CERTIFICATE OF INCORPORATION

Z&E Net (ZEN)

Commonwealth of Redmont

Pursuant to the Legal Entity Act of the Commonwealth of Redmont, as amended, the undersigned Incorporator hereby adopts this Certificate of Incorporation for the purpose of forming a corporation under the laws of the Commonwealth of Redmont.

ARTICLE I — NAME

The name of the Corporation shall be **Z&E Net**, which may conduct business under the trade name, abbreviation, and brand:

ZEN (In Game)

The Corporation may use any lawful trade names, service marks, logos, trademarks, or branding approved by the Board of Directors.

ARTICLE II — PURPOSE

The Corporation is organized to engage in any lawful business permitted under the laws of the Commonwealth of Redmont, including but not limited to:

1. Designing, developing, operating, and maintaining internet search engines.
2. Providing web indexing, search ranking, and information retrieval services.
3. Selling, managing, and distributing digital advertising and promotional services.
4. Operating advertising exchanges, sponsored listings, affiliate programs, and marketing platforms.
5. Providing analytics, marketing, business intelligence, advertising optimization, and data services.
6. Developing software, artificial intelligence, machine learning systems, APIs, cloud computing services, and related technologies.
7. Licensing, acquiring, protecting, and commercializing intellectual property.

8. Providing domain registration, website hosting, email, communications, and internet-related services.
9. Purchasing, selling, licensing, leasing, and managing digital assets and technology.
10. Investing in, acquiring, organizing, financing, merging with, or operating subsidiaries, affiliates, or other business entities.
11. Performing every lawful act incidental or conducive to the foregoing purposes or any other lawful business authorized under the laws of the Commonwealth of Redmont.

The foregoing purposes shall be construed broadly and shall not limit the Corporation's authority to engage in any lawful business activity.

ARTICLE III — DURATION

The Corporation shall have perpetual existence unless dissolved in accordance with the Legal Entity Act or this Certificate of Incorporation.

ARTICLE IV — REGISTERED OFFICE

The registered office of the Corporation shall be located at:

Property C576
Commonwealth of Redmont

The Board of Directors may establish additional offices and may change the registered office in accordance with applicable law.

ARTICLE V — AUTHORIZED CAPITAL

The Corporation is authorized to issue **One Hundred Thousand (100,000) shares**, each having a **par value of $0.01 per share**, divided into the following classes:

(a) Class A Voting Shares

Forty Thousand (40,000) shares shall be designated as **Class A Voting Shares**, each having a par value of **$0.01 per share**.

Each Class A Voting Share shall entitle its holder to **three (3) votes** on every matter submitted to the shareholders.

Upon incorporation, **all Forty Thousand (40,000) Class A Voting Shares shall be issued to the parent company, Z&E (ZE).**

(b) Class B Common Shares

Fifty Thousand (50,000) shares shall be designated as **Class B Common Shares**, each having a par value of **$0.01 per share**.

Each Class B Common Share shall entitle its holder to **one (1) vote** on every matter submitted to the shareholders.

(c) Class C Series A Preferred Shares

Ten Thousand (10,000) shares shall be designated as **Class C Series A Preferred Shares**, each having a par value of **$0.01 per share**.

Class C Series A Preferred Shares shall carry **zero (0) voting rights** unless otherwise required by law.

The Board of Directors may establish dividend rights, redemption rights, liquidation preferences, conversion rights, and any other lawful preferences or restrictions applicable to the Class C Series A Preferred Shares by Board Resolution prior to issuance.

No fractional shares shall be issued.

ARTICLE VI — TRANSFER OF SHARES

No shareholder may transfer, assign, pledge, or otherwise dispose of shares except:

1. With approval of the Board of Directors or Escudos;
2. Pursuant to a Shareholders' Agreement adopted by the Corporation; or
3. By operation of law or inheritance.

The Corporation shall possess a right of first refusal to purchase any shares proposed for transfer unless expressly waived by the Board.

