Certificate of Incorporation
of
BICK BAY BOLDINGS

Prepared by

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Note to the Reader

This Certificate of Incorporation serves a dual purpose. It is first and foremost the governing document of the Corporation, setting out the rules, rights, and obligations that bind the Corporation, its directors, and shareholders. It is also designed to function as a practical reference tool, so that any party may read a single article in isolation and come away with a sufficiently complete understanding of that topic without needing to read the document in full.

As a result of this dual purpose, some information may appear to be repeated or cross-referenced more than once across different articles. This is intentional. Where a right, obligation, or procedure is relevant to more than one topic, it is noted in each place it is relevant so that no reader is left with an incomplete picture by virtue of having consulted only one part of the document. Readers should not interpret any such repetition as contradiction or redundancy — the governing text of any provision is always the section in which it is formally defined.

Shareholders are encouraged to begin with Article X, which contains a consolidated index of all shareholder rights across the document. Directors are encouraged to begin with Article VIII.

All cross-references throughout this document are clickable and will navigate directly to the relevant provision — with the exception of the "Mandatory Elements" table below. The table of contents is also fully clickable.

Note for Department of Commerce Reviewers

The following table identifies where each mandatory element prescribed by the Legal Entity Act Part IV § 1(2) is satisfied in this Certificate:

Mandatory Element	Location
(a) Name of the Corporation	Article I
(b) Name of the in-game company	Article I § 1.1
(c) Name of the incorporators	Article II
(d) Nature of business or purposes	Article III
(e)(i) Name of share class (if more than one)	Article VI § 6.1
(e)(ii) Amount of shares authorised to be issued	Article VI § 6.1
(e)(iii) Par value per share	Article VI § 6.1

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Article I: Name and Definitions

1.1 Name

The name of this Corporation is **Bick Bay Boldings**. The in-game business plugin company associated with this Corporation is "BickBayBoldings."

1.2 Definitions

For the purposes of this document:

(a) "This Certificate" refers to this Certificate of Incorporation, as may be amended from time to time in accordance with Article XIX.

(b) "Shareholder" and "stockholder" shall have the same meaning. Where the Legal Entity Act or any other law uses the term "stockholder," it shall be understood to refer to the shareholders of this Corporation. This Certificate shall use the term "shareholder" throughout.

(c) "Simple majority" means more than fifty percent (50%) of the relevant voting power. Where this Certificate or the Legal Entity Act requires a "majority," it shall mean a simple majority unless a higher threshold is expressly stated.

(d) "Resolution" means a decision that is voted on, as defined by the Legal Entity Act § 3(13).

(e) "Unanimous approval of all directors" means the affirmative vote of every director holding office at the time of the vote.

(f) "Unanimous approval of all Class F shareholders" means the affirmative vote of every holder of Class F Stock at the time of the vote.

Article II: Incorporators, First Directors, and Parties

2.1 Incorporators and First Directors

nick (xdbh) and rayraywa (Musa096) are the incorporators of this Corporation. Pursuant to the Legal Entity Act Part IV § 1(2)(c), the incorporators are listed as a mandatory element of this Certificate.

Pursuant to the Legal Entity Act Part IV § 1(3)(h), nick (xdbh) and rayraywa (Musa096) are hereby designated as the first directors of this Corporation. They shall serve as directors until the Board of Directors is reconstituted in accordance with Article VIII. In the absence of first directors set in this Certificate, the incorporators would serve as first directors by operation of the Legal Entity Act Part IV § 6(3).

2.2 Parties

The parties bound by this Certificate of Incorporation are the Corporation and all holders of Class F Stock. By acquiring Class F Stock, a person accepts the rights and obligations set forth in this Certificate.

Article III: Purpose

The purpose of this Corporation is to engage in any lawful act or activity for which Corporations may be organized under the Laws of Redmont, and by such statement all lawful acts and activities shall be within the purposes of the Corporation, except for express limitations, if any.

Article IV: Corporate Powers

4.1 General Powers

Pursuant to the Legal Entity Act Part I § 1(2), subject to any limitations provided by law, any other law of Redmont, or this Certificate, the Corporation shall, in furtherance of its purposes irrespective of benefit and whether or not enumerated herein, have the following powers:

(a) Have perpetual succession;

(b) Sue and be sued in all courts and participate, as a party or otherwise, in any judicial, administrative, or other proceeding, in its name as a legal entity;

(c) Purchase, receive, take by grant, gift, or otherwise, lease or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated;

(d) Sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge, or create a security interest in, all or any of its real or personal property, or any interest therein;

(e) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage and pledge, bonds and other obligations, shares, or other securities or interests issued by others;

(f) Make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its real or personal property or any interest therein, wherever situated, in any currency;

(g) Lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested, in any currency;

(h) Elect, appoint or remove directors and other agents of the Corporation, define their duties, set their compensation and indemnify such personnel;

(i) Be an incorporator, director, manager, member, shareholder, or other agent of any corporation, company, LLC, or other enterprise;

(j) Participate with others in any Incorporated Entity, transaction, undertaking, or arrangement, including sharing or delegation of control;

(k) Renounce any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, specified business opportunities or specified classes or categories of business opportunities that are presented to the Corporation or one or more of its directors or shareholders;

(l) Make donations for the public welfare or for charitable, educational, scientific, sporting, health, civic, or similar purposes;

(m) Adopt, amend, or repeal this Certificate or any Bylaws in accordance with the procedures set out in Article XIX and Article XI;

(n) Pay profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, agents and employees;

(o) Wind up and dissolve itself in accordance with Article XVII of this Certificate;

(p) Purchase, receive, take, or otherwise acquire, own, hold, sell, lend, exchange, transfer or otherwise dispose of, pledge, use and otherwise deal in and with its own shares, subject to the provisions of Article VI § 6.9 and Article VI § 6.10;

(q) The directors of the Corporation may bind the Corporation and delegate this power subject to the limits and restrictions set by applicable law. The legal consequences of binding the Corporation, including the implications for third parties and personal liability of directors who act beyond their authority, are set out in Article XV § 15.2.

