DEPARTMENT OF COMMERCE · REDMONT

Certificate of Incorporation

Weroar's Software Corporation

Filed with: Department of Commerce (DOC), Redmont / DemocracyCraft
Applicant / Incorporator: Weroarforareason
Adopted on: 7/12/2026 (this Certificate supersedes any earlier draft)

1. Name of Corporation

Weroar's Software Corporation (trading as "Weroar's Software"), the COMPANY.

2. Entity Type

The Company is a for-profit, share-issuing **corporation** established under the laws of Redmont. The Company may, subject to and only in accordance with the procedures set out in this Certificate, offer shares to the public and seek admission to trading on the Redmont Stock Exchange (the TSE) under the proposed ticker **WERSFT**. Nothing in this Certificate obliges the Company to conduct a public offering.

3. Registered Office & Principal Place of Business

The Company presently has **no fixed premises** and no registered physical address in Redmont; it operates remotely. Until the Company establishes premises, its address for service is care of the Incorporator, Weroarforareason. The Company shall notify the DOC promptly upon acquiring a registered office.

4. Incorporator & Registered Owner

Weroarforareason is the Incorporator and, on incorporation, the sole shareholder, holding 100% of the issued shares until any further shares are issued or transferred in accordance with this Certificate.

5. Registered Business Purpose

The development, sale, licensing, and support of software products — principally Discord automation bots and the associated storefront, licensing, and distribution platform — for firms and players operating on DemocracyCraft, together with any lawful activity ancillary or incidental thereto.

6. Primary Industry

Software & Technology (business-automation software).

7. Share Capital & Par Value

- **Authorized capital:** 100,000 shares of a single class, designated **Class A common shares**.
- **Par value:** each share has a par (nominal) value of **$1.00**. The aggregate par value of all authorized shares is $100,000.
- **Voting:** one vote per share. There is a single class only — no non-voting, preferred, or super-voting shares are created by this Certificate.
- **Rights:** all Class A shares rank equally as to voting, dividends, and any distribution on winding-up.
- **Pre-emptive rights:** before the Company issues new shares for cash, it shall first offer them to existing shareholders in proportion to their holdings, save where those rights are waived by Special Resolution (including the waiver in §14 for the public-offering tranche).

8. Issued Shares & Capital Contributions

- **Issued on incorporation: 70,000** Class A shares are issued and allotted to the Incorporator (Weroarforareason) as fully paid.
- **Consideration:** those 70,000 shares are subscribed at par ($1.00), for total consideration of not less than **$70,000**, satisfied by the Incorporator's contribution to the Company of:
  1. the **Software & Platform intellectual property** — the existing bots, storefront, and licensing/distribution platform — valued at **$40,000**; and
  2. **cash working capital** of **$70,000**,

  together valued at **$110,000**, well above the $70,000 par value subscribed.
- **Stated capital:** $70,000 (70,000 shares × $1.00 par) is recorded as stated capital; the **$40,000** excess of the contribution over par is recorded as **contributed surplus** (share premium).
- **Authorized but unissued:** the remaining **30,000** Class A shares are authorized but unissued, and are reserved for issuance by the Company in a public offering under §14. Until issued they carry no votes and no dividend.

9. Directors — Number, Appointment & Vacation of Office

- **Number:** the Company shall have not fewer than one (1) and not more than seven (7) directors. The initial sole director is **Weroarforareason** (Founder & Managing Director).
- **Appointment:** directors are appointed and re-appointed by Ordinary Resolution of the shareholders (§12). Between shareholder meetings, the Board may appoint a person to fill a **casual vacancy** or as an **additional** director, up to the maximum; any such director holds office until the next Annual General Meeting, where they may be re-appointed.
- **Term:** a director holds office until they resign, are removed, or otherwise vacate office; there is no fixed term, subject to re-appointment at each Annual General Meeting.

- **Vacation of office:** a director's seat is vacated automatically if the director (a) resigns by written notice to the Company; (b) is removed by Ordinary Resolution of the shareholders; (c) dies, is permanently banned from DemocracyCraft, or is inactive for a continuous period of **30 days** without Board leave; or (d) becomes disqualified under §17 (indictment/conviction for a financial crime, fraud, or offence of illicit financial management).
- **Removal:** shareholders may remove any director by Ordinary Resolution at a meeting called for that purpose, and may appoint a replacement at the same meeting.

