# Certificate of Formation

## Schraderbrau Brewing Company, LLC

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### 1: Name and Formation

**1.1 Name:** The name of this Limited Liability Company shall be Schraderbrau Brewing Company, LLC.
**1.2 In Game Company:** The corresponding in-game name will be Schraderbrau.
**1.3 Incorporator:** This LLC will be incorporated by its founder and owner, HatManMC.
**1.4 Purpose:** Schraderbrau Brewing Company, LLC is intended to be a wholesale and retail supplier of cheap, high-quality and legal-standard beers and beverages for the good of customers and restaurant owners in Redmont, and to follow all legal codes and regulations set forth by the Government of Redmont.

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### 2: Ownership and Management

**2.1 Management Structure:** The Company shall be member-managed.
**2.2 Membership Classes:** The Company shall have one class of member:
(a) Member
**2.3 Initial Membership Register:** The initial membership register shall be as follows:
Member: HatManMC - 100% membership interest

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### 3: Capital Contributions

**3.1 Initial Contributions:** HatManMC shall do an initial capital investment of $175.
**3.2 Additional Contributions:** The members may contribute capital to the company as they see fit to account for expenses or expansion.

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### 4. Membership Interests

**4.1 Membership Interests:** 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 members collectively shall be responsible for maintaining the Member Register and the Company Docket, with one author of the Register and Docket being selected amongst the members by majority vote.

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### 5: Profit and Loss Distribution

**5.1 Profit Distribution:** All profits shall be distributed amongst the Members evenly as according to their percentage of ownership in the company (ie if someone owns 40% of the company, 40% of profit after expense will go to them).

**5.2 Loss Distribution:** Losses will be taken on by the Company and its capital, rather than any one specific member. It is not the duty of one specific member to make up for losses of the company unless they choose to do so of own accord or the loss was a liability of said member. The Company shall not put unduly liability on members.
**5.3 Fiduciary Duty Breach:** If a member can be proven to have breached fiduciary duty, clause 5.2 is null and void, and the member is liable to repay the Company.

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## 6: Voting and Decision Making

**6.1 Member Voting:** Given Schraderbrau Brewing Company only has one member, all decisions reserved to the members defined in this Certificate or in the Legal Entity Act shall be decided solely by the member.
**6.2 Quorum Size:** A quorum for meeting of the members shall be determined as 50% or higher of the member body.

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## 7. Admission and Removal of Members

**7.1 New Member Admission:** New members may be admitted upon approval of the existing member(s) by member resolution. This is to be done at the sole discretion of the member body.
**7.2 Member Removal:** A member may be removed as provided by the Legal Entity Act.
**7.3 Member Resignation:** Members may voluntarily resign by written notice to the Company and the member pool.

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## 8: Transfer of Membership

**8.1 Transfer of Membership:** The Company may approve a transfer of membership and membership interest between different individuals or to and from legal entities via a resolution and vote of the member body.
**8.2 Record-keeping Of Transfers:** All transfers must be recorded in the Register and submitted to the Docket before they can be considered effective.

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## 9: Member Register

**9.1 Member Register:** A register of all members shall be kept in the Company Docket. This Member Register has sole final authority of determining membership. Any claimed memberships not in the Register shall be considered null and void.
**9.2 Author's Duty to Update:** As said in clause 4.3 of this Certificate, an Author shall be elected amongst the members to update the Register. It is the duty of the Author to update this document to be as reliable as possible.
**9.3 Register Contents:** The Register shall list the names of all members, as well as their member class and the percentage of the company that they own. No individual within a member class shall have any more or any less voting power than all other individuals in that class.

## 10: Bylaws

**10.1 Bylaws:** Bylaws may be adopted by the Company to govern internal affairs and organizational matters.
**10.2 Superseding Natures:** The rules in this Certificate shall overrule all Bylaws.
**10.3 Creation of Bylaws:** Bylaws will be created by a vote amongst all Members, with a 75% or higher vote creating the bylaw.

## 11: Roles and Responsibilities

**11.1 Member:** Members shall do all jobs listed in the various areas of this Certificate given to them, as well as run day-to-day managing operations that are not delegated to employees.
**11.2 Author:** See 9.2.

## 12: Withdrawal of Company Capital

**12.1 Withdrawal of Capital:** Any capital withdrawn from the reserves of a member's contribution, subject to outstanding liabilities or Company assets, shall be returned to the member once able.

## 13: Amendments

**13.1 Amendment Process:** Amendments in this Certificate require a 60% or higher vote amongst all members to undergo.
**13.2 Liability:** Any amendments increasing personal liability to members must be explicitly okay-ed by said members.

## 14: Dissolution

**14.1 Dissolution Requirements:** The Company may be dissolved upon a 75% vote from members.
**14.2 Dissolution Process:** This Company shall be dissolved according to processes outlined in the Legal Entity Act.

## 15: Effective Date

**15.1 Effective Date:** This Certificate shall be in effect starting at the exact moment of the approval of this Certificate by the Department of Commerce.

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