INVESTMENT BANCORPORATION

Certificate of Incorporation and Shareholders' Agreement

Effective Date: 26 February 2026

This document constitutes (i) the Certificate of Incorporation of Investment Bancorporation (the "Corporation") and (ii) a Shareholders' Agreement among the shareholders of the Corporation. It is intended to include all provisions required by the Department of Commerce business incorporation policy, and to be interpreted in a manner consistent with the Laws of Redmont and the Legal Entity Act.

Corporate Information

Name of Corporation: Investment Bancorporation

In-Game Company (Business Plugin) Name: IB

Incorporator: Multiman155

Principal Place of Business / Home Address: cbd035

Management Structure: Corporation; managed by a Board of Directors

Board of Directors: No fewer than 1 and no more than 3 directors (initially 1)

Initial Director: Multiman155

Initial Chief Executive Officer (CEO): Multiman155

Duration: Perpetual unless dissolved in accordance with applicable law

Limitation of Shareholder Personal Liability: No shareholder shall be personally liable for the debts, obligations, or liabilities of the Corporation solely by reason of being a shareholder, except to the extent a shareholder has voluntarily assumed such liability or is otherwise liable under applicable law.

1. Ownership and Equity Distribution

The Corporation is authorized to issue 100,000 shares of capital stock divided into the following classes:

Share Class	Authorized Shares	Par Value	Voting Power
Class A Voting Shares	10,000	$1.00	1 vote per share
Class B Common Shares	90,000	$1.00	No vote, except class votes required by law or this document

1.1 Initial Issuance and Ownership

Upon formation, the Corporation shall issue the following shares, all of which are initially owned by Multiman155:

Share Class	Shares Issued	Owner
Class A Voting Shares	10,000	Multiman155
Class B Common Shares	90,000	Multiman155

1.2 Issuance of New Shares

The Board of Directors may propose the issuance of additional shares from the authorized but unissued shares. Any such issuance that results in dilution of existing shareholders' ownership percentage must be approved by a shareholder vote meeting the quorum and voting requirements set out in Section 2, unless waived in writing by all shareholders.

1.3 Pre-Emptive Rights

Unless waived in writing by the affected shareholder(s), each shareholder has a pre-emptive right to purchase a pro rata portion of any newly issued equity securities (including new shares of any class or securities convertible into shares) to maintain their relative ownership percentage.

1.4 Share Transfers and Share Register

Shares may be transferred only in accordance with Section 4. The Corporation shall maintain an up-to-date share register reflecting authorized shares, issued shares, and current ownership.

1.5 Incorporator

The incorporator of the Corporation is Multiman155.

1.6 Amendments

This document (including the Certificate of Incorporation provisions within it) may be amended only as follows:

- Any amendment requires approval by a stockholder vote of at least a majority of the voting power.
- Unless otherwise provided in this document, an amendment must originate from the Board of Directors by majority vote and then be submitted to the shareholders for approval.

- Holders of outstanding shares of a class are entitled to vote as a class on any proposed amendment that (i) increases or decreases the number of authorized shares of that class, (ii) changes the par value of that class, or (iii) changes the powers delegated to that class. Such an amendment must be approved by at least a majority of each affected class.

2. Management and Decision-Making

2.1 Board-Managed Corporation

The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors, subject to the reserved matters and shareholder approval rights set out in this document and applicable law.

2.2 Shareholder Voting Power

Voting power is allocated as follows:

- Each Class A Voting Share entitles the holder to one (1) vote per share on all matters submitted to shareholders, except where voting is limited or altered by law or this document.
- Class B Common Shares carry no voting power, except to the extent any class vote is required by the Legal Entity Act, this document, or other applicable law.

2.3 Quorum and Abstentions

On any shareholder vote, there shall be a quorum of at least fifty percent (50%) of the voting power. Abstentions shall be counted as a vote and, unless otherwise stated for a specific matter, shall be treated as a vote cast against the matter.

2.4 Major Decisions

Major decisions that materially affect the Corporation or shareholders must be approved as provided in Section 11 (Reserved Matters) and/or as required by applicable law. All other decisions may be made by the Board and officers in the ordinary course of business.

3. Roles and Responsibilities

The shareholders acknowledge the following roles and anticipated contributions:

- Shareholders generally: act in good faith toward the Corporation, comply with this document and applicable law, and cooperate to maintain required filings with the Department of Commerce.
- Multiman155 (initial shareholder, director, and CEO): responsible for day-to-day management, strategic direction, maintaining corporate records (including the share register), and appointing officers or agents as needed with Board approval where required.
- Future shareholders (if any): any additional roles, employment, or service expectations will be documented in a written amendment or side letter approved under Section 1.6.

4. Transfer of Shares

4.1 General Restrictions

No shareholder may sell, assign, pledge, or otherwise transfer any shares except in accordance with this Section 4 and any applicable law.

4.2 Right of First Refusal

If a shareholder receives a bona fide offer from a third party to purchase shares, the shareholder must first offer those shares to the Corporation and then to the other shareholders (if any) on the same terms (right of first refusal). If the Corporation and other shareholders do not elect to purchase within a reasonable period (e.g., 7 days unless otherwise agreed), the selling shareholder may proceed with the third-party transfer on terms no more favorable than those offered.

4.3 Valuation Methodology

If a price is required under this document (including buy-sell provisions) and cannot be agreed, the share price shall be the fair market value determined in good faith by the Board. If any shareholder disputes the Board's valuation, the parties will jointly appoint an independent appraiser (or agreed neutral) whose determination will be final.

