WESTBRIDGE LAW, P.C.
CERTIFICATE OF INCORPORATION AND ARTICLES OF INCORPORATION

PART I — FORMATION AND GENERAL PROVISIONS

1. Name, Corporate Form and Formation

(1) The name of the corporation is Westbridge Law, P.C., and that name shall constitute its Registered Name for all purposes under the Redmont Corporate Entities Act.

(2) The Corporation is a corporation within the meaning of the Redmont Corporate Entities Act.

(3) This instrument constitutes the Certificate of Incorporation and formation instrument of Westbridge Law, P.C., and shall govern the Corporation in accordance with applicable law.

(4) The Corporation shall be formed upon the filing and acceptance of this Certificate in the Company Register.

(5) The Corporation may conduct business under the name Westbridge Law, P.C., or under an approved abbreviation or trade designation, provided that:

(a) The Registered Name remains accurately recorded in the Entity Profile;

(b) The Corporation does not represent any trade designation as a separate legal entity unless separately registered; and

(c) All legally required filings identify the Corporation by its Registered Name.

(i) The Corporation may use “Westbridge Law” as a public-facing designation.

(ii) The Corporation may use “Westbridge” as an abbreviated designation where appropriate.

(iii) No abbreviation shall alter the legal identity of the Corporation.

(6) The incorporator of Westbridge Law, P.C. is:

(a) NightAlarm25338.

(2) The incorporator is the individual responsible for executing and submitting the Corporation's Certificate of Incorporation and taking the actions necessary to organize the Corporation.

(3) The incorporator shall have no continuing management authority solely by reason of serving as incorporator after the Corporation has been organized, except where otherwise expressly provided by this Certificate of Incorporation or applicable law.

2. Principal Purpose

(1) The purpose of the Corporation is to establish, maintain and operate a professional law firm providing legal and related professional services within the Commonwealth of Redmont.

(2) The Corporation may provide services including, but not limited to:

(a) Administrative law;

(b) Constitutional law;

(c) Contract law;

(d) Corporate law;

(e) Criminal law;

(f) Property law;

(g) Litigation and dispute resolution;

(h) Legal research and drafting;

(i) Legal consultation and advisory services; and

(j) Any other lawful legal or professional service permitted by applicable law.

(3) The Corporation may conduct any lawful activity reasonably related or incidental to its purpose.

(4) Nothing in this Certificate shall authorize the Corporation or any person acting on its behalf to engage in the practice of law without the legal qualification or supervision required by the laws of the Commonwealth of Redmont.

3. Duration

(1) The Corporation shall have perpetual existence unless dissolved in accordance with this Certificate, the Bylaws, or applicable law.

(2) The existence of the Corporation shall not be terminated by:

(a) The resignation, removal or death of an officer;

(b) The resignation, removal or death of a director;

(c) The transfer of shares;

(d) The departure of a Partner; or

(e) The closure of any individual branch.

4. Registered Office and Designated Individual

(1) The Corporation shall maintain a registered office and Entity Profile in accordance with applicable law.

(2) The Board of Directors shall designate an individual responsible for receiving legal correspondence on behalf of the Corporation.

(3) Unless otherwise determined by the Board of Directors:

(a) The Chairman of the Board of Directors shall serve as the designated individual; or

(b) The Board may designate the General Counsel or another officer.

(4) The designated individual shall ensure that legally required notices, summonses and other official communications are promptly brought to the attention of the appropriate corporate authority.

5. Definitions

(1) For purposes of this Certificate:

(a) “Act” means the Redmont Corporate Entities Act, as amended or replaced from time to time.

(b) “Articles” means this Certificate of Incorporation and Articles of Incorporation.

(c) “Board” means the Board of Directors of Westbridge Law, P.C.

(d) “Board of Partners” means the professional governance body established under Part VIII.

(e) “Bylaws” means the Bylaws of Westbridge Law, P.C.

(f) “Corporation” means Westbridge Law, P.C.

(g) “Director” means a member of the Board of Directors.

(h) “Managing Partner” means the officer serving as the Corporation’s Chief Executive Officer and Chairman of the Board of Partners.

(i) “Partner” means an individual admitted to the partnership leadership structure of the Corporation under the Bylaws or applicable corporate policy.

(j) “Shareholder” means the registered holder of one or more shares of the Corporation.

(k) “Branch” means an office or organizational unit established by the Corporation for the conduct of its business in a particular location or jurisdiction.

(l) “Practice Group” means an organizational unit responsible for a particular area of legal practice.

(2) Terms defined in the Act shall have the same meaning in this Certificate unless the context requires otherwise.

