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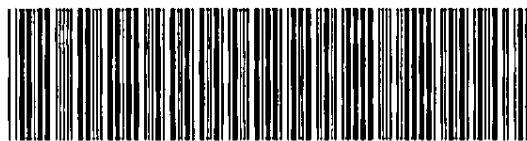
(Business Entity Name)

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DEC 03 2020

10/06/20 10:00 AM

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Cypress Group Holdings, Inc.

Name of Surviving Entity

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Richene Oliver, ACP

Contact Person

Adams and Reese LLP

Firm/Company

501 Riverside Avenue, Suite 601

Address

Jacksonville, FL 32202

City/State and Zip Code

richene.oliver@arlaw.com

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

For further information concerning this matter, please call:

Richene Oliver

Name of Contact Person

At (904) 355-1700

Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

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

IMPORTANT NOTICE: Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

**State of Florida Articles of Merger of a
Foreign Company into a
Domestic Corporation**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations executed the following Articles of Merger:

FIRST: The Agreement and Plan of Merger attached to these Articles of Merger as Exhibit "A", and incorporated herein by reference, has been approved as of September 23, 2020 by Cypress Group Holdings, Inc., a Florida corporation (the "Surviving Corporation"), in accordance with the applicable provisions of the Florida Business Corporation Act.


SECOND: The Agreement and Plan of Merger has been approved as of September 30, 2020 by Access Home Holdings Ltd., a Bermuda exempted company limited by shares (the "Merged Company"), in accordance with the applicable provisions of the Companies Act 1981 of Bermuda.

THIRD: The Agreement and Plan of Merger was adopted by the shareholders of the Surviving Corporation and the Merged Company on September 30, 2020.

FOURTH: The merger is to become effective on December 31, 2020.

IN WITNESS WHEREOF, the constituent corporations have caused these Articles of Merger to be signed by an authorized officer, effective the 30th day of September, 2020.

CYPRESS GROUP HOLDINGS, INC.

By: 
Enda McDonnell
President and Authorized Officer

ACCESS HOME HOLDINGS LTD.

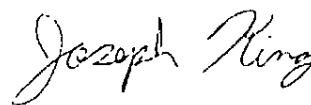
By: 
Joseph King
Director and Deputy Chairman

EXHIBIT A

Agreement and Plan of Merger

[See Attached]

**Agreement and Plan of Merger of
Cypress Group Holdings, Inc. and
Access Home Holdings Ltd.**

THIS AGREEMENT AND PLAN OF MERGER is entered into as of September 30, 2020 (the "Effective Date"), by and between Cypress Group Holdings, Inc., a Florida corporation ("CGHI") and Access Home Holdings Ltd., a Bermuda exempted company ("AHH"); and approved by resolutions adopted by CGHI's shareholders and directors, and AHH's shareholder and directors, effective as of the date set forth herein.

WHEREAS, AHH is a Bermuda exempted company limited by shares, incorporated under the laws of Bermuda bearing registration number 49475 with its registered office at Wessex House, 3rd Floor, 45 Reid Street, Hamilton HM12, Bermuda;

WHEREAS, CGHI is the sole shareholder of AHH owning all 10,000 ordinary shares of par value US\$1.00 each fully paid;

WHEREAS, CGHI is a Florida corporation with its registered office therein located at 1200 South Pine Island Road, Plantation, FL 33324;

WHEREAS, each of Sound Shore Holdings LLC, Enda McDonnell and Adrian Ryan own 10,000 shares of the stock of CGHI, respectively, representing all of the issued and outstanding stock of CGHI;

WHEREAS, Section 104B of the Companies Act 1981 of Bermuda permits a merger of a Bermuda exempted company and a foreign corporation of the State of Florida and continuation as a foreign corporation;

WHEREAS, the Florida Business Corporation Act permits a merger of a domestic corporation of the State of Florida and a foreign company of Bermuda into a single corporation;

WHEREAS, CGHI's shareholders and directors, and AHH's shareholder and directors deem it advisable and to the advantage, welfare, and best interests of said companies and their respective shareholder(s) and member to merge AHH with and into CGHI pursuant to the provisions of the Companies Act 1981 of Bermuda and the Florida Business Corporation Act as applicable (jointly, the "Law") upon the terms and conditions hereinafter set forth; and

WHEREAS, upon the effectiveness of the merger, CGHI shall be the surviving corporation.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by CGHI, and approved by a resolution adopted by its shareholders and directors, and being thereunto duly entered into by AHH, and approved by a resolution adopted by its shareholder and directors, the Agreement and Plan of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement and Plan of Merger set forth.

