Helix Corporation – Certificate of Incorporation

This Certificate of Incorporation (the "Certificate") is entered into by and among the undersigned member(s) of ***Helix Corporation*** (the "Corporation").

Article I – Definitions

1. "Member" shall refer to a shareholder of the Corporation.
2. "Executive" shall refer to an individual appointed by the Members to act as Directors of the Corporation, in accordance with this Certificate.
3. "Board" shall refer to all Executives within the Corporation.
4. "Employee" shall refer to an individual who works for the Corporation who does not serve as an Executive.
5. "Stakeholder" shall refer to every Member, Executive, and Employee of the Corporation.

Article II – Formation of Corporation

1. ***Helix Corporation*** is established within the Commonwealth of Redmont.
2. ***Helix Corporation*** intends to additionally do business in-game under the name ***Helix***.
3. ***Helix Corporation*** is established to conduct lawful business activities within Redmont, potentially including but not necessarily limited to, trading, real estate, retail, professional services, and other activities authorized by the laws and regulations of Redmont.
4. ***Helix Corporation*** shall be headquartered at the plot s047, in the rented region "gray-office02".

Article III – Incorporators

1. At the time of incorporation, Dartanboy is the sole Incorporator and Member of ***Helix Corporation***.

Article IV – Shares

1. ***Helix Corporation*** will have multiple share classes.
    a. Class A
        i. There shall be 10,000 Class A shares authorized.
        ii. The par value of a Class A share is $0.05.
        iii. Class A shares may be publicly traded.
        iv. Class A shares have 1 vote each.
    b. Class B
        i. There shall be 2,500 Class B shares authorized.
        ii. The par value of a Class B share is $0.25.
        iii. Class B shares may not be publicly traded.
        iv. Class B shares have 5 votes each.
    c. Class C

        i. There shall be 7,500 Class C shares authorized.
        ii. The par value of a Class C share is $0.01.
        iii. Class C shares may not be publicly traded.
        iv. Class C shares have no votes.
2. For all shares:
    a. If a shareholder fails to maintain 4 hours of playtime in the last 30 days and fails to respond to messages within 72 hours of being reached out to by the Board, their shares shall be bought back by the Corporation at their par value.
        i. This allows shareholders to be inactive as long as they continue to respond to the Corporation.
    b. Shares in the possession of the Corporation do not hold voting power until owned by another entity.
3. Share Trading
    a. Class A shares may be traded amongst any entities.
        i. Trades involving Class A shares must be reported to the Corporation immediately.
        ii. Entities and individuals trading away their Class A shares may not place additional trading restrictions on the buyer.
    b. Class B shares may be sold to the Corporation at any time for their par value or their price as determined most recently by the CFO, whichever is greater.
        i. Exception: If the CFO has artificially inflated the value, the fair market value will be determined and used in lieu of the CFO's valuation.
    c. Class C shares may be sold to the Corporation at any time for their par value or their price as determined most recently by the CFO, whichever is greater.
        i. Exception: If the CFO has artificially inflated the value, the fair market value will be determined and used in lieu of the CFO's valuation.
    d. Additionally, when an individual's employment with the Corporation is terminated, any Class B and C shares they own will be liquidated for their par value or their price as determined most recently by the CFO, whichever is greater.
        i. Exception: If the CFO has artificially inflated the value, the fair market value will be determined and used in lieu of the CFO's valuation.
4. Initial Share Ownership
    a. At the time of incorporation, the following shares shall be outstanding:
        i. 2,100 Class B shares, owned by Dartanboy.
        ii. 5,000 Class A shares, owned by Dartanboy.
    b. All authorized shares which have not been listed as outstanding shall remain in possession of the Corporation until distributed by the Board.

Article V – The Board

1. Board Members
    a. The Chief Executive Officer (CEO)
        i. Powers and Responsibilities of the CEO
            1. Oversee the strategic direction of the Corporation

2. Implement major changes approved by the Board
3. Work with the Board to establish long-term plans
4. Engage in public relations as necessary
5. Maintain accountability with the Board
6. Monitor performance of the Corporation
7. Keeping the Company Docket up-to-date as required by law
8. Sign contracts on behalf of the Corporation
    a. Contracts which perform an action that require approval by the Board must be approved prior to a signature.
9. All powers and responsibilities of the COO, CMO, CLO, and CFO when necessary

ii. First CEO
1. Dartanboy shall be the first CEO.

b. The Chief Operating Officer (COO)
i. Powers and Responsibilities of the COO
1. Oversee the day-to-day operations of the Corporation
2. Advise Directors on potential Employees to hire
3. Executing business strategy with the CEO
4. All powers and responsibilities of the CMO, CLO, and CFO when necessary

ii. First COO
1. No COO will be appointed until one is chosen by the shareholders.

c. The Chief Marketing Officer (CMO)
i. Powers and Responsibilities of the CMO
1. Maintain positive public relations
2. Recruit, hire, manage, and fire marketing Employees
3. Marketing products and services provided by the Corporation

ii. First CMO
1. No CMO will be appointed until one is chosen by the shareholders.

