

**ARTICLES OF INCORPORATION
OF
THREE TREES DESIGN & INSTALLATION INC.**

KNOW ALL MEN BY THESE PRESENTS:

That I, John E. Willingham, of Louisville, Kentucky do hereby intend to form a corporation for the purposes hereinafter stated and pursuant to the laws of the Commonwealth of Kentucky:

ARTICLE I

The name of the corporation shall be Three Trees Design & Installation Inc.

ARTICLE II

The corporation is organized for profit with perpetual duration, beginning when these articles are filed.

ARTICLE III

- (1) The purpose for which the Corporation is organized are to transact any and all lawful business for which corporations may be incorporated under the Kentucky Business Corporation Act, and to exercise any and all powers that corporations may now or hereafter exercise under the Kentucky Business Corporation Act.
- (2) To such extent as a corporation organized under Chapter 271 of the Kentucky Revised Statutes may now or hereafter lawfully do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable convenient or proper for or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of one or more of the objects herein enumerated, or designed directly or indirectly to promote the intent of the corporation or to enhance the value of its properties in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do or to exercise under any laws thereof, supplemental thereto or substituted therefore and to do any and all the things herein before set forth to the same extent as natural persons might or could.
- (3) To conduct its business, carry on its operations, have offices and exercise its corporate powers in any state, territory, district and possession of the United States and in any foreign country.
- (4) To lend money to its employees, officers and directors and to otherwise assist its employees, officers and directors.

- (5) In addition to the expressed right of indemnification conferred on officers and directors by statute, to indemnify any officer, director or former officer or director of the corporation, and any person that may have served at its request as an officer or director of another corporation in which it owns shares of capital stock or of which it is a creditor, to the extent permitted by law and as may be set forth in the by-laws or determined by resolution of the Board of Directors.
- (6) To purchase, take, resolve, lease or otherwise acquire, own, hold, use, improve, and otherwise deal in and with, and to sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of real and personal property, mortgages, chattels real and all interests, right, and equities therein.
- (7) To the extent permitted by law, to act as agent, broker, or attorney-in-fact for others for any purpose.
- (8) To purchase, own and hold the stock of other corporations, and to do every act and thing incident to the ownership thereof including the direction of the operations and business of such other corporations through the ownership of stock therein.
- (9) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations and secure them by mortgage or pledge of all or any of its property, franchise and income.
- (10) To lend money, invest and reinvest its funds, and take and hold real and personal property and security for the payment of funds so loaned or invested. The forgoing provisions of the Article III shall be construed both as purposes and powers and each as an independent purpose and power. The forgoing enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the purposes and powers of the corporation and the purposes and powers herein specified shall, except when otherwise provided in this Article III, be in any way limited or restricted by reference to, or inference from the terms of any provisions of this or any other article of these Articles of Incorporation.

ARTICLE IV

The registered and principal office of the Corporation shall be 6704 Santom Lane Louisville KY 40291. The name and address of the registered and authorized agent upon which process can be served is: John E. Willingham, 6704 Santom Lane Louisville, KY 40291..

ARTICLE V

The authorized capital stock of this Corporation shall consist of One Thousand (1,000) shares of no par value stock; each share having a voting right of one (1) per share.

ARTICLE VI

The amount of capital with which the Corporation shall commence business shall be at least One Thousand Dollars (\$1000).

ARTICLE VII

The name and address of the Incorporator and first Board of Directors and the number of shares subscribed is as follows:

Name	Address	Shares
John E. Willingham	6704 Santom Lane Louisville KY 40291	1000

She shall hold this office until the first shareholders meeting or until her successor has been elected and qualified. Thereafter the number of Directors shall be fixed by resolution of the Board of Directors or by the by-laws. Vacancies in the Board of Directors, including vacancies occurring by reason of the creation of additional directorships, shall be filled by the remaining member or members of the Board. The Directors shall elect a President, a Secretary and a Treasurer or a Secretary-Treasurer, and may elect, or the Board of Directors may appoint such other officers or assistant officers as may be provided for in the by-laws of the Corporation or by appropriate resolution of the Board of Directors. All elected officers shall serve for a term of one year and until their respective successors are elected and have accepted office, unless sooner removed in the manner provided in the by-laws. All appointed officers shall hold office at the pleasure of the person or persons appointing them, except as the by-laws may otherwise provide. The duties of the officers and of the assistant officer shall be (a) those prescribed by the by-laws, (b) those usually incident of such offices where the by-laws fail to provide otherwise, and (c) those which may be assigned to them from time to time by the Board of Directors. It shall be competent for the Board of Directors by by-laws to create the position of Chairman of the Board of Directors and to fix the qualification, term, compensation and duties of the incumbent thereof. All the meetings of the stockholders and directors shall be called in such manner, and be held at such times and places as shall be fixed by the by-laws. A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the stockholders. If a quorum is present, the affirmative vote of the majority of shares represented at the meeting and entitled to vote on the subject matter, shall be the act of the stockholders. Any contract, transaction or act of the corporation or the directors, officers or stockholders, which shall be ratified by a majority of a quorum of the stockholders then entitled to vote at any annual meeting or at any special meeting called for that purpose shall, insofar as permitted by law, and by these Articles of Incorporation, be valid and binding as though ratified by every stockholder of the corporation. The Corporation may enter contracts or transact business with one or more of its directors, officers or stockholders, or with any firm with which any of them is a stockholder, a

director, or officer, and such contract or transaction shall not be invalidated or affected by the fact that such director, officer, or stockholder, has or may have an interest therein which is, or might be, adverse to the interest of the corporation, even though the vote of the director, officer, or stockholder having such adverse interest shall have been necessary to obligate the corporation or to any stockholder or creditor thereof, or to any person for any loss incurred by it or them under or by reason of such contract of transaction; nor shall any such director, officer or stockholder be accountable for any gain or profit realized thereon; provided, however, that such contract or transaction shall, at the time it was entered into, have been a reasonable one to be entered into and shall have been upon terms, at the time, that were fair.

ARTICLE VIII

The authority to make, amend, and repeal by-laws is vested in the Board of Directors, subject to the power of the stockholders under the laws of Kentucky to change or repeal such by-laws.

IN TESTIMONY WHEREOF, witness the signature of the Incorporator, John E. Willingham this 20th day of June 2013.

A handwritten signature in dark ink, appearing to read 'John E. Willingham', is written over a horizontal line.

John E. Willingham, **INCORPORATOR**