

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

WILDERNESS TRACE SOLAR, INC.

0922332.09

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Michael G. Adams
Kentucky Secretary of State
Received and Filed:
9/18/2024 2:49 PM
Fee Receipt: \$80.00

FIRST: The name of the corporation is Wilderness Trace Solar, Inc. (the “*Corporation*”).

SECOND: The address of the registered office of the Corporation in the Commonwealth of Kentucky is 70 Stewards Lane N, Danville, KY 40422.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the law of the Commonwealth of Kentucky.

FOURTH: The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is 2,500 shares, consisting of one class of Common Stock.

1. Common Stock. The number of shares of Common Stock that the Corporation shall have authority to issue is 2,500, and each such share shall have a par value of \$0.0001. The Common Stock shall have the powers, preferences, rights and restrictions provided under the Kentucky Business Corporation Act, KRS Chapter 271B, et seq. (“*KBCA*”) and as set forth below.

2. Rights of Holders of Common Stock.

(A) Dividends. Subject to applicable law, holders of Common Stock shall be entitled to receive such dividends, if any, as may be declared by the Board of Directors from time to time in its sole discretion out of assets or funds of the Corporation legally available therefore. A dividend per share shall be declared and paid to the holders of Common Stock in the same number of shares (or fraction thereof) on a per share basis.

(B) Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of Common Stock shall be entitled to receive all of the assets of the Corporation available for distribution to its stockholders ratably in proportion to the number of shares of Common Stock held by them.

(C) Voting. The shares of Common Stock shall entitle the holder thereof to one (1) vote per share on all matters on which stockholders shall have the right to vote.

FIFTH: The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by statute or by this Certificate of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation. Election of directors need not be by written ballot, unless the Bylaws so provide.

SIXTH: The Board of Directors is authorized to make, adopt, amend, alter or repeal the Bylaws of the Corporation. The stockholders shall also have power to make, adopt, amend, alter or repeal the Bylaws of the Corporation.

SEVENTH: The name and mailing address of the registered agent of the Corporation is:

Kenneth C. Scott
70 Stewarts Lane N
Danville, KY 40422

EIGHTH: To the fullest extent permitted by Kentucky law, as the same exists or may hereafter be amended, a director of the Corporation shall be indemnified by the Corporation and shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If Kentucky law is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the Kentucky law, as so amended. Any repeal or modification of the foregoing provisions of this EIGHTH Article by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of or increase the liability of any director of the Corporation with respect to any acts or omissions occurring prior to, such repeal or modification.

The following indemnification provisions shall apply to the persons enumerated below.

1. Right to Indemnification of Directors and Officers. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an "**Indemnified Person**") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "**Proceeding**"), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Indemnified Person in such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in **Section 3** of this EIGHTH Article, the Corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the Board of Directors.

2. Prepayment of Expenses of Directors and Officers. The Corporation shall pay the expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition, *provided, however*, that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this EIGHTH Article or otherwise.

3. Claims by Directors and Officers. If a claim for indemnification or advancement of expenses under this EIGHTH Article is not paid in full within thirty (30) days after a written claim therefor by the Indemnified Person has been received by the Corporation, the Indemnified Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Indemnified Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

4. Indemnification of Employees and Agents. The Corporation may indemnify and advance expenses to any person who was or is made or is threatened to be made or is otherwise involved in any Proceeding by reason of the fact that such person, or a person for whom such person is the legal representative, is or was an employee or agent of the Corporation or, while an employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such person in connection with such Proceeding. The ultimate determination of entitlement to indemnification of persons who are non-director or officer employees or agents shall be made in such manner as is determined by the Board of Directors in its sole discretion. Notwithstanding the foregoing sentence, the Corporation shall not be required to indemnify a person in connection with a Proceeding initiated by such person if the Proceeding was not authorized in advance by the Board of Directors.

5. Advancement of Expenses of Employees and Agents. The Corporation may pay the expenses (including attorneys' fees) incurred by an employee or agent in defending any Proceeding in advance of its final disposition on such terms and conditions as may be determined by the Board of Directors.

6. Non-Exclusivity of Rights. The rights conferred on any person by this EIGHTH Article shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of this Certificate of Incorporation, the Bylaws of the Corporation, or any agreement, or pursuant to any vote of stockholders or disinterested directors or otherwise.

7. Other Indemnification. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer or employee of another Corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise shall be reduced by any amount such person may collect as indemnification from such other Corporation, partnership, limited liability company, joint venture, trust, organization, or other enterprise.

8. Insurance. The Board of Directors may, to the full extent permitted by applicable law as it presently exists, or may hereafter be amended from time to time, authorize an appropriate officer or officers to purchase and maintain at the Corporation's expense insurance: (a) to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of directors, officers and employees under the provisions of this EIGHTH Article; and (b) to indemnify or insure directors, officers and employees against liability in instances in

which they may not otherwise be indemnified by the Corporation under the provisions of this EIGHTH Article.