4.2 Criminal Liability

Pursuant to the Legal Entity Act Part I § 2(1), any jail time imposed upon the Corporation shall be converted into an additional fine of 10 penalty units per minute of jail time that would otherwise have been imposed.

4.3 Separate Legal Personality

Pursuant to the Legal Entity Act Part I § 2(3), the Corporation is a legal person with separate rights and liabilities, strictly distinct from its directors, shareholders, employees, and other agents.

Article V: Formation and Effective Date

The Corporation shall begin its existence from the point the signature of this Certificate of Incorporation has been posted in the Company Docket by the Secretary of the Department of Commerce or their delegate. Upon passing verification, a Company Docket shall be opened and the Secretary of the DOC or their delegate shall sign this Certificate in the Company Docket. If this Certificate fails verification, the Department of Commerce shall provide a clear reason. Pursuant to the Legal Entity Act Part III § 1(7), the DOC shall have the power to reject the formation of the Corporation for a clear and justifiable reason related to the formation filings.

It shall be mandatory for the Corporation to have a corresponding in-game company in the business plugin, pursuant to the Legal Entity Act Part I § 2(4). Ownership of the in-game company in the business plugin shall not, subject to rebuttal by balance of probabilities, be used to presume that the in-game owner is a shareholder, employee, director, or other agent of this Corporation. The Corporation may request the DOC to forcefully change the owner of the in-game company at its pleasure.

Article VI: Share Capital

6.1 Authorized Shares

The total amount of stock this Corporation is authorized to issue is one thousand two hundred (1,200) shares of Class F Stock with a par value of $0.01 per share. Pursuant to the Legal Entity Act Part IV § 4(1), the Corporation shall at all times maintain at least one class of shares with full voting powers. Class F Stock shall carry one hundred percent (100%) of the voting power of the Corporation. Any action in breach of this requirement shall be null and void.

Class	Voting Power	Dividend Rights	Primary Purpose	Transferability
Class F	100% (Full)	100% (Board Discretion)	Founder / Governance	Requires All Class F Approval

6.2 Initial Issuance and Capital Contribution

At formation, six hundred (600) shares of Class F Stock shall be issued to nick (xdbh) and six hundred (600) shares of Class F Stock shall be issued to rayraywa (Musa096), representing the full one thousand two hundred (1,200) authorized shares. Each incorporator shall pay the par value of their shares at formation, being $6.00 each, as the initial capital contribution of the Corporation. The remaining zero (0) shares shall be held by the Corporation as authorized but unissued, available for future issuance pursuant to Article VI § 6.3. Authorized but unissued shares shall be considered in the ownership of the Corporation pursuant to the Legal Entity Act Part IV § 4(4).

6.3 Share Issuance and Sale

The issuance of new shares or the sale of shares held by the Corporation shall require the unanimous approval of all directors. The pricing and disclosure requirements governing any such issuance or sale are set out in Article VI § 6.10. This provision shall govern all future offerings including but not limited to any initial public offering.

6.4 Share Form

Pursuant to the Legal Entity Act Part IV § 4(2), there shall be no fractional shares. The Corporation elects not to issue share certificates pursuant to the Legal Entity Act Part IV § 5(1), which permits a Certificate of Incorporation to provide otherwise. Should the Corporation later wish to issue share certificates, this Certificate must be amended in accordance with Article XIX, and any such certificates must comply with the requirements of the Legal Entity Act Part IV § 5.

6.5 Share Classes

Pursuant to the Legal Entity Act Part IV § 4(3), shares with different share class characteristics shall be considered different share classes. This Certificate currently authorizes a single class of Class F Stock. The creation of any additional share class shall require an amendment to this Certificate in accordance with Article XIX, which requires the unanimous approval of all Class F shareholders.

6.6 Share Transfer

No shares of Class F Stock may be transferred without the approval of all holders of Class F Stock. All transfers of registered shares must be filed in the Company Docket and state: (i) the share class; (ii) the share amount; (iii) the transferor; and (iv) the transferee, pursuant to the Legal Entity Act Part IV § 8(2)(c).

6.7 Par Value Payment

Pursuant to the Legal Entity Act Part IV § 4(5), a shareholder shall be liable for the part of the par value of the share that has not been paid up yet. The Corporation may demand payment of up to the full par value for any share that has not been fully paid up. A share that is not fully paid up shall have its voting rights suspended until it is fully paid up. Refusal to pay up to the par value within 72 hours of notice shall allow the Corporation to forfeit that share back to the Corporation, pursuant to the conditions for forfeit established in this Certificate. The notice protections that apply to any such forfeiture are set out in Article VI § 6.8.

6.8 Notice for Forced Share Changes

Shares forfeited or otherwise forcibly transferred pursuant to the conditions for forfeit set out in this Certificate shall always require 72 hours of notice to the affected shareholder before taking effect.

6.9 Own Shares

The Corporation may purchase, redeem, receive, or otherwise acquire, hold, sell, lend, exchange, transfer, or otherwise deal in and with its own shares, pursuant to the Legal Entity Act Part I § 1(2)(r). Pursuant to the Legal Entity Act Part IV § 4(6), shares belonging to the Corporation or to another Incorporated Entity controlled directly or indirectly by the Corporation shall neither be entitled to vote nor be counted for quorum purposes. The management, pricing, and disclosure requirements governing treasury shares are set out in Article VI § 6.10.

6.10 Treasury Share Management

(a) Pricing — The price at which the Corporation issues, sells, repurchases, redeems, or otherwise transfers its own shares shall be determined by unanimous approval of all directors.

(b) Disclosure — All transactions involving the Corporation's own shares, including issuances, sales, repurchases, redemptions, forfeitures, and any other transfers, shall be recorded in the Company Docket pursuant to Article XIV § 14.1. Where any such transaction results in a change to the share register, the Incorporated Entity Summary shall also be updated pursuant to Article XIV § 14.2.