Any transfer made in violation of this Article shall be void.

ARTICLE VII — OWNERSHIP & BOARD OF DIRECTORS

The Corporation shall be managed by a Board of Directors.

The Board shall possess all authority granted under the Legal Entity Act, this Certificate of Incorporation, and applicable law.

The Board may, among other things:

- Escudos shall serve as sole Director and Chief Executive Officer Owning 100% of all shares unless transferred.
- Additional officers may be appointed by Board resolution.
- Ordinary matters require a simple majority where applicable.
- Create committees;
- Issue shares authorized by this Certificate;
- Borrow money and incur obligations;
- Enter into contracts;
- Acquire, lease, or dispose of property;
- Create subsidiaries and affiliated entities;
- Adopt policies governing the Corporation;
- Declare dividends where lawful.

Directors shall serve until resignation, removal, death, or replacement.

Vacancies shall be filled by majority vote of the remaining Directors.

ARTICLE VIII — OFFICERS

The Corporation shall maintain, at minimum:

- Chief Executive Officer (CEO)
- Director

The Board may establish additional officer positions as it deems necessary.

Officers shall serve at the pleasure of the Board.

ARTICLE IX — DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS

Directors

Directors shall exercise overall management and strategic oversight of the Corporation.

Officers

Officers shall possess only the authority delegated to them by the Board of Directors.

Employees

Employees shall possess only those powers granted through their employment or delegated authority.

Agents

Agents may bind the Corporation only when acting within actual authority granted by the Board of Directors or an authorized officer.

Ownership of shares alone shall not grant authority to bind the Corporation.

ARTICLE X — LIMITATION OF LIABILITY

To the fullest extent permitted by law, no shareholder, director, officer, employee, or agent shall be personally liable for the debts or obligations of the Corporation solely by reason of holding such position.

Nothing herein shall limit liability arising from:

- Fraud;
- Intentional misconduct;
- Criminal conduct;
- Personal contractual guarantees; or
- Liability imposed by applicable law.

ARTICLE XI — INDEMNIFICATION

The Corporation shall indemnify every director, officer, employee, and authorized agent acting in good faith and within the scope of their authority against claims, judgments, settlements, fines, penalties, and reasonable legal expenses except where liability results from:

- Fraud;
- Intentional misconduct;
- Criminal acts;
- Gross negligence; or
- Bad faith.

ARTICLE XII — CORPORATE OPPORTUNITIES

Directors, officers, employees, and agents owe duties of loyalty to the Corporation.

Any corporate opportunity discovered through the Corporation or using its resources shall first be offered to the Corporation before being pursued personally unless expressly declined by the Board of Directors.

ARTICLE XIII — CORPORATE RECORDS

The Corporation shall maintain complete and accurate records including:

- Shareholder records;
- Share issuances and transfers;
- Minutes and Board resolutions;
- Financial records;
- Material contracts;
- Corporate filings;
- Such other records as required by law.

ARTICLE XIV — AMENDMENTS

This Certificate of Incorporation may be amended only by:

1. Approval of the Board of Directors; and
2. Approval of shareholders holding a majority of the voting power, unless a greater threshold is required by this Certificate or applicable law.

Any amendment affecting the rights, preferences, voting powers, or privileges of a particular share class shall additionally require approval of holders of a majority of that affected class.

ARTICLE XV — SEVERABILITY

Should any provision of this Certificate of Incorporation be declared invalid or unenforceable, the remaining provisions shall remain in full force and effect.

ARTICLE XVI — INCORPORATOR

The undersigned Incorporator executes this Certificate of Incorporation for the purpose of creating **Z&E Net (ZEN)** under the laws of the Commonwealth of Redmont.

Corporation Name: Z&E Net (ZEN)

Registered Office: Property C576, Commonwealth of Redmont

Incorporator: Escudos

Signature: _____

Date: _____