Articles of Incorporation and Bylaws of Mezimori Union ATM Bancorporation

This Shareholder Agreement (the "Agreement") constitutes the Articles of Incorporation and Bylaws of Mezimori Union ATM Bancorporation ("MZB ATM"), organised as a corporation under the laws of the Commonwealth of Redmont, effective as of 09 December 2025.

Article I: Name and Incorporation Details

1. **Name**: Mezimori Union ATM Bancorporation (MZB-ATM)
2. **Registered Agent**: multiman155
3. **Principal Office**: The principal office of the corporation is located at Or-c049
4. **Incorporation**: MZB ATM is incorporated under the laws of the Commonwealth of Redmont as a wholly-owned subsidiary of Mezimori Union Bancorporation and is authorised to conduct lawful business as a commercial bank.

Article II: Purpose

MZB ATM is organised to offer ATM services and related commercial banking operations as a subsidiary of Mezimori Union Bancorporation. The corporation may also engage in lawful ancillary activities as approved by the Board of Directors.

Article III: Parties to the Agreement

This Agreement is entered into and agreed upon by the following parties (collectively referred to as the "Shareholders"):

1. **Mezimori Union Bancorporation**
    a. Corporate Entity organised under Redmont law
    b. **Initial Ownership:** 100%
    c. **Beneficial Owner:** multiman155

Article IV: Ownership and Equity Distribution

1. **Share Capital Structure**:
    a. **Total Initial Shares Issued**: 10,000 shares
    b. **Par Value**: $0.01 per share
    c. **Total Initial Capital**: $10,000
2. **Capital Structure**:
    a. **Common Stock Par Value**: $100
    b. **Additional Paid-In Capital**: $9,900
    c. **Total Initial Capital**: $10,000

    d. **Initial Investment Source**: Mezimori Union Bancorporation
3. **Share Classes**:
    a. **Common Stock**: Single class with standard equity ownership and full voting and economic rights
4. **Initial Share Distribution**:
    a. **Mezimori Union Bancorporation**: 10,000 shares (100% ownership)
5. **Authorisation to Issue Shares**:
    a. The Board of Directors is authorised to issue additional shares only with approval of the parent company
    b. All share transfers must be approved by the Board of Directors and the parent company
6. **Share Transfer Restrictions**:
    a. **Transfer Prohibition**: Transfers of shares are prohibited unless ALL shares (100% of the corporation) are sold at once
    b. **Parent Company Rights**: Mezimori Union Bancorporation maintains exclusive control over any complete transfer of the subsidiary
    c. **Transfer Valuation**: Complete transfers valued at par value or as determined by parent company
    d. **No Partial Transfers**: Individual shares or partial ownership interests may not be transferred separately
7. **Pre-Emptive Rights**:
    a. Not applicable due to single shareholder structure and transfer restrictions

Article V: Management and Decision-Making

1. **Board of Directors**:
    a. **Composition**: The corporation shall be governed by a Board of Directors consisting of no fewer than 1 director and no greater than 3 directors
    b. **Initial Board**: Directors appointed by Mezimori Union Bancorporation
    c. **Voting Structure**: Simple majority of board members appointed at the time of the decision
    d. **Quorum**: Not less than 1/2 of board members appointed at the time of the meeting
    e. **Meeting Frequency**:
        i. When more than one director is present: No less frequently than quarterly
        ii. When sole director is present: At that director's discretion
    f. **Chairman Authority**: The Chairman of the Board shall have discretion to call meetings of the board
2. **Director Selection and Removal**:
    a. **Selection**: Directors shall be appointed by resolution of Mezimori Union Bancorporation
    b. **Voting Rights**: Parent company exercises all voting rights
    c. **Removal**: Directors may be removed by resolution of the parent company
    d. **Terms**: Directors serve until replaced or removed
3. **Executive Officers**:

a. **Initial Officers**: To be appointed by the Board of Directors upon direction from parent company
b. **Additional Officers**: Other officers may be appointed as needed, with responsibilities defined by the Board of Directors
c. **Officer Roles**: Additional executive roles such as COO, CTO, and CFO may be established based on company needs

4. **Amendments to Articles of Incorporation and Bylaws**:
    a. Amendments shall be approved by a majority vote of shareholders. Only Multiman155 may propose amendments.

