

P95000037562

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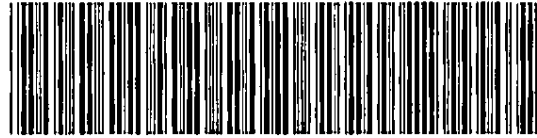
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SECRETARY OF STATE
TALLAHASSEE, FL

12/7/20

12/10/20

On



Proc. 12/7/20

FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 20, 2020

DANA S. KILBORNE
301 EAST PINE STREET
SUITE 750
ORLANDO, FL 32801

SUBJECT: CYPRESS CAPITAL GROUP, INC.
Ref. Number: P95000037562

We have received your document and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Querida R Moore
Regulatory Specialist II

Letter Number: 320A00023507

SMITH MACKINNON, PA
ATTORNEYS AT LAW

JOHN P. GREELEY

301 EAST PINE STREET
SUITE 750
ORLANDO, FLORIDA 32801

TELEPHONE: (407) 843-7300
FACSIMILE: (407) 843-2448
EMAIL: jpg7300@aol.com

October 13, 2020

Via Federal Express

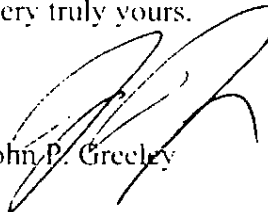
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Restated Articles of Incorporation

Dear Madam / Sir:

Enclosed are two copies of Restated Articles of Incorporation for Cypress Capital Group, Inc., accompanied by a check in the amount of \$43.75 for the filing fees. I would appreciate it if you could have these Restated Articles of Incorporation filed at your earliest convenience and send to me a certified copy of the filing. If you have any questions regarding the foregoing, please let me know at your convenience. Thank you for your assistance.

Very truly yours,



John P. Greeley

JPG:br

Copy to: Ms. Dana S. Kilborne
Chief Executive Officer
Cypress Capital Group, Inc.

RESTATED
ARTICLES OF INCORPORATION
OF
CYPRESS CAPITAL GROUP, INC.

FILED

2020 DEC -7 PM 5:14

SECRETARY OF STATE
TALLAHASSEE, FL

Cypress Capital Group, Inc. does hereby file these Restated Articles of Incorporation pursuant to Section 607.1007 of the Florida Business Corporation Act (the "Act") and these Restated Articles of Incorporation consolidate all amendments to its articles of incorporation into a single document.

ARTICLE I

Name

The name of the Corporation is Cypress Capital Group, Inc.

ARTICLE II

Duration

The Corporation shall exist perpetually, commencing May 11, 1995.

ARTICLE III

Purpose

The general purpose of the Corporation shall be the transaction of any and all lawful business for which corporations may be incorporated under the Act. The Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

ARTICLE IV

Capital Stock

A. Number and Class of Shares Authorized; Par Value.

The Corporation is authorized to issue the following shares of capital stock:

(1) Common Stock. The aggregate number of shares of common stock (referred to in these Restated Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 50,000,000 with a par value of \$.01 per share.

(2) Preferred Stock. The aggregate number of shares of preferred stock (referred to in these Restated Articles of Incorporation as "Preferred Stock") which the Corporation shall have authority to issue is 10,000,000 with a par value of \$.01 per share.

B. Description of Preferred Stock.

The terms, preferences, limitations and relative rights of the Preferred Stock are as follows:

(1) The Board of Directors is expressly authorized at any time and from time to time to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited (including, by way of illustration and not limitation, in excess of one vote per share), or without voting powers, and with such designations, preferences and relative participating, option or other rights, qualifications, limitations or restrictions, as shall be fixed and determined in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, and as are not stated and expressed in these Restated Articles of Incorporation or any amendment hereto, including (but without limiting the generality of the foregoing) the following:

(a) The distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased (except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by resolution of the Board of Directors; and

(b) The rate and manner of payment of dividends payable on shares of such series, including the dividend rate, date of declaration and payment, whether dividends shall be cumulative, and the conditions upon which and the date from which such dividends shall be cumulative; and

(c) Whether shares of such series shall be redeemed, the time or times when, and the price or prices at which, shares of such series shall be redeemable, the redemption price, the terms and conditions of redemption, and the sinking fund provisions, if any, for the purchase or redemption of such shares; and

(d) The amount payable on shares of such series and the rights of holders of such shares in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation; and

(e) The rights, if any, of the holders of shares of such series to convert such shares into, or exchange such shares for, shares of Common Stock, other securities, or shares of any other class or series of Preferred Stock and the terms and conditions of such conversion or exchange; and

(f) The voting rights, if any, and whether full or limited, of the shares of such series, which may include no voting rights, one vote per share, or such higher number of votes per share as may be designated by the Board of Directors; and

(g) The preemptive or preferential rights, if any, of the holders of shares of such series to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or

of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock with the Corporation.

(2) Except in respect of the relative rights and preferences that may be provided by the Board of Directors as hereinbefore provided, all shares of Preferred Stock shall be identical, and each share of a series shall be identical in all respects with the other shares of the same series. When payment of the consideration for which shares of Preferred Stock are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and nonassessable.

C. Common Stock Voting Rights.

Each record holder of Common Stock shall be entitled to one vote for each share held. Holders of Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

D. Preemptive Rights.

Holders of Common Stock shall not have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

ARTICLE V

Directors

The number of Directors of the Corporation shall be the number from time to time fixed in accordance with the provisions of the bylaws of the Corporation, but at no time shall the number of Directors be less than one.

ARTICLE VI

Amendment of Restated Articles of Incorporation

These Restated Articles of Incorporation may be amended in the manner from time to time prescribed by law.

ARTICLE VIII

Bylaws


The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

CERTIFICATE

The foregoing Restated Articles of Incorporation were adopted by the holders of outstanding shares of common stock on June 30, 2020, being the sole voting group entitled to vote thereon, and the number of votes cast for the Restated Articles of Incorporation by the shareholders was sufficient for approval by them.

IN WITNESS WHEREOF, the undersigned President and Chief Executive Officer of this Corporation has executed these Restated Articles of Incorporation on the 13th day of October, 2020.

CYPRESS CAPITAL GROUP, INC.

By: 

Dana S. Kilborne
President and Chief Executive Officer