# COMMONWEALTH OF REDMONT

Department of Commerce

## CERTIFICATE OF INCORPORATION

# FISHS BANK ATM CORPORATION

*Incorporated pursuant to the Legal Entity Act of the Commonwealth of Redmont*

The undersigned incorporator, being a natural person of the Commonwealth of Redmont, pursuant to the Legal Entity Act and all applicable laws of the Commonwealth of Redmont, does hereby adopt the following Certificate of Incorporation for **FISHS BANK ATM CORPORATION** (hereinafter the "Corporation"). Unless a contrary intention is expressed herein, the Corporation shall have perpetual existence in accordance with the Legal Entity Act Part IV:

## ARTICLE I - CORPORATE NAME

1.1. The name of the Corporation is:

**FISHS BANK ATM CORPORATION**

1.2. The in-game business plugin name (/db) of the Corporation is **"FishsBank-ATM"**, in compliance with the Legal Entity Act Part IV §1(2)(b).

1.3. The Corporation shall operate under the full legal name "Fishs Bank ATM Corporation" and its registered plugin identifier "FishsBank-ATM" for all in-game commercial purposes.

## ARTICLE II - INCORPORATORS

2.1. The name(s) of the incorporator(s) of this Corporation, in compliance with the Legal Entity Act Part IV §1(2)(c), is/are:

**AboundedComet**

## ARTICLE III - PURPOSE AND NATURE OF BUSINESS

3.1. The nature of the business to be conducted or promoted by the Corporation, in compliance with the Legal Entity Act Part IV §1(2)(d), is as follows:

> The Corporation is formed to engage in any lawful act or activity for which corporations may be organised under the Laws of Redmont. Pursuant to the Legal Entity Act Part IV §1(2)(d)(i), this statement is sufficient to encompass all lawful acts and activities, except for any express limitations stated herein.

3.2. Without limiting the generality of the foregoing, the Corporation's primary business activities shall include: automated teller machine (ATM) operations, cash services, and all related ATM banking activities under the Fishs Bank ATM Corporation brand.

3.3. The Corporation shall at all times conduct its business in compliance with all applicable laws of the Commonwealth of Redmont, including but not limited to the Legal Entity Act, the Commercial Standards Act, and the Taxation Act.

## ARTICLE IV - AUTHORISED SHARE CAPITAL

4.1. The total number of shares of all classes of stock that the Corporation is authorised to issue is **ONE HUNDRED (100)** Class A shares, in compliance with the Legal Entity Act Part IV §1(2)(e).

| Share Class | Authorised | Issued | Holder(s) | Votes/Share |
|---|---|---|---|---|
| Class A | 100 | 100 | See §4.2 | 1 vote/share |

**CLASS A SHARES - ORDINARY VOTING SHARES**

(a) **ONE HUNDRED (100)** Class A shares are authorised, all of which are issued at incorporation.

(b) Par value: $1.00 per share.

(c) Each Class A share carries one (1) vote per share on all matters submitted to shareholders.

(d) Class A shares are strictly private and shall not be listed, offered, or traded on any public stock exchange or secondary market at any time without a resolution of the Board of Directors.

(e) Class A shares may only be transferred with prior written approval of the Board of Directors. The Board may withhold consent at its sole and absolute discretion.

(f) Class A shareholders shall have the exclusive right to elect, re-elect, and remove all members of the Board of Directors.

(g) Class A shareholders must approve by simple majority: any merger, consolidation, or acquisition; any sale of substantially all assets; any amendment to this Certificate; any dissolution; and any issuance of new shares of any class.

(h) Class A shareholders are entitled to dividends if and when declared by the Board of Directors.

**4.2. INITIAL SHARE ISSUANCE AT INCORPORATION:**

| Shareholder | Share Class | Shares Held | % of Class A |
|---|---|---|---|
| Fishs Corporation | Class A | ONE HUNDRED (100) | 100% |

**4.3. GENERAL SHARE PROVISIONS applicable to all classes:**

(a) The Corporation shall at all times maintain at least one class of shares with full voting powers, in accordance with the Legal Entity Act Part IV §4(1).

(b) There shall be no fractional shares issued by the Corporation, in accordance with the Legal Entity Act Part IV §4(2).

(c) No new shares of any class shall be issued without a resolution adopted by a majority vote of the Class A shareholders, in accordance with the Legal Entity Act Part IV §2(4).