d. The Chief Legal Officer (CLO)
i. Powers and Responsibilities of the CLO
1. Direct management of any subsidiary law firm(s)
    a. Unless a Managing Partner is hired
2. Recruit, hire, manage, and fire legal Employees
3. Be the primary legal counsel to the Corporation

ii. First CLO
1. No CLO will be appointed until one is chosen by the shareholders.

e. The Chief Financial Officer (CFO)
i. Powers and Responsibilities of the CFO
1. Direct management of any subsidiary bank(s)
    a. Unless a Bank Manager is hired
2. Recruit, hire, manage, and fire accounting and financial Employees

3. Process weekly payroll
4. Enforce budgetary constraints
5. Audit the Corporation and its subsidiaries
6. Monthly valuation of the Corporation and calculation of share prices

ii. First CFO
1. No CFO will be appointed until one is chosen by the shareholders.

2. The Board
   a. Responsibilities of the Board
      i. Maintain positive public relations
      ii. Maintain profitability of the Corporation
      iii. Protect shareholder interests
      iv. Ensure compliance with the law
   b. Powers of the Board
      i. By decision of individual Executives:
         1. Execute their powers and responsibilities in accordance with their fiduciary duty to the Corporation and its shareholders.
         2. Perform day-to-day operations in accordance with their fiduciary duty to the Corporation and its shareholders.
         3. Fire an Employee who is generally considered to be under their purview.
            a. e.g. An accountant could be fired by the CFO, a paralegal by the CLO, and any Employee by the CEO or COO.

      ii. By majority vote of currently sitting Executives:
         1. Establish the Pay & Benefits Package of each position in the Corporation.
            a. All Executives shall receive the same Pay and Benefits Package.
            b. Pay & Benefits Package(s) for all positions *may* contain Class C share distributions. They may *not* contain distributions of Class A or B shares.
         2. Fire any Employee
         3. Distribute Class C shares to Employees of the Corporation and its subsidiaries
         4. Buyout all Class C shares at the par value or the value established most recently by the CFO, whichever is greater.
            a. Exception: If the CFO has artificially inflated the value, the fair market value will be determined and used in lieu of the CFO's valuation.
         5. Purchase another business for the purposes of turning it into a subsidiary of the Corporation
         6. Establish policy for the performance of day-to-day business operations.
         7. Establish policy to automatically perform any of the following:

            a. Distribute Class C shares to Employees of the Corporation and its subsidiaries
        8. Begin the process to amend the Certificate of Incorporation
    iii. By supermajority (80%) vote of currently sitting Executives:
        1. Remove a sitting Executive
        2. Buyout all Class A shares at the par value or the value established most recently by the CFO, whichever is greater.
            a. Exception: If the CFO has artificially inflated the value, the fair market value will be determined and used in lieu of the CFO's valuation.
        3. Purchase another business for the purposes of merging it into the Corporation, but not as a subsidiary
        4. Sell a subsidiary company to another entity or individual
        5. Award authorized but non-outstanding Class B shares to Executives.
    iv. By unanimous (100%) vote of currently sitting Executives:
        1. Begin the process of dissolving the Corporation

Article VI – Dissolution

1. Dissolution Process
    a. When dissolution is proposed, the following steps must be taken, in order:
        i. A Dissolution Resolution shall be published to the Company Docket.
        ii. All stockholders shall be notified and given the opportunity to vote on dissolution.
            1. The vote must last at least 48 hours.
        iii. If greater than 50% of the voting power approves the dissolution, this process will continue as laid out in the Dissolution Resolution.
2. Dissolution Resolution
    a. The Dissolution Resolution must contain:
        i. Provision(s) to complete any outstanding contract(s).
        ii. Provision(s) to pay off all creditor(s).
        iii. Provision(s) to complete all ongoing lawsuit(s) in which the Corporation is a party.
        iv. Provision(s) to liquidate all asset(s).
        v. Provision(s) to pay out all stockholders the par value of their stock(s) or the value established most recently by the CFO, whichever is greater.
            1. Exception: If the CFO has artificially inflated the value, the fair market value will be determined and used in lieu of the CFO's valuation.
        vi. Provision(s) to distribute all remaining cash.
        vii. A clear explanation of how much money and/or assets every stakeholder will receive.

1. This does not need to literally call out every stakeholder by name, but simply the price each share will be paid out for, what assets will be sold for, etc.

Article VII – Public Information

1. Shareholder Information
    a. The following must be available to any entity or individual who requests it:
        i. A list of all shareholders, and how many shares of each Share Class they own.
        ii. The most recent valuation of the Corporation made by the CFO.
2. Corporate Information
    a. The following must be available to any shareholder who requests it:
        i. Audits made by the CFO
        ii. General Status of the Corporation
        iii. Financial Status of the Corporation, including:
            1. Current assets
            2. Current liabilities
            3. Projected financial information, if available

Article VIII – Miscellaneous Clauses

1. Severability
    a. If any clause within this Certificate of Incorporation is found illegal, null, void, or otherwise invalidated by law, regulation, or otherwise, the rest of the Certificate shall be upheld.
2. Amendment
    a. This Certificate may be amended by a majority vote of the Board, followed by approval of a majority vote of shareholder voting power.