6. Relationship to Law and Governing Instruments

(1) This Certificate constitutes the Corporation’s formation instrument.

(2) The Corporation shall operate in accordance with:

(a) The Constitution and laws of the Commonwealth of Redmont;

(b) The Redmont Corporate Entities Act;

(c) Laws governing the legal profession and licensed legal practitioners;

(d) This Certificate;

(e) The Bylaws;

(f) Resolutions of the Board of Directors;

(g) Resolutions of the Board of Partners within its lawful authority; and

(h) Policies and procedures adopted under lawful corporate authority.

(3) In the event of a conflict:

(a) Applicable law shall prevail;

(b) This Certificate shall prevail over the Bylaws;

(c) The Bylaws shall prevail over ordinary corporate policies;

(d) A resolution shall remain subordinate to this Certificate and the Bylaws.

(4) Nothing in this Certificate shall be interpreted as authorizing conduct prohibited by applicable law.

PART II — CAPITALIZATION AND SHARES

7. Authorized Classes of Stock

(1) The Corporation shall be authorized to issue two classes of shares, designated as:

(a) Executive Stock; and

(b) Common Stock.

(2) Executive Stock shall consist of no more than one hundred (100) authorized shares.

(a) Each outstanding share of Executive Stock shall carry one (1) vote on each matter submitted to a vote of the shareholders.

(b) Each share of Executive Stock shall constitute one (1) unit of voting power.

(c) Executive Stock shall constitute the Corporation's controlling class of voting stock, subject to the rights and limitations established by this Certificate of Incorporation and applicable law.

(3) Common Stock shall consist of no more than one hundred thousand (100,000) authorized shares.

(a) Each outstanding share of Common Stock shall carry one-hundredth (0.01) of one vote on each matter submitted to a vote of the shareholders.

(b) Each one hundred (100) outstanding shares of Common Stock shall collectively constitute one (1) vote.

(c) Common Stock shall otherwise constitute an equity interest in the Corporation and shall be subject to the rights, preferences, limitations, and conditions established by this Certificate of Incorporation.

(4) The voting power of the Corporation shall be determined according to the voting rights attached to each class of shares and shall be calculated based upon the number of outstanding shares of each class.

(a) One (1) Executive Stock share shall carry the voting power of one hundred (100) Common Stock shares.

(b) Voting power shall be counted by the aggregate voting power represented by the outstanding shares entitled to vote on the matter.

(c) No shareholder shall receive additional voting power merely by holding multiple certificates or accounts representing the same shares.

(5) The Corporation shall maintain separate records of the issuance, ownership, transfer, and voting power of each class of shares.

(a) The share register shall identify the class of each outstanding share.

(b) Transfers of shares shall identify the class and number of shares transferred.

(c) The Corporation shall not treat Executive Stock and Common Stock as interchangeable classes unless the conversion or exchange is expressly authorized by this Certificate of Incorporation.

(6) The Board of Directors may issue authorized but unissued shares of either class in accordance with this Certificate of Incorporation, the Bylaws, and applicable law.

(a) No issuance shall exceed the number of shares authorized for the applicable class.

(b) Shares issued by the Corporation shall be recorded in the Corporation's share register.

(c) Shares held by the Corporation or another entity controlled by the Corporation shall not carry voting power or count toward quorum as provided by applicable law.

(7) The rights, powers, preferences, and voting characteristics of Executive Stock and Common Stock shall constitute separate class characteristics for purposes of the Redmont Corporate Entities Act.

8. Issuance of Shares

(1) Shares may be issued by the Corporation only in accordance with this Certificate, the Bylaws and applicable law.

(2) The Board of Directors shall determine:

(a) The number of shares to be issued;

(b) The person or entity to whom shares are issued;

(c) The consideration received for such shares; and

(d) Any lawful conditions attached to the issuance.

(3) The Board shall not issue shares in a manner that unlawfully:

(a) Eliminates an existing Shareholder’s voting rights;

(b) Alters the rights of an existing share class without required approval; or

(c) Violates the Act or this Certificate.

9. Share Register

(1) The Corporation shall maintain an accurate register of its issued and outstanding shares.

(2) The register shall identify:

(a) The name of each Shareholder;

(b) The number of shares held;

(c) The applicable share class;

(d) Transfers of shares; and

(e) Any other information required by law.

(3) The Corporation shall make all filings concerning shares required by applicable law.

10. Transfer of Shares

(1) A Shareholder may transfer shares subject to this Certificate, the Bylaws and applicable law.

(2) The Bylaws may establish reasonable procedures governing:

(a) Notice of proposed transfers;

(b) Right of first refusal;

(c) Approval requirements;

(d) Restrictions on transfers to persons who cannot lawfully hold shares; and

(e) Recording of completed transfers.

