Certification of Incorporation

Name	Incorporators	Initial Director(s)
JuniperHoldings (b:JuniperHoldings)	AsexualDinosaur	JuniperFig , AsexualDinosaur

Purpose

The purpose of the Corporation is to engage in any lawful act or activity for which Corporations may be organized under the Laws of Redmont, and by such statement all lawful acts and activities shall be within the purposes of the Corporation, except for express limitations, if any.

Class: Ownership

Class shall have 1000 Authorised share(s).

The par value per share shall be $1.

Class shall have voting rights proportional to outstanding shares.

Initial share of 1000 Ownership shares shall be issued to JuniperFig

Class: B

Class shall have 10,000 Authorized share(s).

The par value per share shall be $1

Class shall have no voting rights.

Fiduciary duty

(1) A director, manager, officer, agent, or employee of an Incorporated Entity must act:
(a) in good faith;
(b) on an informed basis;
(c) with the care that a reasonable person in a similar position and circumstance would exercise; and
(d) in a manner that is in the best interest of the Incorporated Entity and by extension the shareholders or members.

Legal Representation

Director(s) shall be the liaison in the event the entity should be summoned. The director(s) shall be able to appoint a legal representative in their place, but this appointment does not impact the entity who is summonsed.

Creation, Modification, and Restriction of Bylaws

The board of directors may adopt, amend, or repeal bylaws with a majority.

Voting

Quorum for resolution shall be 50% of all voting power where all abstentions are counted towards the quorum.

If a resolution fails to quorum it may be reproposed at any time.

Votes shall be by voting power, not individual shares or membership.

Resolutions must be open for 48 hours or until quorum has been met.

Resolutions must be made accessible to relevant voters to both see and vote.

Distribution of Information to Shareholders

(1) Unless otherwise provided by the formation instrument, director(s) shall have unrestricted and absolute access to information regarding the status of the business, financial condition of the Incorporated Entity and other information regarding the affairs of the corporation as is just and reasonable

(2) Unless otherwise provided by the formation instrument, shareholders and members shall have reasonable access to information regarding the status of the business, financial condition of the Incorporated Entity and other information regarding the affairs of the corporation as is just and reasonable

(a) The director(s) and officers of an incorporated entity shall have the right to keep confidential from shareholders and members, for such period of time as the director or officer deems reasonable, any information for which:

(i) the director, officer, or manager reasonably believes to be in the nature of trade secrets; or

(ii) the director, officer, or manager in good faith believes that the disclosure of such information is not in the best interest of the Incorporated Entity or could damage the Incorporated Entity or its business; or

(iii) the director, officer, or manager is required by law or by agreement with a third party to keep confidential.

Dissolution and winding up

(a) The dissolution process shall be started by the adoption of a resolution advising dissolution by the directors.

(b) Such resolution shall be posted in the company docket.

(c) In order to approve the dissolution, shareholders or members must vote with at least a simple majority in approval.

(d) Following a shareholder vote in approval of a dissolution resolution, the Incorporated Entity shall wind down its affairs and post a Certificate of Dissolution in its company docket.

(2) Dissolution must be approved by shareholder or members resolution

(3) The approval of a dissolution resolution must be posted on the company docket.

(4) A dissolution resolution may contain and set out the process of winding up; this shall be binding.
(5) The dissolution resolution shall not override the formation instrument or the bylaws.
(6) The winding up of an Incorporated Entity shall be publicly announced by the DOC in #government-announcements (or any successor channel) and shall request any contractual parties, shareholders, members, creditors, and other persons with an interest to contact the wound-up company. This announcement must contain the names of the directors.
(a) All persons that do not contact the Incorporated Entity, its directors, or the DOC within 14 days following such announcement shall be regarded as giving up any claim voluntarily and permanently.
(7) winding up shall consist of:
(a) ending all contracts;
(b) paying off all creditors and debts;
(c) finishing all lawsuits;
(d) liquidating all assets or distributing all assets according to the dissolution resolution and the formation instrument, by default equally among the shareholders (in proportion to their shares) or members.
(8) A fully wound-up company shall file a Certificate of Dissolution in the Company Docket
(a) The Secretary of the DOC or their delegate shall sign this Certificate of Dissolution after verifying the company has been fully wound up.
(b) The Incorporated Entity shall end its existence upon the signature of the Certificate of Dissolution posted in the Company Docket.

Liability

The entity shall be solely liable for its own debts, obligations, and liabilities.

Limitations of Existence

The entity shall have a perpetual existence.

Amendments to the Certificate of Incorporation

Holders of shares with voting power shall be entitled to vote as a class upon a proposed amendment needing at least a majority in each class.

An amendment may be made to any section given it follows the procedures outlined and that it is not in conflict with statute.

Responsibilities of shareholders and directors

The business and affairs of the corporation shall be managed by or under the direction of a board of directors.

Unless otherwise restricted by this certificate of incorporation or its bylaws, the board of directors shall have the authority to set the compensation of directors.

Incapacitation

Class Ownership shareholders may only be subject to incapacitation though inactivity. Inactivity for the purposes of this incorporation shall be a failure to respond to an activity check through the forums.
Activity checks may be initiated by directors and must receive a response within 72 hours to prevent incapacitation.
Activity check must be accompanied by a secondary method of contact (Discord/in-game mail/etc...)
Ownership shares incapacitated in this way shall be dispersed to any active directors. Should a director with ownership shares be incapacitated in this way, they shall be ineligible to be considered an ‘active director’.

Class B shares may be subject to incapacitation through long-deportation status or inactivity of 30 days (in-game activity), subject to removal through resolution.
Such a resolution may only be proposed by Class Ownership shareholders.
Shareholders who are incapacitated in this way are entitled to the par-value of their shares, and will have their shares removed and returned to the corporation.

Profit distribution
Profits shall be distributed as seen fit by the Director(s).

Authorization for securing financing
If it should be required, the Director has the ability to secure financing. There shall be no restrictions set forth by this document.

Reserved matters requiring higher than majority approval
There are no such matters.

Part IV Section 3 - Officers
In line with § 1, this statute does not apply to this entity.

Part IV Section 5 - Share Certificates
In line with § 1, this entity will not issue share certificates.

Part IV Section 7 - Election of Directors
Directors may be voted in and or replaced through a resolution. Such a resolution may only be proposed by Class Ownership shareholders.
Initial directors shall be JuniperFig and AsexualDinosaur.