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**JAMES W. MARTIN, P.A.**

**ATTORNEY AT LAW**

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April 1, 2017

Amendment Section  
Florida Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

By FedEx

Re: Salvador Dali Museum, Inc.  
Document Number 753489

Dear Sir or Madam:

Enclosed for filing are the 3/31/17 Articles of Amendment to Articles of Incorporation.

Also enclosed is my check for \$43.75 for the filing fee and one certified copy.

Also enclosed is a FedEx airbill to return the certified copy to me.

Thank you.

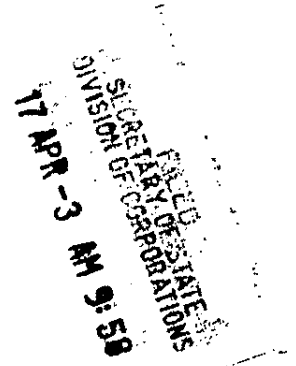
Very truly yours,

James W. Martin

Enclosures

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
SALVADOR DALI MUSEUM, INC.**

**A Florida Nonprofit Corporation  
Florida Division of Corporations Document #753489**



Pursuant to the provisions of Section 617.1006, Florida Statutes, this Florida Not for Profit Corporation adopts the following amendments to its Articles of Incorporation, and the undersigned President and Secretary of SALVADOR DALI MUSEUM, INC. hereby certify that the following Amendments to the Articles of Incorporation were approved and adopted unanimously by all of the Members on February 27, 2017, at a meeting duly held after written notice duly given, and by unanimous vote of the Board of Trustees at the same meeting, and the number of votes cast for the amendments was sufficient for approval, and these amendments are effective as of March 31, 2017:

**AMENDMENT**

The name of the Corporation is SALVADOR DALI MUSEUM, INC. The Articles of Incorporation of the Corporation are hereby amended in their entirety (Articles I through XV, inclusive) to read as follows:

**ARTICLE I. NAME**

The name of the Corporation is "SALVADOR DALI MUSEUM, INC."

**ARTICLE II. NOT FOR PROFIT**

The Corporation is a corporation not-for-profit as defined in Section 617.01, Florida Statutes (1989), and in Section 617.0301, Florida Statutes (2016), in that it is not formed for pecuniary profit and no part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees or Officers, except to the extent permissible under the law and under Section 501(c)(3) of the United States Internal Revenue Code of 1986 (hereinafter "Code").

**ARTICLE III. PURPOSES**

The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes, including, without limiting the generality of the foregoing, the advancement of the public interest in, and knowledge and understanding of, works of art, and especially the works of SALVADOR DALI.

Solely for the above purposes, but not by way of limitation, the Corporation is empowered to:

A. Establish a museum or similar facility to display works of SALVADOR DALI owned by, loaned to or otherwise held by the Corporation; and

B. Exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing to acquire by bequest, devise, gift, purchase, lease, or otherwise, either absolutely or in trust, any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, donate or otherwise dispose of such property, and the income, principal and proceeds of sale thereof, for any of the purposes herein set forth; provided, however, that any disposition of an original work by SALVADOR DALI shall require the affirmative vote of at least eighty (80) percent of the voting Members and Trustees of the Corporation then in office.

#### **ARTICLE IV. QUALIFICATIONS AND LIMITATIONS**

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

B. It is intended that this Corporation shall have and continue to have the status of a corporation which is exempt from Federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation by reason of being described in Section 509(a)(1) or (2) of the Code, and these Articles shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the Code.

C. The territory in which the Corporation's operations are principally to be conducted is the United States of America; the Corporation also may conduct operations in foreign countries, subject, however, to the laws of the State of Florida.

D. Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the Board of Trustees shall determine. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as said court shall determine. For purposes of this Article, an organization is a "qualified organization" only if, at the time of receiving such assets, it is operated exclusively for the purposes described in Section 170(c)(1) or (2)(B) of the Internal Revenue Code of 1986 and as described in Section 509(a)(1), (2) or (3) of said Code.