(c) Other Matters — All other matters relating to the management of the Corporation's own shares, including but not limited to preemptive rights, purpose restrictions, buyback policies, and accumulation limits, may be defined by the Bylaws pursuant to Article XI. In the absence of applicable Bylaw provisions, such matters shall be determined by unanimous approval of all directors. Any adopted Bylaws governing treasury shares must be reflected in the Incorporated Entity Summary pursuant to Article XIV § 14.2.

6.11 Share Register

The Corporation shall maintain a share register as required by the Legal Entity Act Part IV § 8. The share register shall be maintained in the Incorporated Entity Summary and shall keep a record of all shares. Each entry of registered shares must contain: (i) the class name of the shares, if more than one class; (ii) the amount of shares; and (iii) the name of the shareholder, pursuant to the Legal Entity Act Part IV § 8(3)(a). The share register shall carry the rebuttable presumption of containing actual share ownership, pursuant to the Legal Entity Act Part IV § 8(2)(b).

Stock Class	Authorized	Issued To	Count
Class F (Voting)	1,200	nick (xdbh)	600
		rayraywa (Musa096)	600

If shares are held through an exchange, the exchange shall be listed as custodian in the share register, and the share register may be considered incorporated by reference, pursuant to the Legal Entity Act Part IV § 8(2)(a). All transfers of registered shares, except where the shares remain in the custodianship of an exchange, must be filed in the Company Docket stating the share class, share amount, transferor, and transferee, pursuant to the Legal Entity Act Part IV § 8(2)(c). The requirements governing the Incorporated Entity Summary, including its mandatory contents, are set out in Article XIV § 14.2.

6.12 Inactivity

A shareholder shall be considered inactive if they have not met a minimum of 6 hours of playtime in the last 30 days. A shareholder in violation of this requirement shall be notified at least 72 hours before any shares change ownership. Upon confirmed inactivity, the Corporation shall buy back the inactive shareholder's shares at par value ($0.01 per share). This provision constitutes a condition for forfeit of shares by the Corporation from the shareholders within the meaning of the Legal Entity Act Part IV § 1(3)(f).

6.13 Voting

The counting of votes shall be by voting power pursuant to the Legal Entity Act Part III § 6(3). On any vote there shall be a quorum of at least 50% of the voting power where explicit, affirmative abstentions shall be counted towards the quorum, pursuant to the Legal Entity Act Part III § 6(2). Each resolution must be open for vote for at least 48 hours, pursuant to the Legal Entity Act Part III § 6(4), and must be posted in a place that the relevant voters can access and can vote, pursuant to the Legal Entity Act Part III § 6(5). For the avoidance of doubt, the posting of a resolution in the Company Docket shall always be considered to meet this requirement.

Unless otherwise provided by this Certificate, any shareholder or director may call for a resolution to be voted upon, pursuant to the Legal Entity Act Part III § 6(6).

Where a resolution fails due to quorum, the persons eligible to vote shall be sent notification and the resolution may be reposted after 72 hours (unless waived by a simple majority of total voting power). For ten (10) days following such reposting, quorum requirements shall be suspended for that resolution, pursuant to the Legal Entity Act Part III § 6(2)(a).

6.14 Shareholder Limited Liability

Pursuant to the Legal Entity Act Part III § 10, the Corporation shall be solely liable for its own debts, obligations, and liabilities. No shareholder shall be liable for the Corporation's

debts, obligations, or liabilities, whether arising in contract, tort, or otherwise, solely by reason of being a shareholder of the Corporation, or by the acts or omissions of any other shareholder, director, employee, or other agent. A shareholder's liability shall be limited solely to the unpaid portion of the par value of their shares, if any. The failure of the Corporation to observe the usual formalities or requirements relating to the exercise of its powers or management of its business is not a ground for imposing personal liability on shareholders. Acts, omissions, decisions, or resolutions of shareholders acting in their capacity as such shall be attributable exclusively to the Corporation and shall not be attributed, individually or collectively, to any shareholder.

Pursuant to the Legal Entity Act Part IV § 1(3)(e) and Part IV § 2(3), any future amendment to this Certificate that would increase the personal liability of shareholders shall require notice to be posted in the Company Docket and notice to be given to each affected shareholder. Each affected shareholder must explicitly accept the increased personal liability; otherwise, the increase shall be suspended as to that shareholder.

Article VII: Dividends

7.1 Dividend Distribution

The Board of Directors may, at its discretion, declare and pay dividends to holders of Class F Stock. Dividends shall be distributed proportionally to outstanding Class F shares held by each shareholder at the time of distribution. The declaration and payment of dividends shall require the unanimous approval of all directors.

7.2 Definition of Net Profits

For the purposes of calculating dividends under this Article, "net profits" shall not include proceeds received by the Corporation from the issuance, sale, repurchase, redemption, or other disposition of its own shares, whether authorized but unissued or held as treasury shares. Such proceeds shall be treated as capital transactions and shall not constitute revenue of the Corporation for dividend calculation purposes.

Article VIII: Board of Directors

8.1 Authority

Pursuant to the Legal Entity Act Part IV § 6(1), the business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, except as may be otherwise provided by law or by this Certificate. If any such provision is made in this Certificate, the powers and duties conferred or imposed upon the Board of Directors shall be exercised or performed to such extent and by such persons or bodies as shall be provided

herein. The authority of directors to legally bind the Corporation is addressed in Article XV § 15.2, which provides that third parties may presume a director is acting within their authority, and that the Corporation shall be bound even if they were not, with the director bearing personal civil liability in such a case.

8.2 Composition

Any holder of Class F Stock, regardless of the number of shares held, shall automatically be a director of the Corporation. A person shall become a director immediately upon acquiring Class F Stock and shall cease to be a director immediately upon ceasing to hold any Class F Stock. Pursuant to the Legal Entity Act Part IV § 7(3), there shall be no statutory limit on the number of board seats. Since Class F Stock may not be transferred without the approval of all Class F shareholders pursuant to Article VI § 6.6, no person may become a director without the consent of all existing directors.

8.3 Seniority

Where this Certificate provides for an order of seniority among directors, seniority shall be determined by the date on which a person first became a holder of Class F Stock, with earlier dates being more senior.

