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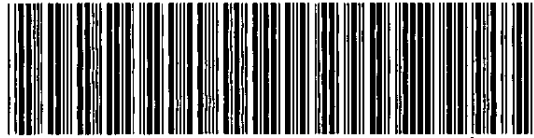
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Amend

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 JUN -4 PM 2:00

Roberts JUN 08 2009



June 1, 2009

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 amendments to the University of Miami Charter, including: the January 23, 2009 amendments to Article VII – Trustees, and the April 24, 2009 amendments to Article X – Officers – Executive Committee, Section B. Executive Committee.

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 X – Officers – Executive Committee

Section B. Executive Committee

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 JUN -4 PM 2:00

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 April 24, 2009 and effective June 1, 2009. There were 60 out of 81 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 60 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 X - Officers - Executive Committee

Section B. Executive Committee

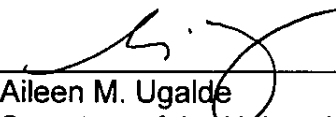
The membership of the Executive Committee shall consist of twenty-one (21) trustees including: the Chairman of the Board, ex-officio, the Vice Chairman (Chairmen) of the Board, ex-officio, the President of the University, ex-officio, and the immediate past Chairman of the Board, ex-officio, who shall serve with the chairpersons of the Academic Affairs Committee, the Athletic Advisory Committee, the Audit and Compliance Committee, the University Advancement Committee, the Finance Committee, the Government Affairs and Public Policy Committee, the Investments Committee, the Master Planning and Construction Committee, the Medical Affairs Committee, the Student Affairs Committee, the Trustee Service Committee, and the Miami Asset Management Company, Inc. Board of Directors. 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 twenty-one. 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 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 Charter or 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

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09 JUN -4 PM 2:00

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 26th day of May, 2009, at Coral Gables, Miami-Dade County, Florida.



Aileen M. Ugalde
Secretary of the University

(Corporate Seal)

AMENDMENTS TO THE CHARTER

April 24, 2009

ARTICLE X - Officers - Executive Committee

Section B. Executive Committee

The membership of the Executive Committee shall consist of twenty-one (21) 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 Audit and Compliance Committee, the University Advancement Committee, the Finance Committee, the Government Affairs and Public Policy Committee, the Investments Committee, the Master Planning and Construction Committee, the Medical Affairs Committee, the Student Affairs Committee, and the Trustee Service Committee, and the Miami Asset Management Company, Inc. Board of Directors. 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 twenty-one. 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 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 Charter or 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.

UNIVERSITY OF MIAMI CHARTER AMENDMENTS

ARTICLE VII - Trustees

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 23, 2009 and effective June 1, 2009. There were 55 out of 82 voting members in attendance and the resolution to amend ARTICLE VII - Trustees 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 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 (3) 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. Alumni Trustees shall serve a term of one (1) year, and be eligible for re-election so that, if re-elected, his or her total length of service shall be three (3) years. 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, 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 Emeritus Trustees, who shall be elected for life, as defined in Section D of ARTICLE VII.
4. There shall be one (1) student Trustee who shall be elected by the Trustee Service Committee to serve a one (1) year term.
5. There shall be National Trustees, who shall be elected to one (1) year terms as defined in Section D of ARTICLE VII.

Regularly elected trustees, alumni trustees, and ex-officio trustees shall have full power and authority to attend all Board meetings, to participate in all discussions, and to vote on all questions before the full Board. Such authority and responsibility shall carry with it the corresponding fiduciary obligations imposed by the Florida Statutes.

