CERTIFICATE OF INCORPORATION

of

EAST LAW INC.

A Corporation

Organized Under the Legal Entity Act of the Commonwealth of Redmont

East Law Inc.
Certificate of Incorporation

Office of the Board of Directors
Date of Incorporation: March 2, 2026

ARTICLE 1: NAME

The name of the Corporation shall be **East Law Inc.** (the "Corporation", "Company", "Firm"). The Firm may also be referred to as "East Law".

ARTICLE 2: IN-GAME COMPANY

The name of the Corporation as registered in the business plugin shall be **eastlaw**, created via the `/db create` command in-game.

ARTICLE 3: INCORPORATOR

The incorporator of this Corporation is:

> **In-Game Name (IGN):** Gusud
> **Role:** Founder & Chairman of the Board

ARTICLE 4: NATURE AND PURPOSE OF BUSINESS

The nature of the business or purposes to be conducted or promoted by the Corporation is: to engage in any lawful act or activity for which a Corporation may be organized under the Laws of Redmont, and by such statement all lawful acts and activities shall be within the purposes of the Corporation, except for express limitations, if any.

The primary purpose of the Corporation shall be to provide professional legal services and legal technology within the Commonwealth of Redmont, including but not limited to:

- **Civil and Criminal Litigation:** Filing and defending lawsuits on behalf of clients in all courts of the Commonwealth.
- **Legal Consultation:** Providing legal advice on various areas of Redmont law, including constitutional, criminal, civil, corporate, and regulatory matters.
- **Legal Research and Publishing:** Maintaining legal databases, case law research tools, and public legal resources for the benefit of the Commonwealth.
- **Company Law:** Advising on business formation, incorporation, mergers, regulatory compliance, and corporate governance.
- **Contract Drafting and Review:** Creating and reviewing contracts for clients.

ARTICLE 5: CAPITALIZATION AND SHARE CLASSES

5.1 Authorized Shares

The Corporation is authorized to issue a total of **110,000 shares**, divided into the following classes:

Share Class	Authorized	Par Value	Voting Rights	Dividend Rights
Common Stock	100,000 shares	$1 per share	1 vote per share	Yes (variable)
Preferred Stock	10,000 shares	$1 per share	None	Yes (priority, fixed)

5.2 Common Stock

Each share of Common Stock shall entitle its holder to one (1) vote on all matters submitted to a vote of shareholders. Common Stock holders shall be entitled to receive dividends when declared by the Board of Directors, after satisfaction of any Preferred Stock dividend obligations.

5.3 Preferred Stock

Preferred Stock shall carry no voting rights, except as required by the Legal Entity Act, Part IV, Section 2(4). Preferred Stock holders shall have no voting rights on any matter except where a proposed amendment to this Certificate would increase or decrease the number of authorized Preferred Stock shares, alter the par value, or adversely alter the powers, preferences, or special rights of Preferred Stock, in which case the holders of Preferred Stock shall be entitled to vote as a class upon such proposed amendment with approval requiring at least a majority of outstanding Preferred Stock shares.

Preferred Stock holders shall be entitled to receive fixed dividends as determined by the Board of Directors at the time of issuance, with priority over Common Stock holders. In the event of dissolution, Preferred Stock holders shall receive their par value before any distribution to Common Stock holders.

5.4 Initial Issuance

At incorporation, **100,000 shares of Common Stock** shall be issued to the Founder, Gusud, at par value. No Preferred Stock shall be issued at incorporation.

5.5 Future Issuance

New shares of either class may be issued as follows:

a. The Board of Directors shall propose the issuance, specifying the class, number of shares, price per share (which shall not be less than the par value), and the proposed purchaser or recipient.

b. The proposed issuance shall be submitted to the holders of Common Stock for approval by simple majority vote.

c. Upon approval, the shares shall be issued and recorded in the Share Register, and a share certificate shall be issued as required by the Legal Entity Act, Part IV, Section 5.

The Board may also authorize additional shares beyond the currently authorized amount by amendment to this Certificate of Incorporation in accordance with Article 14.

5.6 Share Register

The Corporation shall maintain a Share Register in accordance with the Legal Entity Act, Part IV, Section 8. The Share Register shall be kept in the Incorporated Entity Summary (Company Docket) and shall maintain a record of all shares, including class, serial number, and holder. The Share Register shall have a rebuttable presumption of containing actual share ownership.

The Corporation may issue share certificates as in-game written books in accordance with the Legal Entity Act. The creation and destruction of share certificates shall be filed in the Company Docket.

ARTICLE 6: BOARD OF DIRECTORS

6.1 Powers

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The Board shall be responsible for:

- Setting corporate policy and strategic direction;
- Hiring, setting compensation for, supervising, and removing the CEO and other officers;
- Approving issuance or transfer of shares, dividends, major contracts, and other significant commitments;
- Overriding decisions made by the CEO or any officer by a majority vote of the Board; and
- Any other powers granted by the Legal Entity Act or this Certificate of Incorporation.