Notwithstanding the foregoing, nick (xdbh) and rayraywa (Musa096), as co-founders, shall be deemed equal in seniority. As between the co-founders, nick (xdbh) shall serve as *primus inter pares* (first among equals), solely for purposes of resolving ties or establishing procedural precedence where a right or opportunity is exercised in an order determined by seniority.

Except as provided in the immediately preceding sentence, the co-founders' equal seniority shall remain unaffected. Where both co-founders, or any two or more directors of equal seniority, seek to exercise a right ordered by seniority at the same time, such right or opportunity shall be allocated among them in equal proportion, unless the nature of the right reasonably permits only sequential exercise, in which case *primus inter pares* shall determine the order of first exercise without altering the equal status of the parties.

8.4 Responsibilities

The Corporation does not maintain separate officer positions. The directors shall collectively share all responsibilities that would otherwise be performed by officers, including but not limited to general management, financial management, dividend administration, financial reporting, maintaining shareholder records, meeting minutes, the share register, and the Company Docket. The allocation of such responsibilities among the directors shall be determined by the directors amongst themselves. Both nick (xdbh) and rayraywa (Musa096) are designated as the individuals to whom legal correspondence should be delivered on behalf of the Corporation, as reflected in the Incorporated Entity Summary pursuant to Article XIV § 14.2.

8.5 Quorum

A quorum for any board meeting shall consist of a simple majority of all currently serving directors.

8.6 Voting

Unless otherwise specified by this Certificate, all board decisions shall be passed by a simple majority of directors present at a meeting forming a quorum. Where this Certificate requires the "unanimous approval of all directors," every director holding office at the time of the vote must vote in the affirmative. Abstentions by directors shall be counted as votes for the purposes of determining whether a quorum is present. Each board resolution must be open for vote for at least 48 hours, pursuant to the Legal Entity Act Part III § 6(4). Where a board resolution fails due to quorum, the quorum failure procedure set out in Article VI § 6.13 shall apply.

8.7 Board Meeting Frequency and Scheduling

The Board of Directors shall meet no less than once per calendar month. The time and location of board meetings shall be set by all directors conferring with each other, with reasonable advance notice given to all board members.

8.8 Director Compensation

Pursuant to the Legal Entity Act Part IV § 6(2), unless otherwise restricted by this Certificate or the Bylaws, the Board of Directors shall have the authority to set the compensation of directors.

8.9 Director Appointment and Removal

Pursuant to Article VIII § 8.2, directors are appointed and removed automatically by operation of Class F Stock ownership. A person becomes a director immediately upon acquiring Class F Stock and ceases to be a director immediately upon ceasing to hold any Class F Stock. Since all transfers of Class F Stock require the approval of all Class F shareholders pursuant to Article VI § 6.6, the admission and removal of directors is inherently controlled by all existing shareholders.

Any director or the entire Board of Directors may additionally be removed, with or without cause, by shareholder resolution requiring the unanimous approval of all Class F shareholders.

The appointment, election, removal, or resignation of directors must be filed in the Company Docket and must mention their name and title, pursuant to the Legal Entity Act Part III § 1(8)(d). Where the appointment or removal of a director changes the information required

by the Incorporated Entity Summary, that summary must also be updated without undue delay pursuant to Article XIV § 14.2.

The incorporators shall be the first directors until directors are appointed if there are no first directors set in this Certificate, pursuant to the Legal Entity Act Part IV § 6(3).

8.10 Director Duties

All directors shall be subject to the fiduciary duties prescribed by the Legal Entity Act Part III § 3, defined as follows:

(a) Duty of Care — pursuant to the Legal Entity Act Part III § 3(1), each director must: (i) act in good faith; (ii) act on an informed basis; (iii) act with the care that a reasonable person in a similar position and circumstance would exercise; and (iv) act in a manner that is in the best interest of the Corporation and by extension the shareholders.

(b) Duty of Loyalty — pursuant to the Legal Entity Act Part III § 3(2), each director shall have the rebuttable presumption of acting in the best interest of the Corporation where they have a direct conflict of interest and have disclosed that conflict or the conflict is known to the relevant parties. The conflict of interest disclosure obligation is defined in Article VIII § 8.12.

(c) Business Judgement Rule — pursuant to the Legal Entity Act Part III § 3(3), the court shall presume that fiduciary duty has been met, subject to rebuttal by clear and convincing evidence proving a breach with damages. Where this presumption stands, directors shall be absolved of personal liability for decisions made in the fulfilment of their duties. Pursuant to the Legal Entity Act Part III § 3(5), a court shall not substitute its own judgement in matters of business judgement, except where there has been a breach of fiduciary duty or criminal or illegal conduct.

(d) Standing — pursuant to the Legal Entity Act Part III § 3(4), only the contractual parties, the shareholders, or the members of the Corporation may use breach of fiduciary duty as a claim in legal action.

(e) Good-Faith Reliance — pursuant to the Legal Entity Act Part III § 10(6), in discharging their duties, a director shall be fully protected in relying in good faith upon the records of the Corporation and upon such information, opinions, reports, or statements presented to the Corporation by any of its directors, employees, or by any other person as to matters the director reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

8.11 Shareholder Roles and Responsibilities

All holders of Class F Stock are directors of the Corporation pursuant to Article VIII § 8.2. In that capacity, their anticipated contributions and responsibilities within the Corporation's

framework are determined by the directors amongst themselves pursuant to Article VIII § 8.4. Each shareholder-director is expected to participate in the governance, management, and operations of the Corporation as allocated.

8.12 Conflict of Interest

All directors shall formally disclose any conflicts of interest to all other directors before participating in any related board votes or decisions. Failure to disclose shall be considered a breach of fiduciary duty as prescribed by the Legal Entity Act Part III § 3.