Section B. Trustees

The names and addresses of the members of the present Board of Trustees are as follows:

	Date of Initial Election
Leonard Abess 25 West Flagler Street, Sixth Floor Miami, Florida 33130	February 6, 1997
Michael I. Abrams One Southeast Third Avenue, 25 th Floor Miami, Florida 33131-1714	February 8, 1995
Jose R. Arriola 7820 SW 48 th Court Miami, Florida 33143	April 17, 1998-2003 April 27, 2007
Adrienne Arsht 3031 Brickell Avenue Miami, Florida 33129	May 2, 2008

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Hilarie Bass
1221 Brickell Avenue
Miami, Florida 33131

January 24, 2003

Jon Batchelor
1680 Michigan Avenue, Penthouse 1
Miami Beach, Florida 33139

April 27, 2007

Joaquin F. Blaya
P.O. Box 409
Basalt, Colorado 81621

April 30, 1999

Norman Braman
2060 Biscayne Boulevard, 2nd Floor
Miami, Florida 33137-5024

December 6, 1995
October 11, 2002

Nicholas A. Buoniconti
8362 Pines Boulevard, #287
Pembroke Pines, Florida 33024

February 12, 1992

Alfred R. Camner
550 Biltmore Way, Suite 700
Coral Gables, Florida 33134

January 27, 2006

Paul L. Cejas
P.O. Box 191768
Miami, Florida 33119

October 17, 2003

Wayne E. Chaplin
1600 Northwest 163 Street
Miami, Florida 33169

January 19, 2001

Laura G. Coulter-Jones
65 Leucadendra Drive
Coral Gables, Florida 33156

February 8, 1998

Edward A. Dauer
4850 West Oakland Park Blvd., Suite 145
Fort Lauderdale, Florida 33313-1503

February 8, 1996-99
October 7, 1999

Paul J. DiMare
P.O. Box 900460
Homestead, Florida 33090-0460

April 23, 2004

David L. Epstein
1200 S. Pine Island Road, Suite 200
Plantation, Florida 33324

January 23, 2004

Richard D. Fain 1050 Caribbean Way Miami, Florida 33132-2074	February 6, 1997
George Feldenkreis 3000 Northwest 107 th Avenue Miami, Florida 33172	February 6, 1997
Michael Fernandez 121 Alhambra Plaza, Suite 1100 Coral Gables, Florida 33134	January 28, 2005
T. Mechelle Francis 7342 S.W. 80th Street Plaza, Apt. 272 South Miami, Florida 33143	April 24, 2009
Phillip T. George 2601 South Bayshore Drive, Suite 725 Miami, Florida 33133	February 15, 1989
Thelma V.A. Gibson 3661 Franklin Avenue Coconut Grove, Florida 33133	February 6, 1997
Rose Ellen Greene 201 Solano Prado Coral Gables, Florida 33156	February 14, 1990
Barbara Hecht Havenick 369 Leucadendra Drive Coral Gables, Florida 33156-2368	October 11, 2002
Marilyn J. Holifield 701 Brickell Avenue, Suite 3000 Miami, Florida 33131	January 18, 2002
Manuel Kadre 220 Alhambra Circle, Suite 304 Coral Gables, Florida 33134	October 15, 2004
Bernard J. Kosar 600 W. Las Olas Boulevard, Unit 909 Fort Lauderdale, Florida 33312	April 28, 2000-02 October 11, 2002
Jayne Sylvester Malfitano 2323 Areca Palm Road Boca Raton, Florida 33432	January 26, 2007

Robert A. Mann 2100 North Ocean Boulevard, #2102 Fort Lauderdale, Florida 33305-1916	October 11, 2002
Roger J. Medel 1301 Concord Terrace Sunrise, Florida 33323	January 23, 2004
Stuart A. Miller 700 Northwest 107 th Avenue Miami, Florida 33172	October 11, 2002
William L. Morrison 700 Brickell Avenue, Third Floor Miami, Florida 33131-2804	April 17, 1998
Judi Prokop Newman 12 Village Road Cherry Hills, Colorado 80113	April 28, 2000
M. Lee Pearce 22 LaGorce Circle Miami Beach, Florida 33141	February 10, 1993
Jorge M. Perez 315 S. Biscayne Boulevard, Penthouse Miami, Florida 33131	April 28, 2000
Aaron S. Podhurst 25 West Flagler Street, Suite 800 Miami, Florida 33130-1780	April 27, 2001
Matthew E. Rubel 3231 Southeast 6th Avenue Topeka, Kansas 66607	April 24, 2009
Steven J. Saiontz 9515 S.W. 60 th Court Miami, Florida 33156	October 17, 2003
Eduardo M. Sardiña 4520 S. W. 72 nd Street Miami, Florida 33143	February 8, 1996
Maria Lamas Shojaee 515 Casuarina Concourse Miami, Florida 33143-6403	May 2, 2008