(3) No transfer shall be recognized by the Corporation until the transfer has been properly recorded and any legally required filing has been completed.

PART III — SHAREHOLDERS

11. Rights of Shareholders

(1) Shareholders shall constitute the ownership of the Corporation.

(2) Except as expressly provided by this Certificate or applicable law, Shareholders shall not manage the ordinary business and affairs of the Corporation.

(3) Shareholders shall have the rights provided by law and this Certificate, including:

(a) Voting on matters reserved to Shareholders;

(b) Electing or appointing representatives where this Certificate so provides;

(c) Receiving lawful distributions;

(d) Receiving information to which they are entitled by law; and

(e) Participating in any other matter expressly reserved to Shareholders.

12. Shareholders Representative

(1) The Shareholders shall appoint one Director to serve as the Shareholders Representative on the Board.

(2) The Shareholders Representative shall:

(a) Represent the ownership interests of the Shareholders before the Board;

(b) Communicate material shareholder concerns to the Board;

(c) Report material Board matters to the Shareholders where permitted;

(d) Protect the lawful voting and ownership rights of Shareholders; and

(e) Perform such additional functions as the Board or Shareholders may lawfully assign.

(3) The Shareholders Representative shall remain subject to the same fiduciary and legal duties applicable to every Director.

13. Shareholder Resolutions

(1) Matters reserved to Shareholders shall be decided in accordance with applicable law and the procedures established by the Bylaws.

(2) Unless a greater threshold is required by law or this Certificate:

(a) A resolution shall require a simple majority of voting power cast;

(b) Quorum shall be determined in accordance with applicable law and the Bylaws;

(c) Abstentions shall be treated in accordance with the applicable voting rules.

(3) The following matters may require Shareholder approval where required by law or this Certificate:

(a) Amendments to the Certificate;

(b) Transactions expressly reserved to Shareholders;

(c) Dissolution;

(d) Fundamental corporate reorganizations; and

(e) Other matters expressly designated by the Board or Bylaws.

PART IV — BOARD OF DIRECTORS

14. Authority of the Board

(1) The business and affairs of the Corporation shall be managed under the direction and oversight of the Board of Directors, except to the extent authority is delegated by the Board.

(2) The Board shall serve as the principal corporate governing body of the Corporation.

(3) The Board shall have authority to:

(a) Establish corporate strategy;

(b) Approve major corporate transactions;

(c) Establish and close branches;

(d) Establish and reorganize corporate departments;

(e) Appoint and remove officers;

(f) Approve major financial decisions;

(g) Adopt and amend the Bylaws;

(h) Establish corporate policies;

(i) Exercise oversight over executive management;

(j) Establish committees where appropriate; and

(k) Exercise all other lawful corporate powers not reserved to another body.

15. Composition of the Board

(1) The Board shall consist of six Directors.

(2) The six seats shall be:

(a) Chairman of the Board of Directors;

(b) Vice Chairman of the Board of Directors;

(c) Director and Financial Accountant;

(d) Director and General Counsel;

(e) Director and Board of Partners Representative; and

(f) Director and Shareholders Representative.

(3) No individual shall hold more than one Director seat simultaneously unless expressly authorized by applicable law.

16. Chairman of the Board

(1) The Chairman shall preside over meetings and proceedings of the Board.

(2) The Chairman shall:

(a) Establish meeting agendas;

(b) Maintain order during Board proceedings;

(c) Coordinate Board action;

(d) Represent the Board when authorized;

(e) Ensure that Board decisions are properly recorded; and

(f) Perform such other duties as the Board may assign.

(3) The Chairman shall not possess unilateral authority to override a lawful decision of the Board unless such authority is expressly granted by this Certificate or the Bylaws.

17. Vice Chairman

(1) The Vice Chairman shall assist the Chairman in the performance of the Chairman’s duties.

(2) The Vice Chairman shall act as Chairman when:

(a) The Chairman is absent;

(b) The Chairman is unable to perform the duties of office;

(c) The Chairman has delegated such duties; or

(d) The office of Chairman is temporarily vacant.

(3) The Vice Chairman shall otherwise remain subject to the authority of the Board.

18. Financial Accountant

(1) The Financial Accountant shall provide financial oversight and reporting to the Board.

(2) The Financial Accountant shall:

(a) Review corporate financial records;

(b) Report material financial concerns to the Board;

(c) Assist in preparation of financial statements;

(d) Monitor corporate financial controls; and

(e) Perform additional financial duties assigned by the Board.

(3) The Financial Accountant shall not independently bind the Corporation to financial obligations unless authorized by the Board or an authorized officer.

