# CERTIFICATE OF INCORPORATION

OF

## Guardian Equity Management

## ARTICLE I — PARTIES TO THIS AGREEMENT

**1.1.** This Certificate of Incorporation (the "Certificate") is the formation instrument of Guardian Equity Management (the "Corporation"), a business corporation organized under the Legal Entity Act of the Commonwealth of Redmont.

**1.2.** The parties to this Certificate are:

**(a)** Guardian Equity Management (“GEM”), the Corporation formed hereby; and

**(b)** vac1, the sole initial shareholder and incorporator.

**1.3.** Any person or entity that acquires shares of the Corporation after the date of incorporation shall become a party to this Certificate and shall be bound by its terms, as amended from time to time.

## ARTICLE II — NAME AND IN-GAME COMPANY

**2.1.** The name of the Corporation shall be Guardian Equity Management.

**2.2.** The in-game business plugin company associated with the Corporation is "GEM," as established through the /db create command within the server.

## ARTICLE III — INCORPORATOR

**3.1.** The incorporator of the Corporation is: vac1

## ARTICLE IV — NATURE OF BUSINESS

**4.1.** The purpose of the Corporation is to engage in any lawful act or activity for which Corporations may be organized under the Laws of the Commonwealth of Redmont. This includes, without limitation, the holding, management, investment, and trading of assets, securities, real property, businesses, and other financial instruments.

**4.2.** The Corporation may engage in any lawful act or activity related to or incidental to the foregoing purpose for which corporations may be organized under the Legal Entity Act.

## ARTICLE V — AUTHORIZED SHARES

**5.1. Total Authorized Capital.** The Corporation is authorized to issue a total of one hundred thousand (100,000) Class A shares of capital stock with a par value of $0.01.

**5.2. Voting & Dividend Rights.** Each share shall be entitled to one (1) vote on all matters submitted to a vote of shareholders. Shares shall also carry the right to receive dividends when declared by the Board of Directors. Shareholders shall have exclusive voting control over all corporate governance matters, including the election and removal of the Director(s), approval of share issuances and transfers, amendment of this Certificate, adoption and amendment of Bylaws, and all other matters requiring shareholder action.

**5.3. Initial Issuance.** At the time of incorporation, all one hundred thousand (100,000) shares of stock are issued to vac1 at par value, constituting one hundred percent (100%) of the voting power.

## ARTICLE VI — TRANSFER, AND RESTRICTIONS

**6.1. Transfer Process.** Shares of either class may be transferred as follows:

**(a)** The transferring shareholder shall submit a written transfer request to the Board of Directors, specifying the number of shares, and proposed transferee.

**(b)** The Board shall notify the transfer request to shareholders via Discord.

**(c)** Any shareholder may veto the proposed transfer by posting a veto notice in the Discord within 24 hours of the transfer request being posted.

**(d)** If no veto notice is posted within the 24-hour period, the transfer shall be deemed approved.

**(e)** Upon deemed approval, the transfer shall be recorded in the Share Register and filed in the Company Docket, specifying the class, amount transferred, transferor, and transferee, in compliance with the Legal Entity Act, Part IV, Section 8.

**6.2. Dividend Calculation — Owned Shares Only.** For the purposes of dividend distribution, only shares that have been issued and are currently owned by a shareholder shall be counted as "total outstanding shares." Unissued or unsold shares shall be excluded entirely from dividend calculations. Dividends shall be distributed proportionally among all owned shares based on the number of owned shares held by each shareholder relative to the total number of owned shares.

**6.3. Share Register.** The Corporation shall maintain a Share Register in accordance with the Legal Entity Act, Part IV, Section 8. The Share Register shall be kept in the Incorporated Entity Summary (Company Docket) and shall maintain a record of all shares and holders.

## ARTICLE VII — SHAREHOLDER RIGHTS AND RESPONSIBILITIES

**7.1. Shareholder Rights.** Holders of stock shall have the following rights:

**(a)** To vote on all matters submitted to shareholders, including the election and removal of Directors, amendments to this Certificate, adoption and amendment of Bylaws, approval of share issuances and transfers, declaration of dividends, and dissolution;

**(b)** To receive dividends when declared by the Board of Directors, proportional to owned shares;

**(c)** To inspect the Corporation's books, records, and Share Register for any proper purpose reasonably related to their interests as shareholders;

**(d)** To receive notice of all shareholder meetings at least forty-eight (48) hours in advance; **(e)** To receive financial reports and material corporate information upon request; **(f)** To bring derivative actions on behalf of the Corporation where the Board has failed to act; **(g)** To exercise the right to veto share transfers.

**7.2. Shareholder Obligations.** All shareholders shall:

**(a)** Comply with the transfer restrictions and procedures set forth in Article VI;

**(b)** Act in good faith in all dealings with the Corporation and other shareholders;

**(c)** Be liable for the portion of the par value of their shares that has not been paid up, in accordance with the Legal Entity Act.

## ARTICLE VIII — BOARD OF DIRECTORS

**8.1. Composition.** The Corporation shall be governed by a Board of Directors. There is no limit on the number of seats on the Board.

