

CERTIFICATE OF FORMATION OF UTTERLY AMAZING GROUP LLC

Jurisdiction: Commonwealth of Redmont

Filed With: Department of Commerce

Entity Name: Utterly Amazing Group LLC

In-Game Plugin Name: UtterlyAmazingGroup

This Certificate of Formation ("Certificate") is adopted pursuant to the Legal Entity Act and Commercial Standards Act of the Commonwealth of Redmont to formally establish the Utterly Amazing Group LLC ("The Company").

Article I. Name, Identity & Duration

§ 1.01 The registered name of the Limited Liability Company is Utterly Amazing Group LLC.

§ 1.02 The authorized in-game designation and business plugin name is UtterlyAmazingGroup.

§ 1.03 The Company may operate under the official trade names "Utterly Amazing Group" or "UAG".

§ 1.04 **Duration:** The Company shall have a perpetual existence until formally dissolved in accordance with Article X of this Certificate.

Article II. Incorporator, Registered Agent & Domicile

§ 2.01 The name of the sole incorporator and initial organizer of this Company is Sam07x.

§ 2.02 **Registered Agent:** The initial Registered Agent designated to receive legal correspondence, service of process, and Department of Commerce notices is Sam07x.

§ 2.03 **Principal Office & Digital Domicile:** The initial principal place of business shall be the designated corporate headquarters plot of UAG within the Commonwealth. Furthermore, the official UAG Discord server shall constitute a continuous meeting platform where formal notices, votes, and disclosures may be legally executed.

Article III. Purpose

§ 3.01 The purpose of the Company is to engage in premier corporate strategy, legal advocacy, executive accounting, and any lawful act or activity for which Limited Liability Companies may be organized under the Laws of the Commonwealth of Redmont.

§ 3.02 The Company possesses full legal capacity to own assets, hold real estate, execute contracts, manage client escrow accounts, and conduct administrative operations in its own name.

Article IV. Structure, Membership & Public Docket

§ 4.01 The Company shall be formed as a **Manager-Managed** Limited Liability Company.

§ 4.02 Initial Membership Interest shall be structured as follows:

- **Sam07x:** 100% Membership Interest / Voting Power.

§ 4.03 The admission of new Members, the issuance of new equity, or the transfer of Membership Interests requires the unanimous written consent of all existing Members.

§ 4.04 **The Company Docket:** The Company shall maintain an official Company Docket thread in the Company Register of the Commonwealth of Redmont. The "Incorporated Entity Summary" shall be maintained as the first post of said docket, containing the official Member Register, active Officers, and ongoing enforcement actions.

Article V. Capitalization & Distributions

§ 5.01 The Company shall maintain a distinct and separate financial ledger from its Members.

§ 5.02 The initial capital contribution shall be provided by the Incorporator to establish the Company's operational capacity, thereby formally establishing the corporate veil.

§ 5.03 Unless otherwise provided by a separate Operating Agreement, profits and losses of the Company shall be allocated to Members pro-rata based on their Membership Interest.

Article VI. Management, Officers & Bylaws

§ 6.01 The initial Manager and Chief Executive Officer (CEO) of the Company shall be Sam07x.

§ 6.02 The CEO holds unilateral authority to manage the daily business, financial ledgers, and legal affairs of the Company, including the hiring of personnel, execution of client retainers, and filing of official DoC records.

§ 6.03 The Members may adopt an Operating Agreement or Corporate Bylaws to regulate internal procedures (e.g., compensation, meeting rules, subordinate officer duties). In the event of a conflict between the Operating Agreement and this Certificate, this Certificate shall prevail.

Article VII. Shareholder Incapacitation & Inactivity

§ 7.01 A Member shall be deemed inactive if they fail to log into the DemocracyCraft server for a continuous period of thirty (30) days without prior written notice to the Company.

§ 7.02 Upon being deemed inactive, the Manager (or remaining active Members) may suspend the voting rights of the inactive Member's interest for the duration of the inactivity to preserve operational continuity.

§ 7.03 If inactivity persists for sixty (60) days or more, the Company reserves the right to initiate a compulsory buy-out of the inactive Member's interest at fair market value, or, if the inactive party is the sole Member, the DoC may initiate administrative dissolution.

Article VIII. Liability & Indemnification

§ 8.01 The Company shall be solely liable for its own debts, obligations, and liabilities.

§ 8.02 No Member, Manager, officer, or agent of the Company shall be held personally liable for the debts, obligations, or liabilities of the Company solely by reason of their operational capacity or equity ownership.

§ 8.03 The Company shall indemnify and hold harmless its Managers and officers for actions taken in good faith on behalf of the Company, strictly excluding acts of intentional fraud or gross negligence.

Article IX. Amendments & Severability

§ 9.01 **Amendments:** This Certificate may only be amended, altered, or repealed by a 100% unanimous affirmative vote of the Membership Interest. All amendments must be filed in the Company Docket.

§ 9.02 **Severability:** If any provision of this Certificate is determined by a court of competent jurisdiction to be invalid or unenforceable, such determination shall not affect the validity or enforceability of the remaining provisions.

Article X. Dissolution

§ 10.01 The Company may be dissolved upon the adoption of a formal dissolution resolution requiring a 100% majority vote of the Membership Interest.

§ 10.02 Upon dissolution, the Company shall wind up its affairs, satisfy all outstanding creditor and DoC obligations, and distribute any remaining assets to the Members in proportion to their Membership Interest.

§ 10.03 A Certificate of Dissolution shall be filed in the Company Docket upon the completion of the winding-up process.

IN WITNESS WHEREOF, the undersigned Incorporator has executed this Certificate of Formation to be filed with the Department of Commerce of the Commonwealth of Redmont.

Signature: /s/ Sam07x

IGN Name: Sam07x

Title: Founder, CEO, & Incorporator

Date: 26 February 2026

