Certificate of Incorporation

of

DenCore Inc



Definitions

For purposes of this Certificate of Incorporation, the following terms shall have the meanings set forth below:

“Board” or “Board of Directors” means the governing body of the Corporation responsible for the management and oversight of the business and affairs of the Corporation.

“Class A Shares” means the common equity securities of the Corporation designated as Class A Shares, which shall possess the rights, privileges, and limitations set forth in this Certificate of Incorporation.

“Class B Shares” means the preferred equity securities of the Corporation designated as Class B Shares, which shall possess priority dividend rights and such other rights, privileges, and limitations as set forth in this Certificate of Incorporation.

“Corporation” or “Company” means DenCore, together with its successors and assigns.

“Declared Dividend” means any dividend distribution formally authorized and declared by the Board of Directors in accordance with applicable rules and this Certificate of Incorporation.

“Distributable Profits” means the net earnings, revenue, or other financial resources of the Corporation that are available for distribution to shareholders as dividends, as determined by the Board of Directors.

“Natural Resources” means any harvested wood material, minerals, or ores eligible for business activities.

“Quorum” means the presence or participation of holders representing at least fifty percent (50%) of the applicable voting power entitled to vote on a matter, where abstentions shall be counted as votes for purposes of determining quorum. For the avoidance of doubt, “applicable voting power” shall refer solely to those shares entitled to vote on the relevant matter pursuant to this Certificate of Incorporation.

“Shareholder” means any person or entity recorded in the Corporation’s share registry as the holder of one or more Shares of the Corporation.

“Shares” means collectively the Class A Shares and Class B Shares of the Corporation.

“Voting Power” means the total voting rights attached to the issued and outstanding Shares of the Corporation entitled to vote on a given matter.

“Waterfall Distribution” means the priority order in which dividends or other distributions are allocated among different classes of Shares, as defined in this Certificate of Incorporation.

“Cause” means, with respect to the removal of a Director, the occurrence of any of the following events, as determined in good faith by the Shareholders entitled to vote on such removal:

(a) the Director’s commission of fraud, dishonesty, or willful misconduct in connection with the business or affairs of the Corporation;

(b) the Director’s material breach of this Certificate of Incorporation, any applicable bylaws of the Corporation, or any written agreement with the Corporation;

(c) the Director’s conviction of, or plea of guilty or nolo contendere to, any offense involving fraud, theft, dishonesty, or moral turpitude;

(d) the Director’s gross negligence or willful failure to perform the duties of a Director after written notice and a reasonable opportunity to cure such failure, if curable;

(e) any act or omission that materially harms the reputation, assets, or operations of the Corporation.

“Without Cause” means the removal of a Director for any reason other than those constituting Cause as defined herein, including removal based solely on the discretion of the Shareholders entitled to vote for the election or removal of Directors.

Parties to the Agreement

This Certificate of Incorporation constitutes an agreement among:

(a) DenCore Inc. (the “Corporation”); and

(b) all present and future holders of Shares issued by the Corporation,

each of whom shall be bound by the terms, rights, obligations, and restrictions set forth herein.

Article I — Name

1.01 The name of the corporation is **DenCore Inc.**

1.02 Pursuant to the General Business Regulations of the Department of Commerce, the in-game company name is **DenCore**.

Article II — Incorporators

Somederp (**Somederp**) is the sole incorporator of the Corporation

---

Article III — Purpose

The purpose of this Corporation is the engage in any lawful act or activity for which corporations may be organized under the Laws of Redmont, including but not limited to the production and sale of lumber and natural resources including ores, ingots, wooden items, and more. The corporation may also engage in ancillary activities upon majority approval by Board of Directors or, where required by this Certificate of Incorporation, approval of holders of a majority of Class A voting rights.

Article IV-A — Share Capital and Exit

4.01a Authorized Shares - The total amount of stock this Corporation is authorized to issue is as follows:

Share Class	Authorized Shares	Par Value / Sh.	Class Characteristics
Class A	100	$0.0000001	Full voting rights; sole governance of the Corporation and all Divisions; residual claims on assets upon dissolution after satisfaction of all liabilities
Class B	1,000,000	$0.0000001	No voting rights. Each share entitles the holder to a pro-rata economic interest in dividends and distributions declared by the Board of Directors at its discretion, subject to the dividend waterfall defined in Article VI.

