Certificate of Incorporation

John Bank Capital International Inc.

Article 1 – Preliminaries

(1) The name of the corporation shall be: “John Bank Capital International Inc.” (hereafter the “corporation”).

(2) The corporation shall be a corporation established under the legal entity act of the Commonwealth of Redmont.

(3) The name of the associated in-game company shall be: “JBCI.”

(4) The name(s) of the incorporator(s) shall be:

(i) nullapoene

(4) The purpose of the corporation shall be:

(I) Banking and foreign exchange, and

(ii) Any other activity for which a corporation may be incorporated under the laws of Redmont.

Article 2 – Shares of the Corporation

(1) One fractional part shall mean one part in relation to all fractional parts allocated.

(2) Company distributions shall mean dividends, dissolution proceeds, or other distributions of equity.

(3) There shall be two share classes:

(i) Class A – Management Shares:

(a) There shall be FIVE THOUSAND (5000) shares authorized.

(b) Each share shall have a par value of ZERO POINT ZERO ONE REDMONT DOLLAR ($0.01).

(c) Each share shall entitle the holder to TEN (10) fractional parts of the voting power.

(d) Each share shall entitle the holder to ONE (1) fractional part of company distributions.

(ii) Class B – Investment Shares:

(a) There shall be FORTY THOUSAND (40000) shares authorized.

(b) Each share shall have a par value of ZERO POINT ZERO ONE REDMONT DOLLAR ($0.01).

(c) Each share shall entitle the holder to ONE (1) fractional part of the voting power.

(d) Each share shall entitle the holder to TWO (2) fractional parts of company distributions.

(iii) Class C – Cricket Shares:

(a) There shall be ONE GOOGOLPLEX (10^(10^100)) shares authorized.

(b) Each share shall have a par value of ONE OVER ONE GOOGOLPLEX REDMONT DOLLAR ($10^(-(10^100)).

(c) Each share shall entitle the holder to ONE OVER ONE GOOGOLPLEX (10^(-(10^100)) fractional parts of the voting power.

(d) Each share shall entitle the holder to ONE OVER ONE GOOGOLPLEX (10^(-(10^100)) fractional parts of company distributions.

(4) Upon incorporation, the share register shall look as follows:

Holder	Amount
Nullapoene	FIVE THOUSAND (5000) Class A shares
NullaPoene	ONE TENTH OF A GOOGOLPLEX (10^((10^100)-1)) Class C shares
AsexualDinosaur	ONE GOOGOL (10^100) Class C shares
Company (Treasury)	FORTY THOUSAND (40000) Class B shares

(5) Shares may only be issued, sold, or bought back upon board resolution.

(6) Class B shares shall not be sold at a price under that at which they were sold before, unless:

(i) Class B shareholders, who hold shares that were sold at a lower price than the current sale, are issued new shares, which ensure that their voting power remains unaffected.

(7) If the par value for shares issued to an individual is below ONE REDMONT DOLLAR ($1), one potato may be paid instead.

Article 3 – Management

(1) The board of directors shall oversee the daily operations of the corporation.

(2) Each director on the board shall have ONE (1) vote.

(3) Directors shall be appointed by shareholder resolution.

(i) The number of directors shall be defined by a shareholder resolution; by default there shall be a single director.

(4) The chairperson of the board shall be appointed by a shareholder resolution. Should no chairperson be appointed, the longest-serving director shall take the role.

(i) The chairperson of the board shall convene the board of directors on a bimonthly[1] schedule at the request of any other director or at their discretion (special sessions).

(a) The chairperson shall only be required and able to convene the board to a special session once every 48 hours.

(b) By board resolution, a director may be stripped of their right to convene special sessions.

(ii) There shall be at least 12 hours notice given by the chairperson of the board to all directors prior to convening a session.

(a) In case of an emergency requiring immediate action, the chairperson of the board may convene the board without notice; majorities shall be counted with respect to all directors.

(5) The board of directors shall be empowered to create bylaws by board resolution.

(6) A board resolution be proposed by any director at a session of the board of directors.

