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ALLAHASSEE, FLORIDA

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Account#: 120000000088

Date: 07/27/2021

Name: Merritt Walker

Reference #: 1432678

Entity Name: CYPRESS CAPITAL GROUP, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☒ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other CERTIFIED COPY OF THE FILING EVIDENCE

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Signature: 

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CYPRESS CAPITAL GROUP, INC.

AMENDMENT TO RESTATED ARTICLES OF INCORPORATION

Series A Preferred Stock

Cypress Capital Group, Inc., a Florida corporation (the "Corporation"), hereby certifies to the Secretary of State of the State of Florida that:

FIRST: Under the power contained in the Restated Articles of Incorporation of the Corporation, as amended and supplemented, on February 25, 2021, the Corporation filed an Amendment to Restated Articles of Incorporation to authorize shares of Series A Preferred Stock.

SECOND: The Corporation is hereby amending the terms of the Series A Preferred Stock by deleting Subsection (7) captioned "Conversion" in its entirety and inserting the following in lieu thereof:

(7) Change of Control. Each share of Series A Preferred Stock shall have the right to receive the same type, value and amount of consideration as received by each share of Common Stock upon the closing of a Change of Control. A "Change of Control" shall be deemed to have occurred (i) if an entity or person (including a "group"), as defined in Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, becomes the beneficial owner (as defined in Rule 13d-3 promulgated thereunder) of shares of Common Stock having 50% or more of the total number of votes that may be cast for the election of directors of the Corporation, or (ii) upon the sale or disposition by the Corporation or Cypress Trust Company of 50% or more of its assets.

THIRD: Except as set forth above, the preferences, rights, voting powers, restrictions and limitations of the Series A Preferred Stock shall remain unchanged.

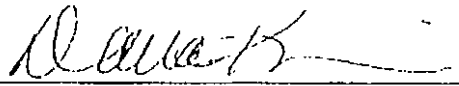
FOURTH: This Amendment to Restated Articles of Incorporation was (a) adopted by the Board of Directors on July 23, 2021, and (b) approved by the holders of shares of Series A Preferred Stock on July 21, 2021 and by the holders of shares of Common Stock on July 23, 2021, voting separately on the amendment, and the number of votes cast for the amendment by the shareholders in each such voting group was sufficient for approval by that voting group.

FIFTH: The undersigned Chief Executive Officer of the Corporation acknowledges this Amendment to Restated Articles of Incorporation to be the corporate act of the Corporation.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Corporation has caused this Amendment to Restated Articles of Incorporation to be executed in its name and on its behalf by its Chief Executive Officer on July 27, 2021.

CYPRESS CAPITAL GROUP, INC.

A handwritten signature in black ink, appearing to read "Dana S. Kilborne", written over a horizontal line.

Dana S. Kilborne
Chief Executive Officer