

Division of Corporations

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Division of Corporations  
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From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (561)694-8107  
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*Amd/Restate*

COR AMND/RESTATE/CORRECT OR O/D RESIGN  
UNIVERSITY OF MIAMI

APR 09 2015

R. WHITE

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Certified Copy	0
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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 7, 2015

UNIVERSITY OF MIAMI  
OFFICE OF THE SECRETARY  
P.O. BOX 248052  
CORAL GABLES, FL 33124US

SUBJECT: UNIVERSITY OF MIAMI  
REF: 702242

*Rebekah,  
Can we pls. keep  
the original  
submit/file  
date? Thank you!  
-Kristine*

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please entitle your document Amended and Restated Articles of Incorporation.

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.

Rebekah White  
Regulatory Specialist II

FAX Aud. #: H15000083369  
Letter Number: 415A00006847

RECEIVED  
15 APR -8 AM 10:47  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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15 APR -6 AM 8:28

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF UNIVERSITY OF MIAMI**

Charter of the  
University of Miami

**RESTATEMENT  
of the  
AMENDED CHARTER**

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**University of Miami**

**ARTICLE I -- Incorporation of the University of Miami**

The University of Miami is a duly chartered private educational institution incorporated under the laws of Florida; its original Charter and all amendments thereto were granted by the Circuit Court of the Eleventh Judicial Circuit in and for Dade County, as permitted by the Florida Statutes prior to 1959. In order to obtain the advantages of reincorporation under the Florida Statutes of 1959, Chapter 617, Part 1, it was reincorporated by the Secretary of State of Florida on the 7th day of April, 1961, and the University of Miami accepted the provisions of said Chapter 617 of the Florida Statutes. This amended Charter has been authorized by the Board of Trustees of the University of Miami and a certified copy of such authorization has been filed in the Office of the Secretary of State of Florida together with this amended Charter.

**ARTICLE II -- Rights and Obligations**

The University of Miami shall be entitled to and possessed of all the privileges, franchises, and powers heretofore possessed under its previous charters and all amendments thereto. All the property, rights, and privileges of the University of Miami which were acquired by gift, grant, conveyance, assignment, or otherwise are hereby ratified, approved, confirmed, and assured to the University of Miami in the same manner originally acquired under its previous charters and amendments. The University of Miami shall be subject to all the contracts, duties, and obligations heretofore resting upon the corporation or to which the corporation shall be in any way liable under its previous charters and all amendments thereto.

**ARTICLE III -- Name and Location**

The name of this corporation shall be UNIVERSITY OF MIAMI. The principal office and place of business of the corporation shall be at the Ashe Administration Building, 1252 Memorial Drive, Coral Gables, Florida 33146. However, the corporation may establish such branch offices elsewhere, either within the State of Florida or elsewhere in the United States and in foreign countries, as the Board of Trustees may from time to time determine. The main campus, colleges, schools, and libraries of the University shall be in Coral

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University of Miami

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Gables, Florida, but this corporation may establish colleges, schools, institutes, divisions, branches, libraries, extension departments, research and other laboratories, activities, and operations of the University at such other place or places, either within the State of Florida or elsewhere in the United States and in foreign countries, as the Board of Trustees may from time to time determine.

**ARTICLE IV -- General Purposes of the University**

This corporation is not for profit, and is formed for the purpose of establishing and operating an educational and scientific institution, otherwise known as the UNIVERSITY OF MIAMI, having as integral departments thereof such various colleges, schools, institutes, laboratories, research activities, operations, and other departments as may be deemed suitable by its Board of Trustees.

**ARTICLE V -- Existence and Dissolution**

**Section A. Term of Existence**

This corporation shall have perpetual existence.

**Section B. Dissolution**

If this corporation should ever be dissolved for any reason or should it discontinue its operations as a university or should its corporate existence be discontinued for any reason, its property and assets shall not belong to the trustees or to any other individual, firm, or corporation, but shall be the property and assets of the corporation or association, established for educational and scientific purposes, which succeeds the UNIVERSITY OF MIAMI, and to which such property and assets are assigned by this corporation. If no successor corporation or association is established to receive said property and assets, the same shall be the property of the people of the State of Florida to be used as provided by the laws of Florida.

**ARTICLE VI -- 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 number and categories of trustees and method of election or appointment shall be set forth in the Bylaws.

The Board shall biennially elect one of their number to be Chair of the Board, and shall annually elect one or more of their number to be Vice Chairs of the Board. The Chair and Vice Chairs shall be elected in accordance with

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procedures enumerated in the Bylaws. The term of the Chair of the Board shall be no more than one (1), two-year term.

**ARTICLE VII -- Amendments to the Charter**

This amended Charter may be amended at any regular or special meeting of the Board of Trustees after fifteen (15) days' written notice has been given and at which at least one-third (1/3) of the trustees authorized to vote is present, by a two-thirds (2/3) vote of the trustees present and authorized to vote at said meeting, provided that the amendment adopted is substantially as proposed by a member of the Board in writing and delivered to the Secretary of the University thirty (30) days before the date of the meeting and was set forth in the notice of the meeting. The amendment shall become effective when filed with, and approved by, the Secretary of State.

