

**ARTICLES OF INCORPORATION
OF**

Southern Pro Mods, Inc.

KNOW ALL MEN BY THESE PRESENTS:

Southern Pro Mods, Inc., is hereby formed pursuant to Kentucky Revised Statutes Chapter 271B.

ARTICLE I - NAME

The corporation hereby formed shall be named and known as Southern Pro Mods, Inc., by which name it may contract and be contracted with, sue and be sued, adopt a corporate seal, and do all things necessary for the conduct of its business.

ARTICLE II - AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 100 shares of common stock of no par value. Each share shall have equal voting power.

ARTICLE III - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial registered office is 157 Airport Road, Murray, KY 42071, and the name of its initial registered agent at that office shall be Tim Cunningham.

ARTICLE IV - PRINCIPAL OFFICE

The mailing address of the corporation's principal office shall be 157 Airport Road, Murray, KY 42071.

ARTICLE V - INCORPORATOR

The names and mailing addresses of the incorporator is:

Tim Cunningham
157 Airport Road
Murray, KY 42071

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The name and mailing address of the individuals who are to serve as the initial Directors are:

Tim Cunningham
157 Airport Road
Murray, KY 42071

Ricky Cunningham
656 Murray Paris Road
Murray, KY 42071

Tommy Cunningham
353 Glover Road
Murray, KY 42071

Bryan Williams
1991 Buffalo Road
New Concord, KY 42076

Louie Williams
1059 Buffalo Road
New Concord, KY 42076

ARTICLE VII - PURPOSE

The purpose and nature of the business which is to be transacted, promoted and carried on by this corporation shall be to manufacture and transport commodities and freight of all kinds; to purchase, acquire, deal in, hold, own, improve, exchange, lease, sell, convey, option, mortgage, pledge, encumber and otherwise deal in property, both real and personal, real estate, lands, buildings, equipment, vehicles, fixtures, stocks, bonds and securities, and any and all other kinds and types of property, real, personal and mixed, tangible and intangible, and any and all interests therein; to transact any and all lawful business for which corporations may be organized under KRS Chapter 271B or any subsequent law; to borrow money, with or without surety; and to do any and all acts, and to execute and perform any and all other powers, necessary, proper, incident or convenient in carrying out the purposes above set forth, as fully as any natural person might do.

ARTICLE VIII - DURATION

The duration of the corporation herein formed shall be perpetual.

ARTICLE IX - PRE-EMPTIVE RIGHTS

The corporation elects to have pre-emptive rights as provided in KRS 271B.6-300(2).

ARTICLE X - LIABILITY

The shareholders in the herein formed corporation shall not be personally liable for the debts and obligations of the corporation. To the extent permitted by KRS 271B.2-020(2)(d) the corporation's shareholders and directors shall not be personally liable for monetary damages for a breach of duties owed as a director.

IN WITNESS WHEREOF, the incorporators have executed these Articles of
Incorporation this 14 day of Feb, 2017.


Tim Cunningham

STATE OF KENTUCKY
COUNTY OF CALLOWAY

The foregoing Articles of Incorporation of Southern Pro Mods, Inc., were subscribed, sworn and acknowledged to before me this 14th day of Feb, 2017, by Tim Cunningham.



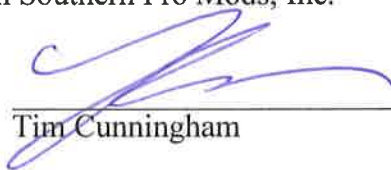
NOTARY PUBLIC

My Commission Expires: 7/17/2020

S E A L

CONSENT OF REGISTERED AGENT

The undersigned, having been named in the Articles of Incorporation of Southern Pro Mods, Inc., a Kentucky corporation, as the registered agent of the corporation and having a principal place of business at 157 Airport Road, Murray, KY 42071, hereby agrees and consents to serve as registered agent for service of process on Southern Pro Mods, Inc.


Tim Cunningham

STATE OF KENTUCKY
COUNTY OF CALLOWAY

The foregoing Consent of Registered Agent was acknowledged, signed and sworn to before me this 14th day of February, 2017 by Tim Cunningham.

S E A L


NOTARY PUBLIC

My Commission Expires: 7/17/2020

THIS INSTRUMENT PREPARED BY:
HAVERSTOCK, BELL & PITMAN
213 South 12th Street
P.O. Box 1075
Murray, KY 42071
(270) 753-1694


MICHAEL M. PITMAN