1. **Merger; Surviving Corporation.** Subject to the terms and conditions of this Agreement, on the Effective Date CGHI and AHH shall, effective December 31, 2020, pursuant

to the provisions of the Law, be merged with and into a single corporation, to wit, Cypress Group Holdings, Inc., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation pursuant to the provisions of the Law. The separate existence of AHH, which is sometimes hereinafter referred to as the "Merged Company," shall cease at said effective time in accordance with the provisions of the Law. From and after the Effective Date, all property, rights, privileges, immunities, powers, licenses and authority of AHH shall vest in the Surviving Corporation, and all debts, liabilities, obligations, restrictions and duties of AHH shall become the debts, liabilities, obligations, restrictions and duties of the Surviving Corporation.

2. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation, which are filed of record with the Florida Department of State are in full force and effect, shall continue to be the Articles of Incorporation of said Surviving Corporation, with the continued nature of business and/or purposes set forth therein.

3. **Bylaws.** The present Bylaws of the Surviving Corporation, which are on file in the principal office of the Corporation, are in full force and effect, will be the Bylaws of said Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. **Board of Directors.** The directors of the Surviving Corporation on the Effective Date, Enda McDonnell, Joseph King, Adrian Ryan, Hale Campbell, and Mark J. Keyser, shall be the directors of the Surviving Corporation, all of whom shall remain as directors until the election and qualification of their respective successors, or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

5. **Officers.** The officers of the Surviving Corporation on the Effective Date, Enda McDonnell (President), Samuel Moore (Secretary) and Jay Rine (Treasurer), shall be the officers of the Surviving Corporation, all of whom shall remain as officers until the election and qualification of their respective successors, or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

6. **Tax Free Reorganization.** The Surviving Corporation and the Merged Company intend for the merger to be a tax-free reorganization as provided under the provisions of Section 368 of the Internal Revenue Code of 1986.

7. **Issued and Outstanding Shares.** The manner of converting the outstanding shares of the Merged Company and of the Surviving Corporation shall be as follows:

(a) Each ordinary share of par value \$1.00 each of the Merged Company (the "Merged Company Shares"), issued and outstanding immediately prior to the Effective Time of the Merger shall, by virtue of the Merger, automatically be cancelled, extinguished and cease to exist without any conversion thereof and no payment shall be made with respect thereto.

(b) No shares of the Surviving Corporation common stock shall be issued in respect to the Surviving Corporation common stock issued and outstanding immediately prior to the Effective Time of the Merger.

(c) After the Effective Time of the Merger, each holder of an outstanding certificate, which prior to the Effective Time of the Merger represented shares of the Merged Company Shares, shall surrender the same to the Surviving Corporation on the basis provided herein. After the Effective Time of the Merger, there shall be no further registry on the records of the Merged Company of transfers of the Merged Company Shares, and, if certificates representing such shares are presented to the Surviving Corporation, they shall be canceled in accordance with the terms of this Plan and Agreement of Merger.

7. **Filings**. The constituent entities agree that they will cause to be executed, filed and recorded any document or documents prescribed by the laws of Bermuda and the State of Florida, and that they will cause to be performed all necessary acts within the Islands of Bermuda and the State of Florida and elsewhere to effectuate the merger herein provided for.

8. **Further Assurances**. The directors and officers of the Merged Company and the officers of the Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

9. **Effective Time**. The effective time of the merger shall be 11:59 p.m., December 31, 2020 or such later date and time as may be set forth in the necessary filings with the Registrar of Companies of Bermuda and the Secretary of State of the State of Florida accordance with the laws of Bermuda and the State of Florida.

10. **Counterparts**. This Agreement and Plan of Merger may be executed in any number of counterparts with the same effect as if the parties had all executed the same document. Each counterpart shall be deemed an original and all of such counterparts together shall constitute but one and the same instrument.

[f Merger] ..
executed upon
C.,

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed upon behalf of each of the constituent corporations.

CYPRESS GROUP HOLDINGS, INC.,
a Florida corporation

Enda McDonnell
President

THE STATE OF _____ §
COUNTY OF _____ §

This instrument was acknowledged before me on the ____ day of _____, 2020, by [NAME], the president of Cypress Group Holdings, Inc., a Florida corporation, on behalf of said corporation.

Notary Public, State of _____
My commission expires: _____

of Merger]

ed by shares

Enda McDonnell
Deputy Chairman

This instrument was acknowledged before me on the ____ day of _____, 2020, by Enda McDonnell, the Deputy Chairman of Access Home Holdings Ltd., a Bermuda exempted company limited by shares, on behalf of said company.