6.2 Size and Composition

The Board of Directors shall consist of no fewer than one (1) and no more than five (5) members. The initial Board of Directors shall consist of two (2) members:

Chairman of the Board: Gusud

Member of the Board: ThePufferOffical

Additional directors may be appointed by shareholder resolution. There shall be no limit on the number of consecutive terms a director may serve.

6.3 Chairman of the Board

The Board shall elect a Chairman from among its members. The Chairman shall preside over Board meetings. In the event of a tied vote, the Chairman shall cast the deciding vote. The Founder, Gusud, shall serve as the initial Chairman.

6.4 Board Meetings and Quorum

The Board shall meet at least once per quarter. A quorum for Board business shall be a majority of the sitting Board members. Meetings may be held in-game, on Discord, or through any other medium agreed upon by the Board.

6.5 Election and Removal of Directors

Directors shall be elected and removed by shareholder resolution in accordance with the Legal Entity Act. Any appointment, election, removal, or resignation of a director shall be filed in the Company Docket with their name and title.

ARTICLE 7: OFFICERS

7.1 Appointment

The Corporation shall have such officers as the Board of Directors requires. Officers shall be appointed and removed at the pleasure of the Board. Any hiring or removal must include documented reasoning recorded in the Company Docket.

7.2 Initial Officers

Chief Executive Officer (CEO): Gusud

The CEO shall manage day-to-day operations consistent with Board policy, including entering contracts, representing clients, hiring employees, and managing financial operations. Any action outside Board-set limits requires prior Board approval.

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ARTICLE 8: INITIAL SHARE REGISTER

As of the date of incorporation, the share register of the Corporation is as follows:

Shareholder	Share Class	Shares Held	% of Voting Power
Gusud	Common Stock	100,000	100%

Outstanding Shares: 100,000 Common Stock.
Authorized but Unissued: 0 Common Stock; 10,000 Preferred Stock.

ARTICLE 9: SHAREHOLDER VOTING AND MEETINGS

9.1 Voting Rights

Each share of Common Stock shall entitle its holder to one (1) vote on all shareholder matters. Preferred Stock shall carry no voting rights. Shares held by the Corporation itself shall not be entitled to vote nor be counted for quorum purposes.

9.2 Shareholder Meetings

Meetings may be held in-game, on Discord, or through any medium chosen by the Board. The Board, the Chairman, or holders of at least 10% of the outstanding voting shares may call special meetings.

9.3 Quorum

The quorum for a shareholder resolution shall be 50% of all voting power. Where a resolution fails due to quorum, the provisions of the Legal Entity Act shall apply.

9.4 Resolutions

Unless otherwise provided by this Certificate, shareholder resolutions shall be adopted by a simple majority of votes cast. Resolutions must be open for vote for 48 hours and posted in a place accessible to all eligible voters.

ARTICLE 10: DIVIDENDS AND FINANCIAL CONTROLS

10.1 Profit Retention

By default, the Corporation's profits shall be retained for growth, reserves, or operations. No dividends shall be paid unless the Board approves a dividend distribution.

10.2 Dividend Approval

Any dividend declaration requires Board approval and shall be distributed as follows:

a. First, to Preferred Stock holders at the fixed rate determined at issuance;
b. Then, to Common Stock holders pro rata based on share ownership at the record date.

10.3 Dividend Calculation — Owned Shares Only

For the purposes of dividend distribution, only shares that have been issued and are currently owned by a shareholder shall be counted as "total outstanding shares." Unissued or unsold shares shall be excluded entirely from dividend calculations. Dividends shall be distributed proportionally among all owned shares (both Common Stock and Preferred Stock) based on the number of owned shares held by each shareholder relative to the total number of owned shares, subject to the priority of Preferred Stock holders under Section 10.2.

10.4 No Dividend on Unissued Shares

For the avoidance of doubt, no dividends shall accrue or be payable on shares that have been authorized but not yet issued or sold. Such shares shall not be counted in any dividend calculation.

10.5 Financial Records

The Corporation shall maintain accurate ledgers of income, expenses, assets, and liabilities. The Board may order audits at any time. Shareholders and Board members shall have reasonable access to financial records in accordance with the Legal Entity Act.

ARTICLE 11: TRANSFER OF SHARES

11.1 Transfer Process

Shares of either class may be transferred as follows:

a. The transferring shareholder shall submit a written transfer request to the Board of Directors, specifying the class, number of shares, and proposed transferee.
b. The Board shall present the transfer request to the holders of Common Stock for approval by a simple majority vote.
c. Upon approval, the transfer shall be recorded in the Share Register and filed in the Company Docket, specifying the class, amount, transferor, and transferee, in compliance with the Legal Entity Act, Part IV, Section 8.

