Mironia LLC – Certificate of Formation

Article 1 – Formation

1.1 **Name.** The legal name of the company shall be “Mironia”, doing business as “Mironia LLC”. The associated in-game DB shall be called “Mironia”. Other DBs may be transferred into company funds by the Manager.

1.2 **Formation.** The Company is a limited liability company organized under the Legal Entity Act of the Commonwealth of Redmont. The Company shall be registered with the Department of Commerce (“DoC”).

1.3 **Jurisdiction.** The registered jurisdiction shall be the Commonwealth of Redmont (“Redmont”). This certificate shall be governed by the laws thereof.

1.4 **Incorporator.** The initial incorporator of the Company is DaanBanaan5673.

1.5 **Purpose.** The purpose of the company is to engage in any lawful act or activity for which the Company may be organised under the Laws of Redmont.

Article 2 – Membership

2.1 **Members.** The Members of the Company are **Talion77** and **ItsStormcraft**. Members may only be added via an amendment to this provision of the Certificate. If a Member resigns, their name may be struck from this provision of the Certificate without a formal amendment being passed.

2.2 **Transfer of Membership.** No membership may be sold, assigned, transferred, pledged, or encumbered apart from the process set out in Article 2.1.

2.3 **Capital Contributions.** The required capital contribution for all Members shall be 0,00$.

2.4 **Structure.** The Company is a member-based limited liability company. Ownership, voting rights, and all economic interests in the Company are vested solely in its Members and not divided into separate or freely transferable interests or units. Members shall vote on all actions reserved to them collectively, any such vote shall require a simple majority for passage.

2.4 **Written Consent.** Any action required or permitted may be taken by written consent in lieu of meetings. This provision applies to all individuals afforded powers under this certificate.

Article 3 – Management

3.1 **Manager-managed.** The Company shall be manager-managed.

3.2 **President.** All managerial power shall be vested in a President. The Members may freely appoint and dismiss them.

3.3 **Powers of the President.** The President shall have the power to:

(1) manage the Company, its business, and its funds;
(2) contract, hire, manage, and fire employees;
(3) bind the Company in legal matters; and
(4) accept or decline legal representation.

Transactions may only be conducted with approval from the Members, any other transactions shall be illegal and unauthorised.

3.4 **Delegation.** The President may delegate their power, wholly or partially, to employees of the Company. Such a delegation may be revoked by the President at any time, and the President reserves the right to exercise his power concurrently. The Members may revoke such a delegation by the President as well.

Article 4 – Liability

4.1 **Limited Liability.** No Member or the President shall be personally liable for the debts, obligations, or liabilities of the Company.

4.2 **Indemnification.** The Company shall indemnify the Member and Manager to the maximum extent permitted under the Legal Entity Act for any action taken in good faith on behalf of the Company

Article 5 – Finances

5.1 **Profit and Loss distribution.** All profits and losses shall be retained by the company to conduct its business.

5.2 **Anti Self-Dealing.** The President, nor any individual delegated their power, may not conduct business or transactions with themselves, or with any legal entity that they have control or ownership over.

Article 6 – Dissolution

6.1 **Dissolution.** The Company may be dissolved only by a formal written and unanimous resolution of the members, recorded in the Company Docket. All dissolution procedures shall be conducted in accordance with the Legal Entity Act.

6.2 **Dissolution Trigger.** The Company may not be dissolved as long as this provision, Article 6.2, exists. Amendment of this provision shall require a unanimous vote amongst the Members, and approval from the President.

Article 7 – Amendments

7.1 **Amendments.** This certificate may only be amended by the Members. A supermajority vote is required to amend it.

7.2 **Method of Amendment.** Any amendment to this certificate must be made in writing.

Article 8 – Bylaws

8.1 **No Bylaws.** The Company may not adopt bylaws, and is exclusively governed by this certificate and the laws of Redmont.

Article 9 – Miscellaneous

9.1 **In-game DB.** The in-game business account of the Company shall be owned by the President as an agent. The Company retains legal ownership.

9.2 **Dispute Resolution.** All disputes shall be resolved within the Courts of Redmont.