

MERIDIAN Formula One Inc.

Certificate of Incorporation

Created June 14th, 2026.

Updated June 14th, 2026.

MERIDIAN
FORMULA ONE

CERTIFICATE OF INCORPORATION

MERIDIAN Formula One Inc.

Dated 14th of June 2026.

THIS CERTIFICATE OF INCORPORATION of MERIDIAN Formula One Inc. (the "Certificate") is adopted by the Incorporator named below and governs the Corporation and its shareholders under the laws of the Commonwealth of Redmont, including the Legal Entity Act. All monetary values are in Redmont Dollars ($).

1. Name and Incorporation Details

1.1. The name of the corporation is **MERIDIAN Formula One Inc.** (the "Corporation"), which may be abbreviated to "MERIDIAN" in this Certificate, and can also be known as MERIDIAN F1, or just F1.

1.2. The in-game firm name of the Corporation is “**F1**”.

1.3. The Incorporator is **Superwoops**, whose residence is **C530**, and who is the sole shareholder of the Corporation upon issuance of the initial shares.

1.4. The Corporation is incorporated as a Corporation. It begins its existence when an authorised officer of the Department of Commerce signs this Certificate in the Corporation's Company Docket.

1.5. If the Corporation later offers securities to the public, it shall also comply with all additional requirements set forth by statute and Departmental policy.

2. Purpose

2.1. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organised under the laws of the Commonwealth of Redmont.

2.2. As a non-exclusive list of activities, the Corporation may design, organise, promote, host, sponsor, and operate motorsport, racing, and competitive events and related ventures, and may hold property, enter contracts, and hold interests in other entities.

2.3. The Corporation reserves the right to create subsidiary in-game firms in support of its activities.

3. Shares and Classes

3.1. The Corporation is authorised to issue a total of fifty thousand (50,000) shares, divided into two (2) classes as set out below.

3.2. Zoom Class Shares: ten thousand (10,000) authorised, par value $2.00 each, carrying ten (10) votes per share and full economic rights.

3.3. Flash Class Shares: forty thousand (40,000) authorised, par value $0.10 each, carrying one (1) vote per share and full economic rights.

3.4. Except for voting weight and par value, the two classes rank equally and participate in dividends, distributions, and dissolution proceeds pro rata to the number of shares held.

3.5. Authorised shares that have not been issued, and any shares reacquired and held by the Corporation, carry no votes and receive no dividends or distributions while held by the Corporation.

Share Class	Authorised	Par Value	Votes / Share
Zoom Shares	10,000	$2.00	10
Flash Shares	40,000	$0.10	1
Total	50,000	—	—

4. Initial Issuance

4.1. Upon formation and entry into the share register, eight thousand (8,000) Zoom Shares shall be issued to **Superwoops**, who shall thereby own one hundred percent (100%) of the initially issued shares of the Corporation and one hundred percent (100%) of its voting power at creation.

4.2. Superwoops has subscribed for, and paid in full, the par value of those shares, being a total of $16,000.00. No Flash Shares are issued upon formation; unissued shares remain the property of the Corporation until validly issued.

5. Share Register and Transfers

5.1. The Corporation shall maintain an Incorporated Entity Summary and a share register in the Company Docket, recording current ownership of all registered shares and any later transfers, as required by the Legal Entity Act.

5.2. No transfer, issuance, or change of ownership of shares takes legal effect until it is filed in the Company Docket and the share register is updated to reflect it.

5.3. Information recorded in the Company Docket is permanent and may not be stored on a medium that is not immutable.

6. Shareholders and Voting

6.1. The voting power of each shareholder is the number of shares held multiplied by the votes per share of the relevant class, summed across all classes held.

6.2. A quorum for any shareholder vote is fifty percent (50%) of the total voting power, with explicit abstentions counted toward quorum.

6.3. Unless a higher threshold is required by this Certificate or by law, a shareholder resolution passes by a simple majority of the voting power voting on the matter, and shall remain open for at least forty-eight (48) hours unless all shareholders have voted, in which case the vote will conclude at that time.