(d) The shareholder shall be liable for the part of the par value of the share that has not yet been paid up, in accordance with the Legal Entity Act Part IV §4(5).

(e) If an individual or entity holding shares of any class is inactive for more than three (3) months, the Corporation may repurchase all shares owned by them at par value, in accordance with the Commercial Standards Act.

## ARTICLE V - BOARD OF DIRECTORS

5.1. The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors, in accordance with the Legal Entity Act Part IV §6(1).

5.2. Pursuant to the Legal Entity Act Part IV §6(3), the incorporator, **AboundedComet**, shall serve as the first director from the point of incorporation until directors are otherwise duly appointed or elected.

5.3. The constituted Board of Directors shall consist of **1** director(s), duly appointed upon incorporation. The director(s) are:

**AboundedComet** - Director

5.4. Directors shall be elected and removed by Class A shareholder resolution, in accordance with the Legal Entity Act Part IV §7(2).

5.5. Each director shall serve until their successor is duly elected, or until their earlier resignation, removal, or disqualification.

5.6. Directors shall owe a fiduciary duty of care and loyalty to the Corporation as defined by the Legal Entity Act Part III §3 and Part III §8(9)(e)–§8(10)(a), including: (a) acting in good faith; (b) acting on an informed basis; (c) exercising the care of a reasonable person in a similar position and circumstance; and (d) placing the interest of the Corporation before their own personal interests.

5.7. There shall be no limit to the number of Board of Director seats, in accordance with the Legal Entity Act Part IV §7(3).

## ARTICLE VI - OFFICERS

6.1. The Board of Directors shall appoint officers to manage the day-to-day operations of the Corporation in accordance with the Legal Entity Act Part IV §3. The initial officer of the Corporation is:

**AboundedComet** - Chief Executive Officer (CEO)

6.2. Additional officers, including but not limited to a Chief Financial Officer (CFO) or Secretary, may be appointed by the Board at any time.

6.3. Officers serve at the pleasure of the Board and may be appointed and removed at any time by a majority vote of the Board, in accordance with the Legal Entity Act Part IV §3(3).

## ARTICLE VII - VOTING AND RESOLUTIONS

7.1. All voting and resolutions of the Corporation shall be conducted in accordance with the Legal Entity Act Part III §6, as follows:

(a) The quorum for any resolution shall be 50% of all voting power.

(b) Where a resolution fails due to quorum, the persons eligible to vote shall be notified, and the resolution may be reposted after 72 hours. For 10 days thereafter, quorum requirements shall be suspended for that resolution.

(c) Any resolution must be open for vote for a minimum of 48 hours.

(d) Any resolution must be posted in a place accessible to the relevant voters. Posting in the Company Docket shall always satisfy this requirement.

7.2. Unless otherwise provided in this Certificate, any shareholder with voting rights, or any director, may call for a resolution to be voted upon.

7.3. The following matters require an affirmative vote of a simple majority of Class A voting power: (a) election and removal of directors; (b) approval of any merger, consolidation, or acquisition; (c) sale of substantially all assets; (d) issuance of new shares; (e) amendment of this Certificate; and (f) dissolution of the Corporation.

## ARTICLE VIII - ACCESS TO INFORMATION

8.1. Each director shall have unrestricted and absolute access to information regarding the status of the business, financial condition of the Corporation, and other information regarding the affairs of the Corporation as is just and reasonable, in accordance with the Legal Entity Act Part III §7(1).

8.2. Each shareholder shall have reasonable access to information regarding the status of the business and financial condition of the Corporation as is just and reasonable, in accordance with the Legal Entity Act Part III §7(2).

## ARTICLE IX - LIABILITY PROTECTION

9.1. The Corporation is a separate legal entity from its shareholders, directors, and officers, in accordance with the Legal Entity Act Part I §2(3).

9.2. The Corporation shall be solely liable for its own debts, obligations and liabilities, in accordance with the Legal Entity Act Part III §10(1).

9.3. No director, manager, shareholder, employee or other agent shall be liable for the Corporation's debts solely by reason of their role, in accordance with the Legal Entity Act Part III §10(2).

9.4. Nothing in this Article shall limit the personal liability of a director or officer arising from their own breach of fiduciary duty, fraud, or wilful misconduct.

## ARTICLE X - AMENDMENTS

10.1. This Certificate of Incorporation may be amended by Class A shareholder resolution, in accordance with the Legal Entity Act Part IV §2(5). A simple majority of Class A voting power shall suffice unless a higher threshold is specified.