Article VI: Dividends and Distributions

1. **Dividend Policy**:
    a. Dividends will be voted upon by the Board of Directors at their meetings
    b. Dividends are permitted but not required
    c. All dividends shall be paid to the parent company (Mezimori Union Bancorporation) 2. **Distribution Guidelines**:
    a. The Board shall consider subsidiary performance, capital requirements, and parent company directives
    b. Compliance with banking regulations and capital adequacy requirements must be maintained
    c. Coordination with parent company dividend and capital policies

Article VII: Exit Strategies

1. **Subsidiary Status**:
    a. As a wholly-owned subsidiary with transfer restrictions, the entity may only be sold as a complete unit
    b. Any dissolution or complete sale requires parent company approval
    c. Partial divestiture is prohibited per share transfer restrictions
2. **Valuation Methods**:
    a. Complete subsidiary valuation shall follow parent company policies and regulatory requirements
    b. Individual share valuations not applicable due to transfer restrictions
3. **Drag-Along and Tag-Along Rights**:
    a. Not applicable due to single shareholder structure
4. **Buy-Sell Provisions**:
    a. Not applicable due to wholly-owned subsidiary status

Article VIII: Dispute Resolution

1. **Internal Disputes**:
    a. Disputes within the subsidiary shall be addressed through parent company oversight
    b. Ultimate resolution through parent company board decisions

2. **External Disputes**:
    a. All external disputes shall be handled by binding arbitration
    b. Arbitration costs shall be borne by the non-MZB party
    c. Arbitration shall be conducted by MZ Law
    d. Decisions shall be final and binding

Article IX: Confidentiality

1. **Confidential Information**:
    a. All proprietary information, trade secrets, financial data, business plans, and customer information shall be treated as confidential
    b. Banking customer information must be protected in accordance with applicable privacy laws
    c. Information sharing with parent company permitted for legitimate business purposes
2. **Non-Compete Provisions**:
    a. Any non-compete restrictions will be handled on a contract basis at time of hiring for employees

Article X: Reserved Matters

1. **Parent Company Approval Required**:
    a. Dissolution of the subsidiary corporation
    b. Major capital expenditures
    c. Material changes to business operations
    d. Regulatory filings and compliance matters
2. **Board Approval**:
    a. Day-to-day operational decisions
    b. Officer appointments and removals
    c. Routine business transactions

Article XI: Financing Arrangements

1. **Capital Structure**:
    a. Initial capital of $10,000 provided by parent company (Mezimori Union Bancorporation)
    b. Additional capital may be provided by parent company as needed
    c. Subsidiary may not raise external capital without parent company approval
    d. All financing arrangements subject to parent company policies
2. **Anti-Dilution Protections**:
    a. Not applicable due to single shareholder structure
    b. Parent company maintains complete control over capitalization

Article XII: Shareholder Information and Meetings

1. **Meeting Requirements**:
    a. **Frequency**: Shareholder meetings (with parent company) shall occur no less frequently than quarterly
    b. **Notice**: Parent company shall be given no less than 24 hours notice for meetings
    c. **Meeting Notice**: Notice shall be provided no less than 12 hours prior to any meeting
    d. **Coordination**: Meetings may be coordinated with parent company board meetings
2. **Financial Reporting**:
    a. Financial statements shall be provided to parent company no less than quarterly (every 3 full calendar months)
    b. Additional disclosures are at the discretion of the Board of Directors, upon advice of the CEO
    c. Reports must comply with banking regulatory requirements
    d. Additional reporting as required by parent company policies

Article XIII: Corporate Governance

1. **Fiduciary Duties**:
    a. Directors and officers owe fiduciary duties to the subsidiary and its parent company
    b. Compliance with banking regulations and corporate governance best practices
    c. Coordination with parent company governance policies
2. **Regulatory Compliance**:
    a. The subsidiary shall maintain compliance with all applicable banking laws and regulations
    b. Capital adequacy ratios shall be maintained as required by banking authorities
    c. Regular reporting to parent company on regulatory compliance matters

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EXECUTED on 09 December 2025, by the Board of Directors and shareholder of Mezimori Union ATM Bancorporation.

Corporate Name: Mezimori Union Bancorporation
By: multiman155
Title: Chairman of the Board
Date: 09 December 2025