Article IX: Reserved Matters

The following matters require the unanimous approval of all directors or, where indicated, the unanimous approval of all Class F shareholders:

(a) Amendments to this Certificate (unanimous approval of all Class F shareholders) — Article XIX § 19.1;

(b) Transfer of Class F Stock (approval of all Class F shareholders) — Article VI § 6.6;

(c) Issuance of new shares or sale of Corporation-held shares (unanimous approval of all directors) — Article VI § 6.3;

(d) Amendment of Bylaws (unanimous approval of all directors) — Article XI § 11.3;

(e) Declaration and payment of dividends (unanimous approval of all directors) — Article VII § 7.1;

(f) Treasury share pricing and management decisions (unanimous approval of all directors) — Article VI § 6.10;

(g) Dissolution (unanimous approval of all Class F shareholders, following a board resolution advising dissolution) — Article XVII § 17.1;

(h) Removal of a director or the entire Board of Directors by shareholder resolution (unanimous approval of all Class F shareholders) — Article VIII § 8.9.

Article X: Shareholder Rights

10.1 Access to Information

Pursuant to the Legal Entity Act Part III § 7(2), each shareholder of the Corporation, in person or by attorney or other agent, shall have reasonable access to information regarding

the status of the business, financial condition of the Corporation, and other information regarding the affairs of the Corporation as is just and reasonable.

Each director shall have unrestricted and absolute access to information regarding the status of the business, financial condition of the Corporation, and other information regarding the affairs of the Corporation as is just and reasonable, pursuant to the Legal Entity Act Part III § 7(1). Note that this right is subject to the confidentiality exceptions set out in Article X § 10.2 (which apply to shareholders, not directors), and may be suspended during receivership pursuant to Article XVI § 16.3.

10.2 Confidentiality

Pursuant to the Legal Entity Act Part III § 7(2)(a), the directors of the Corporation shall have the right to keep confidential from shareholders, for such period of time as deemed reasonable, any information for which: (i) the director reasonably believes to be in the nature of trade secrets; or (ii) the director in good faith believes that disclosure is not in the best interest of the Corporation or could damage the Corporation or its business; or (iii) the director is required by law or by agreement with a third party to keep confidential. This provision qualifies the right to information set out in Article X § 10.1. Note also that during receivership, the receiver may suspend shareholder access to information entirely pursuant to Article XVI § 16.3.

10.3 Minority Shareholder Protection

Pursuant to the Legal Entity Act Part III § 3(4), only the contractual parties, the shareholders, or the members of the Corporation may bring a claim for breach of fiduciary duty. Minority shareholders may accordingly bring such claims to protect their interests against transactions that materially affect them.

10.4 Summary of Shareholder Rights Across This Certificate

For the convenience of shareholders, the following is a consolidated index of all shareholder rights contained in this Certificate. Shareholders are encouraged to read each referenced section in full:

(a) Limited Liability — shareholders shall not be personally liable for the debts or obligations of the Corporation beyond the unpaid par value of their shares. The failure of the Corporation to observe formalities is not grounds for imposing personal liability. See Article VI § 6.14.

(b) Share Transfer Consent — no shares of Class F Stock may be transferred without the approval of all Class F shareholders. See Article VI § 6.6.

(c) Notice Before Forced Share Changes — shareholders are entitled to 72 hours notice before any shares are forfeited or otherwise forcibly transferred. See Article VI §§ 6.7 and 6.8.

(d) Notice Before Inactivity Buyback — shareholders are entitled to 72 hours notice before shares are bought back due to inactivity. See Article VI § 6.12.

(e) Voting Rights — Class F Stock carries 100% of the voting power. Shareholders vote by voting power with a quorum of at least 50% of voting power required. Abstentions are counted towards quorum. See Article VI § 6.13.

(f) Dividend Rights — shareholders are entitled to receive dividends when declared by the Board, distributed proportionally to outstanding Class F shares held. See Article VII § 7.1.

(g) Automatic Board Seat — any holder of Class F Stock is automatically a director of the Corporation. See Article VIII § 8.2.

(h) Director Removal — shareholders may remove any director or the entire Board of Directors, with or without cause, by unanimous shareholder resolution. See Article VIII § 8.9.

(i) Right to Call a Resolution — any shareholder or director may call for a resolution to be voted upon, unless otherwise provided by this Certificate. See Article VI § 6.13.

(j) Dissolution Vote — shareholders have the right to vote on any proposed dissolution of the Corporation. See Article XVII § 17.1.

(k) Access to Information — shareholders have the right to reasonable access to information regarding the business and financial condition of the Corporation. See Article X § 10.1.

(l) Fiduciary Duty Claims — shareholders may bring claims for breach of fiduciary duty against directors, agents, or employees of the Corporation. See Article X § 10.3.

(m) Amendment Vote — amendments to this Certificate require the unanimous approval of all Class F shareholders, including class-specific votes on amendments that adversely affect their share class. See Article XIX § 19.1.

(n) Treasury Share Disclosure — all transactions involving the Corporation's own shares shall be recorded in the Company Docket, and any resulting changes to the share register shall be reflected in the Incorporated Entity Summary. See Article VI § 6.10(b).

(o) Protection Against Increased Personal Liability — any amendment to this Certificate that would increase the personal liability of shareholders requires individual notice and explicit acceptance by each affected shareholder; otherwise, the increase is suspended. See Article VI § 6.14.

(p) Shareholder Attribution Protection — acts, omissions, decisions, or resolutions of shareholders acting in their capacity as such are attributable exclusively to the Corporation, not individually to any shareholder. See Article VI § 6.14.

(q) Right of First Refusal — upon a shareholder's exit, death, or incapacitation, remaining shareholders have a right of first refusal at par value, ordered by seniority. See Article X § 10.5.

10.5 Exit, Death, and Incapacitation

(a) Voluntary Exit — If a holder of Class F Stock wishes to divest their shares, the remaining holders of Class F Stock shall have a right of first refusal to purchase such shares at par value ($0.01 per share). The right of first refusal shall be offered in order of seniority as determined by Article VIII § 8.3, from most senior to least senior. Where two or more shareholders of equal seniority wish to exercise the right, the shares shall be offered to them in equal proportion.

(b) No Exercise — If no holder of Class F Stock exercises the right of first refusal within fourteen (14) days of receiving notice of the departing shareholder's intent to divest, the Corporation shall buy back the shares at par value ($0.01 per share).

