MERIDIAN BANK

Commercial Bank · Commonwealth of Redmont

CERTIFICATE OF INCORPORATION

Corporation

Commonwealth of Redmont · Registered under the Redmont Corporate Entities Act

Register number DOC-CO-0122 · Financial institution licence DOC-FI-0024 (Class A)

Know all persons by these presents that the undersigned, being of lawful capacity and acting as incorporator, does hereby form a Corporation pursuant to the law of the Commonwealth of Redmont, and does hereby certify as follows:

This Corporation was formed under the Legal Entity Act and continues under the Redmont Corporate Entities Act in accordance with section 85(1) of that Act. A reference in this Certificate to an Act that has since been repealed and replaced is read as a reference to the Act that replaced it.

Article 1 — Registered Name

The registered name of this Corporation is Meridian Bank.

Article 2 — In-Game Company

The name of the in-game company registered in the business plugin is MeridianBank.

Ownership of the in-game company does not of itself make a person an interest holder or agent of the Corporation, in accordance with section 8(3) of the Redmont Corporate Entities Act.

Article 3 — Incorporator

This Corporation is incorporated by: Stoppers.

Article 4 — Nature of Business

The purpose of Meridian Bank is to operate as a licensed Commercial Bank under Class A of the Redmont Commerce and Finance Act. The Corporation is authorized to engage in any lawful act or activity for which a Corporation may be organized under the laws of the Commonwealth of Redmont. The primary business activities of this entity shall include, but are not limited to:

(a) Accepting and managing customer deposits, including interest-bearing deposit accounts;

(b) Originating and servicing loans, including secured and unsecured lending;

(c) Payment and settlement infrastructure;

(d) Liquidity support and inter-institutional financing;

(e) Custody and safekeeping of client funds;

(f) Any other lawful banking and financial activity within the classes for which the Corporation holds a licence, as approved by the Board of Directors.

Article 5 — Share Structure

The Corporation shall have a single class of shares:

Class Name: Common Shares

Authorized Shares: 1,000,000

Par Value: $0.01 per share

Voting Rights: Each Common Share carries one (1) vote on all matters put to shareholders.

Economic Rights: Common Shares carry full proportional economic interest in dividends declared and in assets upon dissolution.

The initial and sole shareholder of Meridian Bank, holding one hundred percent (100%) of the issued shares, is: Stoppers.

Shares may not be issued or held to bearer. Every share is registered to a named holder in the share register held in the Entity Profile, in accordance with sections 44(7) and 45 of the Redmont Corporate Entities Act.

Article 6 — Management

Meridian Bank shall be governed by a Board of Directors. The first director of the Corporation is Stoppers, who shall serve as Chairperson with full authority over the management and affairs of the Corporation, subject to this Certificate and to the Redmont Corporate Entities Act.

Executive officers shall be appointed by the Board of Directors and include at minimum a Chief Executive Officer (CEO). Additional roles such as Chief Financial Officer (CFO) or Chief Operating Officer (COO) may be established at the Board's discretion. Officers act under the supervision of the Board and within the scope of their designated roles.

The Corporation does not establish a Supervisory Board under section 28 of the Redmont Corporate Entities Act. Should one be established by amendment, no person may serve on both the management board and the Supervisory Board.

On any vote of shareholders there shall be a quorum of at least fifty percent (50%) of the total voting power, where explicit, affirmative abstentions count towards the quorum. Resolutions must be open for votes for at least forty-eight (48) hours. Any action that may be taken by resolution may instead be taken by written consent in accordance with section 25 of the Redmont Corporate Entities Act.

Article 7 — Capital

The initial capital contribution of the sole shareholder, Stoppers, shall be such amount as determined by the shareholder at the time of formation. Additional capital contributions may be made at the discretion of the shareholders as needed to fund the operations of the Corporation.

As a Class A Commercial Bank, the Corporation shall maintain at all times the minimum capital required by section 16(5) of the Redmont Commerce and Finance Act, held in unencumbered liquid assets and not lent, pledged, distributed or returned to any owner, Operator or connected person. Where that capital falls below the required figure, the Board shall notify the Department of Commerce within 48 hours and submit a plan to restore it.

Where the net assets of the Corporation fall below half of its issued capital, the directors shall within fourteen (14) days file notice of that fact and put to the shareholders a resolution on whether to recapitalise, reduce capital, dissolve, or continue and on what basis, in accordance with section 49 of the Redmont Corporate Entities Act.

In the event that the Corporation requires additional capital, the Board of Directors may authorize the issuance of additional Common Shares, subject to the following conditions:

(a) All shares must be issued at or above fair market value, as determined by the most recent valuation accepted by the Board or by independent third-party appraisal;

(b) The Corporation must disclose all new issuances to existing shareholders, including the number of shares issued, the identity of the recipient or recipients, and the valuation basis and consideration received, by filing in the Corporation's record in the Company Register;

(c) Any issuance resulting in more than ten percent (10%) dilution of existing voting power must be approved by shareholders holding at least a majority of the Corporation's voting power.

