CERTIFICATE OF INCORPORATION

OF
DALTON CORPORATION

Filed pursuant to the Legal Entity Act of the Commonwealth of Redmont

ARTICLE I — NAME AND IN-GAME BUSINESS

1.01. The name of the Corporation is **Dalton Corporation** (the "Corporation").

1.02. In-game Business: Dalton. This Corporation operates through the in-game business plugin under the name "Dalton," registered to the incorporator EndCrxstal, satisfying Part III, Section 1(8)(a) and Part IV, Section 1(2)(b) of the Legal Entity Act.

1.03. Throughout this document, "Board" means the Board of Directors as set up under Article VI. "Shareholders" means whoever holds shares on record in the Corporation's share register at the relevant time.

1.04. Wherever this Certificate gives the Board discretion over something without spelling out specific limits, that discretion belongs to the Board alone. Anyone challenging a Board decision under this Certificate has to show bad faith by clear and convincing evidence—the Board's judgment is otherwise presumed sound.

ARTICLE II — PURPOSE AND POWERS

2.01. The Corporation exists to do any lawful business permitted under the laws of Redmont. Its main focus areas are:

(a) Private equity investment and leveraged buyouts;

(b) Buying, restructuring, running, and eventually selling portfolio companies;

(c) Financial advisory and corporate strategy consulting;

(d) Holding and managing equity stakes, debt, real property, and other assets;

(e) Setting up subsidiaries, joint ventures, or partnerships as needed;

(f) Anything else the Board decides is worth doing, so long as it's legal.

2.02. The Corporation can borrow, lend, sign contracts, buy and sell property, grant security interests, and do everything else that corporations are allowed to do under Redmont law. Listing specific powers here doesn't limit the Corporation's general authority.

2.03. The Corporation can put its own people into management or governance roles at any entity it has an interest in.

ARTICLE III — REGISTERED HEADQUARTERS

3.01. The Corporation will keep a registered headquarters in Redmont as required by law. The Board can move it by resolution without amending this Certificate.

ARTICLE IV — SHARES, CAPITAL, AND EQUITY

Part A — Authorized Shares and Par Value

4.01. The Corporation is authorized to issue up to 100,000 shares of Common Stock at a par value of $0.01 per share, pursuant to Part IV, Section 1(2)(e)(iii) of the Legal Entity Act.

4.02. There is one class of stock. Every share gets one vote. All shares rank equally for voting, dividends, and what you get back if the Corporation dissolves.

Part B — Initial Issuance

4.03. On incorporation, all 100,000 shares are issued to the incorporator, EndCrxstal, at par value. That's 100% of everything outstanding.

Part C — How New Shares Get Issued

4.04. Only the Board can authorize new share issuances. Here's the process:

(a) The Board passes a resolution covering: how many shares, the price (never below par), the reason, and any conditions or vesting attached.

(b) If the shares being issued come from the existing 100,000 authorized pool, and the Board considers the issuance to be ordinary business—things like compensating someone, raising capital, doing a deal—the Board can do it without a shareholder vote. What counts as "ordinary business" is the Board's call.

(c) If the Board wants to go above 100,000 total authorized shares, that needs a Class Vote under Part F below.

(d) The Board can choose to offer existing shareholders first dibs on new shares proportional to what they already hold, with at least 7 days to decide. But the Board isn't required to do this, and skipping it doesn't invalidate anything.

(e) After issuing shares, the Board updates the share register and files whatever the Department of Commerce needs.

Part D — Transferring Shares

4.05. Shares can be transferred, but it works like this:

(a) The seller ("Transferor") sends the Board a written notice covering: how many shares, who they want to sell to, the price, and any other relevant terms.

(b) The Board has 14 days and full discretion to approve, put conditions on, or reject the transfer. The Board can look at whatever it thinks matters—who the buyer is, whether it's good for the Corporation, legal compliance, financial capacity, anything. The Board doesn't have to explain a rejection as long as it's acting in good faith per Section 1.04.

(c) The Board can optionally offer existing shareholders a right of first refusal on the same terms, with 14 days to exercise it.

(d) No transfer counts until it's in the share register.

(e) If shares change hands involuntarily (court order, operation of law, etc.), the Corporation can buy them at Fair Value under Section 10.02.