9. Non-Exclusivity. The Corporation renounces, to the fullest extent permitted by law, any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, any Excluded Opportunity. An “**Excluded Opportunity**” is any matter, transaction or interest that is presented to, or acquired, created or developed by, or which otherwise comes into the possession of (i) any director of the Corporation who is not an employee of the Corporation or any of its subsidiaries, or (ii) any holder of Preferred Stock or any partner, member, director, stockholder, employee, affiliate or agent of any such holder, other than someone who is an employee of the Corporation or any of its subsidiaries (collectively, the persons referred to in clauses (i) and (ii) are “**Covered Persons**”), unless such matter, transaction or interest is presented to, or acquired, created or developed by, or otherwise comes into the possession of, a Covered Person expressly and solely in such Covered Person’s capacity as a director of the Corporation while such Covered Person is performing services in such capacity. Any repeal or modification of this Section 9 of this EIGHTH Article will only be prospective and will not affect the rights under this Section 9 of this EIGHTH Article in effect at the time of the occurrence of any actions or omissions to act giving rise to liability.

10. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this EIGHTH Article shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification. The rights provided hereunder shall inure to the benefit of any Indemnified Person and such person’s heirs, executors and administrators.

NINTH: Unless the Corporation consents in writing to the selection of an alternative forum, the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation’s stockholders, (iii) any action asserting a claim against the Corporation arising pursuant to any provision of Kentucky law or the Corporation’s Certificate of Incorporation or Bylaws, or (iv) any action asserting a claim against the Corporation governed by the internal affairs doctrine shall be a state or federal court located within the Commonwealth of Kentucky, in all cases subject to the court’s having personal jurisdiction over the indispensable parties named as defendants.

THE UNDERSIGNED, being the Secretary of the Company, does make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this date of September 13, 2024.

X 
Paula G. Scott, Corporate Secretary

[SIGNATURE PAGE TO WILDERNESS TRACE SOLAR, INC.
CONSENT OF DIRECTORS IN LIEU OF ORGANIZATIONAL MEETING]

WILDERNESS TRACE SOLAR, INC.

**CONSENT OF DIRECTORS AND SHAREHOLDERS
IN LIEU OF ORGANIZATIONAL MEETING**

The undersigned, being all of the members of the board of directors (the “**Board**”) and the shareholders of Wilderness Trace Solar, Inc., a Kentucky corporation (the “**Company**”), acting pursuant to the law of the Commonwealth of Kentucky without the necessity of formal meetings, hereby waive all notices, statutory and otherwise, and DO HEREBY ADOPT the following resolutions and DO HEREBY CONSENT to the taking of the actions therein set forth:

Certificate of Incorporation

WHEREAS, the Company’s Articles of Incorporation were filed with the Secretary of State of the Commonwealth of Kentucky on May 19, 2015; and

WHEREAS, the Board and Shareholders of the Company desire to amend and restate the Articles of Incorporation; NOW THEREFORE, IT IS HEREBY:

RESOLVED, that the Amended and Restated Articles of Incorporation (“**Articles**”) attached hereto as Exhibit A are hereby ratified, approved and adopted; and

FURTHER RESOLVED, that the Secretary of the Company is authorized and directed to insert the Articles in the minute book of the Company and to see that a copy of the Articles is kept at the principal executive office of the Company; and

Incorporation Expenses

FURTHER RESOLVED, that the proper officers of the Company are hereby authorized and directed to pay the incorporation and organization expenses of the Company, as well as other associated reorganization expenses incurred on behalf of the Company; and

General Authority

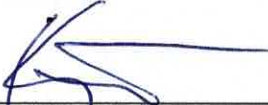
FURTHER RESOLVED, that the appropriate officers of the Company are each hereby authorized and directed to take all such further actions as such officer may deem necessary or desirable in connection with the actions contemplated by the foregoing resolutions; and

FURTHER RESOLVED, that the Board hereby ratifies and confirms any and all lawful actions taken by any of the proper officers of the Company prior to the date of these resolutions to effect the purposes and intent of the foregoing resolutions.

[The remainder of this page is intentionally left blank.]

This Consent may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Execution and delivery of this Consent by facsimile, .pdf or other forms of electronic signature or transmission shall be deemed for all purposes to be due execution and delivery by the undersigned. This Consent shall be filed with the minutes of the proceedings of the Board of the Company.

DIRECTORS:

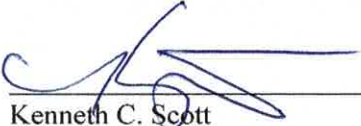


Kenneth C. Scott Date: 9/17/24



Paula G. Scott Date: 9.17.24

SHAREHOLDERS:



Kenneth C. Scott Date: 9/17/24



Paula G. Scott Date: 9.17.24

EXHIBIT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION

(to be inserted)