Laurie S. Silvers
2255 Glades Road, Suite 221-A
Boca Raton, Florida 33431-7383

April 25, 2003-06
April 27, 2007

H.T. Smith
1017 N.W. 9th Court
Miami, Florida 33136

January 23, 2004

Steven Sonberg
701 Brickell Avenue, Suite 3000
Miami, Florida 33131-2813

January 23, 2004

E. Roe Stamps IV
3725 Leafy Way
Coconut Grove, Florida 33133-6407

January 24, 2003

Ronald G. Stone
2103 Coral Way, Suite 200
Miami, Florida 33145

February 18, 1987

Robert C. Strauss
2627 S. Bayshore Drive, Unit 3202
Coconut Grove, Florida 33133

October 9, 1991

Bruce E. Toll
250 Gibraltar Road
Horsham, Pennsylvania 19044

May 2, 2008

Patricia W. Toppel
7900 Glades Road, Suite 600
Boca Raton, Florida 33434-4104

February 8, 1998

Barbara A. Weintraub
3370 Devon Road
Miami, Florida 33133

February 6, 1997

As the terms of the trustees expire, the remaining trustees, at any annual, special or adjourned meeting, may fill the vacancies so created.

Section C. 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 ability to advance the University's relationship with business, government, community, and the professions. The Board will proactively seek members offering gender, ethnic, national, and international-based points of view. No more than one (1) member of a nuclear family (i.e., spouse, sibling, children) shall serve as a regularly elected trustee at the same time.

Regularly elected trustees shall serve on at least two (2) Standing Committees of the Board and one (1) Visiting Committee, and are entitled to vote at their committee meetings. Regular attendance at Board meetings of all trustees is expected. Each year, regularly elected trustees shall attend in person or by phone at least sixty percent (60%) of all regularly scheduled meetings, including meetings of the full Board and Standing and Visiting Committees to which they are assigned, except under special circumstances as permitted by the Trustee Service Committee. Regularly elected trustees are eligible for election to affiliated University boards (including, but not limited to, the University of Miami Hospital Board of Governors, the University of Miami Hospitals and Clinics/Sylvester Comprehensive Center Board of Governors, the Anne Bates Leach Eye Hospital/Bascom Palmer Eye Institute Board of Governors and/or the Miami Asset Management Company Board of Directors).

Regularly elected trustees, Senior Trustees and National Trustees will be reviewed annually. 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 personal donations and solicitation of others; representing the University's interests with business and the various communities of interest; participation in trustee and University activities, and attendance to regularly scheduled meetings of the Board and committees of the Board, as defined in Sections C and D. Review of the philanthropic criteria will be based, in part, on reports to the Trustee Service Committee provided by the Senior Vice President for University Advancement and External Affairs. The University shall be one of the regularly elected trustee's primary charities for donations and dedication. Regularly elected trustees, Senior Trustees, and National Trustees shall be elected as an Emeritus Trustee if he or she could not meet the attendance, participation, and philanthropic criteria enumerated in Sections C and D, except that, under special circumstances, the Trustee Service Committee may consider prior philanthropic and board service and agree to waive the attendance and participation criteria.

Section D. Senior Trustee, National Trustee, Emeritus Trustee, and Honorary Trustee

1. Senior Trustee – A trustee who has either: i) attained twenty (20) years of active service, or ii) attained fifteen (15) years of active service and reached the age of sixty (60) shall be eligible for election as a Senior Trustee. A trustee who has served as Chair of the Board shall be eligible for election as a Senior Trustee. A Senior Trustee shall be eligible to serve as Chair of the Board or as chair of a committee. Senior Trustees must have a commitment to be generous, attend meetings and fundraise. Senior Trustees are entitled to vote at Board meetings, and to elect or remove the President. Senior Trustees shall serve on no more than one (1) committee of the Board, except that, under special circumstances, the Trustee Service Committee may agree to waive the one (1) committee limit and allow a Senior Trustee to serve on no more than two (2) committees. Senior Trustees are entitled to vote at committee meetings. Senior Trustees shall attend, either in person or by phone, not less than forty percent (40%) of