6.4. Shareholders are entitled to elect and remove directors and to approve matters reserved to them by this Certificate or by law. All shareholder decisions shall be documented in the Company Docket.

7. Board of Directors and Officers

7.1. The business and affairs of the Corporation are managed by or under the direction of its Board of Directors.

7.2. The initial and sole director is Superwoops. The Corporation shall always have at least one (1) director and has no maximum; the number of directors is set by shareholder resolution.

7.3. Directors are elected and removed, with or without cause, by shareholder resolution.

7.4. The Board may appoint and remove officers, who may include a Chief Executive Officer, Chief Operating Officer, and Chief Financial Officer. The Chief Executive Officer is the principal executive officer of the Corporation. The Board is free to create Executive Officer positions. Until the Board appoints officers, Superwoops shall act as the principal officer for operational purposes.

8. Dividends and Distributions

8.1. Through valid Board resolution, the Board of Directors may declare and pay dividends from funds legally available, in cash, property, or shares.

8.2. Dividends and distributions are paid pro rata according to the number of shares held by each shareholder of the class entitled to receive them on the record date.

9. Reserved Matters

9.1. The following list of actions requires a shareholder vote of at least sixty percent (60%) of voting power:

9.1.1. Sale of the Corporation to a third party;

9.1.2. Merger or consolidation of the Corporation;

9.1.3. Sale of all, or substantially all, of the Corporation's assets, such that any reasonable person would regard it as such;

9.1.4. Dissolution of the Corporation; and,

9.1.5. Any amendments to this Certificate.

10. Amendments

10.1. This Certificate may be amended by shareholder resolution passed by a 60% majority of the voting power as set forth in §9.1, on a proposal originating from the Board of Directors.

10.2. In accordance with the Legal Entity Act, the holders of a class shall vote separately as a class, and the action shall require at least a majority of that class, where an amendment would increase or decrease the authorised number of shares of that class, change its par value, or alter the powers, preferences, or special rights of that class so as to affect them adversely.

11. Financing

11.1. The Corporation may raise capital by borrowing, fundraising, applying to grants, by issuing new shares, or by accepting outside investment, on terms approved by the Board.

11.2. New share issuances may dilute existing holders, provided that no single instance or series of share issuances taking place within one (1) month exceeds 25% of the total shares outstanding immediately before it.

12. Exit Strategies

12.1. If a sale of the Corporation to a third party is approved in accordance with this Certificate, all shareholders must sell on the same per-share terms.

12.2. If a holder sells a controlling stake to a third party other than under a drag-along, the other shareholders may join that sale on the same terms.

12.3. On the death or incapacity of a shareholder, the Corporation may buy back their shares at par value within ninety (90) days.

12.4. If a shareholder other than the Incorporator fails to respond to contact from the Board within one hundred and twenty (120) hours, the Corporation may reacquire that shareholder's shares at their par value. Said contact from the Board must be held either in the Company Docket or in the Corporation's Discord server.

13. Limited Liability

13.1. The Corporation is a separate legal entity from its shareholders, directors, and officers. The liability of a shareholder is limited to the amount unpaid, if any, on the shares they hold, except to the extent a shareholder has explicitly accepted personal liability in accordance with law.

14. Dissolution

14.1. The Corporation may be dissolved in accordance with the Legal Entity Act. Voluntary dissolution is initiated through a Board resolution and completed through approval of the shareholders as set out in §9.1.

14.2. Upon dissolution, the Corporation shall wind up its affairs, satisfy its debts and obligations, distribute any remaining assets to shareholders, and file a properly signed Certificate of Dissolution in the Company Docket before its existence terminates.

15. Severability

15.1. If any provision of this Certificate is found unlawful, void, or otherwise unenforceable, the remaining provisions shall continue in full force and effect.

16. Signature

IN WITNESS WHEREOF, the undersigned Incorporator has executed this Certificate of Incorporation.

Superwoops

Superwoops
Incorporator
Dated 14th of June 2026.