19. General Counsel

(1) The General Counsel shall serve as the principal corporate legal advisor to the Board and Corporation.

(2) The General Counsel shall:

(a) Advise the Board on corporate legal matters;

(b) Review major contracts when requested;

(c) Advise on regulatory compliance;

(d) Coordinate corporate legal risk management;

(e) Assist with disputes involving the Corporation; and

(f) Perform such other duties as the Board may lawfully assign.

(3) The General Counsel shall remain subject to all professional obligations applicable to licensed legal practitioners.

20. Board of Partners Representative

(1) One Director shall serve as the Board of Partners Representative.

(2) The Board of Partners Representative shall communicate between the Board and the Board of Partners.

(3) The Board of Partners Representative shall not exercise professional authority over the Board of Partners solely by reason of holding the Director position.

21. Director Appointment, Election and Removal

(1) Directors shall be appointed, elected or removed in the manner provided by this Certificate, the Bylaws and applicable law.

(2) The following Directors shall be selected by the Board:

(a) The Chairman;

(b) The Vice Chairman;

(c) The Financial Accountant; and

(d) The General Counsel.

(3) The Board of Partners shall select the Board of Partners Representative.

(4) The Shareholders shall select the Shareholders Representative.

(5) The Articles expressly provide for the foregoing allocation of appointment and removal authority to the extent permitted by the Act.

(6) The Bylaws shall establish the procedures governing:

(a) Nominations;

(b) Notice;

(c) Voting;

(d) Removal proceedings;

(e) Vacancies;

(f) Recusal and conflicts;

(g) Temporary appointments; and

(h) Filing of corporate records.

22. Vacancies

(1) A vacancy on the Board shall be filled in accordance with the authority responsible for the relevant seat.

(2) Where a vacancy occurs:

(a) The Board may appoint an interim Director where permitted by law;

(b) The Board of Partners may appoint an interim Board of Partners Representative;

(c) The Shareholders may appoint an interim Shareholders Representative; and

(d) The interim Director shall serve until a permanent appointment is made.

(3) Every appointment or removal requiring a governmental filing shall be filed in accordance with applicable law.

PART V — BOARD PROCEDURE

23. Meetings

(1) The Board shall meet as frequently as reasonably necessary to conduct the affairs of the Corporation.

(2) Meetings may be conducted through:

(a) In-person meetings;

(b) Forum proceedings;

(c) Discord or other authorized electronic channels;

(d) Written consent; or

(e) Any other durable and attributable electronic means permitted by law.

(3) The Bylaws shall establish detailed meeting procedures.

24. Board Voting

(1) Each Director shall have one vote unless otherwise provided by this Certificate or applicable law.

(2) A Director shall not vote on a matter in which the Director has a material personal conflict where recusal is required.

(3) Unless a greater vote is required:

(a) A simple majority of Directors voting shall constitute approval;

(b) A quorum shall consist of a majority of seated Directors;

(c) Abstentions shall be recorded.

(4) The Bylaws may establish greater voting requirements for specified corporate actions.

25. Corporate Resolutions

(1) A resolution of the Board shall be effective when duly adopted unless:

(a) This Certificate requires filing;

(b) Applicable law requires filing;

(c) The resolution specifies a later effective date; or

(d) The Bylaws provide otherwise.

(2) A resolution requiring a governmental filing shall not be treated as complete until the filing requirements have been satisfied where the law makes filing a condition of effectiveness.

PART VI — CORPORATE OFFICERS

26. Officers of the Corporation

(1) The Corporation shall have such officers as are necessary to conduct its affairs.

(2) The officers shall include:

(a) Chief Executive Officer and Managing Partner;

(b) Secretary;

(c) Chief Financial Officer or Financial Officer;

(d) General Counsel; and

(e) Such additional officers as the Board establishes.

(3) The same person may hold multiple offices where permitted by law and the Board determines that such arrangement is appropriate.

27. Appointment and Removal of Officers

(1) Officers shall be appointed and removed by the Board of Directors unless otherwise provided by this Certificate.

(2) The Board may:

(a) Establish qualifications for officers;

(b) Define their authority;

(c) Delegate responsibilities;

(d) Establish terms of office;

(e) Set compensation where applicable; and

(f) Remove an officer in accordance with law and the Bylaws.

(3) An officer shall serve at the pleasure of the Board unless a fixed term is expressly established.

28. Chief Executive Officer and Managing Partner

(1) There shall be one Managing Partner who shall simultaneously serve as the Chief Executive Officer of the Corporation.

(2) The Managing Partner shall be appointed and removed by the Board of Directors.

