CERTIFICATE OF INCORPORATION OF CONFUCIUS BANK (REDMONT) INVESTMENT BANKING CORPORATION

A Corporation Under the Legal Entity Act of the Commonwealth of Redmont

Article 1 – Formation

The name of this corporation is Confucius Bank (Redmont) Investment Banking Corporation. It may also be referred to under the trade names “KFZIB (Redmont) Investment Bank”, “KFZIB” or “Confucius Bank Investment Bank.” The in-game corporation name associated with this corporation is KFZIB. Its incorporator is Herobrine123.

Article 2 – Purpose

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.

Article 3 – Management

3.1 Board of Directors. The corporation shall be managed by the board of directors. Board members shall be elected and removed exclusively by shareholder vote. The board of directors may only make major decisions on behalf of the corporation through a majority vote of active directors.

3.2 Initial Members. The initial members of the Board of Directors are Herobrine123 and jJoshuaTheGreat.

3.3 Responsibilities. Herobrine123 and jJoshuaTheGreat, as the only initial shareholders, directors and officers, are equally responsible. Both are expected to contribute their time and expertise to running the business, which tentatively includes standard investment banking products like M&A deals, underwriting and providing institutional DCM/ECM access. These roles are purely descriptive and do not limit either officer's authority as Managing Partner nor do they contractually bind the initial shareholders, directors and officers to performance obligations that may be construed from this subarticle.

3.4 Officers. The board of directors shall appoint officers to manage the day-to-day operations of the corporation. The initial officers are Herobrine123 (Managing Partner) and

jJoshuaTheGreat (Managing Partner). Managing Partner is an executive role. Managing Partners shall not be construed to have similar rights or obligations to a legal partnership notwithstanding the structure of the corporation.

3.5 Appointment. Directors may be appointed or removed through a simple majority shareholder vote at any time and owe fiduciary duty to the corporation and its shareholders. Pursuant to Article IV Section 7(3) of the Legal Entity Act, there shall be no limit to the amount of directors.

3.6 Financing Arrangements. The corporation through the board of directors or its officers may also raise capital through debt instruments, loans, or other financing arrangements provided such arrangements are in the best interests of the Corporation. Nothing in this section shall be construed to impose liability on directors for financing arrangements undertaken in good faith. The corporation shall comply with all regulations regarding financing arrangements including disclosure requirements if applicable.

3.7 Conduct of Meetings. Board meetings may be called by any director with reasonable notice. Meetings may be conducted in any format, including in-game or via Discord. A majority of active directors shall constitute a quorum.

Article 4 – Shares

4.1 Share Classes. There shall be one share class, Class A, with a par value of $0.01 per share.

4.2 Shareholder Rights. Class A shareholders are entitled to one (1) vote per share in the corporation. Shareholders of any class shall have no pre-emptive rights to subscribe for additional shares issued by the corporation. The board of directors shall provide shareholders with reasonable notice of any shareholder vote and any material developments affecting the corporation through a public channel, including but not limited to the Company Docket or Discord. Shareholder meetings may be conducted in any format agreed upon by the board.

4.3 Initial Allocation. There are forty thousand (40,000) Class A shares authorized. Herobrine123 and jJoshuaTheGreat shall have 20,000 Class A shares each upon incorporation. Both initial shareholders are to have the role of being initial officers and directors of the corporation upon incorporation.

4.4 Inactivity. If an individual or entity is inactive for more than three (3) months, the Corporation may reclaim their shares by purchasing back all shares owned by them at fair market or par value pursuant to Article 4.5.

4.5 Transfer of Shares. All classes of shares are freely transferable and may be bought, sold, or transferred through any transaction without restriction or impediment by the corporation notwithstanding seizure as outlined by this Certificate of Incorporation. For the purposes of any mandatory buyback, repurchase, or transfer required under this Certificate of Incorporation, shares shall be valued at fair market value, or par value if unavailable, unless otherwise agreed upon by the transacting parties. For the purposes of this Certificate of

Incorporation, fair market value is defined as the value as actively traded on a stock exchange if the corporation is public (i.e. listed and actively traded on a registered Stock Exchange), a valuation based on the last external investor's purchase price if the corporation is not public, or non-existent if neither of the above methods is applicable. Voluntary transactions between willing parties may occur at any mutually agreed price.

