circumstances" 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 circumstances change such that the member's opportunity to resume productive Board service occurs, he or she would be eligible for re-election.

2. Dismissal Policy

Any member of the Board of Trustees may be removed from office, for cause, at any meeting of the Board by an affirmative vote of two-thirds (2/3) majority of the entire membership of the Board of Trustees.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the said corporation this 1st day of February, 2008, at Coral Gables, Miami-Dade County, Florida.



Aileen M. Ugalde
Secretary of the University

AMENDMENT TO THE CHARTER

ARTICLE VII - Trustees

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