E. Any reference in these Articles to a section of the Code shall be interpreted to include a reference to the corresponding provisions of any applicable future United States Internal Revenue Code.

## ARTICLE V. TERM

The term of the Corporation shall be perpetual.

## ARTICLE VI. REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Corporation in the State of Florida is located at One Dali Boulevard, St. Petersburg, Florida 33701. The registered agent of the Corporation in the State of Florida at the registered office is James W. Martin.

## ARTICLE VII. MEMBERS

A. The Corporation shall have eight (8) Members. The number of Members may not be increased or decreased. The admission of Members to fill vacancies in case of death, resignation, removal or incapacity shall be as provided in the Bylaws. The present Members of the Corporation are as follows:

| <u>Name</u>         | <u>Address</u>                               |
|---------------------|--|
| Thomas A. James     | One Dali Boulevard, St. Petersburg, FL 33701 |
| Brad G. Morse       | One Dali Boulevard, St. Petersburg, FL 33701 |
| James W. Martin     | One Dali Boulevard, St. Petersburg, FL 33701 |
| Robert L. Ulrich    | One Dali Boulevard, St. Petersburg, FL 33701 |
| Andrew P. Corty     | One Dali Boulevard, St. Petersburg, FL 33701 |
| Karen Lang Johnston | One Dali Boulevard, St. Petersburg, FL 33701 |
| Kamal Majeed        | One Dali Boulevard, St. Petersburg, FL 33701 |
| Margaret de Lisser  | One Dali Boulevard, St. Petersburg, FL 33701 |

The Members shall have all the rights and privileges of Members of the Corporation, including but not limited to the right to vote. The Corporation shall not have nonvoting members.

B. Those who contribute money, property or services to the Corporation are not Members of the Corporation, and have no membership rights, as a result of such contributions.

## ARTICLE VIII. TRUSTEES

The management of the Corporation shall be vested in a Board of Trustees of not less than eight (8) Trustees. The Members shall elect Trustees at an annual meeting of Members. The Bylaws may provide for ex officio and honorary Trustees and their rights and privileges. The present Trustees of the Corporation are as follows:

| <u>Name</u>          | <u>Address</u>                               |
|----------------------|--|
| Thomas A. James      | One Dali Boulevard, St. Petersburg, FL 33701 |
| Brad G. Morse        | One Dali Boulevard, St. Petersburg, FL 33701 |
| James W. Martin      | One Dali Boulevard, St. Petersburg, FL 33701 |
| Robert L. Ulrich     | One Dali Boulevard, St. Petersburg, FL 33701 |
| Andrew P. Corty      | One Dali Boulevard, St. Petersburg, FL 33701 |
| Karen Lang Johnston  | One Dali Boulevard, St. Petersburg, FL 33701 |
| Kamal Majeed         | One Dali Boulevard, St. Petersburg, FL 33701 |
| Margaret de Lisser   | One Dali Boulevard, St. Petersburg, FL 33701 |
| Helen Pruitt Wallace | One Dali Boulevard, St. Petersburg, FL 33701 |
| James G. Newman      | One Dali Boulevard, St. Petersburg, FL 33701 |

|                         |  |
|-------------------------|--|
| Jerry T. Kendall        | One Dali Boulevard, St. Petersburg, FL 33701 |
| Sophia Wisniewska       | One Dali Boulevard, St. Petersburg, FL 33701 |
| Lorna Taylor            | One Dali Boulevard, St. Petersburg, FL 33701 |
| Trevor R. Burgess       | One Dali Boulevard, St. Petersburg, FL 33701 |
| Ramon Gil-Casares, Amb. | One Dali Boulevard, St. Petersburg, FL 33701 |
| Jan Sher                | One Dali Boulevard, St. Petersburg, FL 33701 |
| Mary Ann Morse          | One Dali Boulevard, St. Petersburg, FL 33701 |
| Elliott Wiser           | One Dali Boulevard, St. Petersburg, FL 33701 |
| Scott Gebicke           | One Dali Boulevard, St. Petersburg, FL 33701 |
| Robert H. Willis, Jr.   | One Dali Boulevard, St. Petersburg, FL 33701 |
| Jeannine Hascall        | One Dali Boulevard, St. Petersburg, FL 33701 |
| Jeffrey Goodby          | One Dali Boulevard, St. Petersburg, FL 33701 |
| Charles M. Harris       | One Dali Boulevard, St. Petersburg, FL 33701 |
| Bryant N. Jones         | One Dali Boulevard, St. Petersburg, FL 33701 |
| Robert Simmons          | One Dali Boulevard, St. Petersburg, FL 33701 |
| Mary Anne Reilly        | One Dali Boulevard, St. Petersburg, FL 33701 |

