CERTIFICATE OF INCORPORATION & SHAREHOLDER AGREEMENT

POY ENTERPRISES

Subject to the Legal Entity Act of the Commonwealth of Redmont

AMENDMENT NOTICE - Effective July 13, 2026: Pursuant to the Business Ownership, Asset, and Liability Transfer Agreement dated July 13, 2026, between Poy1 (Seller) and PlayerData (Buyer), all 10,000 shares of Class A Common Voting Stock (100% ownership) were transferred from Poy1 to PlayerData. This Certificate is amended below to reflect PlayerData as the sole shareholder, director, and CEO/CFO of Poy Enterprises.

1. Company Purpose and Nature

Poy Enterprises is formed to conduct lawful business activities within the Commonwealth of Redmont. The primary purview of the corporation is to provide premier real estate management, plot acquisition, commercial leasing, and specialized financial lending/banking services.

2. Parties & In-Game Name

- In-Game Trading Name: PoyEnterprises.
- Parties to this Agreement: The Corporation (Poy Enterprises) and its sole shareholder, PlayerData (originally founded by Poy1; ownership transferred to PlayerData effective July 13, 2026).

3. Ownership and Equity Distribution

- Authorized Shares: The corporation is authorized to issue a total of 10,000 shares.
- Par Value: The initial Par Value is set at $1.00 per share.
- Share Class: Class A Common Voting Stock.
- Current Distribution: PlayerData holds 100% (10,000 shares) of Class A Common Voting Stock, acquired in full from the original incorporator, Poy1, pursuant to the Business Ownership, Asset, and Liability Transfer Agreement dated July 13, 2026.
- Amendments to this Certificate: Any proposed amendment must originate from the Board of Directors by a majority vote and be formally ratified by a stockholder vote of at least a majority (50%+). If outstanding shares of a specific class are affected regarding share counts, par value, or class powers, a majority vote within that specific class is strictly required. This ownership transfer was ratified by the sole shareholder of record at the time (Poy1) via the Transfer Agreement referenced above.

4. Management and Decision-Making

- Voting Power: Voting power is directly proportional to the number of Class A shares held.
- Quorum Requirements: For any official corporate vote, a quorum of at least 50% of the total active voting power must be present. Abstentions shall be counted toward the presence of a quorum and counted as a vote.

5. Board of Directors

- Composition: The Board of Directors consists of one member: PlayerData (succeeding Poy1, effective July 13, 2026).
- Selection & Conduct: Directors are appointed or replaced by a majority vote of shareholders during annual or specially called meetings. The Board dictates internal operational policy and corporate strategy.

6. Roles and Responsibilities

- PlayerData (CEO/CFO): Responsible for managing day-to-day corporate operations, spearheading real estate acquisitions, managing loan underwriting, maintaining financial dockets, and preserving regulatory compliance with the Department of Commerce.
- ElegantAlly - Lead Accountant.
- Dawg1324 - Corporate Legal Counsel / Company Lawyer.

7. Transfer of Shares

Shares may not be sold or transferred to outside third parties without a Right of First Refusal given to existing shareholders. Valuation of share prices for internal buybacks will be determined by calculating the net asset value of the corporation's holdings at the time of divestiture.

8. Dividends and Distributions

Corporate profits and dividends shall be declared at the discretion of the Board of Directors and disseminated to shareholders in direct proportion to their total equity ownership.

9. Exit Strategies

In the event of shareholder demise, prolonged inactivity, or a desire to divest, the corporation retains the right to execute a buy-sell agreement to repurchase shares. Drag-along and tag-along rights apply strictly to guard minority shareholders should external corporate acquisition occur.

10. Financing Arrangements

The corporation may secure funding through corporate bonds, server bank financing, or by issuing new shares of authorized stock as approved by the Board of Directors. Any dilution of equity must offer pre-emptive rights to existing shareholders to maintain their proportional ownership.

11. Reserved Matters

The following matters require unanimous (100%) shareholder approval rather than a simple majority: changing the core nature of the business, merging with another corporate entity, or filing for voluntary dissolution.

12. Shareholder Information

The corporation shall provide transparent financial updates to shareholders upon request. Shareholder meetings may be called by the Board of Directors with a minimum 48-hour notice via the corporate Discord infrastructure.

13. Dissolution

Winding up or formal dissolution of Poy Enterprises shall be conducted in strict accordance with the default rules and procedures provided under current Redmont legislation and the Legal Entity Act.

Originally executed by: Poy1 - Founding CEO/CFO & Incorporator, Poy Enterprises
Amended and ratified this 13th day of July, 2026, transferring sole ownership, directorship, and the CEO/CFO title to PlayerData, pursuant to the Business Ownership, Asset, and Liability Transfer Agreement executed by Poy1 (Seller) and PlayerData (Buyer).