KIWI GALLERY FOUNDATION

Certificate of Foundation

This Certificate establishes and governs the Foundation under the Redmont Corporate Entities Act.

1 Formation

1.1 The Registered Name of the Foundation is Kiwi Gallery Foundation.

1.2 The Foundation is formed as a foundation under §5.3.h of the Redmont Corporate Entities Act, established and operated as a non-profit under §61.

1.3 The Incorporator and founder of the Foundation is jsrkiwi.

1.4 The associated in-game company of the Foundation is KiwiGal.

1.5 The website of the Foundation is https://charity.jsrkiwi.com/gallery/

2 Purpose and activities

2.1 The Foundation exists to promote the appreciation and preservation of art in Redmont through collecting, conserving and exhibiting artworks for public viewing, and through establishing, operating and maintaining one or more art galleries.

2.2 To fulfil this purpose, the Foundation may purchase, commission, borrow or accept donated artworks; acquire, lease, construct, improve and maintain gallery premises and supporting facilities; organise exhibitions; and raise funds to support its collection and galleries.

2.3 The Foundation may sell or lend artworks, manage or dispose of property, invest funds and undertake trading activities where these support the purpose in clause 2.1. All income and proceeds must be retained or applied towards that purpose.

3 Initial endowment

3.1 The initial endowment is $22,396, plus plot c674 and artwork displayed at c674 at the date of the Foundation's formation.

3.2 The Foundation may subsequently accept money, artworks, land, buildings and other property for its purpose. Contributions and any conditions accepted with them must be recorded and must be consistent with this Certificate.

4 Directors and decisions

4.1 The incorporator named in clause 1.3 is the first and sole director. The board shall consist of one or more directors and shall manage the Foundation. Each director has one vote.

4.2 Additional and successor directors may be appointed, and any director removed, by a resolution supported by more than half of all directors then in office. Directors serve until resignation, removal, disqualification or replacement.

4.3 A sole director may appoint a successor by written consent. When retiring in favour of that successor, the outgoing director shall arrange for the successor to accept appointment and take office, following the required filing, before the outgoing director resigns.

4.4 Except where this Certificate provides otherwise, decisions shall follow Part V of the Redmont Corporate Entities Act, including its written-consent procedure. The board may appoint officers and delegate day-to-day work while retaining responsibility for the Foundation.

5 Character and property

5.1 The Foundation shall maintain its non-profit character. Its property is dedicated to its purpose. It has no owners, members or shares, and contributions confer no right to reclaim the property contributed.

5.2 No founder, director or person controlling the Foundation is designated as a beneficiary entitled to distributions. Private distributions to those persons are prohibited.

5.3 The Foundation may pay reasonable remuneration for work performed, reimburse properly incurred expenses and enter genuine transactions on arm's-length terms that further its purpose. Related-party transactions must satisfy those conditions. All payments and transactions remain subject to §57 and §61 of the Redmont Corporate Entities Act.

6 Amendments

6.1 This Certificate may be amended by a resolution supported by more than half of all directors then in office. An amendment to the purpose requires the agreement of every director then in office and must remain directed towards the public benefit.

6.2 Every amendment must preserve the Foundation's non-profit character and be filed as required by the Redmont Corporate Entities Act. The powers and approval requirements of the Federal Court under §58.4 and §60.6 remain applicable.

7 Dissolution

7.1 On dissolution, after all liabilities have been settled and the statutory winding-up requirements met, the remaining assets shall pass to one or more registered non-profits selected by the board whose purposes substantially resemble the Foundation's purpose.

7.2 If no suitable registered non-profit is available and willing to receive the remaining assets, those assets shall, on a voluntary winding up and subject to §57 and §61.5 of the Act, first be applied to refund donors up to the amount each donated, less any previous refunds. If insufficient assets are available, refunds shall be reduced proportionately to the donors' respective unrefunded donations. Any balance remaining after lawful refunds shall pass to the Government of Redmont. Refunds authorised by this clause are permitted notwithstanding clauses 5.1 and 5.2.

Adoption

I adopt this Certificate as incorporator and accept appointment as the first director.

Adopted on: 19 October 2026

Signed by the incorporator: jsrkiwi