CERTIFICATE OF INCORPORATION

Of Thorim

Article 1 - Name & Purpose

a. The name of the corporation is Thorim (the "Corporation")
b. The purpose of Thorim is to offer news and media services, such as but not limited to publishing a newspaper, managing marketing campaigns and so on.
c. Thorim is incorporated under the laws of the Commonwealth of Redmont and is authorized to conduct lawful business

Article 2 - Ownership & Shares

a. The Corporation is initially authorized to issue a total of 100 Class A Common Shares with a par value of 10$DC per share. Each Class A Common Share entitles the holder to one (1) vote in all matters submitted to the shareholders.
b. Upon incorporation the 100 Class A Common Shares shall be issued as following:
    i. mikkel080 - 100 Class A Common Shares
c. Shares sold must first be offered to other Class A Common Shareholders before being sold to a third party.
    i. These shares will be auctioned off to the remaining shareholders.
d. If a shareholder has not been active for thirty (30) days, their shares will be auctioned off to the remaining shareholders.
e. Dividend Policy:
    i. Dividends are distributed at the discretion of the Board of Directors based on the proportion of shares held and company performance.
    ii. Shareholders are entitled to dividends if declared.
f. It is the responsibility of the shareholders to secure a working board of directors defined in article 3.
g. Shareholders decide when their meetings take place via text communication.

Article 3 - Management

a. The business and affairs of the company shall be managed by the Board of Directors which shall have the authority to appoint Officers to manage day to day operations.
b. The Board of Directors shall be appointed by majority vote of the shareholders.
c. The Board of Directors shall have 1-5 members at all times.

d. All votes shall require a quorum of at least 50% voting power.

Article 4 - Dispute Resolution

a. Any dispute arising from this Agreement shall first be addressed via good faith negotiation between the parties. If a resolution is not reached, the dispute will be settled by binding arbitration under the laws of the Commonwealth of Redmont.
b. The Company may adopt bylaws that are not inconsistent with the Agreement, in the event of any conflict, the Agreement will prevail.

Article 5 - Amendments

a. For an amendment to be made to this Certificate of Incorporation, a vote must be held by the interest holders, requiring a majority of more than 50% of the total voting power in favour of the amendment.

Article 6 - Confidentiality

a. All Shareholders agree to maintain the confidentiality of the Company's proprietary information, financial data, and business strategies. They shall not disclose such information to any third party without the prior written consent of the Board.

Article 7 - Profit & Loss distribution

a. Profits and losses shall be distributed to shareholders based on the proportion of the shares they own.

Article 8 - Reserved matters

a. ⅘ of the shareholders must agree to shut down the company.

Article 9 - Financing Arrangements

a. The company secures funding via user payment for its services.
b. The shareholders can through a majority vote decide to seek venture capital or dilute the stock to increase outstanding shares. If the stock is diluted the shareholders must make a new agreement listing the details of how this is done.

Article 10 - Parties

a. The founder and incorporator of Thorim is mikkel080
b. The board of directors consists of:
    i. mikkel080
c. The current shareholders are:
    i. mikkel080