4.4 Permitted Transfers

Transfers may be permitted without triggering the right of first refusal in the following cases, provided the transferee agrees in writing to be bound by this document:

- Transfer to an entity wholly owned and controlled by the transferring shareholder.
- Transfer upon death or incapacity in accordance with Section 7 (Exit Strategies).
- Any other transfer approved unanimously by the shareholders.

5. Dividends and Distributions

Dividends and distributions, if any, may be declared by the Board in accordance with applicable law. Unless otherwise provided by Board resolution consistent with law and this document:

- Dividends and distributions shall be made pro rata within each class based on the number of shares held.
- On liquidation, remaining assets shall be distributed pro rata across all outstanding shares (Class A and Class B together), unless otherwise required by law.
- No dividend or distribution shall be made if it would render the Corporation insolvent or otherwise violate applicable law.

6. Dispute Resolution

6.1 Good-Faith Negotiation

The shareholders will first attempt in good faith to resolve any dispute arising out of or relating to the Corporation or this document through informal discussions.

6.2 Mediation / Adjudication

If the dispute is not resolved within a reasonable period, the parties may seek mediation or submit the dispute to the appropriate Redmont dispute resolution forum or court with jurisdiction, as permitted by law and server rules.

6.3 Bylaws

The Corporation may adopt bylaws approved by the Board and, where required, by the shareholders. Bylaws must be consistent with this document and applicable law. If there is a conflict, this document controls.

7. Exit Strategies

7.1 Buy-Sell on Death or Incapacity

Upon the death or incapacitation of a shareholder, the Corporation and/or remaining shareholders may purchase the affected shareholder's shares at fair market value as determined under Section 4.3, unless otherwise agreed.

7.2 Voluntary Divestiture

A shareholder wishing to divest shares must follow the transfer restrictions in Section 4.

7.3 Drag-Along and Tag-Along Rights

If shareholders holding a majority of the voting power approve a sale of all (or substantially all) outstanding shares to a third party, they may require all other shareholders to sell their shares on the same terms (drag-along). Conversely, if a shareholder proposes to sell a controlling interest to a third party, any minority shareholder may elect to participate in that sale on a pro rata basis on the same terms (tag-along).

8. Financing Arrangements

The Corporation may secure funding through one or more of the following, subject to Section 11 (Reserved Matters) and applicable law:

- Equity financing (issuance of shares or other equity securities).
- Debt financing (loans, lines of credit, notes, or other obligations).
- Capital contributions from shareholders.
- Revenue from operations and other lawful sources.

Any financing arrangement that materially dilutes existing shareholders, creates a new share class, or pledges substantially all corporate assets must be approved in accordance with Section 11 and the amendment and class vote protections in Section 1.6.

9. Parties

The parties to this document are:

- Investment Bancorporation (the "Corporation").
- Multiman155 (the initial shareholder and incorporator).

Any person or entity who becomes a shareholder after the Effective Date must sign a joinder agreeing to be bound by this document.

10. Board of Directors

10.1 Composition; Initial Director

The Board of Directors shall consist of no fewer than one (1) and no more than three (3) directors, with the exact number within that range to be fixed from time to time by the bylaws or Board resolution consistent with this document. The initial sole director is Multiman155.

10.2 Election, Removal, and Replacement

Directors are elected by the holders of Class A Voting Shares. A director may be removed and replaced by a shareholder vote of a majority of the voting power, subject to any higher threshold for reserved matters in Section 11.

10.3 Meetings and Actions

The Board may hold meetings as needed. Notice may be given by any reasonable method. The Board may also act without a meeting by unanimous written consent.

10.4 Officers

The Corporation shall have such officers as the Board requires. The initial Chief Executive Officer (CEO) is Multiman155.

11. Reserved Matters

The following matters require unanimous shareholder approval (i.e., approval of 100% of the voting power and, where applicable, the class vote protections in Section 1.6):

- Amending this document in a manner that changes the powers, preferences, or rights of any share class (including voting rights).
- Creating a new class or series of shares or other equity securities senior to or on parity with existing shares.

- Issuing shares to any person or entity other than an existing shareholder (admission of a new shareholder), except as unanimously approved.
- Merging the Corporation with another entity or selling all (or substantially all) of the Corporation's assets outside the ordinary course of business.
- Dissolving the Corporation (other than as required by law).
- Any transaction with a shareholder or affiliate that is not on arms-length terms.

All other matters not listed above may be approved by a majority of the voting power, unless a higher threshold is required by applicable law.

12. Dissolution

The Corporation may be dissolved upon the occurrence of any dissolution event specified by law or upon unanimous shareholder approval under Section 11. Upon dissolution, the Board (or a liquidating trustee appointed by the shareholders) shall wind up the Corporation's affairs, pay or provide for debts and liabilities, and distribute remaining assets to shareholders in accordance with Section 5 and applicable law.

13. Shareholder Information

13.1 Records and Updates

The Corporation shall maintain accurate and up-to-date records, including the share register, Board actions, and any required Department of Commerce filings. Shareholders are entitled to reasonable access to corporate records upon request.

13.2 Shareholder Meetings

Shareholder meetings may be held as needed or as required by law. Notice shall be provided by any reasonable method. Unless otherwise specified, actions may be taken at a meeting or by written consent.

14. Company Purpose and Nature

The purpose of the Corporation is to operate as a financial services company, and to engage in any lawful act or activity for which corporations may be organized under the Laws of Redmont.

The Corporation conducts or promotes its business under the in-game company name "IB" and maintains its principal place of business / home address at cbd035.

The Corporation shall have perpetual existence unless dissolved in accordance with Section 12 and applicable law.

Signature

Signed and agreed as of the Effective Date stated above:

Incorporator / Initial Shareholder: Multiman155

Signature: 

Date: 1 March 2026