CERTIFICATE OF FORMATION
OF
PAPILLON LLC

Pursuant to the Legal Entity Act and other applicable laws of the Commonwealth of Redmont, the undersigned incorporator hereby adopts and files this Certificate of Formation to form a limited liability company.

ARTICLE I

The name of the limited liability company is Papillon LLC (the “Organization”).

ARTICLE II

The corresponding in-game business plugin name of the Organization is: Papillon

ARTICLE III

The name of the incorporator of the Organization is: Smami

ARTICLE IV

1. The Organization is formed as a *non-profit member-based limited liability company*.
2. The Organization’s clear nonprofit goal is to support players in need.
3. The Organization shall operate exclusively for lawful nonprofit purposes under the laws of the Commonwealth of Redmont. No revenue, profit, or assets of the Organization shall be distributed to members by reason of their membership, and all funds and assets of the Organization shall be used only to further the Organization’s nonprofit mission.
4. The Organization intends to seek tax-exempt treatment and shall maintain such transaction and accounting records, and submit financial reports, as may be required by law or by the Department of Commerce.

ARTICLE V

1. The Organization shall be a *member-based limited liability company* and shall be *manager-managed*.

2. The sole initial member of the Organization is the incorporator, who shall hold *100% of the membership interest* in the Organization unless and until additional members are admitted in accordance with this Certificate and applicable law.
3. There shall initially be one class of membership, and all members shall have *equal voting rights*.
4. The initial manager of the Organization shall be the *incorporator*. The manager shall be responsible for the day-to-day management and operation of the Organization, subject to those matters reserved to the members by this Certificate or by applicable law.

ARTICLE VI

1. No person shall be required to make any future capital contribution to the Organization unless such contribution is later approved by member vote.
2. No historical funds, donations, or expenditures associated with the Organization prior to the adoption of this Certificate shall be treated as a required formation contribution unless later recognized by member resolution or Organization records.

ARTICLE VII

1. Due to the nature of the Organization as a non-profit LLC: no profits, surplus, or assets of the Organization shall be distributed to members. All Organization funds, assets, income, and resources shall be applied solely toward the Organization's nonprofit purpose and lawful operating needs.
2. Any accounting allocation of income, expense, gain, or loss shall be for internal recordkeeping only and shall not create any right of distribution to members.

ARTICLE VIII

New members may be admitted to the Organization *only by unanimous vote of the members*, unless this Certificate is later amended in accordance with its amendment provisions.

ARTICLE IX

1. Membership interests in the Organization shall be *non-transferable unless all members approve* the transfer by resolution.

2. Resignation or removal of a member shall follow the default and applicable procedures under the Legal Entity Act and any lawful bylaws adopted pursuant to this Certificate.

ARTICLE X

1. In the event of any dispute among members, the members shall first attempt in good faith to resolve the matter internally through discussion and internal Organization process.
2. Only if the dispute remains unresolved after reasonable internal efforts may a party proceed to the courts of the Commonwealth of Redmont.

ARTICLE XI

1. This Certificate of Formation may be amended by *simple majority vote of the members*.
2. No amendment shall be interpreted to impose personal liability on a member except to the extent expressly permitted by law and with any notice or consent required by law.

ARTICLE XII

1. The Organization may adopt separate bylaws in the future to regulate internal Organization affairs, provided that such bylaws do not conflict with this Certificate of Formation or applicable law.

ARTICLE XIII

1. The Organization shall have perpetual existence unless dissolved in accordance with this Certificate of Formation and applicable law.
2. In the event of any conflict between the bylaws and this Certificate, this Certificate shall control.

ARTICLE XIV

1. The Organization may be dissolved upon *simple-majority approval of the members*, and dissolution shall otherwise follow the default process provided by applicable law.

2. Upon dissolution and winding up, the Organization shall settle its affairs, satisfy its obligations, and dispose of its remaining assets in accordance with applicable law and any lawful dissolution resolution.
3. Due to the nature of the Organization as a non-profit LLC, upon voluntary windup and dissolution any net leftovers shall be transferred to the government or returned equally to the Organization's donors up to their total donated amount, as required by law.

ARTICLE XV

The Organization shall have perpetual existence unless dissolved in accordance with this Certificate and applicable law.

Dated: _____

Incorporator: Smami