

Commonwealth of Kentucky
Michael G. Adams, Secretary of State

Michael G. Adams
Secretary of State
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Articles of Incorporation
Profit Corporation

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1428005.09
Michael G. Adams
Secretary of State
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Pursuant to KRS 14A and KRS 271B, the undersigned hereby forms a business corporation and for that purpose sets forth the following:

Article I: The name of the profit corporation is

THE DECK GUY CONTRACTING Inc.

Article II: The number of shares the corporation is authorized to issue is **1000**

Article III: The name of the initial registered agent is

JOSHUA ROWE TRUSTEE

and the street address of the entity's initial registered office in Kentucky is

2493 CRESCENZIO WAY, LEXINGTON, KY 40511

Article IV: The mailing address of the entity's principal office is

2493 CRESCENZIO WAY, LEXINGTON, KY 40511

Article V: The name and mailing address of the incorporator is as follows:

Incorporator JOSHUA ROWE 2493 CRESCENZIO WAY, LEXINGTON, KY 40511

Additional articles not inconsistent with law may be stated in the space below.

ARTICLE I – NAME

The name of the corporation is The Deck Guy Contracting Inc., a C-Corporation incorporated under the laws of the State of Kentucky. The corporation shall conduct business under the trade name THE DECK GUY.

ARTICLE II – REGISTERED AGENT AND OFFICE

The registered office of the corporation is located at 2493 Crescenzo Way, Lexington, KY 40511, and the registered agent at such address is Joshua Rowe, Trustee.

ARTICLE III – PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Kentucky. Specifically, the corporation shall initiate the sales process, contracting, and estimating processes for deck construction projects and related services. Upon securing contracts, the corporation shall transfer such contracts to its parent company, TDG HOLDINGS LLC, pursuant to a contractual agreement between the two entities.

ARTICLE IV – CAPITAL STOCK

The total number of shares of stock that the corporation shall have the a
1,000 shares, which shall be divided into two classes as fol

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- 500 shares of Common Stock, with full voting rights and other rights as corporation's bylaws.
- 500 shares of Preferred Stock, with preferences, limitations, and rights as determined by the Board of Directors in accordance with the corporation's bylaws, including but not limited to dividend rights, redemption rights, conversion rights, and liquidation preferences.

ARTICLE V – PREFERRED STOCK DESIGNATION

The Board of Directors shall have the authority to establish and designate series of Preferred Stock and fix the rights, preferences, and restrictions applicable to each series, including but not limited to:

- Dividend Preference: Preferred shareholders shall be entitled to dividends before any dividends are paid to common shareholders.
- Voting Rights: Preferred shares may be issued as voting or non-voting, as determined by the Board.
- Conversion Rights: Preferred shares may be convertible into common stock under terms set by the Board.
- Redemption Rights: The corporation may redeem preferred shares under terms specified by the Board.
- Liquidation Preference: Upon dissolution, preferred shareholders shall be paid before common shareholders.

ARTICLE VI – RESTRICTIONS ON TRANSFER OF SHARES

To protect the corporation's ownership structure, the following restrictions shall apply to the transfer of shares:

- Right of First Refusal: Before selling or transferring shares to an outside party, the shareholder must first offer them to the corporation or existing shareholders on the same terms.
- Board Approval Required: No transfer of shares shall be valid without prior written approval from the Board of Directors.

ARTICLE VII – SHAREHOLDER AGREEMENTS & BUY-SELL PROVISIONS

- In the event of a shareholder's death, bankruptcy, or resignation, the corporation shall have the right to repurchase the shares at a fair market value.
- Any terms regarding shareholder buyouts shall be governed by a separate shareholder agreement.

ARTICLE VIII – PREEMPTIVE RIGHTS

Existing shareholders shall have the right to purchase additional stock issuances before outside investors to maintain their proportional ownership percentage.

ARTICLE IX – DIRECTOR & OFFICER INDEMNIFICATION

To the fullest extent permitted by law:

- The corporation shall indemnify its directors, officers, employees, and agents against expenses, liabilities, and losses incurred in connection with their service.
- The corporation may advance legal fees to directors and officers in legal proceedings arising

- from their service.
- The corporation may obtain Directors & Officers (D&O) liability

ARTICLE X – SPECIAL PURPOSE VEHICLE (SPV) STRUCTURE

- The corporation shall function as a subsidiary of TDG HOLDINGS LLC and operate within the corporate structure defined by the parent company.
- All contracts and receivables must be transferred to TDG HOLDINGS LLC as per a separate contractual agreement.
- The corporation shall have the authority to establish additional Special Purpose Vehicles (SPVs) or related entities as needed.

ARTICLE XI – DURATION

The corporation shall have perpetual existence unless dissolved in accordance with the laws of the State of Kentucky.

ARTICLE XII – AMENDMENTS

These Articles of Incorporation may be amended or repealed as permitted under the laws of the State of Kentucky and the corporation's bylaws.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of this February 6, 2025.

Incorporator:
Joshua Rowe
Chief Executive Owner

This filing will be effective on **Thursday, February 6, 2025**.

I declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct.

Signature of individual signing on behalf of **Incorporator: Joshua Rowe Trustee**

I, **Joshua Rowe Trustee**, consent to sign for **JOSHUA ROWE TRUSTEE** who serves as the Registered Agent on behalf of this entity on Thursday, February 6, 2025.

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