regularly scheduled meetings of the full Board and Standing and Visiting Committee(s) to which they are assigned, except under special circumstances as permitted by the Trustee Service Committee. Senior Trustees are eligible for election to affiliated University boards (including, but not limited to, the University of Miami Hospital Board of Governors, the University of Miami Hospitals and Clinics/Sylvester Comprehensive Center Board of Governors, the Anne Bates Leach Eye Hospital/Bascom Palmer Eye Institute Board of Governors and/or the Miami Asset Management Company Board of Directors). Terms of office for Senior Trustees shall be one-year terms, for Senior. A Senior Trustee shall be elected as Emeritus Trustee if he or she could not meet the criteria for re-election enumerated above, except that, under special circumstances, the Trustee Service Committee may consider philanthropic and board service and agree to waive the attendance and participation criteria.

2. National Trustee – An individual who meets the criteria for election, regularly elected trustees or Senior Trustees, but whose residence and/or principal business activity prevents him or her from fulfilling the attendance requirements of a regular or Senior Trustee, may be elected by the Board as a National Trustee. National Trustees must have a commitment to be generous and fundraise. National Trustees are entitled to vote at Board meetings, provided attendance requirement of a Senior Trustee is met, and to elect or remove the President. National Trustees can, but are not required to, serve on at least one (1) Standing Committee of the Board and one (1) Visiting Committee, and are entitled to vote at their committee meetings. National Trustees shall attend at least one (1) regularly scheduled meeting of the Board, except under special circumstances as permitted by the Trustee Service Committee. National Trustees are eligible for election to affiliated University boards (including, but not limited to, the University of Miami Hospital Board of Governors, the University of Miami Hospitals and Clinics/Sylvester Comprehensive Center Board of Governors, the Anne Bates Leach Eye Hospital/Bascom Palmer Eye Institute Board of Governors and/or the Miami Asset Management Company Board of Directors). A National Trustee shall be elected as Emeritus Trustee if he or she could not meet the criteria for re-election enumerated above, except that, under special circumstances, the Trustee Service Committee may consider philanthropic and board service and agree to waive the attendance and participation criteria.
3. Emeritus Trustee - Any regularly elected, Senior or National Trustee who has served with meritorious service but who is not prepared to meet the attendance, participation, and philanthropic criteria of a regular trustee, a Senior Trustee, or National Trustee may be elected by the Board as a Trustee Emeritus. Emeriti Trustees may attend all board meetings, but shall not have fiduciary responsibility, are not

entitled to vote at Board meetings, and are not eligible to serve on committees of the Board. An Emeritus Trustee shall not be eligible to serve as Chair of the Board.

4. Honorary Trustee - The Board also may elect as an Honorary Trustee a person who has performed an especially outstanding service for the University or one who has shown interest in the University and is of great renown. An Honorary Trustee may attend meetings of the Board of Trustees but shall not be entitled to vote.

The names and addresses of the present Senior Trustees are as follows:

Betty G. Amos 9275 Coral Reef Drive, Suite 107 Miami, Florida 33157	February 6, 1997-2000 April 30, 1999-02 January 18, 2002
Stanley H. Arkin 5500 Collins Avenue, Apt. 603 Miami Beach, Florida 33140	February 27, 1974-1977 March 8, 1978-1998 March 20, 1998
Jose P. Bared 18001 Old Cutler Road, Suite 370 Palmetto Bay, Florida 33157	February 11, 1977-2003 October 17, 2003
Fred Berens 200 South Biscayne Boulevard Suite 3200 Miami, Florida 33131-2364	January 26, 1972-1975 February 11, 1976-2003 October 17, 2003
M. Anthony Burns 18001 Old Cutler Road, Suite 460 Miami, Florida 33157	April 27, 1984-2004 April 27, 2004
Charles E. Cobb 355 Alhambra Circle, Suite 1500 Coral Gables, Florida 33134	March 5, 1975-1995 April 21, 1995
Nicholas A. Crane 10 Edgewater Drive, Tower Suite D Coral Gables, Florida 33133	February 19, 1986-1998 April 17, 1998
Carlos M. de la Cruz, Sr. 220 Alhambra Circle, Suite 304 Coral Gables, Florida 33134	February 17, 1988-2002 May 26, 2002

