Certificate of Incorporation

GFC

Article I – Company Name and Purpose

Section 1.1 – Company Name

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

Section 1.2 – In-Game Company Name

The corporation shall operate in-game under the name **GFC**.

Section 1.3 – Purpose

GFC is organized to engage in any lawful business activity permitted under DemocracyCraft law, including commerce, retail operations, investments, services, development projects, and other lawful business ventures approved by the Board of Directors.

Article II – Parties

Section 2.1 – Corporation

This Certificate of Incorporation is entered into by GFC.

Section 2.2 – Shareholders

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

Section 2.3 – Incorporators

The initial incorporators shall be:

- **ImTheGoat3856** (Proprietor)
- **CarterFigueroa** (Co-Proprietor)

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
ImTheGoat3856	600	60%
CarterFigueroa	400	40%

Section 3.3 – Issuance of New Shares

Additional shares may be issued only with Board approval and any required shareholder approval.

Section 3.4 – Pre-Emptive Rights

Current 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

All share transfers shall comply with Article VI.

Section 3.6 – Amendments

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

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

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

- Authorized shares;
- Par value;
- Rights and powers of a 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 votes for quorum purposes.
- Ordinary business matters require a majority vote.

Section 4.3 – Major Decisions

The following require shareholder approval:

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

Article V – Roles and Responsibilities

Section 5.1 – Proprietor

ImTheGoat3856 shall serve as Proprietor and shall oversee the strategic direction and leadership of the corporation.

Section 5.2 – Co-Proprietor

CarterFigueroa shall serve as Co-Proprietor and shall assist with management, operations, and decision-making.

Section 5.3 – Shareholders

Shareholders shall:

- Exercise voting rights;
- Support corporate objectives;
- Comply with applicable laws and corporate policies.

Article VI – Transfer of Shares

Section 6.1 – Right of First Refusal

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

Section 6.2 – Share Valuation

Share values shall be determined through mutual agreement or another approved valuation method.

Section 6.3 – Approval Requirements

Transfers exceeding 25% of outstanding shares 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 according to share ownership.

Article VIII – Exit Strategies

Section 8.1 – Voluntary Sale

Shareholders may sell shares subject to transfer restrictions.

Section 8.2 – Inactivity or Incapacity

The corporation may establish procedures for purchasing shares from 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

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

The corporation may secure funding through:

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

Section 9.2 – Ownership 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 two Directors.

Section 10.2 – Initial Directors

- ImTheGoat3856
- CarterFigueroa

Section 10.3 – Meetings

Board meetings may be conducted in-game, through Discord, or by other approved means.

Section 10.4 – Director Elections

Directors shall be elected by shareholder vote.

Section 10.5 – Removal and Replacement

Directors may be removed and replaced through shareholder vote.

Article XI – Reserved Matters

The following actions require unanimous shareholder approval:

- Creation of new share classes;
- Sale of substantially all corporate assets;
- Voluntary dissolution;
- Alteration of shareholder voting rights.

Article XII – Dissolution

Section 12.1 – Dissolution Approval

The corporation may be dissolved through shareholder approval.

Section 12.2 – Distribution of Assets

Upon dissolution:

1. Debts and liabilities shall be paid.
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 held in-game, on Discord, or through other approved communication methods.

Section 13.3 – Notice

Reasonable notice shall be provided before shareholder meetings.

Certification

We, the undersigned incorporators, hereby adopt this Certificate of Incorporation for the formation of GFC.

Corporation: GFC

Proprietor: ImTheGoat3856
Ownership: 60% (600 Shares)

Co-Proprietor: CarterFigueroa
Ownership: 40% (400 Shares)

Date: June 24, 2026

Signature (Proprietor): _____ImTheGoat3856_____

Signature (Co-Proprietor): _____CarterFigueroa_____