(3) The Managing Partner shall serve as the principal executive responsible for the operation and administration of the Corporation.

(4) The Managing Partner shall:

(a) Execute the strategic direction established by the Board;

(b) Supervise the Corporation’s executive operations;

(c) Oversee branches and corporate departments;

(d) Administer staffing and personnel operations;

(e) Coordinate financial and administrative operations;

(f) Represent the Corporation before third parties when authorized;

(g) Execute contracts within delegated authority;

(h) Maintain corporate records and filings;

(i) Implement Board resolutions; and

(j) Perform such other duties as the Board may assign.

29. Removal of the Managing Partner

(1) The Board may remove the Managing Partner from office.

(2) Removal from the office of Managing Partner shall not, by itself:

(a) Remove the individual as a Shareholder;

(b) Remove the individual as a Director unless separately authorized;

(c) Remove the individual as a Partner; or

(d) Terminate any employment or contractual relationship unless separately provided.

(3) Upon removal, resignation or vacancy of the Managing Partner:

(a) The Board shall appoint an Acting Managing Partner;

(b) The Board shall commence the selection of a permanent successor; and

(c) The Board of Partners shall continue operating under its established rules until a successor assumes the office.

PART VII — EXECUTIVE AND CORPORATE ADMINISTRATION

30. Corporate Departments

(1) The Board may establish corporate departments necessary for the administration of the Corporation.

(2) Corporate departments may include:

(a) Administrative Services;

(b) Finance;

(c) Human Resources and Staffing;

(d) Information Technology;

(e) Legal Operations;

(f) Corporate Affairs;

(g) Client Services;

(h) Compliance and Professional Responsibility; and

(i) Business Development.

(3) The Board may:

(a) Establish;

(b) Merge;

(c) Reorganize;

(d) Rename; or

(e) Dissolve

any corporate department by resolution.

31. Corporate Administrative Authority

(1) Corporate departments shall operate under the authority of the Managing Partner and the officers designated by the Board.

(2) No corporate department shall exercise authority reserved to:

(a) The Shareholders;

(b) The Board;

(c) The Board of Partners; or

(d) A licensed legal practitioner acting within professional authority.

PART VIII — BOARD OF PARTNERS

32. Establishment

(1) There shall be a Board of Partners of Westbridge Law, P.C.

(2) The Board of Partners shall constitute the principal professional and legal governance body of the Corporation.

(3) The Board of Partners shall operate under the authority of this Certificate, the Board of Directors and applicable law.

33. Chairman of the Board of Partners

(1) The Managing Partner shall serve as Chairman of the Board of Partners for the duration of the Managing Partner’s term.

(2) The Chairman of the Board of Partners shall:

(a) Preside over meetings;

(b) Coordinate professional governance;

(c) Oversee practice-group leadership;

(d) Coordinate legal operations;

(e) Ensure professional standards are implemented; and

(f) Report material professional matters to the Board of Directors.

34. Authority of the Board of Partners

(1) Subject to the authority of the Board of Directors, the Board of Partners shall oversee:

(a) Legal practice operations;

(b) Practice groups;

(c) Attorney assignments;

(d) Professional standards;

(e) Branch legal operations;

(f) Attorney development;

(g) Legal staffing recommendations;

(h) Client-service standards; and

(i) Professional responsibility matters.

(2) The Board of Partners shall not:

(a) Override a lawful corporate decision of the Board of Directors;

(b) Issue corporate financial obligations outside delegated authority;

(c) Amend the Certificate;

(d) Issue or transfer corporate shares; or

(e) Exercise authority reserved by law to the Board of Directors.

35. Practice Groups

(1) The Corporation may establish Practice Groups for specialized areas of law.

(2) Practice Groups may include:

(a) Administrative Law;

(b) Constitutional Law;

(c) Contract Law;

(d) Corporate Law;

(e) Criminal Law;

(f) Property Law; and

(g) Such additional practice areas as the Board of Partners establishes.

(3) Each Practice Group may be led by a Senior Partner or other qualified Partner designated under the Bylaws.

(4) A Practice Group leader shall:

(a) Develop professional standards for the practice area;

(b) Assist with attorney assignments;

(c) Review professional development;

(d) Coordinate legal resources;

(e) Advise branch leadership; and

(f) Report material professional concerns to the Board of Partners.

PART IX — PARTNERS AND LEGAL PERSONNEL

36. Partners

(1) The Corporation may establish one or more categories of Partners.

(2) Partnership titles shall not, by themselves, create ownership rights in the Corporation.

(3) The Bylaws shall establish:

(a) Eligibility for Partnership;

(b) Appointment procedures;

(c) Duties;

(d) Removal procedures;

(e) Voting rights within the Board of Partners;

(f) Compensation or distributions, where applicable; and

(g) Professional expectations.

