CERTIFICATE OF INCORPORATION

Avalon Plus Services

Filed under the Legal Entity Act, Part IV (Corporation), Commonwealth of Redmont

The undersigned incorporators, being persons with capacity to do so, hereby establish a corporation under the Legal Entity Act of the Commonwealth of Redmont and adopt the following Certificate of Incorporation as its formation instrument.

Article 1: Name

The name of the corporation is **Avalon Plus Services** (the "Corporation").

Article 2: In-Game Company

As required by the Legal Entity Act, the Corporation maintains a corresponding in-game company in the business plugin named **AvalonServices**. The Corporation sets the registered owner of that company and may direct the Department of Commerce to change that owner at the Corporation's pleasure. Ownership of the in-game company shall not, of itself, be taken to mean that the in-game owner is a shareholder, director, or officer of the Corporation.

Article 3: Incorporators

The incorporators of the Corporation are **IgnitedTNT** and **Sam07x**.

Article 4: Purpose

The Corporation is organised to engage in any lawful act or activity for which corporations may be organised under the laws of Redmont.

Article 5: Capital Stock

5.1 Class A shares. The Corporation is authorised to issue 10000 Class A shares, each with a par value of $100. Each Class A share carries one vote, and the Class A shares alone hold the full voting power of the Corporation.

5.2 Class B shares. The Corporation establishes a class of Class B shares carrying no voting rights. The Corporation is authorised to issue 10000 Class B voting shares at the discretion of the Board of Directors. Each Class B voting share will have a par value of $50.

5.3 General. The Corporation shall not issue fractional shares. A shareholder is liable only for any unpaid portion of the par value of the shares they hold.

Article 6: Limited Liability

The Corporation is solely liable for its own debts, obligations, and liabilities. No shareholder, director, or officer is personally liable for the obligations of the Corporation by reason only of holding that status, save for any unpaid par value on their shares. This Certificate imposes no additional personal liability on shareholders.

Article 7: Board of Directors

7.1 The business and affairs of the Corporation are managed by or under the direction of the Board of Directors.

7.2 First directors. The first director is **IgnitedTNT**, serving until a successor is elected by shareholder resolution.

7.3 There is no fixed limit on the number of board seats.

Article 8: Officers

8.1 The Corporation shall have such officers as the Board appoints, holding office at the pleasure of the Board.

8.2 Initial officers. The Chief Executive Officer is **IgnitedTNT**.

Article 9: Signing Authority and Reserved Matters

9.1 Officer authority. An officer may execute a contract binding the Corporation without prior Board approval only where the contract has a term of no more than 30 days **and** a total value of no more than $25,000. A contract exceeding either limit requires prior approval of the Board.

9.2 Capital expenditure. Any single capital expenditure exceeding $200,000 requires the approval of a Supermajority of shareholders.

9.3 Maximum aggregate liability. The Corporation shall not incur, assume, or guarantee obligations that would cause its total outstanding liabilities to exceed $100,000 without the approval of a Supermajority of shareholders.

9.4 Supermajority. "Supermajority" means the affirmative vote of shareholders holding at least 60% of the Corporation's voting shares.

Article 10: Designated Legal Representatives

The following individuals are designated to receive legal correspondence and service of process on behalf of the Corporation: **IgnitedTnT**. Valid service on them is service on the Corporation. This designation shall also be reflected in the Corporation's Incorporated Entity Summary.

Article 11: Exit Strategies

11.1 Voluntary Divestiture. Any shareholder wishing to exit the Corporation by selling or otherwise transferring their shares shall first be required to make their shares available to a member of the Board of

Directors, with the price being set at a fair value determined by either (a) coming to an agreement as to the value with Board of Directors within 7 days; or (b) if no agreement is reached, the valuation shall be based on the net asset value of the Corporation divided by the total number of issued Class A shares, as determined by reference to the Corporation's most recent financial records. If all members of the Board of Directors decline to buy the shares, the shareholder may propose a transfer of shares to another individual subject to the approval of the Board of Directors.

11.2 Death or Legal Incapacitation. In the event of the death or legal incapacitation of an individual shareholder: (a) their shares shall be deemed suspended pending resolution by their estate or legal representative; (b) the Board of Directors shall notify all remaining shareholders within 14 days of becoming aware of the event; and (c) the Corporation shall have the right to repurchase the affected shares at fair value, as determined by the Board of Directors

Article 12: Dividends and Distributions

The percentage and frequency of dividends shall be determined by resolution of the Board of Directors.

Article 13: Bylaws

The Board of Directors may adopt, amend, or repeal Bylaws consistent with this Certificate and the Legal Entity Act. Where the Bylaws and this Certificate conflict, this Certificate prevails.

Article 14: Dispute Resolution

14.1. Any dispute arising out of or in connection with this Certificate, or the affairs of the Corporation, shall first be referred to the Board for resolution by good faith negotiation.

14.2. If the dispute cannot be resolved by the Board within 14 days, any party may bring the matter before the competent courts of the Commonwealth of Redmont.

14.3. All disputes shall be governed by the laws of the Commonwealth of Redmont, including the Legal Entity Act and the Redmont Civil Code.

Article 15: Amendment

This Certificate may be amended by shareholder resolution as provided by the Legal Entity Act. However, any amendment to Article 9 (Signing Authority and Reserved Matters) or to this Article 12 requires the approval of a Supermajority. Statutory class-voting protections apply to any amendment affecting a share class.

Article 16: Dissolution and Winding Up

16.1. The dissolution process shall be initiated by a director resolution advising dissolution, posted in the Company Docket, per the Legal Entity Act Part III §9(1)(a)-(b).

16.2. Shareholders must then approve dissolution by simple majority vote of Class A voting power, per the Legal Entity Act Part III §9(1)(c) and §9(2).

16.3. Winding up shall consist of: (a) ending all contracts; (b) paying all creditors and debts; (c) finishing all lawsuits; and (d) distributing remaining assets to Class A shareholders proportionate to their Class A

shareholding.

16.4. A Certificate of Dissolution shall be filed in the Company Docket upon completion of winding up, signed by the DOC Secretary or their delegate, per the Legal Entity Act Part III §9(8).

Article 17: Duration

The Corporation shall exist perpetually.

Article 18: Effect

This Certificate takes effect upon its filing in the Corporation's Company Docket, subject to the Department of Commerce's power to reject the formation for a clear and justifiable reason related to the formation filings.

Initial Subscription of Shares

The undersigned incorporators adopt this Certificate and subscribe for Class A shares as follows:

Shareholder	Class A shares	Holding
IgnitedTnT	7500	75%
Sam07x	2500	25%
Total	10,000	100%

Signed by the incorporators:

_____

IgnitedTNT, Incorporator

_____

Sam07x, Incorporator

Date of filing in the Company Docket: _____

— END OF CERTIFICATE—

Prepared by Theory, Talion & Partners Inc. on behalf of Avalon Plus Services