Notary Public, State of _____
My commission expires: _____

**CERTIFICATE OF SECRETARY OF
CYPRESS GROUP HOLDINGS, INC.**

I hereby certify that I am a duly appointed Secretary of Cypress Group Holdings, Inc. presently serving in such capacity and that the foregoing Agreement and Plan of Merger was, in the manner required by law, duly approved, in accordance with the authorizing resolutions, by the required vote of the stockholders of Cypress Group Holdings, Inc..

Certificate dated as of the 30th day of September, 2020.

Samuel Moore
Secretary

**CERTIFICATE OF THE DEPUTY CHAIRMAN OF
ACCESS HOME HOLDINGS LTD.**

I hereby certify that I am the duly appointed Deputy Chairman of Access Home Holdings Ltd. presently serving in such capacity and that the foregoing Agreement and Plan of Merger was, in the manner required by law, duly approved, in accordance with the authorizing resolutions, by the required approval of the shareholder of Access Home Holdings Ltd.

Certificate dated as of the 30th day of September, 2020.

Joseph N. King
Deputy Chairman

**Agreement and Plan of Merger of
Cypress Group Holdings, Inc. and
Access Home Holdings Ltd.**

THIS AGREEMENT AND PLAN OF MERGER is entered into as of September 30, 2020 (the "Effective Date"), by and between Cypress Group Holdings, Inc., a Florida corporation ("CGHI") and Access Home Holdings Ltd., a Bermuda exempted company ("AHH"); and approved by resolutions adopted by CGHI's shareholders and directors, and AHH's shareholder and directors, effective as of the date set forth herein.

WHEREAS, AHH is a Bermuda exempted company limited by shares incorporated under the laws of Bermuda bearing registration number 49475 with its registered office at Wessex House, 3rd Floor, 45 Reid Street, Hamilton HM12, Bermuda;

WHEREAS, CGHI is the sole shareholder of AHH owning all 10,000 ordinary shares of par value US\$1.00 each fully paid;

WHEREAS, CGHI is a Florida corporation with its registered office therein located at 1200 South Pine Island Road, Plantation, FL 33324;

WHEREAS, each of Sound Shore Holdings LLC, Enda McDonnell and Adrian Ryan own 10,000 shares of the stock of CGHI, respectively, representing all of the issued and outstanding stock of CGHI;

WHEREAS, Section 104B of the Companies Act 1981 of Bermuda permits a merger of a Bermuda exempted company and a foreign corporation of the State of Florida and continuation as a foreign corporation;

WHEREAS, the Florida Business Corporation Act permits a merger of a domestic corporation of the State of Florida and a foreign company of Bermuda into a single corporation;

WHEREAS, CGHI's shareholders and directors, and AHH's shareholder and directors deem it advisable and to the advantage, welfare, and best interests of said companies and their respective shareholder(s) and member to merge AHH with and into CGHI pursuant to the provisions of the Companies Act 1981 of Bermuda and the Florida Business Corporation Act as applicable (jointly, the "Law") upon the terms and conditions hereinafter set forth; and

WHEREAS, upon the effectiveness of the merger, CGHI shall be the surviving corporation.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by CGHI, and approved by a resolution adopted by its shareholders and directors, and being thereunto duly entered into by AHH, and approved by a resolution adopted by its shareholder and directors, the Agreement and Plan of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement and Plan of Merger set forth.

1. **Merger; Surviving Corporation.** Subject to the terms and conditions of this Agreement, on the Effective Date CGHI and AHH shall, effective December 31, 2020, pursuant

to the provisions of the Law, be merged with and into a single corporation, to wit, Cypress Group Holdings, Inc., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation pursuant to the provisions of the Law. The separate existence of AHH, which is sometimes hereinafter referred to as the "Merged Company," shall cease at said effective time in accordance with the provisions of the Law. From and after the Effective Date, all property, rights, privileges, immunities, powers, licenses and authority of AHH shall vest in the Surviving Corporation, and all debts, liabilities, obligations, restrictions and duties of AHH shall become the debts, liabilities, obligations, restrictions and duties of the Surviving Corporation.

2. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation, which are filed of record with the Florida Department of State are in full force and effect, shall continue to be the Articles of Incorporation of said Surviving Corporation, with the continued nature of business and/or purposes set forth therein.

