**Certificate of Incorporation**
**For**
**FrostByte Inc.**

Incorporated within: The Commonwealth of Redmont

This Certificate of Incorporation (henceforth "document") written for FrostByte Incorporated(henceforth "the corporation"), approved on 22/09/2025 by the incorporator, and the initial Shareholders outlined in this document, shall govern the foundation and structure of the corporation.

1. **Ownership and Equity Distribution**:
   (a) The Corporation shall initially issue a combined total of 10,000 Class A Shares, and 10,000 Class B Shares to the respective parties outlined below.
      - Class A Shares: The holders of Class A Shares shall be entitled to a Pro-Rata stake in 75% of the equity of the corporation. Each Class A Share entitles the holder to (1) vote in all matters pertaining to the Shareholders. These shares shall be issued at a par value of $1 per1 share(s).
      - Class B Shares: The holders of Class B Shares shall be entitled to a Pro-Rata stake in 25% of the equity of the corporation. Class B Shares shall have no voting power with respect to Shareholder decisions. These shares shall be issued at a par value of $0.75 per 1 share(s).

   (b) Upon incorporation the following persons shall be issued the following number of shares.

| Initial Shareholder | Class A Shares | Class B Shares |
|---|---|---|
| Aboundedcomet | 2,500 | 10,000 |
| Jaynormous | 7,500 | 0 |

   (c) The Incorporator of the corporation shall be Aboundedcomet.
   (d) Upon the issuance of any subsequent Class A shares, the Shareholders shall have the right to purchase a Pro-Rata amount of the issued shares in accordance with their current holdings in order to prevent the dilution of ownership interests.
   (e) This document may be amended by a vote of all Shareholders consistent with Section 12(b).

2. **Management and Decision-Making**:

(a) The business and affairs of the corporation shall be managed by the Board of Directors(henceforth Board) which shall have the authority to appoint Officers to manage day to day operations.
(b) Any vote by the Shareholders must attain a quorum of 50% of total Class A Shares.

3. **Roles and Responsibilities**:
   (a) The Shareholders' responsibilities include providing capital, electing and removing directors and voting on matters that require Shareholder approval as outlined in this document
   (b) The Board is in charge of strategic direction making, oversight of management, and major corporate decisions. It is responsible for appointing officers, making financial decisions and ensuring the corporation operates in the best interests of all Shareholders..
   (c) Officers appointed by the Board shall be responsible for maintaining daily operations of the corporation, and executing policy approved by the Shareholders or Board. The Initial Officers shall be:
      - ElysiaCrynn- Chief Executive Officer
4. **Transfer of Shares**:
   (a) Shareholders may transfer or sell their shares in accordance with the terms of this document.
   (b) Shareholders must inform the Board of any transfer of shares within 48 hours for the transfer of shares to be valid, except under extraordinary circumstances.
   (c) For evaluation, the price of such shares shall be determined by mutual agreement based on fair market value or if an agreement cannot be reached, by an independent appraiser appointed by the Board.
5. **Dividends and Distributions**:
   (a) The Board has the sole discretion to declare, determine and distribute dividends based on the corporation's financial performance, capital needs and profitability. All distributions shall be made pro-rata among Shareholders based on their respective share ownership.
6. **Dispute Resolution**:
   (a) Any dispute arising from this document 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 corporation may adopt bylaws that are not inconsistent with the document, in the event of any conflict, the document will prevail.
7. **Exit Strategies**:
   (a) In the event of the death or permanent incapacitation of a Shareholder, their stated desire to fully divest from the corporation, or a prolonged period of

inactivity, the remaining Shareholders shall have the right to purchase all of the Shareholder's shares at an appropriately valued price.

- A prolonged period of inactivity is defined as a Shareholder having a cumulative playtime within the last 30 days of less than 6 hours. A Shareholder declared to be in a period of inactivity must be notified 48 hours prior to any transfer of their shares, and shall be entitled to contest any planned transfer of their shares within reason as determined by the Board.

8. **Confidentiality**:
   (a) All Shareholders agree to maintain the confidentiality of the corporation'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.
9. **Financing Arrangement**:
   (a) The corporation may secure funding at the Board's discretion through debt, equity or other means.
   (b) Issuance of further equity must comply with the pre-emptive rights of Shareholders and required approval.
10. **Parties**:
    (a) This document is binding upon the corporation and all its Shareholders. By accepting shares, each Shareholder agrees to be bound by the terms of this document.
11. **Board of Directors**:
    (a) The Board of Directors shall oversee the governance and strategic direction of the corporation.
    (b) The initial members of the Board shall be Aboundedcomet and Jaynormous.
    (c) Any new directors shall be elected by a majority vote of the Shareholders.
12. **Reserved Matters**:
    (a) Unless otherwise specified, all votes will require a simple majority of Class A Shares.
    (b) The following matters shall require a 75% majority vote of Class A Shares.
        (i) Amending this document.
        (ii) Entering into a merger, consolidation, or acquisition.
        (iii) Issuing new shares beyond the currently authorized amount.
        (iv) Appointment or removal of the Chief Executive Officer.
        (v) Sale, lease or disposal of substantially all of the corporation's assets.
        (vi) The voluntary dissolution or liquidation of the corporation.
13. **Shareholder Information and Meetings**:

(a) All Shareholders have the right to inspect the corporation's records and transactions. Further information may be granted at a reasonable written request to the Board.
(b) Meetings of the Shareholders shall occur every 3 months. The Board or Shareholders holding at least 25% of Class A shares may call for a special meeting with 72 hours notice.

14. **Company Purpose and Nature**:
    (a) The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the Laws of Redmont.