

SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| OMB APPROVAL | |
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | | |
|--|--|---|--|
| 1. Name and Address of Reporting Person* <u>Wood Benjamin</u> <hr/> (Last) (First) (Middle) <u>C/O CARDINAL INFRASTRUCTURE GROUP INC.</u> <u>100 E. SIX FORKS ROAD, #300</u> <hr/> (Street) <u>RALEIGH NORTH CAROLINA 27609</u> <hr/> (City) (State) (Zip) <hr/> <u>UNITED STATES</u> <hr/> (Country) | 2. Date of Event Requiring Statement (Month/Day/Year) <u>03/12/2026</u> | 3. Issuer Name and Ticker or Trading Symbol <u>Cardinal Infrastructure Group Inc. [CDNL]</u> | |
| | | 3a. Foreign Trading Symbol | 5. If Amendment, Date of Original Filed (Month/Day/Year) |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <u>CHIEF OPERATING OFFICER</u> | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| <u>Class B Common Stock</u> | <u>2,093,031</u> | <u>I</u> | <u>By Diamond Interests Group, LLC⁽¹⁾</u> |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| <u>LLC Units</u> | <u>(2)</u> | <u>(2)</u> | <u>Class A Common Stock</u> | <u>2,093,031</u> | <u>(2)</u> | <u>I</u> | <u>By Diamond Interests Group, LLC⁽¹⁾</u> |

Explanation of Responses:

- Consists of 2,093,031 shares of Class B Common Stock of Cardinal Infrastructure Group Inc. held by Diamond Interests Group, LLC. The Reporting Person is a member and 50% owner of Diamond Interests Group, LLC.
- The membership units of Cardinal Civil Contracting Holdings LLC (the "LLC Units") may be redeemed by the Reporting Person at any time at the option of the holder for shares of Class A Common Stock on a 1-to-1 basis, and a corresponding number of shares of Class B Common Stock will be forfeited in connection with the redemption. The LLC Units have no expiration date.

Remarks:

Exhibit 24.1 - Power of Attorney

/s/ Tiffany Gidley,
Attorney-in-Fact

04/15/2026

** Signature of Reporting
Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

* Form 3: SEC 1473 (03-26)