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CERTIFICATE OF INCORPORATION

Article 1: Parties & Incorporator:

1. **The Corporation:** The name of the corporation is "Erbium Group" (the "Corporation").
2. **The Shareholder:** The initial sole shareholders of the Corporation are Devaculous & MrCheesGuy.
3. **The Incorporators:** The incorporators of the Corporation are Devaculous & MrCheesGuy.

Article 2: Purpose:

The Corporation serves as a holding company, overseeing and managing investments in its subsidiary entities, while remaining free to pursue any other lawful business or activity as opportunities arise.

Article 3: Stock:

1. **Authorised Shares:** The total number of shares the Corporation is authorized to issue is 1,000 shares of Class A Voting Stock, with a par value of $1.00 per share.
2. **Initial Issuance & Ownership:** Upon incorporation, all 1,000 authorized Class A Shares shall be issued, with 501 being issued to Devaculous, and 499 being issued to MrCheesGuy.
3. **Issuance of New Shares:** The Board of Directors shall have the authority to issue any authorized but unissued shares at any time, for any price, and to any person or entity as it deems fit.
4. **Amendment Procedure:** This Certificate may be amended by a majority vote of the outstanding Class A shares.

Article 4: Management & Decision-making:

1. **Ultimate Authority:** All voting power rests with the holders of Class A Shares.
2. **Board of Directors:** The business and affairs of the Corporation shall be managed by a Board of Directors. The Class A Shareholders have the exclusive right to appoint and remove any director and officer by a majority vote.

3. **Officers:** The day-to-day business operations and transactions of the Corporation shall be managed by a Board of Directors.
4. **Initial Board of Directors:** The initial Board of Directors shall consist of Devaculous and MrCheesGuy.
5. **Initial Officers:** The initial Officers shall consist of:
    a. Chief Executive Officer - Devaculous
    b. Chief Operating Officer - MrCheesGuy
6. **Quorum:** A quorum for any vote of the Board shall be a majority of directors. A quorum for any vote of the Shareholders shall consist of the holders of at least 50% of the outstanding Class A Shares.

Article 5: Roles & Responsibilities:

1. **Shareholder:** The role of the Shareholder is to provide capital, elect and oversee the Board of Directors, and approve major corporate decisions.
2. **Board of Directors:** The role of the Board is to oversee the day-to-day operations of the Corporation, ensure regulatory compliance, appoint officers, and act in the best interest of the Corporation and its Shareholders.
3. **Officers:** The role of the Officers is to manage the day-to-day operations of the Corporation, ensure regulatory compliance, appoint and manage employees, and act in the best interest of the Corporation and its Shareholders.

Article 6: Inactivity & Forfeiture:

1. **Shareholder:** In compliance with the Legal Entity Act, shareholders must maintain activity within the Commonwealth. The requirement shall be a minimum of 6 hours of playtime in the last 30 days.
2. **Violation:** If the shareholder violates this requirement, the Corporation reserves the right to buy back their shares at Par Value.

Article 7: Transfer of Shares:

The transfer of Class A Shares is subject to a Right of First Refusal. A shareholder wishing to sell their shares must first offer them to the other existing Class A shareholders on a pro-rata basis.

Article 8: Dividends & Distribution:

The declaration and payment of any dividends shall be at the discretion of the Board of Directors.

Article 9: Dispute Resolution & Bylaws:

1. **Dispute Resolution:** Any dispute arising under this Agreement shall be resolved through the courts of the Commonwealth of Redmont.
2. **Bylaws:** The Board of Directors may adopt and amend internal Bylaws, provided they do not conflict with this Certificate.

Article 10: Exit Strategies:

Provisions for events such as shareholder demise, incapacitation, or the desire to divest, including buy-sell, drag-along, and tag-along rights, may be established in the Corporation's Bylaws.

Article 11: Confidentiality & Non-Compete:

All directors and officers shall be bound by a duty of confidentiality regarding the Corporation's non-public business.

Article 12: Financing Arrangements:

The Corporation may secure funding through debt or equity as determined by the Board of Directors.

Article 13: Shareholder Information & Meetings:

Meetings of Shareholders shall be held as needed and may be called by the Board of Directors. However, formal meetings may be waived in favor of written consent by the Shareholder.

Article 14: Duration:

The Corporation shall have perpetual existence. It may be dissolved by a written resolution of the Shareholder, followed by the winding up of affairs and distribution of assets.

15th of March, 2026
Signed:
Devaculous

INCORPORATOR

MrCheesGuy

INCORPORATOR

