Certificate of Incorporation

CWeapons

Article I – Company Name and Purpose

Section 1.1 – Company Name

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

Section 1.2 – In-Game Company Name

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

Section 1.3 – Purpose

CWeapons is organized to engage in lawful business activities within DemocracyCraft, including retail sales, wholesale trade, manufacturing, logistics, warehousing, resource procurement, commercial services, and other lawful business ventures permitted under applicable law.

Article II – Parties

Section 2.1 – Corporation

This Certificate of Incorporation is entered into by CWeapons.

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

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

Section 3.2 – Initial Share Distribution

Shareholder	Shares	Ownership
CarterFigueroa	1,000	100%

Section 3.3 – Issuance of New Shares

Additional shares may only be issued upon approval of the Board of Directors and any required shareholder vote.

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 third parties.

Section 3.5 – Share Transfers

Share transfers shall be governed by Article VI.

Section 3.6 – Amendments

(a) This Certificate of Incorporation may be amended by a majority vote of shareholders.

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

(c) Shareholders of an affected class shall vote separately on amendments affecting:

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

Such amendments require a majority vote of the 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 Procedures

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

Section 4.3 – Major Decisions

The following shall require shareholder approval:

- Amendments to this Certificate;
- Corporate mergers;
- Dissolution;
- Creation of additional share classes.

Article V – Roles and Responsibilities

Section 5.1 – Shareholders

Shareholders shall:

- Exercise voting rights responsibly;
- Support the corporation’s objectives;
- Comply with applicable laws and company policies.

Section 5.2 – Directors

Directors shall:

- Oversee operations;
- Protect shareholder interests;
- Approve significant corporate actions.

Section 5.3 – Officers

Officers appointed by the Board shall manage daily operations.

Article VI – Transfer of Shares

Section 6.1 – Right of First Refusal

A shareholder wishing to sell shares must first offer them to existing shareholders.

Section 6.2 – Share Valuation

The value of shares shall be determined by mutual agreement or an approved valuation process.

Section 6.3 – Approval Requirements

Transfers exceeding 25% of total outstanding shares shall require Board approval.

Article VII – Dividends and Distributions

Section 7.1 – Dividends

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

Section 7.2 – Distribution Formula

Dividends shall be distributed in proportion to share ownership.

Article VIII – Exit Strategies

Section 8.1 – Voluntary Sale

Shareholders may sell shares subject to the transfer provisions of this Certificate.

Section 8.2 – Inactivity or Incapacity

The corporation may redeem or purchase shares from inactive or incapacitated shareholders upon terms approved by the Board.

Section 8.3 – Tag-Along Rights

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

Section 8.4 – Drag-Along Rights

Shareholders holding at least 75% of voting shares may require all shareholders to participate in a company-wide sale.

Article IX – Financing Arrangements

Section 9.1 – Funding Methods

The corporation may obtain financing through:

- Loans;
- Investments;
- Equity offerings;
- Other lawful financial arrangements.

Section 9.2 – Dilution

Any financing arrangement resulting in ownership dilution shall require shareholder approval.

Article X – Board of Directors

Section 10.1 – Initial Board

The corporation shall initially have one Director.

Section 10.2 – Initial Director

CarterFigueroa shall serve as the initial Director.

Section 10.3 – Meetings

Board meetings may occur in-game, on Discord, or through other approved communication platforms.

Section 10.4 – Election of Directors

Directors shall be elected by shareholder 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:

- Altering shareholder voting rights;
- Sale of substantially all corporate assets;
- Voluntary dissolution;
- Creation of a new class of shares.

Article XII – Dissolution

Section 12.1 – Dissolution Approval

The corporation may be dissolved by shareholder vote.

Section 12.2 – Asset Distribution

Upon dissolution:

1. Corporate debts shall be satisfied.
2. Remaining assets shall be distributed according to ownership percentages.

Article XIII – Shareholder Information

Section 13.1 – Information Rights

Shareholders shall have reasonable access to company records and information.

Section 13.2 – Meetings

Shareholder meetings may be conducted in-game, through Discord, or through other approved methods.

Section 13.3 – Notice

Reasonable notice shall be provided prior to shareholder meetings.

Certification

I, the undersigned incorporator, hereby adopt this Certificate of Incorporation for the formation of CWeapons.

Corporation: CWeapons
Incorporator: CarterFigueroa
Initial Director: CarterFigueroa
Date: June 9, 2026

Signature: CarterFigueroa