(c) Death or Incapacitation — In the event of a shareholder's death or incapacitation, the same right of first refusal procedure shall apply, with the estate or legal representative of the departed shareholder acting on the selling side. If no holder of Class F Stock exercises the right of first refusal within fourteen (14) days, the Corporation shall buy back the shares at par value ($0.01 per share).

Article XI: Bylaws

11.1 Scope

Pursuant to the Legal Entity Act Part III § 5(1), the Bylaws of this Corporation may regulate any matter concerning the Corporation, provided that such authority is delegated to the Bylaws by this Certificate and does not conflict with applicable law. Pursuant to the Legal Entity Act Part III § 5(2), any reference by law to this Certificate shall include the Bylaws where the subject matter is delegated to the Bylaws.

11.2 Precedence

Pursuant to the Legal Entity Act Part III § 5(3), in case of conflict between the Bylaws and this Certificate, this Certificate shall prevail.

11.3 Amendment

The Board of Directors may amend the Bylaws with the unanimous approval of all directors, pursuant to the Legal Entity Act Part III § 5(4) as modified by this Certificate. All Bylaw amendments must be filed in the Company Docket and must contain the version of the Bylaws before and after the amendment, pursuant to the Legal Entity Act Part III § 1(8)(a)(ii). Bylaws must also be reflected in the Incorporated Entity Summary pursuant to Article XIV § 14.2.

11.4 Recording

If there are Bylaws, they shall be included in the Incorporated Entity Summary as required by Article XIV § 14.2. All amendments to the Bylaws must be filed in the Company Docket pursuant to Article XIV § 14.1.

Article XII: Financial Reporting

12.1 Quarterly Financial Reports

The Corporation shall prepare and post a quarterly financial report to the Company Docket. Each report shall cover at minimum the revenue, expenses, and net profit calculations for the previous quarter, current quarter plans, and future quarter outlook. These reports directly inform the dividend considerations carried out pursuant to Article VII § 7.1.

Article XIII: Dispute Resolution

13.1 Mediation

In the event of any dispute arising between shareholders, or between a shareholder and the Corporation, the disputing parties are encouraged to request mediation with a judge of the Commonwealth of Redmont before commencing formal legal proceedings. Such mediation is not a mandatory precondition to legal action.

13.2 Court Proceedings

If mediation is not pursued or does not resolve the dispute, any party may commence legal proceedings before the courts of the Commonwealth of Redmont.

Article XIV: Company Docket

14.1 Company Docket

The Corporation shall maintain a Company Docket as required by the Legal Entity Act Part III § 1. The Company Docket shall be a thread in the Company Register and shall be public, pursuant to the Legal Entity Act Part III §§ 1(2) and 1(3). The title of the thread shall be the registered company name, pursuant to the Legal Entity Act Part III § 1(4). The Company Docket shall record at minimum the following filings as prescribed by the Legal Entity Act Part III § 1(8):

(a) Any amendments to this Certificate or the Bylaws, which must contain the version of the document before and after the amendment, pursuant to the Legal Entity Act Part III § 1(8)(a);

(b) Any summons of the Corporation, pursuant to the Legal Entity Act Part III § 1(8)(b);

(c) Any verdicts on cases where the Corporation is a Plaintiff or Defendant, pursuant to the Legal Entity Act Part III § 1(8)(c);

(d) The appointment, election, removal, or resignation of a director, which must mention their name and title, pursuant to the Legal Entity Act Part III § 1(8)(d).

Pursuant to the Legal Entity Act Part III § 1(9), any action for which a filing in the Company Docket is needed shall only come into effect from the point the filing is posted, unless otherwise provided by law.

In addition, the following provisions of this Certificate each require specific postings to the Company Docket: share register amendments and share transfers (Article VI § 6.6, Article VI § 6.11); treasury share transactions (Article VI § 6.10(b)); director changes (Article VIII § 8.9); Bylaw amendments (Article XI § 11.3); meeting recordings (Article XIV § 14.4); quarterly financial reports (Article XII § 12.1); dissolution resolution and related steps (Article XVII § 17.1); and amendment records (Article XIX § 19.2).

14.2 Incorporated Entity Summary

The first post of the Company Docket shall be the Incorporated Entity Summary, which shall be updated without undue delay by the Corporation to contain the most recent information as required by the Legal Entity Act Part III § 2(1), including:

(a) The registered name of the Corporation;

(b) The name of the in-game company;

(c) The directors;

(d) The latest version of this Certificate;

(e) Any ongoing court cases;

(f) Any ongoing regulatory enforcement actions;

(g) The share register;

(h) The Bylaws, if any.

Pursuant to the Legal Entity Act Part III § 2(2), the Incorporated Entity Summary shall designate nick (xdbh) and rayraywa (Musa096) as the individuals to whom legal correspondence should be delivered on behalf of the Corporation.

The Incorporated Entity Summary shall be kept current at all times. Whenever any event occurs that changes the information required by the Incorporated Entity Summary, the summary must be updated without undue delay. Without limiting the generality of this obligation, the following events require an update to the Incorporated Entity Summary: changes to the share register resulting from share issuances, transfers, forfeitures, buybacks, or other treasury share transactions (Article VI § 6.10(b), Article VI § 6.11); director changes (Article VIII § 8.9); the adoption or amendment of Bylaws (Article XI § 11.3, Article XI § 11.4); new court cases or summons (Article XV § 15.1); new or resolved enforcement actions; and amendments to this Certificate (Article XIX § 19.2).

14.3 Immutability and Permanence

All information recorded in the Company Docket shall be immutable and permanent pursuant to the Legal Entity Act Part III § 1(5). Immaterial mistakes such as typographical errors may be corrected shortly after posting but may not alter the meaning or spirit of the record. All records in the Company Docket shall remain permanent even if the Corporation ceases to exist. Pursuant to the Legal Entity Act Part III § 1(5)(b), the underlying medium for all documents and other files recorded in the Company Docket must also reflect immutability and permanence; mutable document links, such as Google Docs links, shall not be used to store documents recorded in the Company Docket.

