

Certificate of Incorporation and Shareholders' Agreement

INTRODUCTION AND PARTIES

This Certificate of Incorporation is made for the purpose of outlining the operation and governance of the Fazbear Entertainment, Inc. (hereinafter referred to as the 'Corporation'). This Agreement is made and entered into as of June 16, 2026, by and between the Corporation and the shareholders of the Corporation under the jurisdiction of the Commonwealth of Redmont.

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DEFINITIONS

(1) 'Simple majority' shall be defined as more than half of the votes cast, provided a quorum is met. Abstentions and non-votes shall not count toward the total.
(2) 'Supermajority' shall be defined as a two-thirds supermajority of votes cast.
(3) 'Officer' shall be defined as an individual with executive duties who is a key decision maker and leader within the Corporation.

NAME AND CORPORATION DETAILS

(1) The name of this Corporation shall be ‘Fazbear Entertainment, Inc.’.
(2) The business plugin name of this corporation shall be ‘FazEnt’.

PURPOSE

The Corporation shall engage in any lawful act or activity for which Corporations may be organised under the Laws of Redmont.

MANAGEMENT AND DECISION-MAKING

(1) Board of Directors:
(a) There shall be a Board of Directors that shall manage the business and affairs of the Corporation.
(i) The Board of Directors shall be made up of four members.
(ii) Julia Tempest shall serve as a First Director and the initial Chairwoman.
(b) The Board of Directors shall elect a Chairperson amongst themselves.
(i) The Chairperson shall preside over the Board of Directors.
(c) Directors shall be elected and removed by Class A shareholders through resolutions.
(i) For such resolutions to pass, a simple majority vote is required.
(d) The Board of Directors shall appoint and dismiss Officers.
(i) This shall require a simple majority vote.
(e) All decisions taken by the Board of Directors and the Shareholders shall require a quorum.
(f) Shareholders agree to maintain the confidentiality of the Corporation’s confidential information.

OWNERSHIP AND EQUITY DISTRIBUTION

(1) Class A Shares
(a) the Corporation shall initially be authorised to issue 25,000 Class A shares.
(b) The par value per share shall be $0.1.
(c) Upon registration, all 25,000 Class A shares shall be issued to Julia Tempest.
(d) 'Class A share' shall be defined as a share that entitles the holder to one vote on all matters submitted to a shareholder vote, but is not entitled to dividends.

(2) Class B Shares
(a) the Corporation shall initially be authorised to issue 5,000 Class B shares.
(b) The par value per share shall be $0.1.
(c) Upon registration, all 5,000 Class B shares shall be issued to Julia Tempest.
(d) 'Class B share' shall be defined as a share that does not have voting rights but entitles the holder to dividends.

(3) Issuing Further Shares
(a) Issuance of Class B shares shall require a supermajority vote within the Board of Directors.
(b) Issuance of Class A shares shall require a supermajority vote within the Board of Directors, and a simple majority vote with the Shareholders.

(4) Incorporators
(a) The sole Incorporator of the Corporation shall be Julia Tempest (JuliaMC_).

(5) Certificate of Incorporation Amendment
(a) Amendments shall originate from the Board of Directors by a simple majority vote.
(b) The Certificate of Incorporation must be amended by a stockholder vote of at least a majority.
(c) The holders of the outstanding shares of a class shall be entitled to vote as a class upon a proposed amendment, whether or not entitled to vote by the Certificate of Incorporation, if the amendment includes–
- Increasing or decreasing the number of shares;
- Increasing or decreasing the par value of shares; or
- Changing the powers delegated to that share class.
(i) Such an amendment must reach at least a majority in each class.

TRANSFER OF OWNERSHIP

(1) Shareholders may transfer or sell their shares in accordance with this Certificate of Incorporation.
(a) Shareholders must inform the Board of Directors of any transfer or sale of shares within one day of the transfer or sale occurring.

(2) Share evaluations shall be determined through a negotiated agreement based upon fair market value.
(a) If an agreement cannot be negotiated, the Board of Directors shall appoint an independent appraiser to determine share evaluations.

DISPUTE RESOLUTION

(1) If a dispute occurs, the first course of action should be to find a common mediator with no conflict of interest and mediate the issue.
(2) If a mediation fails, the dispute may be settled through non-binding arbitration in accordance with the laws of Redmont.

ROLES AND RESPONSIBILITIES

(1) Shareholders:
(a) Shareholders shall have the responsibility to vote in major corporate decisions, as defined within this Certificate of Incorporation, ensure ethical conduct and provide capital.

(2) Board of Directors:
(a) The Board of Directors shall have the responsibility to set strategic direction, hire and oversee the Officers, ensure financial oversight, maintain legal and ethical compliance, and represent stakeholder interests

(3) Officers:
(a) Officers shall have the responsibility to manage the Corporation's daily operations, implement board strategies, make business decisions, and handle finances.
(b) The following Officer positions are hereby established:
(i) Chief Executive Officer;
(ii) Chief Operating Officer;
(iii) Chief Financial Officer;
(iv) Chief Marketing Officer; and
(v) Chief Legal Officer.

EXIT STRATEGIES

(1) In the event of the permanent deportation of a Shareholder, or their stated desire to fully divest from the Corporation, the other Shareholders shall have the right to purchase all of the Shareholder's shares at an appropriately valued price.

RESERVED MATTERS

(a) The following matters shall require unanimous approval of all Shareholders:
(i) The dissolution of the Corporation;
(ii) The liquidation of the Corporation; and
(iii) Entering into a merger, acquisition, or consolidation.

FINANCING ARRANGEMENTS

(1) The Board of Directors shall have the power to finance the Corporation through debt, equity, and other means.

SHAREHOLDER INFORMATION AND MEETINGS

(1) Shareholders shall have the power to inspect any and all records, books, and transactions of the Corporation.
(2) Every six months, a shareholder meeting shall be called.

DIVIDENDS AND DISTRIBUTION

(1) The Board of Directors shall have the sole power to determine and distribute dividends for Class B shares.

(a) This shall require a simple majority vote.

DISSOLUTION AND WINDING UP

Upon formal dissolution of the Corporation in accordance with this document, the formal process laid out under Part III, Section 10 of the Legal Entity Act shall occur and the Corporation shall wound up.