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Enrique C. Falla
600 Grapetree Drive, Apt. 4BS
Key Biscayne, Florida 33149

February 9, 1994

Alfonso Fanjul
1 North Clematis Street, Suite 200
West Palm Beach, Florida 33401

March 8, 1978-1984
February 18, 1987-2003
October 17, 2003

Phillip Frost
4400 Biscayne Boulevard, 15th Floor
Miami, Florida 33137-3227

December 7, 1983-2005
April 22, 2005

David I. Fuente
701 Tern Point Circle
Boca Raton, Florida 33431

February 9, 1994

Florence Hecht
Three Grove Isle Drive, #1401
Miami, Florida 33133

December 7, 1983-1995
April 21, 1995

Arthur H. Hertz
3195 Ponce de Leon Boulevard
Coral Gables, Florida 33134

January 23, 1980-1981
March 25, 1981-1982
October 12, 1983-1986
February 18, 1987-2003
October 17, 2003

David Kraslow
13647 Deering Bay, Apt. 111
Coral Gables, Florida 33158

March 8, 1978-1998
April 17, 1998

Arva Parks McCabe
1601 South Miami Avenue
Miami, Florida 33129

February 9, 1994

Archie L. Monroe
2192 Kingfish Road
Naples, Florida 34102

March 28, 1979-1999
April 30, 1999

Carlos A. Saladrigas
10625 N. Kendall Drive
Miami, Florida 33176

February 8, 1996

David R. Weaver
P.O. Box 290837
Charlestown, Massachusetts 02129-0215

April 27, 1984-2004
April 27, 2004

Marta S. Weeks
7350 Southwest 162nd Street
Miami, Florida 33157

April 21, 1983-1988
February 8, 1995-2005
April 22, 2005

Sherwood M. Weiser
3250 Mary Street, 5th Floor
Miami, Florida 33133

February 17, 1988-2003
April 25, 2003

G. Ed Williamson, II
7815 Southwest 104th Street
Miami, Florida 33156

June 3, 1981-1983
April 27, 1985-2005
April 22, 2005

Thomas D. Wood
95 Merrick Way, Suite 360
Coral Gables, Florida 33134

February 18, 1987-1990
February 12, 1992-2005
April 22, 2005

The names and addresses of the present National Trustees are as follows:

Steven J. Green
2601 South Bayshore Drive, 9th Floor
Coconut Grove, Florida 33133

April 27, 2001

The Honorable Carlos M. Gutierrez
The Residences at Ritz Carlton-Georgetown
3150 South Street, N.W. Suite 1C
Washington, DC 20007

June 1, 2009

Lois Pope
6274 Linton Boulevard, Suite 103
Delray Beach, Florida 33484

October 11, 2002

Alex E. Rodriguez
c/o Lisa Gilson
P.O. Box 190749
Dallas, Texas 75219

January 23, 2004

The names and addresses of the present Trustee Emeriti are as follows:

Bernyce Adler
10101 Collins Avenue
Apartment 16E
Bal Harbor, Florida 33154

Mr. Edward W. Easton
10165 Northwest 19th Street
Miami, Florida 33172

Victor E. Clarke
247 Greco Avenue
Coral Gables, Florida 33146

Gloria Estefan
420 Jefferson Avenue
Miami Beach, Florida 33139

Peter T. Fay
99 Northeast Fourth Street, Room 1255
Miami, Florida 33132

Robert H. Simms
1207 Johnson Street
Tuskegee Institute, Alabama 36088

Richard W. McEwen
5300 Zebulon Road, #65
Macon, Georgia 31210

Peter Storer
P.O. Box 1270
Saratoga, Wyoming 82331

Mr. Fredric G. Reynolds
51 West 52nd Street, 35th Floor
New York, New York 10019

Gonzalo Valdes-Fauli
1401 Brickell Avenue, Suite 930
Miami, Florida 33131

Frank Scruggs, Esq.
350 East Las Olas Boulevard
Suite 1000
Fort Lauderdale, Florida 33301

Frances L. Wolfson
15 Casa Mar Lane
Naples, Florida 34103

Marilyn Segal
919 S. South Lake Drive
Hollywood, Florida 33019

Charles J. Zwick
626 Coral Way, #1603
Coral Gables, Florida 33134

Section E. Elections and Removals

A majority vote of the trustees constituting a quorum shall be required to elect or remove the President.

