Certificate of Incorporation

CCompany

Article I – Company Name and Purpose

Section 1.1 – Company Name

The name of the corporation shall be **CCompany**.

Section 1.2 – In-Game Company Name

The company shall operate in-game under the name **CCompany**.

Section 1.3 – Purpose

CCompany is organized to engage in any lawful business activity permitted under applicable DemocracyCraft laws and regulations, including but not limited to commerce, investment, services, development, and other business ventures approved by the Board of Directors.

Article II – Parties

Section 2.1 – Corporation

This Certificate of Incorporation is entered into by CCompany.

Section 2.2 – Shareholders

The shareholders listed within the corporation’s records shall be parties to this agreement.

Section 2.3 – Incorporator

The initial incorporator shall be **CarterFigueroa** until the first election or appointment of directors.

Article III – Ownership and Equity Distribution

Section 3.1 – Authorized Shares

The corporation is authorized to issue:

Share Class	Authorized Shares	Par Value
Common Stock	1,000	$1.00

Section 3.2 – Initial Share Distribution

Upon formation:

Shareholder	Shares	Ownership
CarterFigueroa	1,000	100%

Section 3.3 – Issuance of New Shares

Additional shares may only be issued following approval by the Board of Directors and shareholder approval where required.

Section 3.4 – Pre-Emptive Rights

Existing shareholders shall have the right to purchase newly issued shares proportional to their ownership before such shares are offered to outside parties.

Section 3.5 – Share Transfers

Share transfers shall comply with Article VI of this Certificate.

Section 3.6 – Amendments to this Certificate

(a) Amendments require approval by a majority vote of shareholders.

(b) Unless otherwise specified, amendments shall originate from the Board of Directors through a majority vote.

(c) Holders of a share class shall vote separately on amendments affecting:

- Number of shares authorized;
- Par value;
- Rights, powers, or privileges of the share class.

Such amendments must receive a majority vote from each affected class.

Article IV – Management and Decision-Making

Section 4.1 – Board Authority

The corporation shall be managed by a Board of Directors.

Section 4.2 – Voting Requirements

Unless otherwise specified:

- Actions require a majority vote.
- A quorum shall consist of at least 50% of voting power.
- Abstentions shall count as votes for quorum purposes.

Section 4.3 – Major Decisions

The following require shareholder approval:

- Amendments to this Certificate;
- Mergers or acquisitions;
- Dissolution of the corporation;
- Issuance of new classes of stock.

Article V – Roles and Responsibilities

Section 5.1 – Shareholders

Shareholders shall:

- Vote on matters submitted to shareholders;
- Comply with corporate policies;
- Act in good faith toward the corporation.

Section 5.2 – Directors

Directors shall:

- Oversee corporate operations;
- Approve major business decisions;
- Protect shareholder interests.

Section 5.3 – Officers

Officers shall manage day-to-day operations under Board supervision.

Article VI – Transfer of Shares

Section 6.1 – Right of First Refusal

Before transferring shares to a third party, a shareholder must first offer those shares to existing shareholders.

Section 6.2 – Share Valuation

Unless otherwise agreed, share value shall be determined by mutual agreement of involved parties.

Section 6.3 – Approval of Transfers

Transfers involving more than 25% of the corporation’s outstanding shares shall require Board approval.

Article VII – Dividends and Distributions

Section 7.1 – Declaration of Dividends

Dividends may be declared by majority vote of the Board of Directors.

Section 7.2 – Distribution

Dividends shall be distributed proportionally based on share ownership.

Article VIII – Exit Strategies

Section 8.1 – Voluntary Sale

Shareholders may sell shares subject to Article VI.

Section 8.2 – Incapacity or Inactivity

The corporation may establish buyout procedures for inactive or incapacitated shareholders.

Section 8.3 – Tag-Along Rights

Minority shareholders may participate proportionally in any sale by a majority shareholder.

Section 8.4 – Drag-Along Rights

Upon approval by shareholders holding at least 75% of voting shares, minority shareholders may be required to participate in a company-wide sale.

Article IX – Financing Arrangements

Section 9.1 – Corporate Financing

The corporation may obtain financing through:

- Loans;
- Equity offerings;
- Investments;
- Other lawful means.

Section 9.2 – Shareholder Impact

Any financing that dilutes ownership shall require shareholder approval.

Article X – Board of Directors

Section 10.1 – Composition

The corporation shall initially have one Director.

Section 10.2 – Initial Director

Carter Figueroa shall serve as the initial Director.

Section 10.3 – Meetings

Board meetings may be held in-game, on Discord, or by other approved means.

Section 10.4 – Director Selection

Directors shall be elected by shareholders through majority vote.

Section 10.5 – Removal and Replacement

Directors may be removed and replaced by majority shareholder vote.

Article XI – Reserved Matters

The following actions require unanimous shareholder approval:

- Creation of a new share class;
- Sale of substantially all company assets;
- Voluntary dissolution;
- Changes to shareholder voting rights.

Article XII – Dissolution

Section 12.1 – Voluntary Dissolution

The corporation may be dissolved by shareholder vote.

Section 12.2 – Winding Up

Upon dissolution:

- Debts shall be paid first;
- Remaining assets shall be distributed according to ownership percentages.

Article XIII – Shareholder Information

Section 13.1 – Information Rights

Shareholders shall be entitled to reasonable access to company information.

Section 13.2 – Shareholder Meetings

Meetings may be conducted in-game, through Discord, or by another approved method.

Section 13.3 – Notice

Reasonable notice shall be provided before shareholder meetings.

Certification

I, the undersigned incorporator, certify that this Certificate of Incorporation is adopted for the formation of CCompany.

Incorporator: CarterFigueroa
Company: CCompany
Date: June 9, 2026

Signature: CarterFigueroa