The Incorporated Entity Summary shall be exempt from the immutability requirement, pursuant to the Legal Entity Act Part III § 1(5)(c), as it must be updated to reflect the most current information at all times.

14.4 Company Docket Communications and Meeting Records

Pursuant to the Legal Entity Act Part III § 1(6), the Company Docket may be used for resolutions, votes, announcements, and other communication related to the Corporation. Any legal process or communication may be presumed to be delivered if delivered to the designated individuals in the Incorporated Entity Summary or, in the absence of such designees,

through a director with at least one in-game join in the previous 30 days, or through a post on the Company Docket, pursuant to the Legal Entity Act Part III § 4(2).

All board meetings that form a quorum must be recorded and posted to the Company Docket.

Article XV: Legal Process

15.1 Summons

Pursuant to the Legal Entity Act Part III § 4(1), summons for the Corporation must be served in the following manner:

(a) Summon the individuals designated to receive legal communications on behalf of the Corporation in the Incorporated Entity Summary, as set out in Article XIV § 14.2; or,

(b) Summon the directors of the Corporation; or,

(c) If there are no registered directors, summon all persons having voting power through registered shares, provided the total number of such persons is less than or equal to ten (10); or,

(d) Summon the persons holding the greatest voting power through registered shares until, if possible, a cumulative total of more than fifty percent (50%) of the total voting power in the Corporation is reached.

Pursuant to the Legal Entity Act Part III § 4(3), the court clerk (or, alternatively, the presiding judicial officer) shall file the summons in the Company Docket, and the summons shall only become active from the point that the summons is filed in the Company Docket. Any summons issued to the Corporation shall also be reflected in the Incorporated Entity Summary pursuant to Article XIV § 14.2.

15.2 Binding Authority

Pursuant to the Legal Entity Act Part III § 8(1), contractual counterparties and third parties may presume that a director who legally binds the Corporation shall be within their power to do so. The authority of directors to bind the Corporation originates from Article VIII § 8.1 and Article IV § 4.1(q). The Corporation shall be legally bound even if the director was without power to sign. In such a case the director may be sued civilly for the damages. The Corporation shall not be legally bound if the contractual counterparty or third party knew or had been sent notice that the director was without power to sign, pursuant to the Legal Entity Act Part III § 8(1)(b).

Article XVI: Receivership

16.1 Receivership Generally

The Corporation may only be placed in receivership by a process defined by law, pursuant to the Legal Entity Act Part I § 3(6). A court may also place the Corporation into receivership to enforce a court order, pursuant to the Legal Entity Act Part I § 3(7). During receivership the Corporation shall be led by a receiver.

16.2 Receiver Powers and Limits

The receiver shall have all powers and be subject to all limits prescribed by the Legal Entity Act Part I § 3, including the cumulative powers of the directors and shareholders without restriction of this Certificate, control over all assets and liabilities, and the power to suspend or restrict any voting powers, control, or power by any director or shareholder. The receiver may not increase the limit of personal liability assumed by any person of the Corporation, nor change the payout resulting from the winding up and dissolution of the Corporation.

16.3 Receiver Immunity and Duties

Pursuant to the Legal Entity Act Part I § 3(8), a receiver shall be immune from civil liability for actions taken in good faith in the exercise of their powers, except where the receiver commits a criminal offence or acts outside the scope of their authority. Pursuant to the Legal Entity Act Part I § 3(9), a receiver shall owe no fiduciary duty to shareholders, directors, creditors, or any other stakeholder; the receiver's duties are owed exclusively to the appointing court or authority. During receivership, the receiver may suspend shareholder access to information as otherwise granted under Article X § 10.1.

Article XVII: Dissolution

17.1 Dissolution Process

The dissolution of the Corporation shall follow the process prescribed by the Legal Entity Act Part III § 9. The power of the Corporation to wind up and dissolve itself originates from Article IV § 4.1(o). Dissolution must be approved by shareholder resolution, pursuant to the Legal Entity Act Part III § 9(2). The process is as follows:

(a) The process shall be started by the Board of Directors with the adoption of a resolution advising dissolution, pursuant to the Legal Entity Act Part III § 9(1)(a);

(b) If adopted, the resolution shall be posted in the Company Docket, pursuant to the Legal Entity Act Part III § 9(1)(b);

(c) The shareholders shall approve the dissolution by unanimous approval of all Class F shareholders, pursuant to the Legal Entity Act Part III § 9(1)(c) as modified by this Certificate. The voting procedure governing shareholder votes is set out in Article VI § 6.13;

(d) Following a shareholder vote in approval of the dissolution, the Corporation shall wind down its affairs and post a Certificate of Dissolution in the Company Docket, pursuant to the Legal Entity Act Part III § 9(1)(d);

(e) The approval of the dissolution resolution must be posted on the Company Docket, pursuant to the Legal Entity Act Part III § 9(3);

(f) A dissolution resolution may contain and set out the process of winding up, which shall be binding, pursuant to the Legal Entity Act Part III § 9(4);

(g) The winding up of the Corporation shall be publicly announced by the DOC in #government-announcements (or any successor channel), requesting any contractual parties, shareholders, creditors, and other persons with an interest to contact the Corporation. This announcement must contain the names of the directors. All persons that do not contact the Corporation, its directors, or the DOC within 14 days following such announcement shall be regarded as giving up any claim voluntarily and permanently, pursuant to the Legal Entity Act Part III § 9(6);

(h) Winding up shall consist of, pursuant to the Legal Entity Act Part III § 9(7):

(i) Ending all contracts;

(ii) Paying off all creditors and debts;

(iii) Finishing all lawsuits;

(iv) Liquidating all assets or distributing all assets according to the dissolution resolution and this Certificate, by default proportionally among the shareholders in proportion to their Class F shares;

(i) Upon full winding up, a Certificate of Dissolution shall be filed in the Company Docket. The Secretary of the Department of Commerce or their delegate shall sign this Certificate of Dissolution after verifying the Corporation has been fully wound up, pursuant to the Legal Entity Act Part III § 9(8)(a). The Corporation shall end its existence upon the signature of the Certificate of Dissolution posted in the Company Docket, pursuant to the Legal Entity Act Part III § 9(8)(b).

