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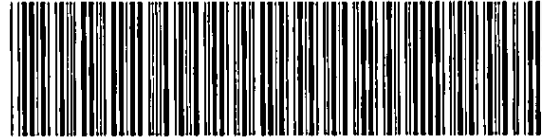
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115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: 1200000000088

Date: 08/09/2022

Name: Chris Vick

Reference #: 1760573

Entity Name: SALVADOR ART PRESERVATION, INC.

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

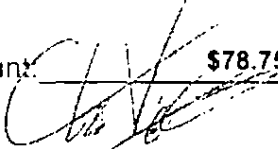
☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other CERTIFIED COPY UPON FILING

Authorized Amount: \$78.75

Signature: 

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115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: I200000000088

Date: 08/09/2022

Name: Chris Vick

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Authorized Amount: \$78.75

Signature: 

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ARTICLES OF INCORPORATION
OF
SALVADOR ART PRESERVATION, INC.
A Florida Nonprofit Corporation

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, as amended from time to time (the "Act"), does hereby make and adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is **SALVADOR ART PRESERVATION, INC.** (the "Corporation").

ARTICLE II. NOT FOR PROFIT

The Corporation is a corporation not for profit as defined under the Act. The Corporation is not formed for pecuniary profit. No dividends or pecuniary profits shall be declared to the Trustees or Officers. No part of the income, net earnings, or assets of the Corporation shall inure to the benefit of or be distributable to or for the benefit of its Trustees or Officers, except to the extent permissible under these Articles of Incorporation, under law, and under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). No Trustee or Officer shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation.

ARTICLE III. PURPOSES

The purposes for which the Corporation is organized are as follows:

- A. To operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Code, including, but not limited to, the advancement of the public interest in, and knowledge and understanding of, works of art, and especially the works of SALVADOR DALI; provided, the purposes of the Corporation shall be only as broad as, but no broader than, the purposes of the SALVADOR DALI MUSEUM, INC., a nonprofit corporation organized under the laws of the State of Florida (Florida document number 753489) and exempt from federal income taxation as a public charity under Section 501(c)(3) of the Code as an organization described in Sections 170(b)(1)(A)(vi) and 509(a)(1) of the Code (the "SALVADOR DALI MUSEUM").
- B. The Corporation is organized, and at all times hereafter shall be operated, exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the SALVADOR DALI MUSEUM. The Corporation at all times

shall be operated, supervised or controlled by or in connection with the SALVADOR DALI MUSEUM within the meaning of Section 509(a)(3) of the Code as long as the SALVADOR DALI MUSEUM is an organization described in Sections 501(c)(3) and 509(a)(1) of the Code.

- C. The Corporation shall be an "educational institution," as defined in Fla. Stat. §212.08(7) and, as such, and subject to the purposes set forth in this Article III, shall have the purpose of acquiring and holding works of art and making them available for display by the SALVADOR DALI MUSEUM and other educational institutions for educational purposes.
- D. Solely for the above purposes, but not by way of limitation, the Corporation is empowered to 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, loan, license, or otherwise dispose of such property, and the income, principal and proceeds of 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 Trustees of the Corporation then in office and meet such further requirements as may be set forth in the Bylaws of the Corporation.

ARTICLE IV. DURATION

The period (term) of the Corporation's duration is perpetual.

ARTICLE V. MEMBERS

The Corporation shall not have members with voting rights, shall not issue any membership certificates and shall not issue any capital stock.

ARTICLE VI. BOARD OF TRUSTEES

A. Except for the initial Trustees, whose names are set forth in these Articles of Incorporation, the Board of Trustees shall be chosen in the manner provided in the Bylaws.

B. Except as provided in these Articles of Incorporation, the internal affairs of the Corporation shall be regulated and determined as provided in the Bylaws.

