Certificate of Incorporation

UserMart Inc.

Article 1 – Name of the Corporation

(1) The name of the Corporation shall be “UserMart Inc.”

(2) The in-game name of the company linked to this Corporation shall be “UserMart-2,” currently owned by IgnitedTNT.

Article 2 – Incorporator

(1) The incorporator of the Corporation shall be IgnitedTNT.

Article 3 – Nature of Business

(1) The primary purpose of the Corporation is to operate a retail business engaged in the sale of various goods and items to customers.

(2) In addition, the Corporation may engage in any other lawful act or activity for which corporations may be organized under the Laws of the Commonwealth of Redmont.

Article 4 – Equity and Ownership

(1) Initially there shall be ONE (1) authorized Class A Share, whose characteristics shall be defined in a separate article. All initially authorized Class A Shares shall be issued to UserGroup Inc., hereafter also referred to as the “sole owner.” Any person owning all Class A Shares of the Corporation shall be the sole owner.

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

Owner	Shares
UserGroup Inc.	ONE (1) Class A Share

(3) An amendment to the Certificate of Incorporation shall be proposed by either the Board of Directors or by anyone else empowered to propose Shareholder Resolutions. Upon a Shareholder Resolution adopting the proposal, the Certificate of Incorporation shall be amended.

Article 5 – Share Classes

(1) Upon incorporation there shall only exist Class A Shares; their characteristics shall be as follows:

(2) Class A Shares:

(i) Class A Shares shall entitle the Shareholder ONE (1) vote each.

(ii) Class A Shares shall each have a par value of ONE REDMONT DOLLAR ($1).

(iii) Class A Shares shall each entitle the Shareholder to ONE (1) fractional part, in proportion to all fractional parts, of the remaining assets of the Corporation after dissolution.

(iv) Class A Shares shall each give the Shareholder ONE (1) fractional part, in proportion to all fractional parts, of the claims and liabilities arising from the distribution model.

Article 6 – Management and Decision-Making

(1) Shareholder Resolutions may be proposed by the sole owner, or any other shareholder having more than TEN PERCENT (10%) of the total voting power in the Corporation.

(2) Shareholder Resolutions shall be adopted upon approval by the sole owner or a simple majority of votes, where the sole owner shall have veto power.

(3) The quorum for Shareholder Resolutions shall be 50% percent of the total voting power, where explicit abstentions shall count towards the quorum.

Article 7 – Roles and Responsibilities

(1) The initial Shareholders shall be liable to pay the par-value of their issued Shares upon incorporation.

Article 8 – Transfer of Shares

(1) All Class A Shares must be transferred together, with approval from the sole owner.

Article 9 – Dividends and Distributions

(1) Profits and losses from general business activities shall be distributed among the Shareholders pro rata by the amount of fractional parts of distributions they are allotted in Article 5.

(2) **This shall not imply ANY liability for the debts, obligations, and other liabilities of the Corporation, including in the event that the Corporation is unable to pay its liabilities.**

Article 10 – Dispute Resolution

Any disputes within the Corporation shall be mediated by the sole owner; if a resolution to the dispute is not arrived at within SEVEN (7) days, the parties shall have the right to bring their grievance before the competent court of Redmont.

Article 11 – Exit Strategies

(1) Upon death, dissolution, permanent incapacitation, or prolonged inactivity (only applicable to natural persons) of the sole owner, the Corporation shall begin dissolution.

(2) Upon the death of any other Shareholder, the sole owner shall have the option to buy the shares at fair market value; otherwise, they shall move to the treasury stock of the Corporation.

Article 12 – Financing

(1) The Corporation shall finance itself through debt, equity, or other means. Financing shall require approval from the Board of Directors; equity may only be issued after amendment to this Certificate of Incorporation.

Article 13 – Parties

(1) This Certificate of Incorporation binds all its parties. Its parties shall be the Corporation, “UserMart Inc.,” and its sole owner, “UserGroup Inc.” Shareholders, by acquiring shares of the Corporation, shall automatically become parties to this Certificate of Incorporation.

Article 14 – Board of Directors

(1) Upon incorporation, the Board of Directors shall be made up of ONE (1) member, who shall automatically be its Chairman. The Board of Directors shall make decisions with a simple majority, where the quorum for any decision shall be FIFTY PERCENT (50%) of all possible votes, where explicit abstentions shall count towards the quorum.

(2) The initial Board of Directors shall be made up as follows:

Name	Position
IgnitedTNT	Chairman of the Board

Article 15 – Reserved Matters

(1) There shall be no reserved matters.

Article 16 – Dissolution

(1) Dissolution shall be proposed by the Board of Directors to the Shareholders. This proposal shall be adopted by Shareholder Resolution, upon which the winding-up process shall begin.

(2) Another Shareholder Resolution may halt Dissolution at any point prior to the DOC announcement of the winding up.

(2) The winding-up process shall begin when the DOC announces it in the manner prescribed by the Legal Entity Act. The winding-up process shall consist of

(i) Ending all contracts.

(ii) Paying all debts and obligations

(iii) Finishing all lawsuits.

(iv) After the LEA-mandated 14-day waiting period, all remaining assets shall be distributed to Shareholder pro rata by the amount of fractional parts allotted to them in Article 5.

Article 17 – Shareholder Information

(1) Shareholders shall be entitled to reasonable information concerning the business activities of the LEA. The Board of Directors shall be entitled to withhold information from the Shareholders, where they have reasonable belief that (a) the information is a trade secret and (b) release of the information may materially damage the operations and/or profits of the Corporation.

Article 18 – Bylaws

(1) The Board of Directors may pass bylaws establishing internal rules and regulating the day-to-day governance of the Corporation. These must not conflict with this Certificate of Incorporation; should they conflict, this Certificate of Incorporation shall prevail to the extent of the conflict.

Article 19 – Officers

(1) The Board of Directors shall have the power to appoint the officers of the Corporation.

(2) Upon incorporation, the initial officers of the Corporation shall be:

Name	Position
IgnitedTNT	Chief Executive Officer (CEO)