(i) Should multiple board resolutions be proposed at one session, they shall be voted on in a round-robin manner with respect to the director who proposed the resolution, in order of seniority on the board.

(ii) A session shall end when there are no more proposed resolutions or upon majority vote of the board of directors.

(7) Majorities on board resolutions shall be counted with respect to votes cast, excluding explicit abstentions.

(i) A board resolution shall require a simple majority of votes cast to pass.

(a) In case of a tie, the vote of the chairperson of the board shall break the tie.

(ii) A qualified board resolution shall require two-thirds of votes cast to pass.

(iii) The quorum shall be determined by votes cast, including explicit abstentions.

(a) A vote shall require a quorum of half of all directors casting votes.

(b) Should the quorum not be met, majorities shall be counted with respect to all directors.

(8) A board resolution that has been voted in accordance with this Certificate of Incorporation and that has passed shall be sound; a board resolution that is fully compliant with this Certificate of Incorporation shall be valid.

(i) Should another act rely on a board resolution being sound, this is to be interpreted as being in regard to timelines; should the board resolution be found to be invalid, this shall have the relevant consequences on the dependent act.

(9) Should a director not attend THREE (3) bi-weekly sessions in a row, a qualified board resolution may remove that director.

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1 Bimonthly meaning twice a month.

(i) The board may approve a time-limited leave of absence, requiring the director to designate a person to represent them instead, by board resolution. (7) shall not apply to leaves of absence approved under this subsection.

(10) Decisions of the board shall be recorded.

Article 4 – Shareholders and Amendments

(1) There shall be monthly shareholder meeting; each shall be on a weekend and shall last the whole weekend, AoE[2].

(i) The placement of the shareholder meeting within these parameters shall be determined by a board resolution. Each resolution may specify the times for shareholder meetings for up to twelve weeks from the end of the week in which the resolution is passed.

(a) For a board resolution to affect the time of a meeting, it must be sound and published at least 5 days prior to the commencement of the shareholder meeting.

(ii) Should the board fail to make such a resolution or fail to make such a resolution in time, the meeting time shall be based on the lunar cycle.

(a) The first weekend that follows or during which there is a full moon shall have a shareholder meeting.

(iii) No shareholder meeting may overlap with the 24th or 25th of December AoE[3].

(a) Should a shareholder meeting whose time is determined by (ii) overlap with this time, it shall be pushed forward one week. The subsequent meeting shall be unaffected.

(2) Should there be an emergency for which shareholder action is required, the board may, via board resolution, convene an emergency meeting of shareholders to take place at least 36 hours after the board resolution is sound and published. This meeting shall fall on a weekend as described by (1).

(3) All shareholders, whether directly or through a beneficiary holding of interest, may attend the shareholder meeting.

(4) All proposals for shareholder resolutions must be published in the venue of the shareholder meeting at least 36 hours before the end of the shareholder meeting.

(i) Any shareholder or group of shareholders representing at least 10% of voting power or representing at least 10% of voting power in any share class (excluding any share classes without voting power) may propose shareholder resolutions.

(ii) The board of directors may also propose shareholder resolutions via board resolutions.

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2 Anywhere on Earth means, in this case, from the first moment that the weekend starts anywhere on Earth (UTC+14) to the last moment that the weekend ends anywhere on Earth (UTC-12).

3 Apply logic from footnote 2.

(5) Voting on any shareholder resolution shall be open for 24 hours or until the required majority is reached with respect to all voting power.

(i) Should there be multiple proposed shareholder resolutions, they shall be voted on in a round robin manner with respect to the proposing parties, in order of voting power.

(6) Majorities shall be determined with respect to all cast voting power, excluding explicit abstentions.

(i) A shareholder resolution shall require a simple majority of cast voting power to pass.

(ii) A qualified shareholder resolution shall require a two-thirds majority of cast voting power to pass.

(iii) For a shareholder resolution to pass, it shall require a quorum of half of all voting power, counted by cast votes, including explicit abstentions.

(iv) Should a vote for a shareholder resolution fail quorum, it may be reproposed at a future shareholder meeting, at which point there shall be no quorum requirement. This fact shall be clearly stated in the voting venue.

