MERIDIAN BANK

CERTIFICATE OF INCORPORATION

Commonwealth of Redmont · Registered under the Legal Entity Act

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Know all persons by these presents that the undersigned, being of lawful capacity and acting as incorporator, does hereby form a Corporation pursuant to the Legal Entity Act of the Commonwealth of Redmont, and does hereby certify as follows:

Article 1 — Registered Name

The registered name of this Corporation is Meridian Bank.

Article 2 — In-Game Company

The name of the in-game company registered in the business plugin is MeridianBank.

Article 3 — Incorporator

This Corporation is incorporated by: Stoppers.

Article 4 — Nature of Business

The purpose of Meridian Bank is to operate as a registered Commercial Bank under the Commercial Standards Act of the Commonwealth of Redmont. The Corporation is authorized to engage in any lawful act or activity for which a Corporation may be organized under the Laws of the Commonwealth of Redmont. The primary business activities of this entity shall include, but are not limited to:

(a) Accepting and managing customer deposits, including interest-bearing deposit accounts;

(b) Originating and servicing loans, including secured and unsecured lending;

(c) Payment and settlement infrastructure;

(d) Liquidity support and inter-institutional financing;

(e) Custody and safekeeping of client funds;

(f) Any other lawful banking and financial activities as approved by the Board of Directors.

Article 5 — Share Structure

The Corporation shall have a single class of shares:

Class Name: Common Shares

Authorized Shares: 1,000,000

Par Value: $0.01 per share

Voting Rights: Each Common Share carries one (1) vote on all matters put to shareholders.

Economic Rights: Common Shares carry full proportional economic interest in dividends declared and in assets upon dissolution.

The initial and sole shareholder of Meridian Bank, holding one hundred percent (100%) of the issued shares, is: Stoppers.

Article 6 — Management

Meridian Bank shall be governed by a Board of Directors. The first director of the Corporation is Stoppers, who shall serve as Chairperson with full authority over the management and affairs of the Company, subject to this Certificate of Incorporation and the Legal Entity Act.

Executive officers shall be appointed by the Board of Directors and include at minimum a Chief Executive Officer (CEO). Additional roles such as Chief Financial Officer (CFO) or Chief Operating Officer (COO) may be established at the Board's discretion. Officers act under the supervision of the Board and within the scope of their designated roles.

On any vote of shareholders, there shall be a quorum of at least fifty percent (50%) of the total voting power, where explicit, affirmative abstentions count towards the quorum. Resolutions must be open for vote for at least forty-eight (48) hours.

Article 7 — Capital Contributions

The initial capital contribution of the sole shareholder, Stoppers, shall be $100,000. No minimum initial capital contribution is required. Additional capital contributions may be made at the discretion of the shareholder as needed to fund the operations of the Company.

In the event that the Company requires additional capital, the Board of Directors may authorize the issuance of additional Common Shares, subject to the following conditions:

(a) All shares must be issued at or above fair market value, as determined by the most recent valuation accepted by the Board or by independent third-party appraisal;

(b) The Company must disclose all new issuances to existing shareholders, including the number of shares issued, the identity of the recipient(s), and the valuation basis and consideration received, by filing in the Company Docket;

(c) Any issuance resulting in more than ten percent (10%) dilution of existing voting power must be approved by shareholders holding at least a majority of the Company's voting shares.

Article 8 — Profit and Loss Distribution

All profits and losses of Meridian Bank shall be allocated to shareholders in proportion to their Common Share holdings. Distributions of profits shall be declared by the Board of Directors at such times and in such amounts as the Board determines in its discretion.

No distribution shall be made that would render the Company unable to pay its debts as they become due in the ordinary course of business, or that would cause the Company to fail to meet its reserve requirements as set by the Federal Reserve Bank, or its deposit guarantee obligations under the Taxation Act.

Article 9 — Transfer of Shares

9.1 — Issuance of New Shares.

New shares may be issued by the Board of Directors in accordance with Article 7. Existing shareholders shall have a right of first refusal on any new issuance, with not less than forty-eight (48) hours to exercise that right, before shares may be offered to third parties.

9.2 — Transfer of Shares.

A shareholder may transfer their shares to another person or entity subject to the following: (a) the transferring shareholder must first offer the shares to existing shareholders on the same terms, with not less than forty-eight (48) hours notice; (b) if no existing shareholder exercises this right, the transfer to a third party may

proceed; (c) all transfers must be filed in the Company Docket in accordance with the Legal Entity Act before taking effect.

9.3 — Forced Sale.

If a shareholder's actions materially harm the Corporation, the Board may, with approval of shareholders holding at least seventy-five percent (75%) of the Company's voting shares, recommend a forced sale of that shareholder's shares. Such a sale may only proceed in compliance with applicable regulations, ensuring transparent disclosure and adherence to all applicable laws. The forced sale may be executed through negotiated purchase by other shareholders or the Corporation, subject to the buyback provisions of this Certificate.

9.4 — Share Buybacks.

The Company may repurchase its own shares, provided: (a) the Company retains sufficient capital after the buyback to meet its operational and legal obligations, including reserve requirements; (b) buyback terms are disclosed to all shareholders in the Company Docket prior to execution; (c) any buyback affecting more than ten percent (10%) of total outstanding shares requires approval by shareholders holding at least a majority of the Company's voting shares.

Article 10 — Dispute Resolution

10.1 — Good Faith Negotiation.

