CERTIFICATE OF INCORPORATION & SHAREHOLDING AGREEMENT

BRIGHT BANKING COMPANY

Filed under Part IV, Section 1 of the Legal Entity Act, in accordance with the Department of Commerce's Shareholding Agreement / Certificate of Incorporation Requirements.

---

1. Parties This Certificate and Shareholding Agreement is entered into by and on behalf of Bright Banking Company (the "Corporation") and its sole shareholder, waddlr.

2. Company Purpose and Nature Bright Banking Company is formed to engage in any lawful act or activity a corporation may pursue under the Laws of Redmont. The Corporation will operate as a registered Commercial Bank, accepting client deposits and investing those funds in real estate, with returns paid to depositors as interest. Operations will comply with the Commercial Standards Act, the Taxation Act, the Banking Income Tax Act, and Federal Reserve Bank requirements.

3. Ownership and Equity Distribution

- **In-Game Business Name (via Plugin):** BrightBanking
- **Incorporator:** waddlr (serves in this capacity until the first election of a company director)

Class of Stock	Shares Authorized	Par Value
Common Stock	1,000	$0.01

All 1,000 authorized shares of Common Stock are issued to waddlr at incorporation, representing 100% ownership. No pre-emptive rights provisions are currently required, as there is only one shareholder; such provisions will be established if additional shares are issued to new shareholders.

Amendment Process: This Certificate of Incorporation may be amended by a vote of shareholders holding at least a majority of voting shares. Unless otherwise stated herein, a proposed amendment shall originate from the Board of Directors by majority vote. Where an amendment would increase or decrease the number of authorized shares, change the par value, or alter the powers of a share class, holders of that class shall vote separately and the amendment must reach at least a majority within that class.

4. Management and Decision-Making The Corporation is governed by a Board of Directors. At incorporation, the Board consists of one director:

- **waddlr** | Director, Chief Executive Officer, and Licensed Accountant

The director holds full authority over the Corporation's operations, finances, and regulatory filings, and may appoint additional officers as the Corporation's affairs require. On any vote requiring shareholder or board approval, a quorum of at least 50% of voting power is required, with abstentions counted as a vote.

5. Roles and Responsibilities As sole shareholder and director, waddlr is responsible for all operational, financial, and regulatory functions of the Corporation, including deposit management, real estate investment decisions, interest payments to depositors, and compliance reporting to the Department of Commerce and Federal Reserve Bank.

6. Transfer of Shares Shares of the Corporation may be issued or transferred at the discretion of the sole shareholder, waddlr. Should the Corporation admit additional shareholders, conditions governing transfer of shares, rights of first refusal, and methodology for valuing share prices will be formally established and filed as an amendment to this Certificate at that time.

7. Dividends and Distributions As sole shareholder, waddlr is entitled to the entirety of the Corporation's profits. Dividends and distributions may be declared at the director's discretion, to be retained for reinvestment in the Corporation's real estate holdings or distributed to the shareholder.

8. Exit Strategies In the event of the shareholder's incapacitation, extended inactivity, or desire to divest, ownership of the Corporation shall pass according to applicable Redmont law and Department of Commerce inactivity policy. As there is currently only one shareholder, no buy-sell, drag-along, or tag-along provisions are presently required; such provisions will be established if additional shareholders are admitted.

9. Financing Arrangements The Corporation's initial operating capital is contributed by waddlr as sole shareholder. The Corporation's primary source of funding going forward will be client deposits, which are invested in real estate to generate returns. Should the Corporation seek external financing or additional shareholder capital in the future, the implications for existing shareholders will be disclosed and filed as an amendment to this Certificate.

10. Board of Directors The Board of Directors currently consists of a single director, waddlr, who was selected by the incorporator at formation. The director may be replaced or additional

directors appointed by shareholder vote requiring a majority of voting power. Board meetings are not currently required to follow a fixed schedule given the Corporation's single-director structure, but records of major decisions will be maintained and made available to the Department of Commerce upon request.

11. Reserved Matters The following matters require unanimous shareholder approval rather than a simple majority: amendments altering the Corporation's core business purpose (Section 2), and any action resulting in the transfer of the Corporation's Financial Institution registration. As waddlr is currently the sole shareholder, this requirement is inherently satisfied by any decision made.

12. Shareholder Information Updates regarding the Corporation's financial condition and compliance status will be made available to shareholders upon request. As there is currently only one shareholder, no formal shareholder meeting procedure is required; such procedures will be established if additional shareholders are admitted.

13. Dissolution In the event of winding up or dissolution, the Corporation's assets shall first be applied to satisfy outstanding obligations to depositors and creditors, with any remaining assets distributed to the shareholder, in accordance with the Legal Entity Act and the Bankruptcy Act.

---

14. Existence The Corporation has perpetual existence unless dissolved under the Legal Entity Act.

15. Liability The Corporation is a separate legal entity from its director and shareholder. No personal liability attaches beyond what's required by law.

Incorporator: waddlr **Discord:** waddlr **Forums:** waddlr

Filed for review by the Department of Commerce under Part IV, Section 1(2)(b) of the Legal Entity Act and the Department's Shareholding Agreement / Certificate of Incorporation Requirements.