#### **ARTICLE IX. OFFICERS**

The Corporation shall have the following Officers: a Chairman, a Deputy Chairman, Vice Chairmen, a Secretary, and a Treasurer. The Bylaws may provide for other Officers, Assistant Officers, and committees. Officers shall be elected by the Board of Trustees by the method of election as stated in the Bylaws. The Officers of the Corporation, effective as of March 31, 2017, are as follows:

| <u>Title</u>    | <u>Name</u>         | <u>Address</u>                                 |
|-----------------|---------------------|--|
| Chairman        | Karen Lang Johnston | One Dali Boulevard<br>St. Petersburg, FL 33701 |
| Deputy Chairman | Andrew P. Corty     | One Dali Boulevard<br>St. Petersburg, FL 33701 |
| Vice Chairman   | Thomas A. James     | One Dali Boulevard<br>St. Petersburg, FL 33701 |
| Vice Chairman   | Brad G. Morse       | One Dali Boulevard<br>St. Petersburg, FL 33701 |
| Vice Chairman   | Robert L. Ulrich    | One Dali Boulevard<br>St. Petersburg, FL 33701 |
| Vice Chairman   | Kamal Majeed        | One Dali Boulevard<br>St. Petersburg, FL 33701 |
| Vice Chairman   | Margaret de Lisser  | One Dali Boulevard<br>St. Petersburg, FL 33701 |
| Secretary       | James W. Martin     | One Dali Boulevard<br>St. Petersburg, FL 33701 |
| Treasurer       | Andrew P. Corty     | One Dali Boulevard<br>St. Petersburg, FL 33701 |

**ARTICLE X. SUBSCRIBERS**

The names and addresses of the subscribers to the Articles of Incorporation are listed in the original Articles of Incorporation.

**ARTICLE XI. BYLAWS**

The Bylaws of the Corporation are to be made and adopted by, and may be altered, amended or rescinded by, the Members.

**ARTICLE XII. AMENDMENTS TO ARTICLES**

These Articles of Incorporation may be repealed, modified or amended, in whole or in part, and new additions made thereto, or new Articles adopted by:

- A. The affirmative vote at a meeting of Members of at least eighty (80) percent of the Members, provided that written notice of the subject of such proposed action has been provided to all Members at their addresses appearing on the records of the Corporation at least ten (10) days in advance of said meeting, or
- B. The written approval of all the Members.

**ARTICLE XIII. PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation is: One Dali Boulevard, St. Petersburg, Florida 33701.

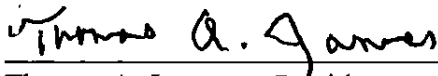
**ARTICLE XIV. NONSTOCK BASIS**

The Corporation is formed on a nonstock basis and shall not issue shares of stock.

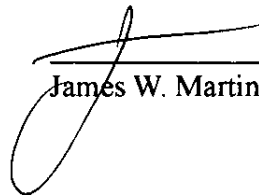
**ARTICLE XV. INDEMNIFICATION**

The Corporation shall indemnify its Trustees, Officers, employees, and agents in accordance with provisions in the Bylaws of the Corporation.

IN WITNESS WHEREOF, we hereby set our hands and seals this 31 day of March, 2017.

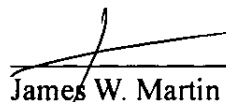


Thomas A. James, as President



James W. Martin, as Secretary

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

 3/31/17  
James W. Martin