**8.2. First Directors.** The initial Director of the Corporation shall be vac1 (Forum: vac1), appointed by Guardian Equity Management as the sole shareholder.

**8.3. Election and Appointment.** Directors shall be elected by shareholder resolution, requiring a simple majority vote of share holders. The Board may nominate candidates for election to the

Board.

**8.4. Removal.** Directors may be removed with or without cause by shareholder resolution, requiring a simple majority vote of shareholders. A Director may also resign at any time by giving written notice to the Board.

**8.5. Vacancies.** Vacancies on the Board shall be filled by shareholder resolution, requiring a simple majority vote of shareholders.

**8.6. Powers.** The Board of Directors shall manage the business and affairs of the Corporation, unless this Certificate provides otherwise. The Board shall have full authority to:

**(a)** Enter into contracts, agreements, and obligations on behalf of the Corporation; **(b)** Open and manage business bank accounts and financial instruments;

**(c)** Hire, supervise, compensate, and terminate employees, agents, and contractors; **(d)** Purchase, lease, sell, or otherwise acquire or dispose of property and assets; **(e)** Declare and distribute dividends to shareholders in accordance with Article VI;

**(g)** Propose the transfer of shares in treasury, subject to shareholder majority approval; **(h)** Commence, defend, or settle litigation and legal proceedings;

**(i)** File all required documents with the Department of Commerce and maintain the Company Docket.

**8.7. Fiduciary Duties.** Directors owe fiduciary duties to the Corporation and its shareholders, including the duty of care and the duty of loyalty, as provided by the Legal Entity Act.

## ARTICLE IX — OFFICERS

**9.1.** The initial President of the Corporation shall be vac1. The President shall be the chief executive officer with general supervisory authority over the business and affairs of the Corporation, subject to the direction of the Board of Directors.

**9.2.** Officers are appointed and removed by the Board of Directors. The Board may appoint such additional officers as deemed necessary. Officers shall serve at the pleasure of the Board.

## ARTICLE X — BYLAWS

**10.1.** The Board of Directors shall adopt Bylaws for the day-to-day governance and operational procedures of the Corporation.

**10.2.** The Bylaws may be amended by the Board of Directors with the approval of a simple majority vote of shareholders.

**10.3.** In the event of any conflict between this Certificate of Incorporation and the Bylaws, the provisions of this Certificate shall prevail.

## ARTICLE XI — SHAREHOLDER MEETINGS AND INFORMATION

**11.1. Meetings.** The Board of Directors shall convene shareholder meetings as necessary for the conduct of corporate business. Meetings may be held in-game, on the DemocracyCraft forums, or via Discord, as determined by the Board.

**11.2. Notice.** Notice of shareholder meetings shall be provided to all shareholders of record at least forty-eight (48) hours in advance, specifying the date, time, location, and agenda.

**11.3. Quorum.** A quorum for any shareholder meeting shall require the presence (in person or by proxy) of holders representing at least fifty percent (50%) of all outstanding shares.

**11.4. Voting.** Each share is entitled to one (1) vote. Resolutions shall be approved by a simple

majority of shares present at a meeting at which a quorum is established, unless a greater threshold is required by this Certificate or the Legal Entity Act. Resolutions shall remain open for a minimum of forty-eight (48) hours.

**11.6. Information Rights.** The Board shall make available to shareholders, upon request: financial reports, the Share Register, and any other material corporate information. Shareholders may inspect the Corporation's books and records for any proper purpose reasonably related to their interests as shareholders.

## ARTICLE XII — DISPUTE RESOLUTION

**12.1.** Any disputes between shareholders, between shareholders and the Corporation, or between shareholders and the Board of Directors, shall be resolved first through good faith negotiation.

**12.2.** If negotiation fails, any party retains the full right to seek recourse through the courts of the Commonwealth of Redmont.

**12.3.** This Certificate does not contain any binding arbitration clause, in accordance with the Contracts Act, Section 11.

## ARTICLE XIII — AMENDMENT OF CERTIFICATE

**13.1.** This Certificate of Incorporation may generally be amended by a shareholder resolution approved by a simple majority of the voting power of the outstanding shares entitled to vote thereon (or such higher threshold as may be required elsewhere in this Certificate or by the Legal Entity Act).

**13.2.** Notwithstanding Section 13.1, the holders of the outstanding shares of any class shall be entitled to vote as a class upon any proposed amendment (whether or not such class is otherwise entitled to vote thereon by this Certificate), and such amendment shall require the approval of at least a majority of the votes entitled to be cast by each such class (in addition to any overall shareholder majority required), where the amendment seeks to:

> **(a)** increase or decrease the aggregate number of authorized shares of such class (provided that the aggregate authorized shares of any class shall not be reduced below the number of outstanding shares of that class); **(b)** increase or decrease the par value of the shares of such class; or **(c)** alter or change the powers, preferences, or special rights of the shares of such class so as to affect them adversely.
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> This class voting requirement applies in accordance with the Legal Entity Act, Part IV, Section 2(4) and the Business Incorporation Policy Section 1(c)(iii). It shall not apply if otherwise expressly defined by this Certificate prior to the issuance of any shares of that class.