10. Board of Directors — Meetings & Procedure

- **Management:** the business and affairs of the Company are managed by, or under the direction of, the Board of Directors, save for matters reserved to shareholders under §12 and §13.
- **Meetings:** the Board meets as often as its business requires, and at least once per quarter. Any director may call a meeting on **48 hours'** notice (which may be given in-game or by Discord); notice may be waived by all directors.
- **Quorum:** a majority of the directors then in office constitutes a quorum. Where there is a sole director, that director alone constitutes a quorum.
- **Voting:** each director has one vote; questions are decided by a majority of votes cast. In the event of a tie, the Chair (the Managing Director, unless the Board appoints another) has a second, casting vote.
- **Written resolutions:** a resolution in writing (including by Discord message) signed or assented to by all directors entitled to vote is as valid as one passed at a meeting.
- **Conflicts of interest:** a director with a material personal interest in a matter shall declare it and shall not vote on that matter, and is not counted in the quorum for it.

11. Officers

The Board may appoint officers (including a Managing Director / CEO, and a Secretary or Treasurer) and delegate powers to them. The initial Managing Director & Chief Executive Officer is **Weroarforareason**. Officers serve at the pleasure of the Board.

12. Shareholders — Meetings & Voting

- **Annual General Meeting (AGM):** held once per calendar year, at which directors are re-appointed and accounts are presented.
- **General meetings:** the Board, or shareholders holding at least 10% of the voting shares, may call a general meeting on **7 days'** notice stating the business to be transacted.
- **Quorum:** holders of more than 50% of the voting shares, present or by proxy, constitute a quorum.
- **Voting:** one vote per Class A share. A shareholder may vote by proxy appointed in writing.

- **Ordinary Resolution:** passed by a simple majority (more than 50%) of the votes cast. Used for ordinary business, including appointing/removing directors, approving accounts, and declaring dividends recommended by the Board.
- **Special Resolution:** passed by not less than **75%** of the votes cast at a quorate meeting of which proper notice stating the resolution was given. Required for the Reserved Matters in §13.

13. Reserved Matters (Special Resolution required)

None of the following may be done except by Special Resolution of the shareholders (≥75% of votes cast):

- amending, adding to, or repealing any provision of this Certificate (§15);
- increasing or reducing the authorized capital, or creating any new class of shares or any share with special rights;
- issuing shares other than the 30,000 reserved public-offering shares already authorized under §8 and §14, or waiving pre-emptive rights;
- approving a public offering of shares or admission to trading on the TSE (§14);
- selling, leasing, or disposing of all or substantially all of the Company's assets or business;
- merging, amalgamating, or consolidating the Company with another entity, or winding up / dissolving the Company;
- approving any transaction between the Company and a director or controlling shareholder (a related party) with a value exceeding **$28,000**;
- changing the Company's registered business purpose (§5).

Note: because the Founder will hold 70% after the public offering, a Special Resolution (75%) cannot be carried by the Founder alone — Reserved Matters therefore require the support of at least part of the public float, protecting minority shareholders.

14. Public Offering & Listing

- **Primary offering:** any public offering shall be effected by the Company **issuing new shares** from the 30,000 reserved Class A shares (§8). These are newly issued shares of the Company; the **Founder does not sell personal shares** in the offering.
- **Use of proceeds:** the **net proceeds of the offering belong to the Company** and are paid into the Company treasury for its business purposes.
- **Resulting structure:** on a full offering of all 30,000 reserved shares, the issued capital becomes 100,000 shares — the Founder holding 70,000 (70%) and public investors holding 30,000 (30%).
- **Pre-emptive rights:** shareholders, by adopting this Certificate, **waive pre-emptive rights over the 30,000 reserved public-offering shares only**, so they may be allotted to the public.
- **Approvals & price:** the offering requires approval as a Reserved Matter (§13), is subject to all applicable TSE and DOC rules, and the offer price is fixed by the Board (which may

retain an underwriter or the TSE's process). No offering shall proceed on terms that mislead investors.

15. Amendment of this Certificate

This Certificate may be amended only by Special Resolution (§12) passed at a quorate meeting of which notice setting out the proposed amendment was given. An amendment takes effect when it is filed with, and accepted by, the Department of Commerce. The Company shall keep the DOC's registered copy current.

16. Transfer of Shares & Register

The Company shall maintain a register of shareholders recording each holder and their shareholding. Shares are transferable in accordance with applicable TSE and DOC rules; once listed, Class A shares trade freely on the TSE subject to those rules. The Board shall record every issue and transfer in the register.

17. Disqualification & Good Standing

No person may serve as a director or officer while indicted for or convicted of any financial crime, fraud, or offence involving illicit financial management, or while having defrauded the Government in any tender or bargain. The Company shall maintain good standing with the DOC and comply with all applicable financial-reporting and disclosure obligations.

18. Declarations

The Incorporator declares that:

- the information in this Certificate is true and complete to the best of their knowledge;
- the Company will maintain good standing with the Department of Commerce and comply with all applicable financial-reporting and disclosure obligations;
- the Incorporator has not been indicted for any financial crime, fraud, or offence involving illicit financial management, and has not defrauded the Government in any tender or bargain.

Signed: Weroarforareason (Weroarforareason, Incorporator & sole initial Director)

Date: 7/12/2026