

**ARTICLES OF INCORPORATION
OF
KENTUCKY ePAD COUNCIL, INC.**

A Kentucky Non-Stock, Non-Profit Corporation

Article 1

The name of the corporation is Kentucky ePAD Council, Inc. (the "Corporation").

Article 2

2.1 The Corporation is organized exclusively to carry on the work of enhancing, advancing and improving economic and business conditions for the energy efficiency industry in the Commonwealth of Kentucky, not for profit, but as a social welfare organization within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended ("IRC"), or corresponding section of any future tax code, and under Chapter 273 of the Kentucky Revised Statutes ("KRS Chapter 273"). The Corporation may receive gifts, contributions and grants of money or property from individuals, private organizations, public sources and any agency of local, state or federal government.

2.2 The Corporation may exercise any and all powers possessed by non-stock, non-profit corporations formed under KRS Chapter 273, but the Corporation shall not engage in activities which are impermissible for a corporation exempt from federal income tax under IRC § 501(c)(4).

2.3 The Corporation shall have no capital stock and no power to declare dividends. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors or officers or other individual. But the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make other payments in furtherance of the purposes set forth in this Article 2.

Article 3

The street address of the Corporation's initial registered office in Kentucky is 400 West Market Street, 32nd Floor, Louisville, Kentucky 40202, and the name of the registered agent at that office is FBT LLC.

Article 4

The mailing address of the Corporation's principal office is Lexington Financial Center, 250 West Main Street, Suite 2800, Lexington, KY 40507, attn: Jonathan Miller, Frost Brown Todd LLC.

Article 5

5.1 The number of directors constituting the initial board of directors is three. The names and mailing addresses of the persons who are to serve as the initial board of directors are as follows:

Name	Address
Andy Holzhauser	200 W. 4th Street, Suite 600, Cincinnati, OH 45202
Tom Abele	12700 Plantside Drive, Louisville, KY 40299
Jonathan Miller	Lexington Financial Center, 250 West Main, Suite 2800, Lexington, KY 40507

5.2 The duly elected directors shall conduct the affairs of the Corporation. The directors may elect an Executive Committee to conduct day-to-day business in accordance with its bylaws.

5.3 Any director may be removed from the Board of Directors, with or without cause, by the affirmative vote of a majority of the directors then in office. Any director who resigns or is removed from the Board of Directors may be replaced with a new director elected as provided in the Bylaws, or if not addressed in the Bylaws, by the affirmative vote of a majority of the directors then in office. Directors may be added to the Board of Directors as provided for in the Bylaws, or if not addressed in the Bylaws, by the affirmative vote of a majority of the directors then in office.

5.4 The Board of Directors will adopt Bylaws not inconsistent with the provisions of these Articles of Incorporation or with the laws of the Commonwealth of Kentucky. The Corporation's initial Bylaws shall be effective upon the affirmative vote of a majority of the members of the Board of Directors at a meeting duly called for that purpose. Amendments to the Corporation's initial Bylaws shall be approved as provided for in the Bylaws.

Article 6

6.1 The Corporation shall have members. The Corporation's Bylaws shall set forth the manner of appointment and the qualifications of the members. The voting rights of the members, if any, shall be as set forth in the Bylaws.

Article 7

7.1 No current or former director, officer, employee, attorney or agent of the Corporation shall be personally liable as such on the Corporation's obligations or to the Corporation for monetary damages for breach of his duties on the Corporation's behalf except for liability for (a) any transaction in which the individual's personal financial interest is in conflict with the financial interests of the Corporation, (b) acts or omissions not in good faith or which involve intentional misconduct or are known to the individual

to be a violation of law, or (c) any transaction from which the individual derives an improper personal benefit. If KRS Chapter 273 is subsequently amended to authorize corporate action further eliminating or limiting the personal liability of such individuals, then the liability of such individuals shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by KRS Chapter 273, as so amended, without the necessity for further action by the Board of Directors. Any repeal of this Article 7 shall not adversely affect any right of a current or former director, officer, employee, attorney or agent hereunder in respect of any act or omission occurring prior to the time of such repeal or modification.