**ARTICLE VIII -- Corporate Powers**

**Section A. Powers of Corporation**

Unless otherwise provided in this amended Charter or the Bylaws, this corporation shall have power to:

1. Have succession in its corporate name in perpetuity as heretofore set forth in this amended Charter;
2. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;
3. Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words, "corporation not for profit";
4. Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation;
5. Adopt, change, amend, and repeal Bylaws, not inconsistent with law or this amended Charter, for the administration of the affairs of the corporation and the exercise of its corporate powers;
6. Increase, by vote of its Board of Trustees cast as the Bylaws may direct, the number of its trustees so that the number of trustees may be any number in the discretion of the trustees but never less

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than twenty (20), and the Board of Trustees may change the number of trustees from time to time in its discretion;

7. Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, secure any of its obligations by mortgage, and pledge of all or any of its property, franchises, or income;
8. Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by the Florida Statutes, in any state, territory, district, or possession of the United States, or any foreign country;
9. Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated;
10. Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks, and any licenses or other rights or interests thereunder or therein;
11. Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets;
12. Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares and other interest in, or obligations of, whether for profit or non-profit, other domestic or foreign corporations whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof;
13. Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;
14. Make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes;

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15. Merge or consolidate with one or more other domestic corporations organized under the Florida Statutes pertaining to non-profit corporations in accordance with said Statutes;
16. Purchase or acquire the assets of one or more other educational institutions for the purpose of consolidating the assets and activities of such other educational institution or institutions with those of the University of Miami;
17. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which this corporation is organized or to exercise any of its corporate powers.

Section B. Power to Confer Degrees and Diplomas

This corporation shall have power to confer degrees and diplomas, as is customary with universities, and to do any and all other things which may be lawful and proper for a university to do in carrying out the general objects for which it is incorporated.

Section C. Enumeration of Powers

The enumeration of particular powers in this amended Charter shall not be deemed or held to be exclusive but, in addition to the powers enumerated herein, implied hereby, incidental hereto, or appropriate to the exercise thereof, this corporation may do everything necessary and appropriate for the accomplishment of the objects enumerated in this amended Charter, or necessary or incidental to the benefit and protection of the corporation, and may carry on any lawful activity or operation necessary or incidental to the attainment of the objects of the corporation, whether or not such activities or operations are similar in nature to the objects enumerated in this amended Charter, and may exercise all other powers which are now, or which may hereafter be, capable of being possessed, exercised, or enjoyed by literary, educational, vocational, scientific, historical, or medical institutions, corporations, and associations under the Constitution and laws of the State of Florida, and all powers of the corporation, whether expressed or implied, shall be possessed and exercised in the manner provided by this amended Charter, and, when not so prescribed, then in such manner as may be provided by resolution or motion of the Board of Trustees or by the Executive Committee of this corporation.

ARTICLE IX -- Authorization

This amended Charter was duly adopted by the Board of Trustees of the

**Charter of the  
University of Miami**

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**University of Miami at a meeting regularly called for and held on February 20, 2015, and as evidence of such authorization, this amended Charter is signed by the University of Miami in its name by its President and Secretary.**

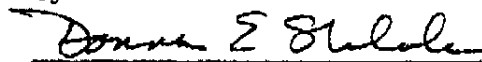


Charter of the  
University of Miami

IN WITNESS WHEREOF, we have caused the name of said corporation to be subscribed  
and we have hereunto affixed the seal of said corporation upon this 6<sup>th</sup> day of April, 2015.

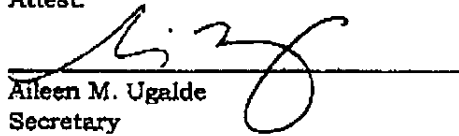
UNIVERSITY OF MIAMI

By:



Donna E. Shalala  
President

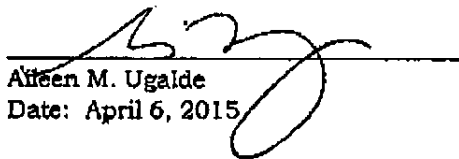
Attest:

  
Aileen M. Ugalde  
Secretary

(Seal)

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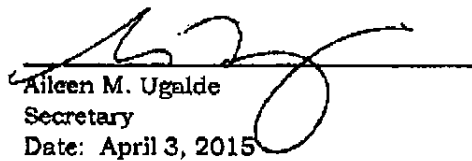
The forgoing restatement of the amended Charter of the University of Miami, which  
Charter was duly adopted by the Board of Trustees on February 20, 2015, incorporates  
amendments to said Charter.

  
Aileen M. Ugalde  
Date: April 6, 2015

Charter of the  
University of Miami

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The foregoing is a true and correct copy of the restatement of the amended Charter of the University of Miami (the "Corporation"), which restatement of the amended Charter was duly adopted by the Board of Trustees on February 20, 2015. The restatement incorporates amendments to said amended Charter. The foregoing restatement was adopted by a resolution of the Board of Trustees of the Corporation, at a regular meeting of the said Board of Trustees duly held on February 20, 2015. There were 48 out of 65 voting members in attendance and the resolution to restate the University of Miami amended Charter was adopted unanimously. The amended Charter requires that a quorum (one-third of those members authorized to vote) be present to consider an amendment to the amended 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.

  
Aileen M. Ugalde  
Secretary  
Date: April 3, 2015