ARTICLE VII. QUALIFICATIONS AND LIMITATIONS

At all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of the Corporation (voluntary or involuntary or by operation of law), or any other provisions hereof:

- A. The Corporation shall not possess or exercise any power or authority, whether expressly, by interpretation or by operation of law, that would pose a substantial risk of preventing it at any time from qualifying and continuing to qualify as an organization described in section 501(c)(3) of the Code, contributions to which are deductible for federal income tax purposes, nor shall the Corporation engage directly or indirectly in any activity that would pose a substantial risk of causing the loss of such qualification under section 501(c)(3) of the Code.
- B. At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States, the State of Florida or any other jurisdiction where any of its activities are carried on.
- C. No part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively charitable or educational within the meaning of section 501(c)(3) of the Code.
- D. The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.
- E. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to an extent that would disqualify it for tax exemption under section 501(c)(3) of the Code by reason of attempting to influence legislation. Nor shall the Corporation, directly or indirectly, participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- F. No solicitation of contributions to the Corporation shall be made, and no gift, bequest or devise to the Corporation shall be accepted, upon any condition or limitation that would pose a substantial risk of causing the Corporation to lose its federal income tax exemption.
- G. Pursuant to the prohibition contained in section 501(c)(3) of the Code, no part of the net earnings, current or accumulated, of the Corporation shall ever inure to the benefit of any private shareholder or individual.
- H. The private property of the Officers and Trustees of the Corporation shall not be subject to payment of debts of the Corporation to any extent whatever.
- I. Notwithstanding any other provision of these Articles of Incorporation, if at any time or times the Corporation is a private foundation within the meaning of section 509 of the Code, then during such time or times: (1) the Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code; (2) the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under section 4942 of the Code; (3) the Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code; (4) the Corporation shall not make any investments in such a manner as to

subject the Corporation to tax under section 4944 of the Code; and (5) the Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

ARTICLE VIII. DISSOLUTION

Upon the termination, dissolution or winding up of the Corporation, or in the event that the Corporation no longer operates exclusively for charitable or educational purposes under section 501(c)(3) of the Code, in any manner or for any reason, voluntary or involuntary, its assets, if any, remaining after the payment or provision for payment of all liabilities of the Corporation shall be distributed to the SALVADOR DALI MUSEUM, provided that the same is then an organization described in Sections 501(c)(3) and 509(a)(1) of the Code, or, if the SALVADOR DALI MUSEUM is not then so recognized, to one or more organizations operating exclusively for charitable or educational purposes and described in section 501(c)(3) of the Code.

ARTICLE IX. INDEMNIFICATION

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

ARTICLE X. CIVIL LIABILITY IMMUNITY

It is intended that the Corporation be an organization the Officers and Trustees of which are immune from civil liability to the extent provided under Florida Statutes Section 617.0834, as amended, and other similar laws.

ARTICLE XI. TRUSTEES

The number of Trustees constituting the initial Board of Trustees of the Corporation is eight (8). The names and addresses of the initial Trustees of the Corporation are as follows:

JAMES W. MARTIN	One Dali Boulevard, St. Petersburg, FL 33701
BRAD G. MORSE	One Dali Boulevard, St. Petersburg, FL 33701
THOMAS A. JAMES	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
ROBERT H. WILLIS, JR.	One Dali Boulevard, St. Petersburg, FL 33701

ARTICLE XII. PRINCIPAL OFFICE AND MAILING ADDRESS

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

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ARTICLE XIII. REGISTERED AGENT AND REGISTERED OFFICE

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 DR. CHARLES HENRI HINE, III.

ARTICLE XIV. AMENDMENT

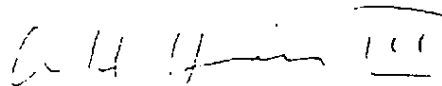
These Articles of Incorporation may be repealed, modified or amended, in whole or in part, and new additions made thereto, or new Articles of Incorporation adopted by:

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

ARTICLE XV. INCORPORATOR

The name and street address of the Incorporator is DR. CHARLES HENRI HINE, III, One Dali Boulevard, St. Petersburg, Florida 33701.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on the 8th day of August, 2022.



Dr. Charles Henri Hine, III, as Incorporator

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**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Florida Statutes Section 617.0501, the undersigned Corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the Corporation in the State of Florida:

- A. The name of the corporation is: **SALVADOR ART PRESERVATION, INC.**
- B. The name and address of the initial registered agent and initial registered office are:
DR. CHARLES HENRI HINE, III, One Dali Boulevard, St. Petersburg, Florida 33701.

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.
DATED this 8th day of August, 2022.

Ch H Hine III

Dr. Charles Henri Hine, III.
as Registered Agent

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