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(City/State/Zip/Phone #)

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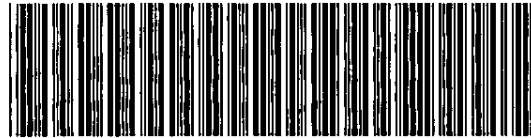
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C. LEWIS
11-18-2014
EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 17, 2014

UNIVERSITY OF MIAMI / ATTN: LESLIE DELLINGER ACEITUNO
PO BOX 248042
CORAL GABLES, FL 33124-2918 US

SUBJECT: UNIVERSITY OF MIAMI
Ref. Number: 702242

We have received your document for UNIVERSITY OF MIAMI and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Articles of Amendment.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis
Regulatory Specialist II

Letter Number: 914A00015380

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 26, 2014

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 May 16, 2014 amendments to the University of Miami Charter: **Article VII – Trustees**, Section C. Criteria for Election; Section D. Senior Trustee, National Trustee, Emeritus Trustee, and Honorary Trustee; **Article X – Officers – Executive Committee**, Section B. Executive Committee; and Section C. Term of Office.

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:tlk
Enclosures

June 26, 2014

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 May 16, 2014 amendments to the University of Miami Charter: **Article VII – Trustees**, Section C. Criteria for Election; Section D. Senior Trustee, National Trustee, Emeritus Trustee, and Honorary Trustee; **Article X – Officers – Executive Committee**, Section B. Executive Committee; and Section C. Term of Office.

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:tk
Enclosures

UNIVERSITY OF MIAMI CHARTER AMENDMENTS

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ARTICLE VII – Trustees

Section C. Criteria for Election

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

ARTICLE X – Officers – Executive Committee

Section B. Executive Committee

Section C. Term of Office

702242

I, the undersigned, Assistant 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 May 16, 2014. There were 41 out of 69 voting members in attendance and the resolution to amend **Article VII – Trustees, Section C. Criteria for Election; Section D. Senior Trustee, National Trustee, Emeritus Trustee, and Honorary Trustee; and Article X – Officers – Executive Committee, Section B. Executive Committee; and Section C. Term of Office**, of the University of Miami Charter was adopted unanimously. 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

Regularly elected trustees shall serve on at least one (1) committee of the Board. Regularly elected trustees shall serve on no more than one (1) Standing Committee of the Board (except the chairs of the Standing Committees, who also serve on the Executive Committee) and shall serve no more than four (4) consecutive one-year terms per committee, provided, however, that if in the judgment of the Chairman of the Board a compelling need of the University warrants extending a committee member's service beyond four (4) years, the committee member may be renewed, it being understood that such extensions will be rare.

Regularly elected trustees are encouraged to serve on any number of school/program committees. Regularly elected trustees 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, Standing Committees and school/program committees to which they are assigned. 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, and/or the Anne Bates Leach Eye Hospital/Bascom Palmer Eye Institute Board of Governors.) Service on any Standing or other Board committees, including school/program committees and hospital boards, will count toward the one committee service requirement, excepting ad hoc committees.

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. 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. Senior Trustees may serve on no more than one (1) Standing Committee of the Board and may serve no more than four (4) consecutive one-year terms per Standing Committee, but Regular and Ex Officio trustees receive priority consideration should a committee's membership reach the nine trustee cap. Senior Trustees are not eligible to serve as chair of a Standing Committee. Senior Trustees are encouraged to serve on any number of school/program 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, Standing Committee and school/program committee(s) to which they are assigned, except under special circumstances as permitted by the Trustee Elections 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, and/or the Anne Bates Leach Eye Hospital/Bascom Palmer Eye Institute Board of Governors. Service on any Standing or other Board committees, including school/program committees and hospital boards, except ad hoc committees, will count toward the one committee service requirement. Terms of office for Senior Trustees shall be one year. 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 Elections 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 no more than one (1) Standing Committee of the Board, and are entitled to vote at their committee meetings. National Trustees shall serve no more than four (4) nonconsecutive one-year terms per Standing Committee. National Trustees are not eligible to serve as chair of a Standing Committee. National Trustees are encouraged to serve on any number of school/program committees. National Trustees shall attend at least one (1) regularly scheduled meeting of the Board, except under special circumstances as permitted by the Trustee Elections 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, and/or the Anne Bates Leach Eye Hospital/Bascom Palmer Eye Institute Board of Governors. Service on any Standing or other Board committees, including school/program committees and hospital boards, except ad hoc committees, will count toward the National Trustee's attendance requirement. 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 Elections Committee may consider philanthropic and board service and agree to waive the attendance and participation criteria.

ARTICLE X Officers Executive Committee

Section B. Executive Committee

The membership of the Executive Committee shall consist of thirteen (13) trustees including: the Chairman of the Board, ex officio, one (1) Vice Chairman 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 Audit and Compliance Committee, the Finance Committee, the Investments Committee, and the Student Affairs Committee. The Vice Chairman of the Board, ex-officio, shall be nominated annually by the Chairman of the Board and shall not serve more than two (2) years on the Executive Committee in this capacity.

There shall also be a minimum of four (4) 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 thirteen. At-large members shall be nominated annually from the membership of the Board of Trustees by the Chairman of the Board. Any trustee shall be empowered to make nominations from the floor in addition to those nominees of the Chairman of the Board. A trustee shall not be eligible to serve as an at-large member of the Executive Committee for more than two consecutive years, provided, however, that if in the judgment of the Chairman of the Board a compelling need of the University warrants extending an at-large committee member's service beyond two (2) years, the committee member may be nominated and

Minutes of the Annual Meeting
Board of Trustees
May 16, 2014

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elected, it being understood that such extensions will be rare.

Section C. Term of Office

The term of the Chairman of the Board shall be no more than one (1), two -year term. The term of all University officers, except that of President, shall be one year or until their respective successors are elected, or for such other term as the Board of Trustees may determine; however, any University officer, except the President, may be removed from office at any time by the Board of Trustees or by the Executive Committee.

A regularly elected trustee shall not be eligible to serve as chairman of any committee of the Board of Trustees for more than three (3) consecutive years, provided, however, that if in the judgment of the Chairman of the Board a compelling need of the University warrants extending a committee chairman's service beyond three (3) years, the committee chairman may be renewed, it being understood that such extensions will be rare. Senior, National or Emeritus Trustees are not eligible to serve as the chairman of any Standing Committees.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the said corporation this 26th day of June 2014, at Coral Gables, Miami-Dade County, Florida.



Leslie Dellinger Aceituno
Assistant Secretary of the University

(Corporate Seal)