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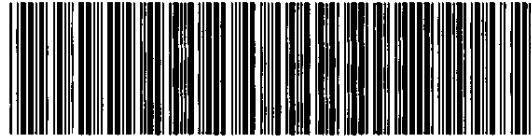
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SECRETARY OF STATE
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UNIVERSITY
OF MIAMI



Office of the Secretary
P.O. Box 248042
Coral Gables, Florida 33124-2918

Ph: 305-284-4025
Fax: 305-284-2021

June 9, 2010

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 April 23, 2010 amendment to the University of Miami Charter: Article VII – Trustees, Section C. Criteria for Election.

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,

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

LDA:fts
Enclosures

UNIVERSITY OF MIAMI CHARTER AMENDMENTS

ARTICLE VII – Trustees

Section C. Criteria for Election

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 23, 2010. There were 56 out of 81 voting members in attendance and the resolution to amend **ARTICLE VII – Trustees, Section C. Criteria for Election**, of the University of Miami Charter was adopted by a vote of 56 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 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 one (1) Standing Committee 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

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Charter Amendments

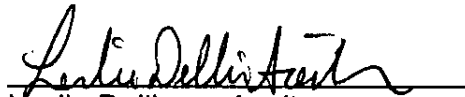
April 23, 2010

Page 2

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.

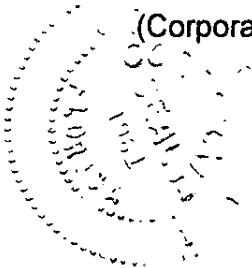
The University shall be one of the regularly elected trustee's primary charities for donations and dedication. Regularly elected trustees, Senior Trustees, and National Trustees shall be elected as an Emeritus Trustee if he or she could not meet the attendance, participation, and philanthropic criteria 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.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the said corporation this 9th day of June, 2010, at Coral Gables, Miami-Dade County, Florida.



Leslie Dellinger Aceituno
Assistant Secretary of the University

(Corporate Seal)



AMENDMENT TO THE CHARTER

April 23, 2010

ARTICLE VII - Trustees

Section C. Criteria for Election

Regularly elected trustees shall serve on at least ~~two (2)~~ one (1) Standing Committees of the Board and one (1) Visiting Committee, and are entitled to vote at their committee meetings.