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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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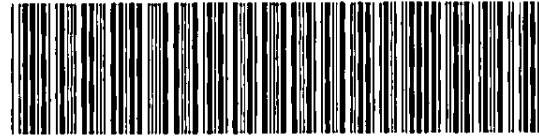
(Business Entity Name)

(Document Number)

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Commissioner Russell C. Weigel, III

August 9, 2021

VIA INTEROFFICE MAIL

Ms. Diane Cushing
Administrator
Amendment Section
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

RECEIVED
2021 AUG -9 PM 3:34
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Dear Ms. Cushing:

Please file the enclosed Restated Articles of Incorporation for Cypress Trust Company; **effective for August 16, 2021**. The distribution of the certified copies should be as follows:

One (1) Copy to: Office of Financial Regulation
Division of Financial Institutions
Attn: Jason Guevara
200 East Gaines Street
Tallahassee, Florida 32399-0370

One (1) Copy to: Mr. John P. Greeley
Smith Mackinnon, PA
301 East Pine Street
Orlando, Florida 32801

Enclosed is check No. 7782, totaling \$ 52.50, payable to the Department of Corporations. The check represents payment for the filing fee and two certified copy for the attached Restated Articles of Incorporation. If you have any questions, please do not hesitate to contact Terry Hughes at Terry.Hughes@flofr.gov at 850-410-9574.

Sincerely,

Jason M. Guevara
Financial Administrator
Division of Financial Institutions

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

July 28, 2021

RECEIVED

AUG 04 2021

Jason M. Guevara
Financial Administrator
Division of Financial Institutions
Florida Office of Financial Regulation
101 East Gaines Street
Tallahassee, Florida 32399-0370

Office of Financial Regulation
Commissioner's Office

Re: Application for Conversion of a Trust Company to a State-Chartered Bank with Trust Powers to be called Cypress Bank & Trust

Dear Mr. Guevara:

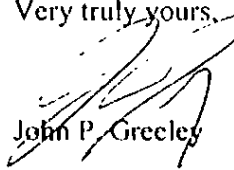
This is in connection with the January 20, 2021 Final Order of Approval issued by the Florida Office with regard to the captioned application. Pursuant to the requirements of the Final Order of Approval, enclosed are the following materials:

1. Three signed copies of the Restated Articles of Incorporation of Cypress Trust Company, accompanied by a check in the amount of \$52.50 payable to the Florida Department of State (for the filing fee, as well as the receipt of a certified copy of the filing by the Florida Office and a certified copy of the filing by Cypress Trust Company).
2. Manually signed original of the Plan of Conversion.
3. A copy of the minutes of the proceedings of Cypress Capital Group, Inc., the sole shareholder of Cypress Trust Company, approving the Plan of Conversion.

The planned effective date for the conversion of Cypress Trust Company is August 16, 2021.

If you have any questions regarding the foregoing or require any additional information, please let us know at your convenience. Thank you very much for your assistance.

Very truly yours,


John P. Greeley

JPG:br

Enclosures

Copy to: Ms. Dana S. Kilborne
President and Chief Executive Officer
Cypress Trust Company

RESTATED
ARTICLES OF INCORPORATION
OF
CYPRESS TRUST COMPANY

Cypress Trust Company 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

The name of the Corporation is Cypress Bank & Trust.

ARTICLE II

The general nature of the business to be transacted by this Corporation shall be that of a general (a) commercial banking business, and (b) trust company, in each case with all the rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes, regulating the organization, powers, and management of banking corporations and trust corporations. The Corporation is converting from a Florida trust company to a Florida bank with trust powers.

ARTICLE III

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 250,000 with a par value of \$50.00 per share.

The holders of Common Stock shall each be entitled to one vote for each share held. There shall be no cumulative voting in the election of directors.

No holders of shares of any class of the capital stock of the Corporation shall 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 any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

ARTICLE IV

The term for which this Corporation shall exist perpetually commencing April 23, 1996 and unless terminated pursuant to the Florida Financial Institutions Codes.

ARTICLE V

The number of Directors of this Corporation shall be not fewer than five. A majority of the full Board of Directors may, at any time during the year following an annual meeting of shareholders, increase the number of directors of this Corporation by not more than two and appoint persons to fill the resulting vacancies.

ARTICLE VI

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

ARTICLE VII

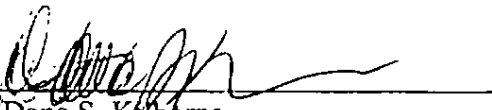
These Restated Articles of Incorporation may be amended in the manner from time to time provided by law.

CERTIFICATE

The foregoing Restated Articles of Incorporation were adopted by the (a) Board of Directors of the Corporation on July 23, 2021, and (b) approved by the sole holder of the outstanding shares of Common Stock, being the sole voting group entitled to vote on the Restated Articles of Incorporation, on July 23, 2021 and the number of votes cast for the Restated Articles of Incorporation was sufficient for approval by the sole holder of Common Stock.

IN WITNESS WHEREOF, the undersigned President and Chief Executive Officer of this Corporation has executed these Restated Articles of Incorporation on the 3rd day of August, 2021.

Cypress Trust Company

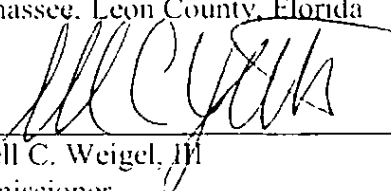
By: 
Dana S. Kiborne
President and Chief Executive Officer

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AM 8:14
AUG 11
2021
CYPRESS TRUST COMPANY
FL

APPROVED by the Office of Financial Regulation this 9th day of

August, 2021.

Tallahassee, Leon County, Florida



Russell C. Weigel, III
Commissioner
Office of Financial Regulation

10 AM 8:14
STATE
OFFICE