(f) Drag-along and tag-along: if someone holding over 50% of shares sells to a third party, they can force all other shareholders to sell on the same terms. And in that situation, minority holders can choose to join the sale on those terms too.

Part E — Dividends

4.06. Here's how dividends work:

(a) The Board decides if, when, and how much to pay out, based on the Corporation's financial health, what it needs for acquisitions, debt, and strategic plans.

(b) Dividends go out proportionally—you get paid based on how many shares you hold as of the record date the Board sets.

(c) Payment can be cash, extra shares at fair value (or par, whichever is more), or a mix.

(d) The Board has no obligation to declare dividends in any period. Keeping everything for reinvestment is perfectly fine and isn't a breach of duty.

(e) No dividend can be declared if it would make the Corporation unable to pay its debts.

Part F — Class Voting on Big Changes

4.07. Per Part IV, Section 2(4) of the Legal Entity Act, these changes ("Structural Modifications") need a Class Vote on top of Board approval:

(a) Changing the total number of authorized shares (up or down);

(b) Changing par value;

(c) Changing voting rights, dividend rights, liquidation preferences, or other features of the Common Stock;

(d) Creating any new class or series of stock;

(e) Any merger, consolidation, conversion, or reorganization that materially changes what Common Stock holders have.

4.08. A Structural Modification passes only with 2/3 of **all outstanding shares** voting yes—not just the ones that show up. If you don’t vote, it counts as a no. The Board decides whether something qualifies as a Structural Modification, and that call stands unless it’s clearly wrong.

ARTICLE V — OWNERSHIP AND INCORPORATOR

5.01. Incorporator: EndCrxstal

In-Game Name (IGN): EndCrxstal

Discord: endcrystal

Forums: EndCrystal

5.02. Initial Equity:

(a) 100,000 authorized shares of Common Stock at $0.01 par value.

(b) EndCrxstal receives all 100,000 shares on incorporation—100% of issued stock.

(c) EndCrxstal is the sole initial shareholder, sole director, and sole officer.

ARTICLE VI — MANAGEMENT AND GOVERNANCE

Part A — Board of Directors

6.01. The Board runs the Corporation. It holds all powers that aren't specifically reserved to shareholders by this Certificate or by law. That includes all operational, financial, strategic, and transactional decisions—acquisitions, sales, financing, compensation, subsidiaries, everything.

6.02. The initial Board is one director: EndCrxstal, Chairman. The Board always has at least one member and can expand to whatever size the Board decides by resolution.

6.03. The Board can add or remove seats by resolution. Reducing the Board size doesn't cut short any sitting director's term. New seats can be created and filled without shareholder approval unless total directors would exceed five, in which case the shareholders ratify at the next annual meeting.

Part B — Electing Directors

6.04. Directors are elected at annual meetings by plurality vote. Terms last one year, or until a successor takes over, or until the director resigns, is removed, or dies. Sitting directors are automatically up for re-election and are considered re-elected unless a competing nominee actually gets more votes.

6.05. No special qualifications are needed to be a director unless the Board sets them by resolution or bylaw.

Part C — Removing Directors

6.06. Shareholders can remove a director with or without cause by majority vote of outstanding shares, at a meeting called for that purpose with 7 days' notice.

6.07. The rest of the Board can remove a director for cause by unanimous vote. Cause means: (a) serious breach of fiduciary duties; (b) conviction for dishonesty; (c) willful misconduct that materially hurts the Corporation; (d) going dark for more than 30 consecutive days without telling anyone; or (e) violating this Certificate or applicable law in a significant way.

6.08. Before any removal vote, the director gets: (a) 7 days' written notice with the specific reasons; (b) a chance to respond in writing or in person; and (c) if the problem is fixable, up to 14 days to fix it.

Part D — Filling Vacancies

6.09. If a Board seat opens up for any reason, the remaining directors fill it by majority vote. That person serves until the next annual meeting.

Part E — Officers

6.10. Starting officers:

(a) CEO: EndCrxstal — runs day-to-day operations, sets strategy, handles acquisitions and portfolio management.

(b) CFO: EndCrxstal — manages money, structures deals, handles debt, and does financial reporting.

6.11. The Board can create, change, or eliminate officer roles and hire or fire officers whenever it wants. One person can hold multiple titles. Officers serve at the Board's pleasure.