17.2 Dissolution Resolution and Formation Instrument

Pursuant to the Legal Entity Act Part III § 9(5), a dissolution resolution shall not override this Certificate of Incorporation or the Bylaws. The dissolution resolution and the winding up process shall be carried out in accordance with the provisions of this Certificate and applicable law.

Article XVIII: Merger and Consolidation

18.1 Merger or Consolidation Generally

Pursuant to the Legal Entity Act Part IV § 9(1), the Corporation may merge or consolidate with one or more other corporations. Any such merger or consolidation shall be carried out in accordance with the Legal Entity Act Part IV § 9.

18.2 Certificate of Merger or Consolidation

A Certificate of Merger or Consolidation shall set forth, pursuant to the Legal Entity Act Part IV § 9(2): (a) the name of each constituent corporation; (b) the terms and conditions of the proposed merger or consolidation, including the manner and basis of converting shares; (c) in case of merger, a statement of any amendment to the Certificate of Incorporation of the surviving corporation; (d) in case of consolidation, the documents to be filed for the formation of the consolidated corporation; and (e) such other provisions as deemed necessary or desirable.

18.3 Effect of Merger or Consolidation

When effected, pursuant to the Legal Entity Act Part IV § 9(3): (a) the surviving or consolidated corporation shall possess all the rights, privileges, immunities, powers, and purposes of each constituent corporation; (b) all property and assets of each constituent corporation shall vest in the surviving or consolidated corporation; (c) the surviving or consolidated corporation shall assume all liabilities, obligations, and penalties of each constituent corporation; (d) no existing liability, obligation, claim, or demand shall be released or impaired; and (e) no pending legal action shall be abated or discontinued.

18.4 Filing and Effective Date

A Certificate of Merger or Consolidation shall be filed in the Company Docket of each constituent corporation, pursuant to the Legal Entity Act Part IV § 9(4). The Certificate of Merger or Consolidation shall go into effect upon signature of the DOC Secretary or their delegate upon successful verification that the Certificate is lawful, pursuant to the Legal Entity Act Part IV § 9(5).

Article XIX: Amendments

19.1 Amendment Procedure

This Certificate of Incorporation may be amended by the unanimous approval of all Class F shareholders. Pursuant to the Legal Entity Act Part IV § 2(4), the holders of the outstanding

shares of a class shall be entitled to vote as a class upon any proposed amendment, whether or not entitled to vote thereon by this Certificate, that would: (a) increase or decrease the aggregate number of authorized shares of such class (this requirement shall not apply if otherwise defined by this Certificate prior to the issuance of any shares of that class, pursuant to the Legal Entity Act Part IV § 2(4)(a)(i)); (b) increase or decrease the par value of the shares of such class; or (c) alter or change the powers, preferences, or special rights of the shares of such class so as to affect them adversely. Any such amendment must reach at least a simple majority in each affected class. Where an amendment changes the information required by the Incorporated Entity Summary, that summary must also be updated pursuant to Article XIV § 14.2.

All amendments to this Certificate must be filed in the Company Docket and must contain the version of this Certificate before and after the amendment, pursuant to the Legal Entity Act Part III § 1(8)(a)(i).

19.2 Continuity of Legal Actions

Pursuant to the Legal Entity Act Part IV § 2(1), no amendment to this Certificate shall affect any existing cause of action in favor of or against the Corporation, nor any pending legal action to which it is a party. Pursuant to the Legal Entity Act Part IV § 2(2), in the event that the Corporation's name has been changed by amendment, no legal action brought by or against the Corporation under its former name shall be abated for that reason.

19.3 Amendment Record

Any and all amendments to this Certificate of Incorporation must be recorded at the end of this document in the Amendment Log set out in Article XXI. No amendment shall be considered valid unless it has been duly recorded in the Amendment Log in accordance with the procedures set out in Article XIX § 19.1.

Article XX: Regulatory Enforcement

20.1 Administrative Sanctions

Pursuant to the Legal Entity Act Part VII § 1(1), administrative sanctions must be coercive and strictly not punitive. To compel compliance with the Legal Entity Act, the Department of Commerce may, pursuant to the Legal Entity Act Part VII § 1(2): (a) issue public warnings, censures, and reprimands; or (b) pursue civil administrative enforcement against individuals and legal entities. A warning shall be given at least 24 hours before any administrative sanction is assessed, unless for a clear and justified reason, pursuant to the Legal Entity Act Part VII § 1(3). The warning does not have to contain the administrative sanction that might or will be assessed, but must cite the relevant section. A warning must only be given per matter and not per offence or administrative sanction to be applied. Such

warnings shall contain the matter about which an administrative sanction shall be assessed, including steps to remedy the issue. Nothing in the Legal Entity Act Part VII § 1 shall be construed to prevent transparent communication to the public, pursuant to the Legal Entity Act Part VII § 1(4).

20.2 Removal of Inactive Entities

Pursuant to the Legal Entity Act Part VII § 2(2), the DOC may place the Corporation into receivership, wind it up, and dissolve it if it is persistently inactive. Specific inactivity requirements may be set by the DOC but shall not include playtime and must be clear and objective, pursuant to the Legal Entity Act Part VII § 2(2)(a). There must be five (5) days notice given to the shareholders through any of the following, if applicable: Discord, in-game mail, or messages in the forums, pursuant to the Legal Entity Act Part VII § 2(2)(b).

Article XXI: Amendment Log

All amendments to this Certificate of Incorporation shall be recorded at the end of this document immediately upon passing. Each recorded amendment shall state the date of amendment, the article(s) affected, a brief description of the change, and confirmation that the amendment was duly passed in accordance with Article XIX. No amendment shall be considered valid unless it has been so recorded and confirmed.

This Certificate of Incorporation is filed by nick (xdbh) and rayraywa (Musa096), incorporators, pursuant to the Legal Entity Act of the Commonwealth of Redmont.