Section F. Term of Election

Alumni Trustees shall serve a term of one (1) year, and be eligible for re-election so that, if re-elected, his or her total length of service shall be three (3) years. Student Trustees shall serve a term of one (1) year. Regularly elected trustees shall be elected to one-year terms. Senior Trustees shall be elected to one-year terms. Should a Senior Trustee resign his or her position, the Senior Trustee shall be eligible for election as a Trustee Emeritus. The term of service for Emeritus Trustees shall be for life. National Trustees shall be elected to one-year terms. Any member of the Board of Trustees may be removed from office at any time in accordance with the Dismissal Policy, Section I below.

Section G. Vacancies in Board

At any annual, special or adjourned meeting, the Board of Trustees may fill any vacancies on the Board of the University arising through death, resignation, non-election, or otherwise; the term of office of a trustee so elected shall be fixed by the Board at the time of his election.

Section H. Indemnification of Trustees and Officers

In the event a claim is made against a trustee or officer of the University by reason of any threatened, pending or completed action, suit or proceeding based upon an act alleged to have been committed by such person in the performance of his or her duties to the University as a trustee or officer of the University or in his or her capacity as trustee, director, officer, employee or agent of a corporation, trust or entity which he or she served at the request of the University, the University shall provide counsel for and shall indemnify and hold harmless such trustee or officer against judgments, fines and amounts paid in settlement thereof, provided, however, that:

1. in order for any trustee or officer to be entitled to indemnification, the University must have been advised promptly of the claim and afforded an opportunity to provide a defense;
2. such trustee or officer shall have cooperated fully in the defense of the claim;
3. the University shall have the right of control of the defense of the claim and shall control any settlement thereof; and
4. the Board of Trustees determines that such trustee or officer acted in good faith in the reasonable belief that such action was in the best interests of the University and, in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful.

If such trustee or officer employs separate counsel to be associated with counsel provided by the University, he or she shall bear the expense of such separate counsel including attorneys' fees and expenses but shall be entitled to indemnification if the requirements above set forth are met. If the foregoing requirements are not met or if such trustee or officer takes over his or her own defense, he or she shall bear the expense thereof including attorneys' fees and costs and expenses, and the University shall not be bound to indemnify.

Section I. Board of Trustee Resignation and Dismissal Policies

1. Resignation Policy

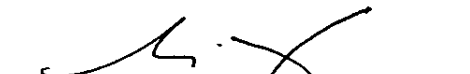
Members of the Board of Trustees may voluntarily resign from their position as a member of the Board of Trustees, and their resignation shall become effective with the delivery of a written notice of resignation to the Secretary of the University. In the event a trustee has a significant change in circumstances, 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 at any time, for any reason, 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 26th day of May, 2009, at Coral Gables, Miami-Dade County, Florida.


Aileen M. Ugalde
Secretary of the University

(Corporate Seal)

PROPOSED AMENDMENTS TO CHARTER

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 (3) 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. Alumni Trustees shall serve a term of one (1) year, and be eligible for re-election so that, if re-elected, his or her total length of service shall be three (3) years. 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~~ Emeritus Trustees, who shall be elected for life, as defined in Section ~~E~~ D of ARTICLE VII.
4. There shall be one (1) student Trustee who shall be elected by the Trustee Service Committee to serve a one (1) year term.
5. There shall be National Trustees, who shall be elected to one (1) year terms as defined in Section D of ARTICLE VII.

Regularly elected trustees, alumni trustees, and ex-officio trustees shall have full power and authority to attend all Board meetings, to participate in all discussions, and to vote on all questions before the full Board. Such authority and responsibility shall carry with it the corresponding fiduciary obligations imposed by the Florida Statutes.

