# Certificate of Incorporation (the "Certificate)

of

Meadowbrook Holdings Corporation (the "Company")

## 1. Ownership

Meadowbrook Holdings Corp. has 3 stock classes.

**Class A Voting**
Authorized count: 1,000
Par Value: DC$150
Class Votes: 1,000
Dividends: No
Class Name: Class A Voting

**Class B Executive**
Authorized Count: 20
Par Value: DC$2,000
Class Votes: 2,000
Dividends: No
Class Name: Class B Executive

**Class C Preferred**
Authorized Count: 500
Par Value: DC$200
Class Votes: 0
Dividends: Yes
Class Name: Class C Preferred

Fluffyjumperfive is the sole incorporator of Meadowbrook Holdings Corporation.

**Amendments**
Amendments to the Certificate of Incorporation require a 66% majority vote (a "Supermajority") of all shareholders. Amendments must first be proposed by a Board member, approved by the Board by a simple majority vote, and then voted on by shareholders.

In the case of a stock par value, votes, or class powers being amended, 100% of the shareholders of that class must vote yes on the amendment.

## 2. Management & Decision Making

### Director Appointments
Directors are appointed by a Supermajority vote of the Board of Directors and a simple majority vote of the Shareholders. To be appointed, a shareholder must hold at least 5% of the voting rights.

### Board Voting
The Board of Directors may vote on any non-major decision (explained below), provided a quorum of at least 50% of Directors are present. For anything to pass, a simple majority vote will pass, except for major decisions.

### Major Decisions
Major Decisions require a Supermajority vote of all shareholders to pass (unless stated otherwise). Major decisions are as follows:

- Dissolution
- Major Acquisitions of over DC$300,000
- Mergers
- Sale of subsidiaries
- Startups

## 3. Shareholder Roles & Responsibilities
### Majority Shareholder
The Majority/Major Shareholder is the shareholder who owns the highest percentages of votes. They are considered the majority shareholder when they own over 50% of the votes.

The Majority Shareholder is expected to lead Board meetings, write new bylaws, write amendments to the Certificate of Incorporation, begin the Director appointment process, and begin the Director removal process.

### Shareholder
Shareholders own more than 0% of the votes.

Major Shareholders are expected to accept or deny their appointment to the Board, pay for the shares they purchased, absorb the losses on their investment if applicable, elect new Directors, vote on major decisions, and vote on bylaw and Certificate of Formation amendments.

## 4. Transfer of Shares
Shares may be transferred at the discretion of the legal entity which owns said shares. Shares must be transferred in the following cases: A shareholder who holds an executive position within the Company who is terminated must transfer their shares. In the case of a shareholder death, their disability, or incapacity to

execute their responsibilities. In the case of a shareholder declaring personal bankruptcy. In the case that a Supermajority of shareholders agree to sell the whole company to a separate party, minority shareholders must transfer their shares. In the case of any of the previously stated transfers, the stock shall be sold at Par Value.

**Right of First Refusal**

If any shareholder (a “Selling-Shareholder”) wishes to transfer any or all of their shares to a third-party, the Selling-Shareholder shall first deliver a notice to the Company which shall include, the amount of shares they wish to transfer, the party they are transferring to, and the value of each share. The non-selling shareholders shall have seven days from when they received this notice to elect to purchase the same amount of shares from the Selling-Shareholder at the same value and terms as the offer to the third party.

## 5. Dividends

For dividends to be declared, the Board must first prove that the dividends are to be taken from the Retained Earnings of the Company, and that paying the dividends won't result in the company being unable to pay its operation costs.

To be approved, a simple majority vote of the Board must outline the amount being approved in dividends, the dividends per share, and when the dividends are to be paid.

## 6. Dispute Resolution

Shareholder disputes are to be first resolved by the respective shareholders with good-faith communication. In the case in which this fails, the Board must attempt to resolve the dispute before court claims are filed.

**Bylaws**

If a bylaw is a direct addition to the Certificate of Incorporation, it shall be treated as a supplement to it. Bylaws may not override the Certificate of Incorporation.

## 7. Financing

The Company may issue new shares to raise capital by approval of a simple majority vote of the shareholders.

## 8. Board of Directors

The Board of Directors handles most daily operations that do not include major decisions. The Board shall meet once every two weeks to discuss current operations. A Director may motion for an emergency meeting of the Board in extenuating circumstances.

## 9. Dissolution

The Company may be dissolved at the unanimous vote of the shareholders.

In the event that the Company dissolves, all current client contracts and operations must be finished first. Next, all shareholders must be paid the value of their shares by the company. Third, the company shall begin the process of selling its subsidiaries to current subsidiary shareholders, or a public auction. Lastly, all dockets must be updated and a public announcement of closure must be issued.

## 10. Shareholder Information

Shareholder meetings are held every two months, or at the discretion of the Board. Shareholders have the right to reasonable access to financial and business information.

## 11. Purpose & Additional Information

### Purpose

Meadowbrook Holdings Corporation exists to acquire, manage, and start business it will own as a subsidiary.

### Additional Information

Plugin name: Meadowbrook_Holdings

### Shareholder Register

Class A: Fluffyjumperfive 1000
Class B: Fluffyjumperfive: 20
Class C: Fluffyjumperfive 500