4.6 Issuance of Shares. Shares may be issued by the corporation only upon a majority vote of the holders of all voting shares.

4.7 Equity Distribution. Upon dissolution, liquidation or any other similar event, all remaining equity after creditors are satisfied shall be split along shareholders in proportion to their total quantity of shares no matter the share class.

4.8 Dividend Distribution. Dividends are to be disseminated equally and proportionally among each share class and may be proposed by the board of directors requiring a majority shareholder vote for approval.

4.9 Quorum. There shall be a quorum of at least fifty percent (50%) of total voting power for any shareholder vote. Abstentions shall count as a vote for the purposes of determining quorum.

Article 5 – Liability & Indemnification

5.1 Limited Liability. No board member or officer shall be personally liable for the debts, obligations, or liabilities of the corporation unless otherwise required by law. Shareholders shall only be personally liable for the debts or liabilities of the corporation up to the par value of each share unless otherwise required by law.

5.2 Indemnification. The corporation shall indemnify the board of directors, officers and shareholders to the maximum extent permitted under the Act for any act taken in good faith on behalf of the corporation.

Article 6 – Bylaws

This corporation shall be governable by bylaws. There are currently no bylaws at the time of incorporation. Bylaws may be enacted, amended and repealed through a shareholder vote requiring a simple majority of total voting power. Bylaws are required to be posted to the Company Docket to be in force.

Article 7 – Governing Law

This certificate of incorporation shall be governed by and construed in accordance with the laws of the Commonwealth of Redmont.

Article 8 – Amendments

This certificate of incorporation may be amended by a majority approval of shareholders with voting rights following a shareholder vote. Amendments originate from the board of directors

through the normal decision-making process in Article 3. All amendments must be posted in the Company Docket. The holders of the outstanding shares of a class shall be entitled to vote as a class upon a proposed amendment, reaching a majority in each affected class, for any change with respect to modifying the quantity, par value or powers of shares that would affect that class. Such an amendment must reach at least a majority in each class.

Article 9 – Duration

The corporation shall have perpetual existence unless dissolved in accordance with the Legal Entity Act. Dissolution must be approved by unanimous approval of all outstanding voting shares. Upon dissolution, all assets shall be liquidated and remaining equity after paying creditors is to be distributed to shareholders in proportion to their shareholding.

Article 10 – Dispute Resolution

Any dispute between shareholders, the board of directors, officers, the corporation or any combination thereof is to be settled through the appropriate judicial court or tribunal of the Commonwealth of Redmont, unless parties involved are expressly bound otherwise by bylaw.

Article 11 – Exit Strategies

No shareholder class has right-of-first-refusal, drag-along rights or tag-along rights. In the event of the death or permanent incapacitation of a shareholder, their shares shall pass to their designated successor or estate. If circumstances such as lack of a successor or deportation render this impossible, the corporation shall purchase the deceased or incapacitated shareholder’s shares at fair market or par value pursuant to Article 4.5.

Article 12 – Reserved Matters

The only action in this Certificate of Incorporation that requires unanimous approval is dissolution, pursuant to Article 9.

Article 13 – Purpose and Nature

The corporation has the right but not the obligation to offer Investment Banking services under the Commercial Standards Act if allowed by the Commonwealth of Redmont. If the corporation so chooses to be registered as an Investment Bank, it must comply with all relevant regulations, including complying with external audits. To the extent that the law requires it, the corporation will retain the services of a licenced accountant.

Article 14 – Parties

This Certificate of Incorporation is entered into by and between the corporation and its shareholders and is binding upon incorporation. The initial shareholders are found within this Certificate of Incorporation. Any person who subsequently acquires shares in the corporation shall become a party to this Certificate of Incorporation.

_____

Signed by Herobrine123, Incorporator.