

**CHARTER**  
**OF**  
**TIAA BOARD OF OVERSEERS**

Chapter 880 Laws of New York of 1937  
As Amended September 23, 2010

The People of the State of New York, represented in Senate and Assembly, do enact as follows:

Section 1. John W. Davis, Lewis W. Douglas, Henry James, Jackson E. Reynolds and George Rublee, and their successors, and such persons as they may associate with themselves, are hereby constituted a non-profit corporation by the name of TIAA Board of Overseers.

2. The purpose of the corporation hereby formed is to forward the cause of education and promote the welfare of the teaching profession and other charitable purposes (a) by acquiring the stock of Teachers Insurance and Annuity Association of America, a corporation organized and existing under article two of the New York state insurance law, whose purpose is to aid and strengthen nonprofit colleges, universities, institutions engaged primarily in education or research, governments and their agencies and instrumentalities, and other nonprofit institutions by providing annuities, life insurance, and accident and health insurance, suited to the needs of such entities, their employees and their families, on terms as advantageous to the holders and beneficiaries of such contracts and policies as shall be practicable, and by counseling such entities and individuals concerning pension plans or other measures of security, all without profit to the corporation or its stockholders; (b) by administering the stock of said association in such manner as in the judgment of the trustees of the corporation hereby formed will best ensure the continued accomplishment of the above-mentioned purposes of said association; and (c) by conducting other activities to the full extent permitted by the applicable provisions of the New York Not-for-Profit Corporation Law including, without limitation, organizing corporations or other entities conducting business for profit, and acquiring, owning and administering a controlling or non-controlling interest in the stock of or other equity interests in said entities. The corporation hereby formed shall possess and may exercise with respect to the stock of said association and said other entities, all the rights, powers and privileges of individual owners or holders of such stock or equity interests, as the case may be. It may make financial contributions from time to time to the capital, surplus or other funds of said association and said other entities. It may consent to or vote for the amendment of the charter of said association or said other entities in any respect. It may consent to, or vote for, or participate in any reorganization or mutualization of said association or said other entities, as the case may be. In case of any reorganization of said association resulting in a new or different entity in lieu of said association, then the foregoing provisions pertaining to said association or its stock shall apply with full force and effect with respect to such new or other entity and the stock thereof. In case of the organization or acquisition of some other entity in addition to said association, then the foregoing provisions pertaining exclusively to said association or its stock shall not be required to apply with respect to such new or acquired entity and the stock thereof or other equity interests therein. An amendment of subsection (c) of this Section 2 shall require the affirmative vote of five of the seven members of the corporation.

3. For the accomplishment of any of its purposes the corporation hereby formed shall also have power to acquire property by grant, gift, purchase, lease, bequest or devise, either absolutely or in trust and without limitation as to character, amount or value, except such limitation, if any, under the New York Not-for-Profit Corporation Law, and to hold and dispose of the same, and to invest, reinvest, deal with and expend the property of the corporation in such manner as the trustees shall deem best.

4. The persons named in the first section of this act, or a majority of them, shall hold a meeting and organize the corporation and adopt a constitution and bylaws not inconsistent with the constitution and laws of this state. The constitution and bylaws shall prescribe; the location of the principal office of the corporation; the territory in which its principal operations are to be conducted; the qualifications of

members, who may include any persons capable of being members of membership corporations, and the manner of their election; the number, qualifications, powers and manner of selection of the trustees and officers of the corporation; a classification of trustees into but not more than seven classes so that the term of office of one class shall expire each year; the rules with respect to eligibility of the trustees of the corporation for election as trustees of said association; the place or places for the holding of meetings, which may be held within or without the state; provisions for the amendment of such constitution and by-laws; and any other provisions for the management and disposition of the property and regulation of the affairs of the corporation which may be deemed expedient.

' 5. No trustee, officer, member or employee of the corporation shall receive any pecuniary profit from the operation thereof, other than reasonable compensation for services rendered, reimbursement of expenses incurred in its service, or benefits received as a proper beneficiary of its strictly charitable purposes; nor shall any trustee, officer, member or employee at any time have any personal interest in any property or assets of the corporation; nor shall any trustee or member, in the absence of fraud or bad faith, be personally liable for the debts, obligations, or liabilities of the corporation.

' 6. This act shall take effect immediately.