Certificate of Incorporation
and
Corporate Bylaws

J&S Royal Trust Holdings

1. Parties and Incorporator

(1) **Sammy2552** is the sole incorporator of the Corporation.

(2) The Corporation and its shareholders are the parties to this Certificate.

2. Name

(1) The name of the Corporation is "J&S Royal Trust Holdings", abbreviated to "J&S-Trust".

(2) The name of the Corporation in the in-game business plugin is "J&S-Trust".

3. Nature of Business

(1) The Corporation may engage in any lawful act or activity for which corporations may be organised under the laws of Redmont, including banking, trust, lending, escrow, investment, accounting, treasury, payment, and related financial and advisory services.

4. Shares

(1) The Corporation is authorised to issue **10,000 Class A Common Shares**.

(2) Each Class A share has a par value of **$0.00001**.

(3) Class A shares carry full voting rights at one vote per share.

(4) Upon formation, all 10,000 shares are issued to Sammy2552 at par value and are deemed fully paid up.

(5) No further capital contribution is required at formation.

(6) New shares may only be issued with the written approval of the Directors for so long as **Sammy2552** remains a shareholder. No issuance may dilute **Sammy2552**'s shareholding without **Sammy2552**'s express written consent.

(7) Existing shareholders have a pre-emptive right of first refusal on any new share issuance, pro rata to their existing holding.

5. Shareholder Roles and Contributions

(1) The sole shareholder at formation is Sammy2552, who shall provide founding capital, strategic direction, executive leadership, and such further resources as are required for the conduct of the Corporation's business.

(2) Any future shareholder's anticipated contributions shall be defined in writing at the time of their admission.

6. Board of Directors

(1) The management of the Corporation is vested in the Board of Directors.

(2) At formation, **Sammy2552** is the sole director.

(3) Directors may be freely appointed or removed at any time by majority vote of the existing directors, without shareholder approval. Where Sammy2552 is the sole director, Sammy2552 may appoint or remove directors unilaterally.

(4) Board meetings require twenty-four (24) hours notice. Quorum is a simple majority of directors. Decisions are made by majority vote.

(5) Written resolutions signed by all directors are valid without a meeting.

7. Officers

(1) Officers may be freely appointed or removed by majority vote of the Board of Directors without shareholder approval.

(2) At formation, **Sammy2552** serves as Chief Executive Officer.

8. Amendment

(1) This Certificate may be amended by majority shareholder vote, following a proposal originating from the Board of Directors by majority vote.

(2) Any amendment adversely affecting **Sammy2552**'s rights requires **Sammy2552**'s express written consent.

(3) Amendments affecting the number, par value, or powers of a share class require a majority vote within that class.

9. Transfer of Shares

(1) No share may be transferred without the prior written approval of Sammy2552 for so long as Sammy2552 remains a shareholder.

(2) Before any transfer, existing shareholders have a right of first refusal for fourteen (14) days at the proposed transfer price.

(3) Share value for any transfer shall be determined by mutual agreement, or failing that, by net asset value per share.

10. Exit Strategies

(1) Upon a shareholder's permanent departure, incapacitation, or permanent ban, their shares shall be offered to remaining shareholders by right of first refusal under section 9.

(2) Sammy2552, or any future majority shareholder, may drag along all other shareholders into a sale on the same terms.

(3) All shareholders have tag-along rights to participate in any majority shareholder sale on the same terms.

(4) Any shareholder may trigger a buy-sell by specifying a price per share in writing, upon which each other shareholder must elect within fourteen (14) days to either buy at that price or sell at that price.

11. Reserved Matters

(1) The following require unanimous written consent of all shareholders:
(a) Dissolution or winding up;
(b) Any merger or consolidation;
(c) Any issuance diluting a shareholder below 50% without their consent;
(d) Any amendment to this list.

12. Dividends and Distributions

(1) Distributions are declared at the sole discretion of the majority shareholder. While **Sammy2552** is the sole shareholder, this discretion belongs entirely to **Sammy2552**.

(2) No shareholder has an automatic right to any distribution.

13. Financing

(1) Financing arrangements are at the discretion of the Board of Directors, provided no arrangement creates ownership rights without shareholder approval as a Reserved Matter.

14. Bylaws

(1) The Board of Directors may adopt, amend, or repeal bylaws by majority vote without shareholder approval.

(2) Bylaws may not conflict with this Certificate. In any conflict, this Certificate prevails.

15. Shareholder Information

(1) Material updates shall be disseminated to all shareholders by in-game mail or forum private message without undue delay following any significant corporate decision or change in financial condition.

(2) Shareholder meetings, if held, require forty-eight (48) hours notice. Quorum is 50% of voting power, with abstentions counting toward quorum.

16. Dispute Resolution

(1) Disputes shall first be addressed by good-faith discussion. If unresolved within fourteen (14) days, they fall under the jurisdiction of the courts of Redmont.

17. Dissolution

(1) Dissolution requires unanimous shareholder approval and shall be conducted in accordance with the Legal Entity Act.

Executed on this 28th day of March, 2026.

Sammy2552
Incorporator