CERTIFICATE OF FORMATION — The Talion Foundation

Section I — General Information

(1) The name of the LLC shall be The Talion Foundation.
(2) The name of the formator is Talion77.
(3) The purpose of the LLC is to engage in lawful acts that are beneficial to the legal sector, entrepreneurship, the preservation and creation of arts, and new and non-wealthy players.
(4) The LLC shall be member-based and manager-managed. Members shall have no economic or ownership interests.
(5) Any disputes regarding this document shall be submitted to the Courts of the Commonwealth of Redmont.
(6) If any clause in this document contradicts a clause of § 1, the former shall prevail.

Section 2 — Members and Directors

(1) Members of the LLC may only be admitted by the formator, and the formator has the right to dismiss members at any time.
(2) Only natural persons may be members of the LLC.
(3) Members shall not be required to provide any capital to the LLC. They may provide Capital to the LLC on a voluntary basis.
(4) The members have the right to manage the LLC jointly with a majority of the members entitled to vote. A majority of them may empower a single member to act on behalf of and manage the LLC, such members shall be known as directors. A majority of the members may dismiss any directors for any stated reason.
(5) Directors shall have the following powers and duties:
(a) The power to manage the LLC;
(b) The power to hire and fire employees of the LLC;
(c) The duty to record the LLCs finances.
(6) The directors shall elect from amongst them one Managing Director, who can also be dismissed by the Directors at any time. Should he lose his office as a director, he shall also lose his office as the Managing Director.
(7) The Managing Director shall have the following powers and duties, in addition to his powers and duties as a director:
(a) The power to set guidelines and policy that shall be binding upon the management of the LLC by the directors, however not be binding upon the Members.
(8) If no member holds the position of director or Managing Director at a time, the powers and duties in § 2(5), or § 2(7) respectively, of this Certificate shall be exercised by the formator.
(9) Directors shall have a fiduciary duty as specified in § 9(14) of the Legal Entity Act.

Section 3 — Compensation and Profit / Loss Distribution

(1) All compensation for members, directors, the Managing Director, or any other individual paid by LLC funds must be authorised by a majority of the members entitled to vote.
(2) According to § 11(3)(b) of the Legal Entity Act, all compensation must be reasonable.
(3) Compensation shall not under any circumstances exceed 10,000R$ per individual.
(4) All profits and losses shall be retained by the LLC and used explicitly for the stated purpose in § 1(3).

Section 4 — Amendments to the Certificate and Operating Agreement

(1) The Certificate may only be amended through the following process:
(a) The formator or at least a quarter of the members entitled to vote may submit an Amendment to this Certificate to all members for consideration.
(b) The Amendment shall be voted on by all members, to pass, it has to be approved by at least a simple majority of all members entitled to vote.
(c) The formator may sign the agreement within a period of 14 days. He may also choose to withhold his signature and deliver his written objections to the members. Upon the members reaffirming the Amendment, with at least a majority of two-thirds of all members entitled to vote in favour, he shall be compelled to sign it and deliver it to the Department of Commerce.
(2) The Members may enact an operating agreement by a vote of at least a majority of all members entitled to vote, which may govern the following:
(a) The management of the LLC beyond the prescribed structure in the Certificate;
(b) Specific procedures and requirements for regular meetings of members and directors;
(c) Any other provision that regulates an area not regulated by the Certificate.
(3) All provisions applying to the Operating Agreement in § 4(2) shall also apply to the Bylaws of the LLC.

Section 5 — Dissolution and Winding Up

(1) Shall the members desire to dissolve the LLC, they shall propose a dissolution resolution before the Department of Commerce, upon at least a majority of members entitled to vote affirming the filing.
(2) All members shall vote on the matter starting 72 hours after the dissolution resolution has been proposed, the vote shall last 72 hours, until an absolute two-thirds supermajority has been achieved, or until every member has voted.
(3) The resolution, to pass, requires at least a two-thirds majority of all members entitled to vote in the affirmative.
(4) After the resolution has passed, the formator shall have 72 hours to veto it. If he chooses to do so, the resolution becomes void. If he does not, or affirms his intent not to veto, the resolution shall go into effect either 72 hours after passage by the members, or when the formator affirms his intent not to veto the resolution, whichever happens sooner.
(5) All remaining and liquidated assets shall be returned to their donors proportionally.