Certificate of Incorporation
For
Omega Financial

Incorporated within: The Commonwealth of Redmont
Date of Incorporation: October 24, 2025

Article I – Name and Formation

This document certifies the creation of *Omega Financial* (hereafter "the Corporation") as a legally recognized financial institution within the Commonwealth of Redmont.
The Corporation shall exist as a separate legal entity, distinct from its shareholders and officers.

Article II – Purpose

Omega Financial is established to operate as a private financial institution providing:

- Deposits, savings, and secured storage;
- Loans, credit facilities, and investment products;
- Currency exchange and valuation;
- Economic development and financial advisement within the in-game economy;
- Any other lawful business consistent with its charter.

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Article III – Capital Structure and Shares

Section 1. Authorized Shares
The Corporation is authorized to issue the following classes of stock:

- **10,000 Class A Shares** — Voting Shares
- **20,000 Class B Shares** — Non-Voting Shares

Section 2. Par Value

- Each **Class A Share** shall have a par value of **$1.00 (one Redmont dollar)**.
- Each **Class B Share** shall have a par value of **$0.25 (twenty-five cents)**.

Section 3. Allocation

- All **10,000 Class A Shares** are hereby issued to **SillyNugg**, Founder and Chief Executive Officer.
- All **20,000 Class B Shares** are authorized but unissued and shall remain under corporate control until distributed by written approval of the CEO.

Section 4. Rights and Powers

- **Class A Shares** grant full ownership, voting rights, dividend participation, and control.
- **Class B Shares** are non-voting but may receive dividends as declared by the CEO or Board.
- The CEO may issue Class B Shares to investors or employees as incentives, provided they do not alter majority control.

Section 5. Ownership Control
SillyNugg shall maintain at least 51% ownership of the total outstanding shares, unless voluntarily reduced by written authorization.

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Article IV – Governance and Management

Section 1. Board of Directors
The business and affairs of the Corporation shall be managed by the Board of Directors, initially consisting solely of SillyNugg.

Section 2. Officers
The CEO may appoint officers as needed to oversee specific departments, including finance, operations, client services, and treasury management.

Section 3. Authority
The CEO retains final authority over all corporate decisions, including financial policy, share issuance, partnerships, and strategic direction.

Article V – Limited Liability

The Corporation is an independent entity; no shareholder or officer shall be personally liable for corporate debts or obligations beyond their investment or ownership stake.
The Corporation shall indemnify its officers and employees acting in good faith within the scope of their duties.

Article VI – Shares and Transfers

- Shares may not be transferred without the written consent of the CEO.
- The Corporation retains a **right of first refusal** on any proposed transfer.
- New shareholders must sign a **Shareholder Agreement** accepting the terms of this document.
- The CEO may reclaim shares for misconduct, fraud, or inactivity with written justification.

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Article VII – Confidentiality

All corporate data, financial records, and client information are confidential. Disclosure without the CEO's written consent is prohibited and grounds for termination or legal action.

Article VIII – Dividends and Profits

The CEO and Board shall determine when dividends are issued and how profits are allocated among shareholders.
The Corporation shall maintain a reserve fund to support operations and future growth.

Article IX - Disclosure and Reporting

Section 1. The Corporation shall maintain accurate financial and operational records, including balance sheets, profit reports, and shareholder registers.

Section 2. The CEO shall disclose relevant corporate information to shareholders as follows:

- Quarterly summaries of financial standing, profits, and major activities.
- Special notices for any significant event, such as share issuance or leadership changes.

Section 3. Shareholders may request a review of the records in writing. The CEO shall grant reasonable access within seven days unless the request concerns confidential or proprietary matters.

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Article X – Amendments

Section 1. This Certificate of Incorporation may be amended only by:

1. A 75% majority vote of all outstanding Class A Shares, or

2. A written declaration by the CEO, provided the amendment does not reduce shareholder rights or ownership percentages without consent.

Section 2. All amendments shall be recorded, signed by the CEO, and distributed to shareholders within seven days of approval.

Article XI – Admission of New Members

The CEO may admit new partners or investors by issuing Class A or B Shares. Such members holding Class B shares shall have no voting rights unless granted explicitly by written amendment of this document.

Article XII – Dispute Resolution

All disputes shall first be addressed through direct negotiation. If unresolved, they shall be settled by binding arbitration under the laws of the Commonwealth of Redmont.

Article XIII – Dissolution

The Corporation may be dissolved only by either:

1. A written declaration by the CEO; or
2. A 75% vote of all Class A shareholders (if more than one exists at the time).

Upon dissolution, assets shall be liquidated, debts shall be paid, and the remaining value shall be distributed in proportion to share ownership.

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Article XIV – Incorporator's Statement

I, the undersigned, certify that this document constitutes the accurate and complete Certificate of Incorporation for **Omega Financial**, and that I am the sole incorporator as of this date.

Name: SillyNugg
Title: Founder & Chief Executive Officer
Total Shares Held: 10,000 Class A Shares
Date: October 24, 2025