Section B. ~~Classes of Trustees~~

~~The members of the Board of Trustees shall at all times be divided into three classes numerically equal, as nearly as possible. The names and addresses of the members of the present Board of Trustees are as follows:~~

Section C. 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 ability to advance the University's relationship with business, government, community, and the professions. The Board will proactively seek members offering gender, ethnic, national, and international-based points of view. No more than one (1) member of a nuclear family (i.e., spouse, sibling, children) shall serve as a regularly elected trustee at the same time.

Regularly elected trustees shall serve on at least two (2) Standing Committees of the Board and one (1) Visiting Committee, and are entitled to vote at their committee meetings. Regular attendance at Board meetings of all trustees is expected. Each year, regularly elected trustees shall attend in person or by phone at least sixty percent (60%) of all regularly scheduled meetings, including meetings of the full Board and Standing and Visiting Committees to which they are assigned, except under special circumstances as permitted by the Trustee Service Committee. Regularly elected trustees are eligible for election to affiliated University boards (including, but not limited to, the University of Miami Hospital Board of Governors, the University of Miami Hospitals and Clinics/Sylvester Comprehensive Center Board of Governors, the Anne Bates Leach Eye Hospital/Bascom Palmer Eye Institute Board of Governors and/or the Miami Asset Management Company

Board of Directors).

Regularly elected trustees, and Senior Trustees and National Trustees will be reviewed annually. 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 personal donations and solicitation of others; representing the University's interests with business and the various communities of interest; participation in trustee and University activities, and attendance to regularly scheduled meetings of the Board and committees of the Board, as defined in Sections C and D. Review of the philanthropic criteria will be based, in part, on reports to the Trustee Service Committee provided by the Senior Vice President for University Advancement and External Affairs. The University shall be one of the regularly elected trustee's primary charities for donations and dedication. Regularly elected trustees, Senior Trustees, and National Trustees shall be elected as an Emeritus Trustee if should he or she could not fail to meet the attendance, participation, and philanthropic criteria enumerated in Sections C and D, except that, under special circumstances, the Trustee Service Committee may consider prior philanthropic and board service and agree to waive the attendance and participation criteria.

Section CD. Retirement, Senior Trustee, National Trustee Emeritus Trustee, Life Trustee, and Honorary Trustee

~~1. Retirement The term of office of any trustee shall expire and he or she shall retire on the date of the next annual meeting of the Board after he or she reaches the age of seventy five (75), unless the Board makes an exception to this rule, in which event the Board may re-elect such person from year to year thereafter.~~

1. Senior Trustee – A trustee who has either: i) attained twenty (20) years of active service, or ii) attained fifteen (15) years of active service and reached the age of sixty (60) shall be eligible for election as a Senior Trustee. A trustee who has served as Chair of the Board shall be eligible for election as a Senior Trustee. A Senior Trustee shall be eligible to serve as Chair of the Board or as chair of a committee. Senior Trustees must have a commitment to be generous, attend meetings and fundraise. Senior Trustees are entitled to vote at Board meetings, and to elect or remove the President. Senior Trustees shall serve on no more than one (1) committee of the Board, except that, under special circumstances, the Trustee Service Committee may agree to waive the one (1) committee limit and allow a Senior Trustee to serve on no more than two (2) committees. Senior Trustees are entitled to vote at committee meetings. Senior Trustees shall attend, either in person or by phone, not less than forty percent (40%) of regularly scheduled meetings of the full Board and Standing and Visiting Committee(s) to which they are assigned, except

under special circumstances as permitted by the Trustee Service Committee. Senior Trustees are eligible for election to affiliated University boards (including, but not limited to, the University of Miami Hospital Board of Governors, the University of Miami Hospitals and Clinics/Sylvester Comprehensive Center Board of Governors, the Anne Bates Leach Eye Hospital/Bascom Palmer Eye Institute Board of Governors and/or the Miami Asset Management Company Board of Directors). Terms of office for Senior Trustees shall be one-year terms, for Senior. A Senior Trustee shall be elected as Emeritus Trustee if he or she could not to meet the criteria for re-election enumerated above, except that, under special circumstances, the Trustee Service Committee may consider philanthropic and board service and agree to waive the attendance and participation criteria.