37. Attorneys and Associates

(1) The Corporation may employ or contract with licensed legal practitioners, including:

(a) Attorneys;

(b) Barristers;

(c) Solicitors;

(d) Associates;

(e) Of Counsel attorneys; and

(f) Other legally permitted practitioners.

(2) Each legal practitioner shall practice only within the authority permitted by:

(a) Their legal qualification;

(b) Their professional standing;

(c) Applicable law;

(d) BAR requirements; and

(e) Any required supervision.

38. Supervised Practice

(1) Where applicable law permits supervised practice, the Corporation may employ or contract with a legal practitioner subject to the supervision requirements established by the Bar Association of Redmont.

(2) The supervising practitioner shall maintain the responsibility required by applicable law.

(3) Nothing in this Certificate shall reduce or eliminate professional duties imposed by the BAR Act or other applicable law. The current BAR Act expressly recognizes law firms and supervised practice subject to specified requirements. (DemocracyCraft)

39. Legal Support Personnel

(1) The Corporation may employ or contract with:

(a) Paralegals;

(b) Legal assistants;

(c) Law clerks;

(d) Legal interns;

(e) Administrative personnel; and

(f) Other support personnel.

(2) Support personnel shall not independently perform activities reserved by law to licensed legal practitioners.

PART X — BRANCHES AND OFFICES

40. Establishment of Branches

(1) The Corporation may establish branches throughout the Commonwealth of Redmont and in other jurisdictions where lawful.

(2) Each branch shall operate as an organizational unit of the Corporation and shall not constitute a separate legal entity unless separately incorporated.

(3) The Board of Directors shall have authority to:

(a) Establish branches;

(b) Close branches;

(c) Consolidate branches;

(d) Relocate branches; and

(e) Establish regional structures.

41. Branch Management

(1) Each branch may have a Branch Managing Partner.

(2) The Branch Managing Partner shall:

(a) Supervise branch operations;

(b) Coordinate branch personnel;

(c) Implement corporate policies;

(d) Coordinate with Practice Groups;

(e) Report to the Managing Partner;

(f) Maintain branch standards; and

(g) Perform such other duties as assigned.

(3) Branch leadership shall remain subordinate to:

(a) The Board of Directors in corporate matters;

(b) The Managing Partner in executive matters; and

(c) The Board of Partners in professional matters.

PART XI — PROFESSIONAL RESPONSIBILITY

42. Professional Standards

(1) The Corporation and every person acting on its behalf shall comply with all applicable legal and professional standards.

(2) No corporate policy shall require an attorney or other legal practitioner to violate:

(a) Applicable law;

(b) A court order;

(c) Professional obligations;

(d) Attorney-client privilege;

(e) Conflict-of-interest requirements; or

(f) Rules of the Bar Association of Redmont.

43. Conflicts of Interest

(1) The Corporation shall maintain reasonable procedures for identifying and managing conflicts of interest.

(2) No legal practitioner shall knowingly undertake representation where prohibited by applicable law or professional rules.

(3) The Bylaws may establish additional conflict procedures.

44. Confidentiality and Privilege

(1) The Corporation shall maintain the confidentiality of client information in accordance with applicable law and professional standards.

(2) Nothing in this Certificate shall be construed to:

(a) Waive attorney-client privilege;

(b) Authorize unauthorized disclosure;

(c) Require disclosure prohibited by law; or

(d) Prevent disclosure lawfully required by a court or competent authority.

PART XII — CORPORATE AUTHORITY AND FIDUCIARY DUTIES

45. Authority to Bind the Corporation

(1) The Corporation shall be bound by the acts of a Director, officer, agent or other authorized representative acting within the authority recognized by law.

(2) Internal restrictions on authority shall not invalidate the rights of a third party who is legally entitled to rely upon the apparent authority of the Corporation’s representative.

(3) The Board may establish authority limits through:

(a) The Bylaws;

(b) Board resolutions;

(c) Officer delegations;

(d) Corporate policies; and

(e) Written authorization.

46. Fiduciary Duties

(1) Directors and officers shall act in good faith and in the interests of the Corporation as required by applicable law.

(2) Directors and officers shall exercise reasonable care in performing their duties.

(3) A Director or officer shall disclose a material conflict of interest.

(4) A person subject to a conflict shall recuse themselves where required by law or the Bylaws.

47. Corporate Liability

(1) The Corporation shall be a separate legal person from its Shareholders, Directors, officers, Partners and employees.