Part F — Business Judgment and Delegation

6.12. Directors and officers can rely on reports from officers, lawyers, accountants, and other professionals. The Board's business decisions get deference under the business judgment rule.

6.13. The Board can delegate powers to committees (even a one-person committee) or to officers, with whatever scope and limits it chooses. Delegation doesn't remove the Board's oversight responsibility.

ARTICLE VII — SHAREHOLDER MEETINGS AND INFORMATION

Part A — Annual Meeting

7.01. There's one annual meeting per calendar year, at a date, time, and place (in-game, Discord, whatever works) the Board picks. Shareholders get written notice 14 days ahead with the date, location, and agenda. If the Board lets 15 months pass without holding one, any shareholder with 10% or more of shares can call one.

Part B — Special Meetings

7.02. Special meetings can be called by: (a) the Board, or (b) shareholders holding at least 33% of outstanding shares. At least 7 days' notice is required, stating the purpose. Only the stated business gets discussed.

Part C — Quorum, Voting, Written Consent

7.03. A quorum is shareholders holding more than half the outstanding shares, in person or by proxy.

7.04. Regular decisions pass by majority of shares voted. For Structural Modifications, see Section 4.08.

7.05. Shareholders can skip a meeting and act by written consent instead, as long as enough shareholders sign to meet whatever vote threshold would have been needed in a meeting.

Part D — Information Rights

7.06. If you hold at least 5% of outstanding shares, you can inspect the Corporation's books and share register. You have to put your request in writing, state a real reason related to your interest as a shareholder, give reasonable advance notice, and sign a confidentiality agreement the Board provides. The Board can decide which records apply and can redact things related to active negotiations, pending deals, or proprietary strategies.

7.07. The Board puts together an annual written summary of how the Corporation is doing financially and what major things happened, shared at or before the annual meeting. The Board decides the level of detail.

7.08. Shareholders get notified of material events within a reasonable time. The Board decides what counts as "material" and what "reasonable" means.

ARTICLE VIII — LIABILITY PROTECTION AND INDEMNIFICATION

8.01. The Corporation is its own legal entity, separate from everyone involved in it. Shareholders aren't on the hook for the Corporation's debts beyond what they paid for their shares, unless the law says otherwise.

8.02. To the maximum extent Redmont law allows, no director or officer is personally liable to the Corporation or shareholders for anything they did or didn't do as a director or officer, unless it involved: (a) disloyalty to the Corporation or its shareholders; (b) intentional misconduct or knowingly breaking the law; or (c) personally profiting from something they shouldn't have.

8.03. The Corporation will indemnify any current or former director, officer, or agent—covering expenses, judgments, fines, and settlement costs—for any lawsuit or proceeding that comes out of their service to the Corporation, as long as they acted in good faith and reasonably believed they were doing the right thing.

8.04. The Corporation can advance legal costs to directors and officers before things are resolved, as long as they agree to pay back if indemnification doesn't apply.

8.05. The Corporation can buy insurance covering directors and officers against claims, even if the Corporation itself couldn't indemnify them for the same thing.

ARTICLE IX — DISPUTE RESOLUTION

9.01. If a dispute comes up between shareholders, or between a shareholder and the Corporation, the parties first try to work it out in good faith for at least 14 days.

9.02. If that doesn't work, the matter goes to the Board for mediation. Any director who has a personal stake in the dispute sits out. The Board tries to sort it within 14 days.

9.03. If Board mediation fails or isn't appropriate, the parties can agree on a neutral third-party mediator. If they can't pick one within 7 days, anyone can take it to court.

9.04. If all that fails, the dispute goes to the appropriate Court of the Commonwealth of Redmont under Redmont law.

9.05. Unless a court orders otherwise, everyone pays their own costs. The Corporation doesn't fund shareholder lawsuits against the Corporation or its directors.

ARTICLE X — EXIT STRATEGIES AND DEPARTURES

Part A — Voluntary Exit

10.01. If you want out, follow the transfer process in Article IV, Part D.

10.02. If nobody wants to buy your shares within 30 days, the Corporation can (but doesn't have to) buy them at Fair Value. The Board determines Fair Value in good faith, factoring in net assets, earnings, strategic outlook, and an appropriate illiquidity discount. If you disagree with the Board's number, Article IX's dispute process applies, but the Board's valuation stands unless you show manifest error or bad faith by clear and convincing evidence.