(7) A shareholder resolution that has been voted in accordance with this Certificate of Incorporation and that has passed shall be sound; a shareholder resolution that is fully compliant with this Certificate of Incorporation shall be valid.

(i) Should another act rely on a shareholder resolution being sound, this is to be interpreted as being in regard to timelines; should the shareholder resolution be found to be invalid, this shall have the relevant consequences on the dependent act.

(8) Amendments to the certificate of incorporation shall be proposed and voted on as a normal shareholder resolution.

(i) On amendments that authorize new shares of a class, change the par value of shares of a class, or that change the properties of a class of shares so as to disadvantage holders of that share class, that class shall be entitled to vote as a class, where that amendment requires a majority, counted the same as in all other shareholder votes, in that class.

(9) Decisions at the shareholder meeting shall be recorded.

Article 5 – Transferring shares

(1) Class A, B, and C shares may be transferred at the discretion of their holder.

(2) Class C shares may be forcefully bought back by the company at any time by qualified board resolution for their original purchase price, giving the necessary statutory notice.

(i) If there was no purchase price, they shall be bought back at par value or, if the combined par value is below ONE REDMONT DOLLAR ($1), one potato per shareholder to whom they were originally issued.

Article 6 – Officers of the Corporation

(1) The officers of the corporation shall fulfill the daily duties of the corporation under the oversight and direction of the board of directors.

(2) Officers shall be appointed and recalled through board resolution.

(3) Officers shall be empowered to act on behalf of the corporation in fulfilling its standard business operations.

(4) Officers shall not unilaterally make major business decisions.

(i) Officers shall be liable if they violate their fiduciary duty, act in a way that clearly exceeds their granted authority, or intentionally violate lawful directives from the board of directors.

Article 7 – Reserved Matters

(1) Actions that are limited to requiring a qualified board or shareholder resolution shall be reserved.

(2) All other actions shall require a regular board or shareholder resolution.

Article 8 – Dispute Resolution

(1) Any dispute within the corporation shall first be brought before the board of directors.

(2) Should a resolution not be found after the next meeting of the board of directors, or should they not have met after a period of two weeks, the aggrieved party may bring their claims before a competent court of Redmont.

Article 9 – Confidentiality

(1) All shareholders agree to maintain confidential proprietary, financial, business, or strategy information of the corporation, insofar as it is neither general nor publicly known and insofar as its disclosure unduly affects the operations, profitability, or reputation of the corporation.

Article 10 – Financing

(1) The corporation may fund itself through debt, equity, or other means, provided such funding is approved by a board resolution.

Article 11 – Exit Strategies

(1) In the event of the death, permanent incapacitation, or inactivity longer than one month of a shareholder, the corporation may buy back their shares at either the purchase price or the fair market value, whichever is lower.

Article 12 – Dividends and Distribution

(1) A board resolution may order the issuance of dividends or create conditional divedends.

(2) Dividends shall be distributed to shareholders in accordance with their fractional parts in company distributions.

Article 13 – Dissolution

(1) Dissolution shall be to the shareholders by board resolution.

(2) It shall be voted on as the first point of order in the next shareholder meeting, which must start at least 72 hours after the resolution is sound and published, where it may be initiated by shareholder resolution.

(3) The dissolution resolution must be posted in the company docket.

(4) After this dissolution must be announced the DOC in the relevant channels, after 14 days winding up under (5) may be completed.

(5) The dissolution resolution must at least mandate the following in the following order:

(i) All contracts must be ended.

(ii) All creditors must be paid out.

(iii) All lawsuits must be finished.

(iv) All assets must be liquidated.

(a) This may be done earlier if the liquid capital is required for those steps.

(a) Assets may be sold to shareholders or other related parties at a fair market value.

(v) Remaining proceeds must be distributed to shareholders in accordance with their fractional parts in company distributions.

Article 14 – Initial Provisions

(1) The initial board of directors shall be:

Name	Position
Nullapoene	Chairperson of the Board

(2) The initial Chief Executive Officer shall be nullapoene.