2. National Trustee - An individual who meets the criteria for election, regularly elected trustees or Senior Trustees, but whose residence and/or principal business activity prevents him or her from fulfilling the attendance requirements of a regular or Senior Trustee, may be elected by the Board as a National Trustee. National Trustees must have a commitment to be generous and fundraise. National Trustees are entitled to vote at Board meetings, provided attendance requirement of a Senior Trustee is met, and to elect or remove the President. National Trustees can, but are not required to, serve on at least one (1) Standing Committee of the Board and one (1) Visiting Committee, and are entitled to vote at their committee meetings. National Trustees shall attend at least one (1) regularly scheduled meeting of the Board, except under special circumstances as permitted by the Trustee Service Committee. National Trustees are eligible for election to affiliated University boards (including, but not limited to, the University of Miami Hospital Board of Governors, the University of Miami Hospitals and Clinics/Sylvester Comprehensive Center Board of Governors, the Anne Bates Leach Eye Hospital/Bascom Palmer Eye Institute Board of Governors and/or the Miami Asset Management Company Board of Directors). A National Trustee shall be elected as Emeritus Trustee if he or she could not meet the criteria for re-election enumerated above, except that, under special circumstances, the Trustee Service Committee may consider philanthropic and board service and agree to waive the attendance and participation criteria.

32. Emeritus Trustee - A person-Any regularly elected, Senior or National Trustee who retires after accumulating has served

with meritorious service but who is not prepared to meet the attendance, participation, and philanthropic criteria of a regular trustee, a Senior Trustee, or National Trustee 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. A trustee is not required to meet the foregoing eligibility criteria if (i) the Board determines that the trustee has provided outstanding and meritorious service to the University and (ii) the trustee is elected by at least a three fourths vote of the Board constituting a quorum. Emeriti Trustees may attend all board meetings, but shall not have fiduciary responsibility, and are not entitled to vote at Board meetings, but shall be and are not eligible to serve on committees of the Board and vote at committee meetings. An Emeritus Trustee shall not be eligible to serve as Chair of the Board.

- ~~3. Life Trustee Upon reaching the age of seventy (70) and attaining fifteen (15) years of active service, or upon reaching the age of sixty (60) and attaining twenty (20) years of active service, or upon having served as Chairman of the Board, shall be eligible for election as a Life Trustee. Life Trustees shall have full power and authority to attend all Board meetings, to participate in all discussions, and to vote on all questions. Such authority and responsibility shall carry with it the corresponding fiduciary obligations imposed by the Florida Statutes. Terms of office for Life Trustees shall be for life. Should a Life Trustee resign his or her position, the Life Trustee shall be eligible for election as a Trustee Emeritus.~~
4. Honorary Trustee - The Board also may elect as an Honorary Trustee a person who has performed an especially outstanding service for the University or one who has shown interest in the University and is of great renown. An Honorary Trustee may attend meetings of the Board of Trustees but shall not be entitled to vote.

Section DE. Elections and Removals

A majority vote of the trustees constituting a quorum shall be required to elect or remove the President.

Section EF. Term of Election

~~Alumni Trustees shall serve a term of three~~ one (1) years, and be eligible for re-election so that, if re-elected, his or her total length of service shall be three (3) years. Student Trustees shall serve a term of one (1) year. Regularly elected trustees normally shall be elected for to one-year terms. Senior Trustees shall be elected to one-year terms. Should a Senior Trustee resign his or her position, the Senior Trustee shall be eligible for election as a Trustee Emeritus. The term of service for Emeritus Trustees shall be for life. National Trustees shall be elected to one-year terms. Any member of the Board of Trustees may be removed from office at any time in accordance with the Dismissal Policy, Section I below, an initial term of one year with a second optional one year term. Thereafter regularly elected trustees shall be elected for three year terms but may be elected for shorter terms in order to keep the three classes of trustees numerically equal, as nearly as possible, or for any other reason deemed appropriate by the Board. Regular attendance at Board meetings of all trustees is expected. Such regular attendance shall be considered by the Trustee Service Committee in recommending reelection to the Board.

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 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 at any time, for any reason, 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.