Upon incorporation, Somederp will receive 100 Class A shares and 1,000,000 Class B shares.

4.02a Share Issuance and Sale — The issuance of new shares or the sale of shares held by the Corporation shall require a simple majority vote of the Board of Directors

(a) Share Issuance Proposal — The Chief Executive Officer, or any director, may propose a new share issuance by submitting a written resolution to the Board stating the share class, number of shares, proposed recipient, and consideration.

(b) Voting — Unless otherwise stated, the quorum for resolution shall be as stated in the definition.

(c) Class A Dilution Protection — Any issuance diluting Class A voting power by more than ten percent (10%) shall require prior approval by a majority of Class A shareholders.

(d) Filing — All issuances must be recorded in the share register and filed in the Company Docket

(e) Right of First Refusal — Prior to transferring any Class A shares to a third party, the transferring shareholder must first offer those shares to the existing **Class A shareholders** on a pro-rata basis, at the same price and terms as proposed to the third party. Existing shareholders shall have **5 days** to exercise this right from the date of written notice.

4.03a Share Buybacks — The Board of Directors may authorize the repurchase of the corporation's shares, with class B share buybacks at the Board's discretion, and class A share buybacks approved by **70% of class A voting rights**

4.04a Shareholder Exit — A shareholder may exit the Corporation by transferring shares subject to Class A shareholders' right of first refusal to purchase the exiting shareholder's shares, with Class A shareholders having a five (5) day window to execute the right.

4.05a Shareholder Buyout — Shareholders must notify the corporation and existing shareholders of their intent to acquire 100% of outstanding class A and B shares

4.06a Shareholder Demise or Incapacitation — In the event of the demise, permanent inactivity, incapacitation, or prolonged unexplained absence of a shareholder exceeding sixty (60) calendar days, the Board of Directors may, upon majority approval, suspend the shareholder's voting rights pending resolution of ownership status.

The Corporation and existing Class A shareholders shall possess a right of first refusal to purchase such shareholder's shares at fair market value as determined by the Board in good faith.

Article IV-B — Financing Arrangements

The total amount of stock this Corporation is authorized to issue is as follows:

(a) The Corporation may secure financing through:

- issuance of shares,
- loans,
- operational revenues,
- shareholder capital contributions,
- equipment financing,
- or such other lawful methods approved by the Board of Directors.

Initial funding is secured through capital contribution from existing shareholders

(b) The issuance of additional shares may dilute existing ownership percentages and voting power in accordance with this Certificate of Incorporation.

(c) No shareholder shall be obligated to contribute additional capital unless expressly agreed in writing.

(d) Failure by a shareholder to fulfill any voluntarily agreed capital contribution obligation may result in dilution, suspension of economic rights, or such remedies approved by the Board of Directors and permitted by law.

Article V — Management

5.01 The business and affairs of this Corporation shall be governed by the Board of Directors

5.02 The first director of the Corporation shall be **Somederp** (CEO)

5.03 Each Director is entitled to a weekly pay of $0

Article VI — Responsibilities of shareholders and directors

The Board of Directors are expected to oversee the organization’s management, set high-level strategy, and safeguard shareholder or stakeholder interest.

Class A shareholders shall primarily serve governance and managerial functions within the Corporation, while Class B shareholders shall primarily serve as economic participants entitled to distributions in accordance with Article VII.

Article VII — Dividends and Profits

7.01 Dividend Policy — Dividends are distributed at the discretion of the Board of Directors

7.02 Dividend Waterfall — All declared dividends shall first be distributed exclusively to the holders of Class B Shares, on a pro rata basis among such holders, until the full amount of the declared dividend allocated to Class B Shares has been satisfied in accordance with the rights and preferences of the Class B Shares. Only after the Class B shareholders have received the full amount of dividends to which they are entitled to, any remaining declared dividends shall then be distributed to the holders of Class A Shares, on a pro rata basis

among such holders. For the avoidance of doubt, the dividend rights of Class B Shares shall constitute a **senior priority** to those of Class A Shares with respect to all dividend

---

Article VIII — Amendments

(a) Any proposed amendment to this Certificate of Incorporation or the Corporation's bylaws shall first originate from the Board of Directors through approval by a simple majority of Directors then in office, unless otherwise specified herein.

(b) Following Board approval, amendments shall require approval of members collectively holding at least **seventy percent (70%)** of Class A voting rights.