(2) No person shall become personally liable for a corporate obligation solely because that person:

(a) Holds shares;

(b) Serves as a Director;

(c) Serves as an officer;

(d) Is a Partner; or

(e) Is employed by the Corporation.

(3) Nothing in this Section shall eliminate liability imposed by law for:

(a) Fraud;

(b) Intentional misconduct;

(c) Personal wrongful acts;

(d) Statutory liability; or

(e) Other circumstances recognized by applicable law.

PART XIII — BYLAWS AND INTERNAL GOVERNANCE

48. Adoption of Bylaws

(1) The Corporation shall maintain Bylaws governing its internal administration.

(2) The Bylaws may establish detailed procedures concerning:

(a) Meetings;

(b) Elections and appointments;

(c) Removal proceedings;

(d) Corporate officers;

(e) Board committees;

(f) Board of Partners procedure;

(g) Branch administration;

(h) Employee administration;

(i) Corporate records;

(j) Financial procedures;

(k) Conflict procedures; and

(l) Other matters not inconsistent with this Certificate or law.

(3) The Board of Directors shall have authority to adopt the Bylaws.

49. Amendment of Bylaws

(1) The Board of Directors may amend, repeal or replace the Bylaws by resolution unless this Certificate or applicable law requires another approval.

(2) An amendment to the Bylaws shall not:

(a) Conflict with this Certificate;

(b) Override a mandatory provision of law;

(c) Remove a right expressly granted to Shareholders by law without lawful authority;

(d) Eliminate the professional authority reserved to the Board of Partners under this Certificate; or

(e) Alter the Corporation’s share structure except through the procedures required by law.

50. Internal Governance Hierarchy

(1) The Corporation shall maintain the following general hierarchy of authority:

(a) Shareholders;

(b) Board of Directors;

(c) Corporate Officers;

(d) Managing Partner;

(e) Board of Partners;

(f) Partners and Practice Group leadership;

(g) Branch leadership;

(h) Attorneys, Associates and legal personnel; and

(i) Administrative and support personnel.

(2) The hierarchy established by this Section concerns corporate authority and shall not be interpreted to permit any person to exercise authority prohibited by law.

PART XIV — RECORDS, FILINGS AND TRANSPARENCY

51. Corporate Records

(1) The Corporation shall maintain accurate records concerning:

(a) Its Certificate;

(b) Its Bylaws;

(c) Directors;

(d) Officers;

(e) Shareholders;

(f) Shares;

(g) Corporate resolutions;

(h) Material financial records;

(i) Branches; and

(j) Other records required by law.

52. Government Filings

(1) The Corporation shall make every filing required by applicable law.

(2) The responsible officer shall ensure that changes to:

(a) Directors;

(b) Officers;

(c) Shares;

(d) The Registered Name;

(e) The formation instrument;

(f) The Entity Profile; and

(g) Other legally reportable matters

are properly filed.

(3) Failure to complete an internal corporate procedure shall not excuse a legally required filing.

PART XV — FINANCIAL AFFAIRS

53. Corporate Accounts

(1) The Corporation may establish and maintain such accounts as are necessary for its business.

(2) Corporate funds shall be maintained separately from personal funds of Shareholders, Directors, officers and employees.

(3) Corporate expenditures shall be authorized in accordance with:

(a) The Bylaws;

(b) Board resolutions;

(c) Officer authority; and

(d) Applicable law.

54. Distributions

(1) The Corporation may make distributions to Shareholders only where permitted by applicable law.

(2) No distribution shall be made where prohibited by law or where the Corporation lacks sufficient lawful distributable resources.

(3) The Board may establish reasonable reserve policies before declaring distributions.

PART XVI — INDEMNIFICATION

55. Indemnification

(1) To the fullest extent permitted by law, the Corporation may indemnify a Director, officer, Partner, employee or agent for liabilities incurred while acting:

(a) In good faith;

(b) Within the scope of their authority;

(c) For a lawful corporate purpose; and

(d) Without fraud or intentional misconduct.

(2) No indemnification shall be provided to the extent prohibited by law.

(3) The Board may establish indemnification procedures through the Bylaws.

PART XVII — AMENDMENT OF THE CERTIFICATE

56. Amendment

(1) This Certificate may be amended in accordance with applicable law.

(2) Unless otherwise required by law or this Certificate:

(a) The Board may propose an amendment;

(b) Shareholders shall approve an amendment where required;

(c) Any required class approval shall be obtained;

(d) The amendment shall be filed with the appropriate authority; and

(e) The amendment shall take effect in accordance with law.