7.2 Each person who is or was a director, officer, employee, agent or attorney (each, an "Indemnified Person" and collectively, the "Indemnified Persons") of the Corporation, whether elected or appointed, and each person who is or was serving at the request of the Corporation as an Indemnified Person of another corporation, whether elected or appointed, including the heirs, executors, administrators or estate of any such Indemnified Person, shall be indemnified by the Corporation to the full amount against any liability and the reasonable cost or expense (including attorney fees, monetary or other judgments, fines, excise taxes or penalties and amounts paid or to be paid in settlement) incurred by such Indemnified Person in such Indemnified Person's capacity as a director, officer, employee, attorney or agent, or arising out of such Indemnified Person's status as a director, officer, employee, agent or attorney, provided, however, no such Indemnified Person shall be indemnified against any such liability, cost or expense incurred in connection with any action, suit or proceeding in which such Indemnified Person shall have been adjudged liable on the basis that personal benefit was improperly received by such Indemnified Person or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right and shall include the right to be paid by the Corporation the reasonable expenses incurred in defending any threatened or pending action, suit or proceeding in advance of its final disposition; provided, however, that such advance payment of expenses shall be made only after delivery to the corporation of an undertaking by or on behalf of such Indemnified Person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any repeal or modification of this Article 7 shall not affect any rights or obligations then existing. If any indemnification payment required by this Article 7 is not paid by the Corporation within 90 days after a written claim has been received by the Corporation, the Indemnified Person may at any time thereafter bring suit against the Corporation to recover the unpaid amount and, if successful in whole or in part, such Indemnified Person shall be entitled to be paid also the expense of prosecuting such claim. The Corporation may maintain insurance, at its own expense, to protect itself and any such Indemnified Person against any such liability, cost or expense, whether or not the Corporation would have the power to indemnify such person against such liability, cost or expense under the KRS Chapter 273 or under this Article 7, but it shall not be obligated to do so. The indemnification provided by this Article 7 shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any bylaw, agreement, statute, vote of members or board of directors, or otherwise. If this Article 7 or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify

each such person to the full extent permitted by any applicable portion of this Article that shall not have been invalidated or by any other applicable law.

Article 8

The name and address of the incorporator is: FBT LLC, 400 West Market Street, 32nd Floor, Louisville, Kentucky 40202.

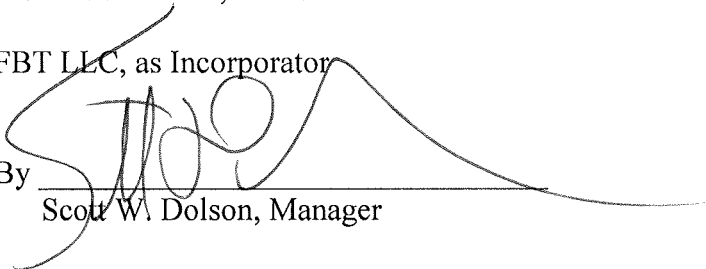
Article 9

Upon the dissolution of the Corporation, any remaining net assets of the Corporation shall be conveyed to such organization(s) as shall be selected by the Board of Directors; provided, however, that any such recipient organization shall qualify as an exempt organization under IRC §§ 501(c)(4) or 501(c)(3).

Executed by the incorporator on November 3, 2014.

FBT LLC, as Incorporator

By



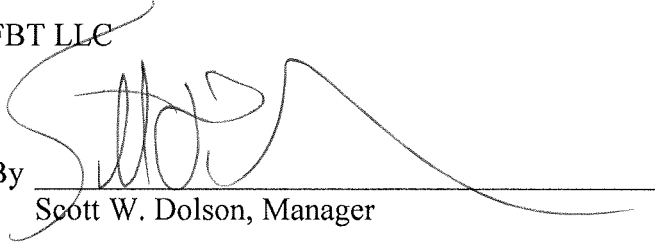
Scott W. Dolson, Manager

CONSENT OF REGISTERED AGENT

The undersigned, having been named in the Articles of Incorporation as the registered agent of the Corporation, hereby consents to serve in that capacity.

FBT LLC

By



Scott W. Dolson, Manager