(c) Proposed amendments shall be presented to shareholders and Directors at least three (3) days prior to any vote.

(d) Any amendment materially affecting the rights, privileges, or economic interests of Class B shareholders shall additionally require approval of holders collectively possessing at least **seventy percent (70%)** of outstanding Class B shares.

Article IX — Dissolution

(a) Dissolution proceedings may be initiated by resolution of the Board of Directors or by shareholders collectively holding at least **twenty-five percent (25%)** of Class A voting rights.

(b) The Corporation shall be dissolved upon approval by shareholders collectively holding at least **seventy percent (70%)** of Class A voting rights.

(c) Upon approval of dissolution, notice of dissolution shall be posted in the Company Docket and maintained in accordance with the Legal Entity Act, including any mandatory public notice periods.

(d) The Board of Directors shall oversee the orderly winding up of the Corporation's affairs, including:

- termination or completion of active contracts,
- payment of outstanding liabilities and creditors,
- resolution of pending disputes or legal proceedings,
- liquidation of corporate assets,
- and distribution of remaining assets to shareholders in accordance with their respective share rights.

(e) Dissolution shall be conducted in accordance with the Legal Entity Act and all applicable regulations of the Department of Commerce.

Article X — Appointment & Removal of Directors

10.01 Appointment of Directors — Directors shall be elected by shareholder resolution, subject to the following procedure:

(a) Any Class A shareholder may nominate a candidate for the Board of Directors by providing written notice to the Corporation.

(b) The nomination shall be put to a vote of all Class A shareholders by resolution, posted in the Company Docket and open for a minimum of 48 hours.

(c) A nominee shall be elected as a director upon receiving approval from a majority of the voting power of Class A shareholders participating in the resolution, subject to quorum requirements under the Legal Entity Act.

(d) Upon election, the appointment shall be filed in the Company Docket, stating the director's name and title, in accordance with the Legal Entity Act.

10.02 Removal of Directors — A director may be removed from office as follows:

(a) Any Class A shareholder may propose the removal of a director by submitting a written resolution to that effect to all Class A shareholders.

(b) Removal requires approval by a majority of the voting power **with cause** or 80% of voting power of all Class A shareholders (not merely those participating in the vote) **without cause**, with cause as set forth within **Definitions**

(c) A director proposed for removal shall be given written notice and a reasonable opportunity to address the shareholders prior to the vote.

(d) Removal shall take effect upon filing in the Company Docket.

10.03 Resignation — A director may resign at any time by providing written notice to the Board and filing such resignation in the Company Docket.

Article XI — Shareholder Information and Meetings

(a) The Corporation shall maintain a Company Docket containing material corporate resolutions, amendments, director appointments, share issuances, and such other records as required by applicable law.

(b) Shareholders shall be entitled, upon reasonable request, to receive information regarding the Corporation’s financial condition, operations, capitalization, and material corporate activities, subject to confidentiality restrictions imposed by the Board of Directors.

(c) The Corporation shall not be required to hold recurring annual or periodic shareholder meetings unless otherwise required by applicable law or this Certificate of Incorporation.

(d) Shareholder meetings shall only be convened:

- when required by law;
- upon resolution of the Board of Directors;
- or upon written request of shareholders collectively holding at least **twenty-five percent (25%)** of Class A voting rights.

(e) Any shareholder vote or resolution may be conducted within the corporation's discord, and press releases and financial updates will also be communicated through the corporation discord.

Article XII — Liability of Shareholders

No shareholders of this Corporation shall be personally liable for any debt, obligation, or liability of this Corporation solely by reason of being a shareholder, except as otherwise required by law

---

Article XIII — Dispute Resolution

Any dispute arising under this Agreement shall first be attempted to be resolved through negotiations and arbitration. Only when all other alternatives have been exhausted, disputes may allowed to be resolved through legal means.

Article XIV — Registered Office

The registered office of the Corporation shall be located at an office to be acquired by the Board of Directors, within the Commonwealth of Redmont, unless otherwise determined by the Board of Directors.

Article XV — Duration

The Company shall have perpetual existence, unless dissolved in accordance with applicable law

IN WITNESS WHEREOF, the undersigned incorporator(s) have executed this Certificate of Incorporation as of the date first written above

Signature: Somederp

Somederp

CEO, DenCore Inc.

March 6th, 2026

DENCORE