3. **Bylaws.** The present Bylaws of the Surviving Corporation, which are on file in the principal office of the Corporation, are in full force and effect, will be the Bylaws of said Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. **Board of Directors.** The directors of the Surviving Corporation on the Effective Date, Enda McDonnell, Joseph King, Adrian Ryan, Hale Campbell, and Mark J. Keyser, shall be the directors of the Surviving Corporation, all of whom shall remain as directors until the election and qualification of their respective successors, or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

5. **Officers.** The officers of the Surviving Corporation on the Effective Date, Enda McDonnell (President), Samuel Moore (Secretary) and Jay Rine (Treasurer), shall be the officers of the Surviving Corporation, all of whom shall remain as officers until the election and qualification of their respective successors, or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

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(a) Each ordinary share of par value \$1.00 each of the Merged Company (the "Merged Company Shares"), issued and outstanding immediately prior to the Effective Time of the Merger shall, by virtue of the Merger, automatically be cancelled, extinguished and cease to exist without any conversion thereof and no payment shall be made with respect thereto.

(b) No shares of the Surviving Corporation common stock shall be issued in respect to the Surviving Corporation common stock issued and outstanding immediately prior to the Effective Time of the Merger.

(c) After the Effective Time of the Merger, each holder of an outstanding certificate, which prior to the Effective Time of the Merger represented shares of the Merged Company Shares, shall surrender the same to the Surviving Corporation on the basis provided herein. After the Effective Time of the Merger, there shall be no further registry on the records of the Merged Company of transfers of the Merged Company Shares, and, if certificates representing such shares are presented to the Surviving Corporation, they shall be canceled in accordance with the terms of this Plan and Agreement of Merger.

7. **Filings**. The constituent entities agree that they will cause to be executed, filed and recorded any document or documents prescribed by the laws of Bermuda and the State of Florida, and that they will cause to be performed all necessary acts within the Islands of Bermuda and the State of Florida and elsewhere to effectuate the merger herein provided for.

8. **Further Assurances**. The directors and officers of the Merged Company and the officers of the Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

9. **Effective Time**. The effective time of the merger shall be 11:59 p.m., December 31, 2020 or such later date and time as may be set forth in the necessary filings with the Registrar of Companies of Bermuda and the Secretary of State of the State of Florida accordance with the laws of Bermuda and the State of Florida.

10. **Counterparts**. This Agreement and Plan of Merger may be executed in any number of counterparts with the same effect as if the parties had all executed the same document. Each counterpart shall be deemed an original and all of such counterparts together shall constitute but one and the same instrument.

[Signature Page of Cypress Group Holdings, Inc. to the Agreement and Plan of Merger]

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed upon behalf of each of the constituent corporations.

CYPRESS GROUP HOLDINGS, INC.,
a Florida corporation



Enda McDonnell
President

THE STATE OF Florida §
COUNTY OF Duval §

This instrument was acknowledged before me on the 2nd day of October, 2020, by Enda McDonnell, the president of Cypress Group Holdings, Inc., a Florida corporation, on behalf of said corporation.



Notary Public, State of Florida
My commission expires: 5/4/2021



Stefany Duda
NOTARY PUBLIC
STATE OF FLORIDA
Comm# GG101503
Expires 5/4/2021

[Signature Page of Access Home Holdings Ltd. to the Agreement and Plan of Merger]

ACCESS HOME HOLDINGS LTD.
a Bermuda exempted company limited by shares



Enda McDonnell
Deputy Chairman

THE STATE OF Florida §
§
COUNTY OF Duval §

This instrument was acknowledged before me on the 2nd day of October, 2020, by Enda McDonnell, the Deputy Chairman of Access Home Holdings Ltd., a Bermuda exempted company limited by shares, on behalf of said company.



Notary Public, State of Florida
My commission expires: 5/4/2021



Stefany Dudra
NOTARY PUBLIC
STATE OF FLORIDA
Comm# GG101503
Expires 5/4/2021

**CERTIFICATE OF SECRETARY OF
CYPRESS GROUP HOLDINGS, INC.**

I hereby certify that I am a duly appointed Secretary of Cypress Group Holdings, Inc. presently serving in such capacity and that the foregoing Agreement and Plan of Merger was, in the manner required by law, duly approved, in accordance with the authorizing resolutions, by the required vote of the stockholders of Cypress Group Holdings, Inc..

Certificate dated as of the 30th day of September, 2020.

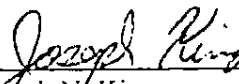
A handwritten signature in dark ink, appearing to read 'Samuel Moore', is written over a horizontal line.

Samuel Moore
Secretary

**CERTIFICATE OF THE DEPUTY CHAIRMAN OF
ACCESS HOME HOLDINGS LTD.**

I hereby certify that I am the duly appointed Deputy Chairman of Access Home Holdings Ltd. presently serving in such capacity and that the foregoing Agreement and Plan of Merger was, in the manner required by law, duly approved, in accordance with the authorizing resolutions, by the required approval of the shareholder of Access Home Holdings Ltd.

Certificate dated as of the 30th day of September, 2020.



Joseph N. King
Deputy Chairman