BASTIONBANK LLC

CERTIFICATE OF FORMATION

Limited Liability Company · Wholly-Owned Subsidiary of Bastion · Commonwealth of Redmont

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1. Name and Formation

1.1 Name. The name of this Limited Liability Company shall be BastionBank LLC ("the Company").

1.2 In-Game Company. The corresponding in-game company shall be BastionBank.

1.3 Incorporator. The incorporator of the Company is Bastion, a corporation organized under the Legal Entity Act, acting by and through its sole director, unalign. A legal entity may act as an incorporator and member of a Limited Liability Company under Part I, Section 1(2)(k) of the Legal Entity Act.

1.4 Purpose. The Company is organized to operate as a deposit-taking financial institution (a commercial bank) and to engage in any lawful act or activity for which a Limited Liability Company may be organized under the laws of Redmont.

2. Ownership and Management

2.1 Management Structure. The Company shall be manager-managed.

2.2 Managers. unalign shall serve as the first Manager of the Company.

2.3 Appointment and Removal of Managers. A Manager is designated, and may be removed, by resolution of the member(s) holding a majority of voting power, in accordance with Part V, Section 5(1) of the Legal Entity Act. A Manager so designated serves until a successor is designated, or until that Manager's earlier removal, resignation, or death. A vacancy in the office of Manager may be filled by member resolution at any time.

2.4 Membership Classes. The Company shall have a single class of membership interest:

- (a) Member

2.5 Initial Membership Register. The initial membership register shall be as follows:

- Member: Bastion — 100% membership interest

3. Capital Contributions

3.1 Initial Contributions. Bastion will do an initial capital contribution of $15,000

3.2 Additional Contributions. The member may contribute capital to the Company as it determines.

4. Membership Interests

4.1 Membership interests shall be recorded in the Member Register.

4.2 Membership interests shall determine ownership percentages, profit distributions, and voting power unless otherwise specified.

4.3 The Manager shall be responsible for maintaining the Member Register and the Company Docket.

5. Profit and Loss Distribution

5.1 Profits shall be distributed to the member according to its membership interest unless otherwise approved by member resolution.

5.2 Dividend or distribution decisions shall be made by the Manager.

5.3 Losses shall be incurred by the Company. No member may be unduly liable for actions of the Company unless said member has expressly stated they wish to take on said liability.

5.4 If a member has breached fiduciary duty, clause 5.3 may not apply and the Company may pursue losses, if any, caused by such breach.

6. Voting and Decision Making

6.1 As the Company has a single member, all matters reserved to the members under this Certificate or the Legal Entity Act shall be decided by the member.

6.2 A quorum shall consist of at least 50% of total voting power.

7. Admission and Removal of Members

7.1 New members may be admitted upon approval of the existing member(s) by member resolution.

7.2 A member may be removed as provided by the Legal Entity Act.

7.3 Members may voluntarily resign by written notice to the Company through the Manager.

8. Transfer of Membership

8.1 The Company may approve transfers of membership interest between individuals or legal entities by member resolution.

8.2 All transfers must be recorded in the Member Register and filed in the Company Docket before taking effect.

9. Member Register

9.1 The Company shall maintain a Member Register within its Company Docket.

9.2 Membership shall become effective only when recorded in the Member Register.

9.3 The Register shall identify:

- Member name
- Membership class

9.4 All members within a member class shall have equal voting power. No member within a member class may have more voting power within said member class.

10. Bylaws

10.1 The Company may adopt Bylaws governing operational matters.

10.2 In the event of conflict, this Certificate of Formation shall prevail over any Bylaws.

11. Roles and Responsibilities

11.1 The Manager shall be responsible for the following:

- Administration of the Company
- Day-to-day operations
- Maintaining the Company's Member Register and Company Docket

12. Withdrawal and Return of Capital

12.1 Upon withdrawal, removal, or approved divestiture, a member shall be entitled to return of its capital contribution, subject to available Company assets and outstanding liabilities.

13. Amendments

13.1 Amendments to this Certificate of Formation shall require approval by at least 50% of voting power cast.

13.2 Any amendment increasing personal liability shall require explicit acceptance from affected members.

14. Dissolution

14.1 The Company may be dissolved by member vote.

14.2 Dissolution shall require approval by a majority of voting power.

14.3 Upon dissolution, the Company shall:

- Wind up affairs
- Satisfy debts and obligations
- Conclude litigation
- Distribute remaining assets according to membership interests

14.4 Dissolution shall otherwise proceed according to the Legal Entity Act.

15. Effective Date

This Certificate of Formation shall become effective upon approval by the Department of Commerce.

This document is submitted to the Department of Commerce for registration in accordance with the Legal Entity Act.