10.2. An amendment shall not affect any existing cause of action in favour of or against the Corporation, nor any pending legal action, per the Legal Entity Act Part IV §2(1).

10.3. All amendments must be filed with the Department of Commerce by Certificate of Amendment and posted in the Company Docket containing the version before and after the amendment, per the Legal Entity Act Part III §1(8)(a)(i).

## ARTICLE XI - DISSOLUTION AND WINDING UP

11.1. The dissolution process shall be initiated by a director resolution advising dissolution, posted in the Company Docket, per the Legal Entity Act Part III §9(1)(a)-(b).

11.2. Shareholders must then approve dissolution by simple majority vote of Class A voting power, per the Legal Entity Act Part III §9(1)(c) and §9(2).

11.3. Winding up shall consist of: (a) ending all contracts; (b) paying all creditors and debts; (c) finishing all lawsuits; and (d) distributing remaining assets to shareholders proportionate to shares held.

11.4. A Certificate of Dissolution shall be filed in the Company Docket upon completion of winding up, signed by the DOC Secretary or their delegate, per the Legal Entity Act Part III §9(8).

## ARTICLE XII - SHARE REGISTER

12.1. The Corporation shall maintain a Share Register as part of its Incorporated Entity Summary in the Company Docket, in accordance with the Legal Entity Act Part IV §8.

12.2. The Share Register at incorporation is as follows:

| Shareholder | Share Class | Shares Held | % of Class A |
|---|---|---|---|
| Fishs Corporation | Class A | 100 | 100% |

12.3. The Share Register shall be updated in the Company Docket within 48 hours of any transfer, issuance, or cancellation of shares, per the Legal Entity Act Part IV §8(2)(c).

## ARTICLE XIII - COMPANY DOCKET & REPORTING OBLIGATIONS

13.1. The Corporation shall maintain an active and publicly accessible Company Docket on the DemocracyCraft forums in accordance with the Legal Entity Act Part III §1.

13.2. The Incorporated Entity Summary (first post of the Company Docket) shall be updated without undue delay to contain: (a) registered name; (b) in-game company name; (c) directors; (d) officers and their titles; (e) the latest version of this Certificate; (f) any ongoing court cases; and (g) any ongoing regulatory enforcement actions.

## ARTICLE XIV - DISPUTE RESOLUTION

14.1. Any dispute arising out of or in connection with this Certificate, or the affairs of the Corporation, shall first be referred to the Board for resolution by good faith negotiation.

14.2. If the dispute cannot be resolved by the Board within seven (7) days, any party may bring the matter before the competent courts of the Commonwealth of Redmont.

14.3. All disputes shall be governed by the laws of the Commonwealth of Redmont, including the Legal Entity Act and the Redmont Civil Code.

## ARTICLE XV - PARTIES TO THIS CERTIFICATE

15.1. This Certificate of Incorporation is entered into by and between the Corporation and its shareholders. The Corporation, upon incorporation, and its shareholders shall be bound by the terms of this Certificate.

15.2. The Corporation is: **FISHS BANK ATM CORPORATION**, an incorporated entity organised under the Legal Entity Act of the Commonwealth of Redmont, with in-game business plugin name **FishsBank-ATM**.

15.3. A party to this Certificate is: **Fishs Corporation**, holder of ONE HUNDRED (100) Class A shares, representing 100% of the issued Class A share capital at the time of incorporation.

15.4. Any person who subsequently acquires shares in the Corporation shall, by virtue of such acquisition, become a party to and be bound by this Certificate of Incorporation.

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## EXECUTION & ATTESTATION

The undersigned, being the incorporator and initial director/officer of **FISHS BANK ATM CORPORATION**, hereby executes this Certificate of Incorporation and declares that the facts stated herein are true and correct to the best of their knowledge.

**Incorporator & Initial Director:**

Username: **AboundedComet**
Role: Incorporator / Initial Director / CEO

Signature: _____

**FOR DEPARTMENT OF COMMERCE USE ONLY**

*This Certificate of Incorporation is filed pursuant to the Legal Entity Act of the Commonwealth of Redmont. Upon approval by the Department of Commerce, **FISHS BANK ATM CORPORATION** shall be duly incorporated and recognised as a legal entity under the laws of the Commonwealth of Redmont.*

| | | | |
|---|---|---|---|
| **Date of Filing:** | _____ | **DOC Officer:** | _____ |
| **File Number:** | _____ | **Signature:** | _____ |