Part B — Inactivity

10.03. If a shareholder drops off the server for more than 3 months straight (checked against playtime records), the Corporation can buy back their shares at Fair Value per Section 10.02, after giving 14 days' notice through Discord, forums, and in-game.

10.04. If that shareholder comes back within 12 months, they can re-purchase shares at the then-current Fair Value, if shares are available and the Board agrees.

Part C — Permanent Departure

10.05. If a shareholder permanently leaves the server, gets permanently banned, or otherwise can't participate anymore, the Corporation can buy their shares at Fair Value. The money is set aside for 12 months for the shareholder or someone they designate to claim. After that, unclaimed funds go back into the Corporation's general funds.

ARTICLE XI — DISSOLUTION

11.01. The Board can propose dissolution, but it takes a 2/3 vote of all outstanding shares to approve it. Alternatively, holders of 3/4 of outstanding shares can force dissolution without Board approval, as long as they give the Board 14 days' written notice first.

11.02. Once approved, the Board appoints someone to wind things down. That person: (a) stops new business; (b) collects what's owed to the Corporation; (c) sells off assets at fair value; (d) pays creditors in order of legal priority; (e) distributes whatever's left to shareholders based on their share ownership; and (f) files a Certificate of Dissolution with the Department of Commerce.

11.03. Shareholders don't get anything until all known creditors are paid or properly provided for.

ARTICLE XII — AMENDMENTS

12.01. This Certificate can be amended by Board resolution plus a majority vote of outstanding shares, then filed with the Department of Commerce.

12.02. If the amendment is a Structural Modification under Article IV, Part F, it needs the 2/3 Class Vote from Section 4.08, consistent with Part IV, Section 2(4) of the Legal Entity Act.

12.03. Shareholders get the full text of any proposed amendment at least 14 days before the vote, along with an explanation of what it does.

12.04. The Board can fix typos, formatting, and other non-substantive errors without a shareholder vote. The Board decides what qualifies as non-substantive.

ARTICLE XIII — BYLAWS

13.01. The Board can adopt, change, or get rid of bylaws to manage the Corporation's internal affairs, as long as they don't conflict with this Certificate or the law.

13.02. Bylaws can cover meeting procedures, record-keeping, conflicts of interest, compensation, portfolio management processes, committee rules, and whatever else the Board thinks is useful.

13.03. Shareholders can see the bylaws on request. The Board makes new or updated bylaws available within 7 days.

13.04. If bylaws and this Certificate conflict, this Certificate wins.

ARTICLE XIV — RESERVED POWERS AND GENERAL PROVISIONS

14.01. Emergency Powers. If the Board can't assemble a quorum because of extraordinary circumstances—server downtime, widespread inactivity, technical problems—any single director still in office can take whatever steps are reasonably needed to protect the Corporation's assets and legal standing. Those actions get ratified at the next proper Board meeting.

14.02. Founder Protection. As long as EndCrxstal holds at least 50% of outstanding shares, no share issuance, new stock class, or Certificate amendment that would push EndCrxstal's voting power below 50% takes effect without EndCrxstal's personal written consent. This consent can be withheld for any reason or no reason.

14.03. No Preemptive Rights. Unless the Board specifically grants them under Section 4.04(d), shareholders don't automatically get the right to buy into new issuances. That right is waived.

14.04. How to Read This Document. Redmont law governs. If something in here is ambiguous, interpret it in a way that: (a) keeps the Corporation running; (b) preserves the governance structure set up here; and (c) gives maximum effect to the Board's authority. Section headings are just for convenience and don't change what anything means.

14.05. Severability. If a court strikes down any part of this Certificate, the rest stays in effect.

14.06. Entire Agreement. This Certificate and any bylaws adopted under it are the complete governing framework. Nothing outside these documents changes the terms unless it's a formal amendment under Article XII.

IN WITNESS WHEREOF, the undersigned Incorporator has executed this Certificate of Incorporation on the date below.

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EndCrxstal, Incorporator

Date: February 18, 2026

SCHEDULE A — CONTACT AND REGISTRATION DETAILS

In-Game Name (IGN): EndCrxstal
Discord: endcrystal
Forums: EndCrystal
In-Game Business Name: Dalton
Business Type: Corporation