11.2 Right of First Refusal

Before any shares may be transferred to a third party, the transferring shareholder must first offer the shares to existing shareholders of the Corporation at the same price and on the same terms. Existing shareholders shall have fourteen (14) days to accept or decline the offer. If no existing shareholder accepts, the transfer may proceed to the third party, subject to Common Stock majority approval as set forth in Section 11.1.

11.3 New Shareholders

Any new shareholder acquiring shares through issuance (not secondary market transfer) must acknowledge the current version of this Certificate of Incorporation.

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ARTICLE 12: LIABILITY AND INDEMNIFICATION

12.1 Limited Liability

No shareholder, director, or officer shall be personally liable for the debts, obligations, or liabilities of the Corporation solely by reason of being a shareholder, director, or officer, except as expressly provided by law or by this Certificate of Incorporation.

12.2 Indemnification

The Corporation shall indemnify its directors, officers, and agents to the maximum extent permitted under the Legal Entity Act for any act taken in good faith on behalf of the Corporation. Directors and officers shall be fully protected in relying in good faith upon the records of the Corporation and upon information, opinions, and reports presented by any person whose professional competence has been selected with reasonable care.

ARTICLE 13: DISPUTE RESOLUTION

a. **Good Faith Negotiation.** In the event of any dispute arising between shareholders, directors, officers, or other agents, the parties shall first attempt to resolve the dispute through good faith negotiation within seven (7) days.
b. **Mediation.** If good faith negotiation fails, the disputing parties shall submit the matter to mediation by a mutually agreed-upon neutral third party before pursuing litigation.
c. **Judicial Resolution.** If mediation fails to resolve the dispute, any party may file a lawsuit in the courts of the Commonwealth of Redmont, which shall have jurisdiction over all disputes arising under this Certificate of Incorporation.

ARTICLE 14: AMENDMENTS

a. This Certificate of Incorporation may be amended by shareholder resolution, requiring a **supermajority (two-thirds or more)** of the outstanding voting shares.
b. Any proposed amendment must be submitted in writing to all voting shareholders at least seven (7) days prior to the vote, unless all shareholders unanimously waive the notice requirement.
c. Any amendment shall be filed in the Company Docket in accordance with the Legal Entity Act, containing the version of the document before and after the amendment.
d. The holders of each share class shall be entitled to vote as a class upon any amendment that would increase or decrease the authorized shares of such class, change the par value, or

adversely alter the rights of that class.

ARTICLE 15: BYLAWS

1. Bylaws adopted by the Corporation shall supplement this Certificate of Incorporation and govern internal operations.
2. In the event of a conflict between bylaws and this Certificate of Incorporation, this Certificate of Incorporation shall prevail.
3. The Board of Directors may adopt, amend, or repeal bylaws by a majority vote.

ARTICLE 16: DURATION AND DISSOLUTION

16.1 Duration

The Corporation shall have perpetual existence unless dissolved in accordance with this Article or the Legal Entity Act.

16.2 Dissolution

Dissolution may be initiated by the adoption of a resolution advising dissolution by the Board of Directors, followed by approval of shareholders holding a simple majority of the outstanding voting shares. The Corporation may also be dissolved by court order or by administrative action of the Department of Commerce.

16.3 Winding Up

Upon dissolution, all assets of the Corporation shall be distributed after satisfaction of all obligations as follows:

i. First, to Preferred Stock holders at par value;
ii. Then, to Common Stock holders pro rata based on share ownership.

The process of winding up shall follow the provisions of the Legal Entity Act.

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ARTICLE 17: RECORDS, ACCESS, AND CONFIDENTIALITY

17.1 Access to Information

Each director shall have unrestricted and absolute access to information regarding the status of the business and financial condition of the Corporation. Shareholders shall have reasonable access to such information as is just and reasonable, in accordance with the Legal Entity Act.

17.2 Confidentiality

Directors, officers, and employees of the Corporation may keep confidential from shareholders any information that they reasonably believe to be in the nature of trade secrets, or that the disclosure of which would not be in the best interest of the Corporation, or that they are required by law or agreement to keep confidential, in accordance with the Legal Entity Act.

ARTICLE 18: GOVERNING LAW

This Certificate of Incorporation shall be governed by and construed in accordance with the laws of the Commonwealth of Redmont, including the Legal Entity Act.

ARTICLE 19: REGISTERED AGENT

The registered agent for service of process and official communications shall be **Gusud**, contactable via the DemocracyCraft Forums and in-game. The Incorporated Entity Summary may designate an alternative individual to receive legal correspondence on behalf of the Corporation.

ARTICLE 20: SEVERABILITY

If any provision of this Certificate of Incorporation is held to be invalid or unenforceable under the laws of the Commonwealth of Redmont, the remaining provisions shall continue in full force and effect.

Executed by the Incorporator (Gusud)

Date: 2nd March 2026