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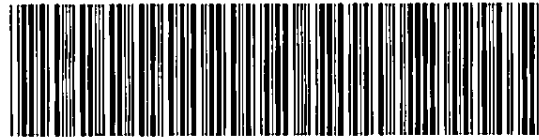
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TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SALVADOR DALI MUSEUM, INC.

DOCUMENT NUMBER: 753489

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Margaret de Lisser

(Name of Contact Person)

Hogan Lovells US LLP

(Firm/ Company)

555 13th Street, NW

(Address)

Washington, DC 20004

(City/ State and Zip Code)

margaret.delisser@hoganlovells.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Margaret de Lisser

202

637-6436

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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

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CLERK OF STATE
TALLAHASSEE, FLORIDA

**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 Chairman and Secretary of SALVADOR DALI MUSEUM, INC. hereby certify that the following Amendments to the Articles of Incorporation were approved and adopted by unanimous written consent of the Members on February 1, 2025:

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 Charles Henri Hine III.

ARTICLE VII. MEMBERS

A. The Corporation shall have nine (9) 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. As of the effective time, the current 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
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
Robert H. Willis, Jr.	One Dali Boulevard, St. Petersburg, FL 33701
Steven A. Raymund	One Dali Boulevard, St. Petersburg, FL 33701
Trevor Burgess	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 nine (9) 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
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
Robert H. Willis, Jr.	One Dali Boulevard, St. Petersburg, FL 33701
Steven A. Raymund	One Dali Boulevard, St. Petersburg, FL 33701
Trevor Burgess	One Dali Boulevard, St. Petersburg, FL 33701
Robert L. Ulrich	One Dali Boulevard, St. Petersburg, FL 33701
Timothy R. Bogott	One Dali Boulevard, St. Petersburg, FL 33701
Kay Bronstein	One Dali Boulevard, St. Petersburg, FL 33701
Jan Sher	One Dali Boulevard, St. Petersburg, FL 33701
Karol K. Bullard	One Dali Boulevard, St. Petersburg, FL 33701
Scott Gebicke	One Dali Boulevard, St. Petersburg, FL 33701
Andrew P. Corty	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

Kathryn Swintek	One Dali Boulevard, St. Petersburg, FL 33701
Mary Anne Reilly	One Dali Boulevard, St. Petersburg, FL 33701
Noelle Wolf	One Dali Boulevard, St. Petersburg, FL 33701
Ramon Bosquez	One Dali Boulevard, St. Petersburg, FL 33701
Cathie Wood	One Dali Boulevard, St. Petersburg, FL 33701
Lorna Taylor	One Dali Boulevard, St. Petersburg, FL 33701
Francisco Sanchez	One Dali Boulevard, St. Petersburg, FL 33701
Tom Petrillo	One Dali Boulevard, St. Petersburg, FL 33701
Steve Dehmlo	One Dali Boulevard, St. Petersburg, FL 33701
Kanika Tomalin	One Dali Boulevard, St. Petersburg, FL 33701
Alex Sink	One Dali Boulevard, St. Petersburg, FL 33701
Robert K. Doyle	One Dali Boulevard, St. Petersburg, FL 33701
Angeles Moreno Bau, Amb.	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. As of the effective time, the current Officers of the Corporation are as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
Chairman	Robert H. Willis, Jr.	One Dali Boulevard St. Petersburg, FL 33701
Vice Chairman	Thomas A. James	One Dali Boulevard St. Petersburg, FL 33701
Vice Chairman	Brad G. Morse	One Dali Boulevard St. Petersburg, FL 33701
Vice Chairman	James W. Martin	One Dali Boulevard St. Petersburg, FL 33701
Vice Chairman	Karen Lang Johnston	One Dali Boulevard St. Petersburg, FL 33701
Vice Chairman	Kamal Majeed	One Dali Boulevard St. Petersburg, FL 33701
Secretary	Margaret de Lisser	One Dali Boulevard St. Petersburg, FL 33701
Treasurer	Steven A. Raymund	One Dali Boulevard 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 20th day of February, 2025.

Signed by:

Robert H. Willis Jr.

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Robert H. Willis, Jr., as Chairman

DocuSigned by:

Margaret de Lisser

CF8126073RAD4ED

Margaret de Lisser, as Secretary

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

Signed by:

Charles Henri Hine III

02344771C14E443

Charles Henri Hine III

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