57. Protected Corporate Structure

(1) The following fundamental elements of the Corporation shall not be altered except through an amendment expressly addressing the affected provision:

(a) The Corporation’s status as a corporation;

(b) The existence of the Board of Directors;

(c) The ownership rights of Shareholders;

(d) The office of Managing Partner and Chief Executive Officer;

(e) The existence of the Board of Partners; and

(f) The distinction between corporate governance and professional governance.

PART XVIII — DISSOLUTION AND WINDING UP

58. Dissolution

(1) The Corporation may be dissolved in accordance with applicable law.

(2) A voluntary dissolution shall require:

(a) The approval required by law;

(b) The filing of all required documents;

(c) The satisfaction or provision for lawful debts and obligations; and

(d) Completion of the winding-up process.

59. Winding Up

(1) Upon dissolution, the Corporation shall cease conducting ordinary business except as necessary to wind up its affairs.

(2) The winding-up process shall include:

(a) Collection of outstanding assets;

(b) Payment or provision for creditors;

(c) Completion or lawful transfer of outstanding legal matters;

(d) Return or proper disposition of client property;

(e) Termination or assignment of contracts; and

(f) Distribution of remaining assets as permitted by law.

60. Protection of Clients

(1) The dissolution of the Corporation shall not authorize the abandonment of clients or legal matters.

(2) Where the Corporation ceases operation:

(a) Clients shall be given appropriate notice;

(b) Active matters shall be transferred or concluded appropriately;

(c) Client property shall be returned or transferred as required; and

(d) Confidentiality obligations shall continue.

PART XIX — SEVERABILITY AND CONSTRUCTION

61. Severability

(1) If any provision of this Certificate is determined to be invalid or unenforceable, the remaining provisions shall remain in effect to the fullest extent permitted by law.

(2) An invalid provision shall be interpreted narrowly to preserve the lawful intent of the Corporation where possible.

62. Construction

(1) This Certificate shall be interpreted to preserve the lawful operation of the Corporation.

(2) No provision shall be interpreted to:

(a) Authorize unlawful conduct;

(b) Eliminate mandatory professional obligations;

(c) Eliminate a mandatory statutory requirement; or

(d) Conflict with the Constitution or laws of the Commonwealth of Redmont.

(3) Headings are included for organizational purposes and shall not independently alter the meaning of any provision.

PART XX — INITIAL ORGANIZATION

63. Initial Board of Directors

(1) Upon formation, the Corporation shall have the following Board seats:

(a) Chairman of the Board of Directors — NightAlarm25338;

(2) Vacant seats shall be filled in accordance with Part IV of this Certificate and the Bylaws.

64. Initial Executive Structure

(1) The Corporation shall establish the following principal executive structure:

(a) Board of Directors;

(b) Managing Partner and Chief Executive Officer;

(c) Board of Partners;

(d) Corporate Officers;

(e) Practice Group leadership;

(f) Branch leadership; and

(g) Corporate departments.

(2) The initial Managing Partner shall be appointed by the Board of Directors in accordance with this Certificate.

65. Initial Corporate Organization

(1) The Corporation may initially establish the following organizational divisions:

(a) Corporate Office;

(b) Administrative Services;

(c) Legal Operations;

(d) Staffing Department;

(e) Information Technology;

(f) Finance;

(g) Branch Management;

(h) Board of Partners; and

(i) Such additional departments or offices as the Board determines necessary.

PART XXI — ADOPTION AND EFFECTIVE DATE

66. Adoption

(1) This Certificate is adopted by the incorporator or incorporators of Westbridge Law, P.C.

(2) By adoption of this Certificate, the incorporator or incorporators establish:

(a) The Corporation;

(b) Its corporate structure;

(c) Its ownership structure;

(d) Its governing bodies;

(e) Its professional governance framework; and

(f) Its authority to operate as a law firm subject to applicable law.

67. Effective Date

(1) This Certificate shall become effective upon its lawful filing and acceptance as the Corporation’s formation instrument.

(2) Upon effectiveness:

(a) Westbridge Law, P.C. shall exist as a corporation;

(b) Its corporate governance structure shall take effect;

(c) Its Board of Directors shall assume its corporate authority;

(d) Its officers may be appointed;

(e) Its Board of Partners may be constituted; and

(f) The Corporation may commence lawful operations subject to all applicable licensing and professional requirements.

68. Certification

(1) The undersigned incorporator or authorized representative certifies that this Certificate constitutes the governing formation instrument of Westbridge Law, P.C.

(2) The Corporation shall maintain the original or current consolidated version of this Certificate in its corporate records and shall make all filings required by law.

Executed and adopted on the date of filing with the Company Register.

WESTBRIDGE LAW, P.C.

Incorporator:

Name: NightAlarm25338

Signature: NightAlarm25338

Date: 9/29/2026