

**ARTICLES OF INCORPORATION  
OF  
SHEPHERD'S CONSTRUCTION, INC.**

The undersigned, serving as the incorporator, pursuant to KRS Chapter 271B, hereby executes and files the following Articles of Incorporation for the purpose of forming, and does hereby form, a corporation under the laws of the Commonwealth of Kentucky in accordance with the following provisions:

**ARTICLE I.**

**Name**

The name of the corporation is Shepherd's Construction, Inc. (the "Corporation")

**ARTICLE II.**

**Capital Stock**

The Corporation is authorized to issue two thousand (2,000) shares of common stock, having no par value per share.

**ARTICLE III.**

**Registered Office and Registered Agent**

The street address of the initial registered office of the Corporation is 400 West Market Street, Suite 2000, Louisville, Kentucky 40202. The initial registered agent at that address is WT&C Corporate Services, Inc.

**ARTICLE IV.**

**Principal Office**

The mailing address of the principal office of the Corporation is 1945 Scottsville Road, B-2, PMB 217, Bowling Green, Kentucky 42104-5817.

**ARTICLE V.**

**Incorporator**

The name and mailing address of the incorporator is WT&C Corporate Services, Inc., 400 West Market Street, Suite 2000, Louisville, Kentucky 40202.

**ARTICLE VI.**  
**Directors**

The business and affairs of the Corporation are to be conducted by a board of directors, the number to be set in the manner provided in the bylaws.

**ARTICLE VII.**  
**Corporate Purpose**

The purpose or purposes for which the Corporation is formed are any and all activities that may be lawfully performed by corporations.

**ARTICLE VIII.**  
**Period of Existence**

The period during which the Corporation shall continue is perpetual.

**ARTICLE IX.**  
**Limitation of Liability**

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for a breach of the director's duties as a director except for liability: [1] for any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation or its shareholders; [2] for acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; [3] for voting for or assenting to distributions made in violation of the Kentucky Revised Statutes; or [4] for any transaction from which the director derived an improper personal benefit.

If the Kentucky Revised Statutes are hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Kentucky Revised Statutes, as so amended. Any repeal or modification of this Article by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification. This Article shall continue to be applicable with respect to any breach of duties by a director of the Corporation as a director notwithstanding that such director thereafter ceases to be a director and shall inure to the personal benefit of such director's heirs, executors and administrators.

*[End of Text; Signature Page Follows]*

Executed by the Incorporator on this 14<sup>th</sup> day of February, 2020.

WT&C CORPORATE SERVICES, INC.,  
as Incorporator

By: Maggie Weibel

Name: Maggie Weibel

Title: Secretary

### CONSENT OF INITIAL REGISTERED AGENT

Pursuant to the provisions of KRS Chapter 271B, the undersigned as the initial registered agent identified of Shepherd's Construction, Inc. hereby consents to serve said corporation in that capacity until such time as such appointment is terminated or until the undersigned resigns in accordance with the Kentucky Business Corporation Act.

WT&C CORPORATE SERVICES, INC.,

By: Maggie Weibel

Name: Maggie Weibel

Title: Secretary

THIS INSTRUMENT PREPARED BY:

Victoria Boland Fuller

Victoria Boland Fuller

WYATT, TARRANT & COMBS, LLP

400 West Market Street, Suite 2000

Louisville, Kentucky 40202

(502) 562-7162