Articles of Incorporation and Bylaws of Mezimori Union Bancorporation

This Shareholder Agreement (the "Agreement") constitutes the Articles of Incorporation and Bylaws of Mezimori Union Bancorporation (“MZB”), organized 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 Bancorporation (MZB)
2. **Registered Agent:** multiman155
3. **Principal Office:** The principal office of the corporation is located at Or-c049
4. **Incorporation:** MZB is incorporated under the laws of the Commonwealth of Redmont and is authorised to conduct lawful business as a commercial bank.

Article II: Purpose

MZB is organized to offer commercial banking services and to hold ownership interests in subsidiary banking corporations. 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. multiman155

a. **IGN:** multiman155
b. **Initial Ownership:** 100%

Article IV: Ownership and Equity Distribution

1. **Share Capital Structure**:
    a. **Total Initial Shares Issued**: 200,000 shares
    b. **Par Value**: $0.01 per share (both classes)
    c. **Total Initial Capital**: $350,000
2. **Capital Structure**:
    a. **Class A Stock Par Value**: $1,000
    b. **Class B Stock Par Value**: $1,000
    c. **Additional Paid-In Capital**: $348,000
    d. **Total Initial Capital**: $350,000
3. **Share Classes**:

    a. **Class A Shares**: Equity rights without voting rights
    b. **Class B Shares**: Voting rights without equity rights
4. **Initial Share Distribution**:
    a. **multiman155**: 100,000 Class A shares (100% equity ownership)
    b. **multiman155**: 100,000 Class B shares (100% voting control)
5. **Authorisation to Issue Shares**:
    a. The Board of Directors is authorised to issue additional Class A shares for public and private offerings
    b. All Class B share transfers must be approved by the Board of Directors in a Board meeting
    c. Prior to an initial public offering, all share transfers must be approved by a vote of the Board of Directors
6. **Share Transfer Restrictions**:
    a. **First Right of Refusal**: multiman155 shall have first right of refusal in perpetuity for any share transfers
    b. **Transfer Valuation**: Share valuation shall be based on book value in accordance with Generally Accepted Accounting Principles (GAAP). If shares are transferred between private parties, the price may be negotiated but shall not be less than GAAP book value per share
    c. **IPO Restrictions**: Only Class A shares may be sold to the public in an initial public offering
7. **Pre-Emptive Rights**:
    a. Minority shareholders will be given rights to purchase Class A shares on the same terms as founders in future offerings, up to the same amount of equity ownership as prior to such deal

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**: multiman155 shall serve as the sole initial director and Chairman of the Board
    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 selected by remaining board members and put up to a shareholder vote

    b. **Voting Rights**: Only shareholders with Class B shares (voting rights) will vote on director matters
    c. **Removal**: Any board member may initiate a shareholder vote for removal of another board member; removal requires majority of votes among Class B shareholders
    d. **Terms**: Directors serve until replaced or removed
3. **Executive Officers**:
    a. **Initial Officer**: multiman155 shall serve as Chief Executive Officer (CEO)
    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. Dividends shall be distributed based on Class A share ownership (equity rights)
2. **Distribution Guidelines**:
    a. The Board shall consider company performance and capital requirements when determining dividend distributions
    b. Compliance with banking regulations and capital adequacy requirements must be maintained

Article VII: Exit Strategies

1. **Incapacitation Provisions**: In the event of the incapacitation of the sole shareholder, the corporation shall commence orderly liquidation proceedings
    a. All customer deposits shall be returned in full to depositors as the first priority
    b. Any remaining assets after deposit repayment shall be distributed according to share ownership
2. **Valuation Methods**: All share valuations shall be based on book value in accordance with GAAP
    a. Book value per share shall be calculated as total shareholders' equity divided by total outstanding shares
    b. GAAP book value shall be determined from the most recent audited financial statements, or if unavailable, the most recent internal financial statements
3. **Drag-Along and Tag-Along Rights**:
    a. Future minority shareholders shall be subject to drag-along and tag-along rights as determined by the Board
4. **Buy-Sell Provisions**:
    a. Subject to first right of refusal by multiman155

b. Valuation and procedures to be established upon need

Article VIII: Dispute Resolution

1. **Binding Arbitration**:
    a. All 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
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. **Unanimous Board Approval Required**:
    a. Dissolution of the corporation
    b. Additional reserved matters may be added by board resolution
2. **Majority Board Approval**:
    a. All other major corporate decisions not specifically requiring unanimity
    b. Officer appointments and removals
    c. Major asset sales
    d. Debt obligations

Article XI: Financing Arrangements

1. **Capital Raising**:
    a. Additional capital may be raised through public and private offerings
    b. Class A shares will be sold in such offerings
    c. Minority shareholders maintain pre-emptive rights as outlined in Article IV
2. **Anti-Dilution Protections**:
    a. Existing shareholders' pre-emptive rights provide protection against dilution
    b. Class B voting shares remain restricted and require board approval for transfer

Article XII: Shareholder Information and Meetings

1. **Meeting Requirements**:
    a. **Frequency**: Shareholder meetings shall occur no less frequently than quarterly
    b. **Notice**: Shareholders 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
2. **Financial Reporting**:
    a. Shareholders will receive income statements and balance sheets 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

Article XIII: Corporate Governance

1. **Fiduciary Duties**:
    a. Directors and officers owe fiduciary duties of care and loyalty to the corporation and shareholders
    b. Compliance with banking regulations and corporate governance best practices
2. **Regulatory Compliance**:
    a. The corporation shall maintain compliance with all applicable banking laws and regulations
    b. Capital adequacy ratios shall be maintained as required by banking authorities

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

Name: multiman155
Title: Chairman of the Board and Chief Executive Officer
Date: 09 December 2025