Article 8 — Profit and Loss Distribution

All profits and losses of Meridian Bank shall be allocated to shareholders in proportion to their Common Share holdings. Distributions of profits shall be declared by the Board of Directors at such times and in such amounts as the Board determines in its discretion.

A distribution may be made only out of distributable reserves, and no distribution shall be made if, after giving effect to it, the Corporation would be unable to pay its debts as they fall due or its liabilities would exceed its assets, in accordance with section 47 of the Redmont Corporate Entities Act. No distribution shall be made that would cause the Corporation to fall below the capital required by section 16(5) of the Redmont Commerce and Finance Act, to fail to meet the reserve requirements set by the Federal Reserve Bank, or to fail to meet its obligations to depositors.

Article 9 — Issue and Transfer of Shares

9.1 — Pre-emption on New Issues.

Where the Corporation proposes to issue shares of a class for cash, it shall first offer them to the existing holders of that class, in proportion to their holdings and on the same terms, and shall keep the offer open for at least forty-eight (48) hours. Pre-emption rights may be disapplied for a particular issue by a resolution of shareholders passed by two thirds of the voting power cast, in accordance with section 52 of the Redmont Corporate Entities Act.

9.2 — Transfer of Shares.

A shareholder may transfer their shares subject to the following: (a) the transferring shareholder must first offer the shares to existing shareholders on the same terms, with not less than forty-eight (48) hours notice; (b) if no existing shareholder exercises that right, the transfer to a third party may proceed; and (c) all transfers must be filed in the Corporation's record in the Company Register under section 16(1)(e) of the Redmont Corporate Entities Act, and take effect on filing.

9.3 — Forced Sale.

If a shareholder's actions materially harm the Corporation, the Board may, with approval of shareholders holding at least seventy-five percent (75%) of the Corporation's voting power, recommend a forced sale of that shareholder's shares. Such a sale may only proceed in compliance with applicable law and with transparent disclosure, and may be executed through negotiated purchase by other shareholders or by the Corporation, subject to Article 9.4. Nothing in this Article permits the forfeiture, cancellation or compelled transfer of an interest otherwise than with the holder's consent or on payment of fair value, as section 21(6) of the Redmont Corporate Entities Act requires.

9.4 — Share Buybacks.

The Corporation may acquire its own shares only out of distributable reserves, and only where at least one outstanding share carrying full voting power remains, in accordance with section 51 of the Redmont Corporate Entities Act. In addition: (a) the Corporation must retain sufficient capital after the buyback to meet its operational and legal obligations, including the capital requirement and reserve requirements; (b) buyback terms must be disclosed to all shareholders and filed in the Corporation's record prior to

execution; and (c) any buyback affecting more than ten percent (10%) of total outstanding shares requires approval by shareholders holding at least a majority of the Corporation's voting power.

9.5 — Financial Assistance.

The Corporation shall not give financial assistance for the purpose of an acquisition of its own shares except as section 50 of the Redmont Corporate Entities Act permits.

Article 10 — Dispute Resolution

10.1 — Good Faith Negotiation.

In the event of any dispute, claim or controversy arising out of or related to this Certificate or the affairs of Meridian Bank, the parties involved shall first attempt to resolve the matter through good faith negotiation for a period of not less than seven (7) days following written notice of the dispute.

10.2 — Mediation.

If the dispute cannot be resolved through negotiation, the parties shall submit the matter to voluntary, non-binding mediation in accordance with the laws and customs of the Commonwealth of Redmont. The costs of mediation shall be borne equally by the disputing parties unless otherwise agreed.

10.3 — Recourse to the Courts.

Nothing in this Article requires any party to submit a dispute to binding arbitration, and no provision of this Certificate shall be read as excluding or limiting the right of any party to bring proceedings before the courts of the Commonwealth of Redmont. Any unresolved dispute may be brought before the appropriate judicial authority, whose decision binds the parties.

10.4 — Continuity of Operations.

Pending the resolution of any dispute, the Corporation shall continue to operate in the ordinary course of business unless otherwise ordered by a competent authority.

Article 11 — Liability

The debts, obligations and liabilities of Meridian Bank, whether arising in contract, tort or otherwise, shall be solely the debts, obligations and liabilities of the Corporation. No shareholder, director, officer, employee or other agent of the Corporation shall be obligated personally for any such debt, obligation or liability solely by reason of being such a shareholder, director, officer, employee or agent.

The foregoing is subject to the personal liability imposed by Part XI and Part XIX of the Redmont Corporate Entities Act, which this Certificate does not and may not displace, and to the power of the Federal Court under section 11(6) of that Act.

Shareholders further acknowledge that, as a licensed deposit-taking financial institution, the Department of Commerce may recover the cost of a deposit guarantee payout from a director, manager or Operator of the Corporation in the circumstances set out in section 24(12) of the Redmont Commerce and Finance Act.

Article 12 — Amendments

12.1 — Proposal.

