

702039

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MUSEUM OF FINE ARTS OF ST PETERSBURG, FLORIDA, INC.

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**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF
MUSEUM OF FINE ARTS OF ST. PETERSBURG, FLORIDA, INC.**

Museum of Fine Arts of St. Petersburg, Florida, Inc., a non-profit corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend its Articles of Incorporation as now in effect (the "Articles of Incorporation") in accordance with the requirements of the Florida Statutes, does hereby certify as follows:

The name of the Corporation is Museum of Fine Arts of St. Petersburg, Florida, Inc., and its Document Number with the Florida Department of State is 702039.

The amendment being effected hereby (the "Amendment") was duly adopted and approved at the annual meeting of the Members held on May 4, 2015, and the votes cast for the Amendment were unanimous and sufficient for approval.

These Articles of Amendment to the Articles of Incorporation (these "Articles of Amendment") shall be effective upon filing hereof with the Department of State of the State of Florida.

The Articles of Incorporation are hereby amended as follows:

1. Delete Article II thereof in its entirety and in its place and stead substitute the following:

ARTICLE II

"The purpose of the corporation shall be to increase and diffuse knowledge and appreciation of art, and to that end, to establish and maintain in the City of St. Petersburg, Florida, a museum and reference library to collect, preserve and exhibit objects of artistic interest, to protect works of art, to provide facilities for research and to offer popular instruction and opportunities for esthetic enjoyment of art. Temporary exhibits may be shown upon approval and

determination by the Museum Director and the board of trustees and such exhibits shall be in their sole and exclusive discretion.”

2. Delete Article III thereof in its entirety and in its place and stead substitute the following:

ARTICLE III

“Any person or entity may become a member of this corporation upon payment of dues described in the by-laws. The Members shall have no voting rights. Categories of membership shall be established by an Executive Committee and approved by the board of trustees of the corporation.”

3. Delete Article VI thereof in its entirety and in its place and stead substitute the following:

ARTICLE VI

“All business and property of the corporation shall be managed by a board of trustees consisting of not less than twelve (12) trustees and not more than thirty-five (35) trustees, who shall be elected as provided in the by-laws, and one (1) fixed ex-officio trustee who shall always be the Mayor of the City of St. Petersburg. All trustees shall be members of the corporation.”

4. Delete the first sentence of Article VII in its entirety and in its place and stead substitute the following:

ARTICLE VII

“The officers of the corporation shall consist of a Chairman, Vice-Chairman, Secretary and Treasurer. All officers of the corporation shall be elected by the trustees of the corporation.”

5. Delete Article IX thereof in its entirety and in its place and stead substitute the following:

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ARTICLE IX

"The trustees and the Chairman of the corporation shall have the power to make and give effect to a constitution and by-laws of the corporation and the trustees shall have power to make, alter or rescind the same."

- 6. Delete Article X of the Articles of Incorporation and in its place and stead substitute the following:

ARTICLE X

"The Articles of Incorporation may be amended by a two-thirds (2/3) vote of the trustees qualified to vote at any meeting of the corporation in accordance with notice provided for by the by-laws of the corporation."

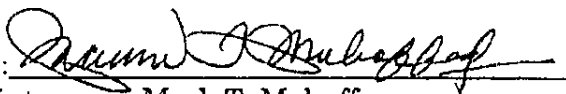
- 7. Delete paragraph (f) of Article XI in its entirety and in its place and stead substitute the following:

ARTICLE XI

"(f) Increases or decreases, by a vote of its trustees, the number of its trustees so that the number shall not be less than twelve (12) and not more than thirty-five (35)."

IN WITNESS WHEREOF, this Amendment to the Articles of Incorporation of Museum of Fine Arts of St. Petersburg, Florida, Inc., has been executed by a duly authorized officer of the Corporation this 5th day of May, 2015.

MUSEUM OF FINE ARTS OF ST.
PETERSBURG, FLORIDA, INC.

By: 

Print name: Mark T. Mahaffey

Title: Chairman