In the event of any dispute, claim, or controversy arising out of or related to this Certificate of Incorporation or the affairs of Meridian Bank, the parties involved shall first attempt to resolve the matter through good faith negotiation for a period of not less than seven (7) days following written notice of the dispute.

10.2 — Mediation.

If the dispute cannot be resolved through negotiation, the parties shall submit the matter to mediation administered in accordance with the laws and customs of the Commonwealth of Redmont. The costs of mediation shall be borne equally by the disputing parties unless otherwise agreed.

10.3 — Final Resolution.

Should mediation fail, any unresolved disputes shall be submitted to the appropriate judicial authority within the Commonwealth of Redmont for final resolution. The decision of that authority shall be binding on all parties.

10.4 — Continuity of Operations.

Pending the resolution of any dispute, the Company shall continue to operate in the ordinary course of business unless otherwise ordered by a competent authority.

Article 11 — Liability

The debts, obligations, and liabilities of Meridian Bank, whether arising in contract, tort, or otherwise, shall be solely the debts, obligations, and liabilities of the Company. No shareholder, director, officer, employee, or other agent of the Company shall be obligated personally for any such debt, obligation, or liability solely by reason of being such a shareholder, director, officer, employee, or agent.

Notwithstanding the foregoing, shareholders acknowledge that as a registered deposit-taking Financial Institution, the Company's directors may be subject to asset seizure by the Department of Commerce in accordance with the Taxation Act in the event of insolvency or failure to meet depositor obligations.

Article 12 — Amendments

12.1 — Proposal.

Any shareholder holding voting power may propose an amendment by submitting the proposed amendment in writing to all shareholders, with not less than one (1) week notice prior to any vote.

12.2 — Approval.

Amendments to this Certificate of Incorporation shall require the affirmative vote of shareholders holding at least fifty percent (50%) of the total voting power of the Company. The following matters shall require the affirmative vote of shareholders holding at least seventy-five percent (75%) of the total voting power:

(a) Dissolution or winding up of the Corporation;

(b) Any merger or consolidation with another entity;

(c) Any share issuance resulting in more than ten percent (10%) dilution of existing voting power;

(d) Any share buyback affecting more than ten percent (10%) of total outstanding shares;

(e) Any forced sale of a shareholder's shares.

12.3 — Filing.

Any approved amendment shall be filed in the Company Docket in accordance with applicable law and shall become effective upon such filing.

12.4 — Records.

All amendments shall be maintained in the Company's records and the Company Docket shall be updated accordingly.

Article 13 — Bylaws

Meridian Bank may adopt, amend, or repeal bylaws governing the internal affairs of the Company to the extent not inconsistent with this Certificate of Incorporation or the Legal Entity Act. The following matters are hereby delegated to the Bylaws, as authorized by Part III, Section 5 of the Legal Entity Act:

(a) Procedures for conducting meetings of shareholders and directors;

(b) Rules governing the day-to-day operations of the Company's banking activities;

(c) Policies regarding conflicts of interest and related-party transactions;

(d) Record-keeping requirements and procedures for maintaining the Company's books and financial records, including those required under the Banking Income Tax Act;

(e) Such other matters as the Board may determine appropriate to regulate by bylaw.

In the event of any conflict between the Bylaws and this Certificate of Incorporation, the Certificate of Incorporation shall control. Bylaws may be adopted, amended, or repealed by the Board of Directors with a majority vote of the Board.

Article 14 — Existence

Meridian Bank shall have perpetual existence unless dissolved in accordance with the provisions of the Legal Entity Act of the Commonwealth of Redmont.

Article 15 — Dissolution

The dissolution of Meridian Bank shall be governed by the default provisions of the Legal Entity Act, unless otherwise determined by shareholders. In accordance therewith:

(a) The dissolution process shall be initiated by the Board adopting a dissolution resolution, which shall be posted in the Company Docket;

(b) Dissolution must be approved by shareholders holding at least seventy-five percent (75%) of the total voting power;

(c) Following approval of a dissolution resolution, the Company shall wind down its affairs, including notifying all depositors, creditors, and contractual parties as required by law, ending all contracts, paying off all creditors and

debts (including outstanding deposits), satisfying all reserve and regulatory obligations, finishing all lawsuits, and liquidating or distributing all assets in accordance with the dissolution resolution;

(d) The Company shall file a Certificate of Dissolution in the Company Docket upon completion of winding up.

Article 16 — Regulatory Compliance

Meridian Bank shall at all times maintain its registration as a deposit-taking Financial Institution with the Department of Commerce and shall comply with all applicable laws and regulations, including but not limited to:

(a) The Legal Entity Act;

(b) The Taxation Act, including balance tax exemption requirements and deposit guarantee obligations;

(c) The Banking Income Tax Act, including monthly financial reporting and profit tax obligations;

(d) The Credit Standards Act, including written disclosure requirements for all credit extended to consumers;

(e) The Commercial Standards Act, including registration and operational requirements for Commercial Banks;

(f) Reserve requirements as set by the Federal Reserve Bank from time to time.

The Department of Commerce must be notified of any changes to business ownership, management, or operational status. The Company shall maintain accurate and up-to-date records with the Department of Commerce at all times.

Article 17 — Execution

In witness whereof, the undersigned incorporator has executed this Certificate of Incorporation as of the date set forth below, and certifies that the facts stated herein are true.

Signature

Name: Stoppers
Title: Incorporator & Chairperson of the Board of Directors
Date: 1 June 2026

Signature: ___*Stoppers*_____

This document is submitted to the Department of Commerce for registration in accordance with the Legal Entity Act.