Any shareholder holding voting power may propose an amendment by submitting the proposed amendment in writing to all shareholders, with not less than one (1) week notice prior to any vote.

12.2 — Approval.

An amendment to this Certificate requires the affirmative vote of shareholders holding at least a majority of the total voting power of the Corporation, and not merely of the voting power cast. The following

matters require the affirmative vote of shareholders holding at least seventy-five percent (75%) of the total voting power:

(a) Dissolution or winding up of the Corporation;

(b) Any merger, consolidation, division or conversion;

(c) Any share issuance resulting in more than ten percent (10%) dilution of existing voting power;

(d) Any share buyback affecting more than ten percent (10%) of total outstanding shares;

(e) Any forced sale of a shareholder's shares.

Where the Corporation has more than one class of shares, an amendment falling within section 21(4) of the Redmont Corporate Entities Act additionally requires a majority of the class affected.

12.3 — Filing.

An approved amendment shall be filed in the Corporation's record in the Company Register, setting out only the provisions created, altered or removed and showing the text of each before and after the amendment, and takes effect on filing. A consolidated text shall be filed on request of the Department of Commerce and in any event on the fifth amendment since the last consolidated text.

12.4 — Entity Profile.

The Corporation shall keep its Entity Profile current without undue delay, and shall ensure that the text of this Certificate held in the Entity Profile reflects every amendment filed.

Article 13 — Bylaws

Meridian Bank may adopt, amend or repeal bylaws governing the internal affairs of the Corporation to the extent not inconsistent with this Certificate or the Redmont Corporate Entities Act. The following matters are delegated to the Bylaws, as section 18(4) of that Act permits:

(a) Procedures for conducting meetings of shareholders and directors;

(b) Rules governing the day-to-day operations of the Corporation's banking activities;

(c) Policies regarding conflicts of interest and related-party transactions;

(d) Record-keeping requirements and procedures for maintaining the Corporation's books and financial records, including those required under Parts VIII and IX of the Redmont Commerce and Finance Act;

(e) Such other matters as the Board may determine appropriate to regulate by bylaw.

There is no requirement to adopt bylaws. In the event of any conflict between the Bylaws and this Certificate, this Certificate prevails. Bylaws may be adopted, amended or repealed by the Board of Directors with a majority vote of the Board.

Article 14 — Existence

Meridian Bank has perpetual existence unless dissolved in accordance with the Redmont Corporate Entities Act.

Article 15 — Dissolution and Winding Up

The dissolution of Meridian Bank is governed by Part XVIII of the Redmont Corporate Entities Act, subject to the following:

(a) The dissolution process shall be initiated by the Board adopting and filing a resolution advising dissolution;

(b) Dissolution must then be approved by shareholders holding at least seventy-five percent (75%) of the total voting power, and that resolution must be filed;

(c) On the filing of an approved dissolution resolution the Department of Commerce announces the winding up, and the Corporation shall give direct notice to every creditor known to it;

(d) The Corporation shall then wind up its affairs, ending all contracts, paying all creditors and debts including outstanding deposits, satisfying all reserve and regulatory obligations, concluding all legal actions, and distributing the remaining assets among shareholders in proportion to their shares;

(e) No distribution to a shareholder may be made until all creditors have been paid or provided for;

(f) A fully wound up Corporation shall file a Certificate of Dissolution, and the Corporation ceases to exist on the signature of that Certificate being filed.

The Corporation may not commence a voluntary dissolution while insolvent, and shall in that event proceed under the Bankruptcy Act.

Article 16 — Regulatory Compliance

Meridian Bank shall at all times maintain its licence as a deposit-taking financial institution with the Department of Commerce and shall comply with all applicable laws and regulations, including but not limited to:

(a) The Redmont Corporate Entities Act, including the filing obligations in Part III and the duties in Parts XI, XII and XIX;

(b) The Redmont Commerce and Finance Act, including licensing and capital under Part V, client money, deposits and the deposit guarantee under Part VI, reporting and audit under Part VIII, and taxation under Part IX;

(c) The Taxation Act, so far as it continues to apply to the Corporation;

(d) The Credit Standards Act, including the written disclosures required on every extension of credit;

(e) The Contracts Act, the Redmont Civil Code Act and the Criminal Code Act;

(f) Reserve requirements set by the Federal Reserve Bank from time to time.

The Corporation shall notify the Department of Commerce of any change to its ownership, management or operational status, and shall obtain the Department's non-objection before any person acquires a qualifying holding in the Corporation as section 18(5) of the Redmont Commerce and Finance Act requires. The Corporation shall maintain accurate and current records with the Department at all times.

Article 17 — Execution

In witness whereof, the undersigned has executed this Certificate as of the date set forth below, and certifies that the facts stated herein are true.

Signed: ___Stoppers_____

Name: Stoppers

Title: Chairperson of the Board of Directors and Chief Executive Officer

Date: 29 September 2026

Filed with the Department of Commerce in the record of Meridian Bank (DOC-CO-0122) in accordance with the Redmont Corporate Entities Act.