ASCENTBANKING

CERTIFICATE OF INCORPORATION & SHAREHOLDER AGREEMENT

Registered under the Legal Entity Act of the Commonwealth of Redmont

Know all persons by these presents that the undersigned, being of lawful capacity and acting as incorporators, do hereby form a Corporation pursuant to the Legal Entity Act of the Commonwealth of Redmont, and do hereby certify as follows:

Article 1 — Registered Name
The registered name of this Corporation is AscentBanking.

Article 2 — In-Game Company
The name of the in-game company registered in the business plugin is Ascent.

Article 3 — Incorporators
This Corporation is incorporated by the founding shareholders: Riniki_ and lyn15s.

Article 4 — Nature of Business & Company Purpose
The purpose of AscentBanking is to operate as a registered, deposit-taking Financial Institution under the Commercial Standards Act of the Commonwealth of Redmont. The Corporation is authorized to engage in any lawful act or activity for which a Corporation may be organized under the Laws of the Commonwealth of Redmont. The primary business activities of this entity shall include, but are not limited to:
(a) Accepting and managing secure customer deposits, including interest-bearing savings and deposit accounts;
(b) Originating and servicing custom loans, including commercial, personal, and secured lending infrastructure;
(c) Providing robust payment, transaction, and settlement infrastructure for players;
(d) Issuing and regulating player credit card accounts and balance processing;
(e) Managing liquidity support, corporate investments, and inter-institutional financing;
(f) Maintaining complete accounting records to comply with the Banking Income Tax Act.

Article 5 — Share Structure and Equity Distribution
The Corporation shall authorize a single class of shares to dictate ownership and equity distribution:
* Class Name: Class A Voting Common Shares
* Authorized Shares: 1,000,000 shares
* Par Value: $0.01 per share
* Voting Rights: Each Common Share carries one (1) vote on all corporate matters put to a vote of shareholders.
* Economic Rights: Common Shares carry full proportional economic interest in all declared dividends and in remaining assets upon dissolution.

The initial shareholders of AscentBanking, dividing the issued and outstanding voting shares equally, are:
* Riniki_ (Holding 500,000 shares / 50%)
* lyn15s (Holding 500,000 shares / 50%)

Article 6 — Management and Decision-Making
AscentBanking shall be governed structurally by a Board of Directors. The Board of Directors initially consists of two members: Riniki_ and lyn15s. Board decisions require a unanimous vote while the company is held in this 50/50 split. Meetings require 24-hour notice.

Executive officers shall manage daily corporate operations. The designated management team is:
* Chief Executive Officer (CEO): Riniki_ (Responsibility: financial auditing, accounting, and compliance).
* Co-Chief Executive Officer (Co-CEO): lyn15s (Responsibility: operational management, marketing, and client relations).

On any vote of shareholders or board members, there shall be a quorum requirement of at least fifty percent (50%) of the total voting power. Affirmative, explicit abstentions count toward establishing the quorum. All major corporate amendments or policy shifts originate from a board majority vote before going to shareholder ratification.

Article 7 — Financing Arrangements & Capital Contributions
The initial capital configuration of the firm is provided entirely via capital contributions from the founding shareholders.
In the event that the Company requires additional operating capital, the Board of Directors may authorize the issuance of additional Common Shares, subject to the following strict conditions:
(a) All new shares must be issued at or above fair market value, determined by asset evaluation;
(b) The Company must completely disclose all new issuances to existing shareholders by filing updates in the Company Docket;
(c) Any issuance resulting in more than ten percent (10%) dilution of existing voting power must achieve an explicit stockholder majority vote.

Article 8 — Profit, Loss, and Dividends Distribution
All net profits and losses of AscentBanking shall be allocated to shareholders in direct proportion to their Common Share holdings. Distributions of corporate dividends shall be declared by the Board of Directors at the end of each monthly fiscal cycle.

No dividend distribution shall ever be made that would render the Company insolvent, unable to pay its active customer debts, or cause the bank to fail to meet its reserve requirements as set by the Federal Reserve Bank.

Article 9 — Transfer of Shares and Exit Strategies

9.1 — Right of First Refusal
A shareholder may not sell or transfer their shares to an outside party without first offering those shares to the existing Board of Directors on identical terms, providing not less than forty-eight (48) hours notice to exercise the right.

9.2 — Forced Sale & Exit Buybacks
If a shareholder's actions or permanent inactivity materially harm the Corporation, the Board may execute a forced sale or share buyback at fair market value, provided the bank retains sufficient capital after the buyback to meet depositor obligations. Drag-along and tag-along rights apply if 100% of the corporate entity is sold.

Article 10 — Dispute Resolution
10.1 — Good Faith Negotiation
In the event of any corporate dispute or conflict arising out of the internal affairs of AscentBanking, the involved parties shall first attempt to resolve the matter through good faith negotiation for a period of not less than seven (7) days.

10.2 — Mediation and Final Resolution
Should negotiation fail, the parties shall submit the matter to mediation administered under the customs of the Commonwealth of Redmont. If mediation fails, any unresolved dispute shall be submitted to the appropriate judicial authority of the Redmont Federal Court for binding resolution.

Article 11 — Liability Protection
The debts, obligations, and liabilities of AscentBanking, whether arising in contract, tort, or otherwise, shall be solely the legal liabilities of the corporate entity. No shareholder, director, or executive officer shall be held personally liable for company debts solely by reason of their title.

Notwithstanding, directors acknowledge that as a registered deposit-taking entity, assets remain subject to Department of Commerce oversight in the event of insolvency or failure to safeguard customer deposits.

Article 12 — Reserved Matters
The following critical actions require 100% unanimous approval from all voting shareholders and cannot be decided by a simple majority:
(a) Altering or modifying the official corporate name;
(b) Corporate merger or consolidation with another financial institution;
(c) Filing for voluntary bankruptcy or corporate dissolution.

Article 13 — Corporate Bylaws
AscentBanking may adopt, amend, or repeal corporate bylaws governing day-to-day banking activities, employee guidelines, and conflict-of-interest policies. In the event of any contradiction between the Bylaws and this Certificate of Incorporation, this Certificate shall control.

Article 14 — Corporate Existence & Dissolution
AscentBanking shall have perpetual existence unless dissolved. Winding up and dissolution must be initiated by a Board resolution and approved by a seventy-five percent (75%) shareholder voting majority.

Upon approval, the company shall wind down operations, prioritizing the full repayment of all outstanding customer deposits and checking accounts before distributing remaining assets to equity holders. A Certificate of Dissolution must be filed in the Company Docket upon completion.

Article 15 — Regulatory Compliance
AscentBanking shall at all times maintain its registration as a deposit-taking Financial Institution with the Department of Commerce and shall strictly comply with:
(a) The Legal Entity Act;
(b) The Commercial Standards Act;
(c) The Banking Income Tax Act (including monthly financial reporting);
(d) Reserve requirements as set by the Federal Reserve Bank.

The Department of Commerce must be explicitly notified of any changes to business ownership, management, or operational status.

Article 16 — Execution & Signatures
In witness whereof, the undersigned incorporators have executed this Certificate of Incorporation, certifying that the facts stated herein are true and correct.

Name: Riniki_
Title: Founder & Incorporator
Signature: _____Riniki_____

Name: lyn15s
Title: Co-Founder & Director
Signature: _____lyn15s_____

This document is submitted to the Department of Commerce for registration.