## ARTICLE XIV — FINANCING ARRANGEMENTS

**14.1. Methodologies for Securing Funding.** The Corporation may secure funding through any lawful means, including but not limited to:

**(a)** Issuance of additional shares of capital stock (subject to the transfer and approval procedures in Article VI and any class voting requirements in Article XIII); **(b)** Borrowing through loans, credit facilities, bonds, or other debt instruments, which may be secured or unsecured, and which the Board of Directors is authorized to negotiate, execute, and manage; **(c)** Revenue from business operations, asset management, investments, trading, or services provided by the Corporation; **(d)** Grants, sponsorships, or other contributions, subject to compliance with applicable laws; **(e)** Any combination of equity, debt, or hybrid financing instruments as determined by the Board and approved where required by this Certificate or law.

**14.2.** The Board of Directors shall have primary authority to initiate and manage financing

activities, subject to any shareholder approvals required under this Certificate, the Bylaws, or the Legal Entity Act (including approvals for share issuances). All financing arrangements shall be documented in the Company Discord and disclosed to shareholders upon request.

**14.3.** No financing arrangement shall impose personal liability on shareholders beyond the unpaid portion of the par value of their shares, except as otherwise agreed in writing or provided by law.

## ARTICLE XV — EXIT STRATEGIES

**15.1. Voluntary Divestiture.** Any shareholder wishing to sell or divest their shares must comply with the transfer procedures set forth in Article VI. Shares may only be transferred with the deemed approval of shareholders.

**15.2. Incapacitation or Inactivity.** If a shareholder becomes incapacitated or is inactive for a continuous period of ninety (90) days or more, the Board of Directors may initiate a buyback of that shareholder's shares at fair market value as determined by the Board, subject to approval by a simple majority of shareholders.

**15.3. Forced Sale.** If a transfer of shares is required by court order or regulatory action, the shares shall be transferred as directed by the applicable court or regulatory authority, and the Share Register and Company Docket shall be updated accordingly.

**15.4. Forfeiture.** Shares may be forfeited under such conditions as may be established by this Certificate, the Bylaws, or by shareholder resolution, in accordance with the Legal Entity Act.

## ARTICLE XVI — DISSOLUTION

**16.1. Initiation.** The Board of Directors shall adopt a dissolution resolution, which shall be submitted to the shareholders for approval by simple majority vote.

**16.2. Public Notice.** Upon approval of the dissolution resolution, the Corporation shall post a public announcement in the Company Docket requesting that all creditors contact the Corporation within fourteen (14) days to present their claims.

**16.3. Winding Up.** The Board shall wind up the affairs of the Corporation,

including: **(a)** Ending all contracts and agreements;

**(b)** Paying all debts and obligations to creditors;

**(c)** Finishing any pending lawsuits or legal proceedings;

**(d)** Liquidating all remaining assets.

**16.4. Distribution of Remaining Assets.** After all debts and obligations have been satisfied, remaining assets shall be distributed to shareholders proportionally based on owned shares.

**16.5. Filing.** The dissolution shall be filed with the Department of Commerce and noted in the Company Docket.

**16.6.** The Corporation may also be dissolved by court order or by administrative dissolution by the Department of Commerce.

## ARTICLE XVII — DURATION

**17.1.** The Corporation shall have perpetual existence and shall continue until dissolved in accordance with Article XVI of this Certificate, the Bylaws, or by resolution of the shareholders.

## ARTICLE XVIII — LIABILITY

**18.1.** No shareholder, Director, or officer of the Corporation shall be personally liable for any debts, obligations, or liabilities of the Corporation, whether arising in contract, tort, or otherwise, except as otherwise provided by the Legal Entity Act or agreed to in writing.

**18.2.** Shareholders shall be liable for the portion of the par value of their shares that has not been paid up, in accordance with the Legal Entity Act.

## ARTICLE XIX — GENERAL PROVISIONS

**19.1. Good Faith.** All parties shall perform their duties in good faith and in a manner that is fair and just, in accordance with the Contracts Act, Section 12.

**19.2. Force Majeure.** Bankruptcy, insolvency, and negligence-related events shall not constitute force majeure, in accordance with the Contracts Act, Section 13.

**19.3. Severability.** If any provision of this Certificate is found invalid, the remaining provisions shall continue in full force and effect, in accordance with the Contracts Act, Section 10.

**19.4. Governing Law.** This Certificate shall be governed by the laws of the Commonwealth of Redmont, including the Legal Entity Act, the Contracts Act, the Gambling Regulations Act, and all other applicable statutes.

## ARTICLE XX — EFFECTIVE DATE

**20.1.** This Certificate of Incorporation shall become effective upon filing with and acceptance by the Department of Commerce of the Commonwealth of Redmont.

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### INCORPORATOR:

vac1 (Forum: vac1), Chief Executive Officer

**Date:** 4/29/2026

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