

MEZIMOŘÍ UNION ATM BANCORPORATION

("MZB-ATM")

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION (ARTICLES OF INCORPORATION)
AND BYLAWS

Commonwealth of Redmont • Dated 28 February 2026

Wholly-owned subsidiary of Mezimoří Union Bancorporation (MZB)

Part I — Amended and Restated Certificate of Incorporation

This Amended and Restated Certificate of Incorporation (this "Certificate") is the formation instrument of Mezimoří Union ATM Bancorporation (the "Corporation") under the Legal Entity Act of the Commonwealth of Redmont (the "LEA"). It amends and restates in full the Corporation's prior formation instrument adopted 09 December 2025. This Certificate is intended to be filed in the Corporation's Company Docket and becomes effective when posted (unless a later effective time is stated in the filing). The Corporation is intended to operate as a wholly-owned subsidiary of Mezimoří Union Bancorporation ("MZB").

Article 1 — Name

The name of the Corporation is Mezimoří Union ATM Bancorporation.

Article 2 — In-Game Company Name (Business Plugin)

The name of the Corporation's company in the business plugin is: mzb-atm.

Article 3 — Incorporator

The incorporator of the Corporation is: multiman155 (IGN: multiman155).

Article 4 — Purpose and Powers

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of Redmont. Without limiting the generality of the foregoing, the Corporation is organized to provide ATM services and related commercial banking and financial operations, and to engage in activities ancillary to those services.

The Corporation has all powers of a corporation under the LEA and other applicable law, except as expressly limited by this Certificate.

Article 5 — Principal Office; Legal Correspondence

The Corporation's principal office is located at Or-c049 (or such other location as the Board may determine from time to time, subject to MZB approval).

For convenience and to support the Incorporated Entity Summary, the Corporation designates multiman155 as the person to whom legal correspondence should be delivered, unless updated in the Incorporated Entity Summary.

Article 6 — Capital Stock

Section 6.1 Authorized Shares; Par Value

The Corporation is authorized to issue 10,000 shares of Common Stock ("Common Shares"), par value $0.01 per share. No fractional shares may be issued.

Section 6.2 Rights of Common Shares

Each Common Share has one (1) vote on matters submitted to shareholders and participates pro rata in dividends and liquidation distributions when and if declared/paid, subject to this Certificate.

Section 6.3 Initial Issuance; Historical Paid-In Capital

As of the date of this Certificate, the Corporation has issued and outstanding 10,000 Common Shares, all owned by Mezimoří Union Bancorporation (MZB).

At formation (09 December 2025), the Corporation's initial contributed capital was stated as $10,000, comprised of $100 aggregate par value (10,000 shares × $0.01) and $9,900 additional paid-in capital, funded by MZB. The Corporation's current financial position is reflected in its books and financial statements.

Section 6.4 Share Register

The share register shall be maintained in the Incorporated Entity Summary and Company Docket as required by the LEA.

Article 7 — Issuance and Transfer Restrictions

Section 7.1 Additional Share Issuances

The Board may not issue any additional shares unless MZB, as sole shareholder, approves the issuance by written consent or shareholder resolution.

Section 7.2 Transfer Prohibition; Whole-Company Transfers Only

Transfers of Common Shares are prohibited unless ALL issued and outstanding Common Shares (100% of the Corporation) are transferred in a single transaction. Any permitted whole-company transfer requires (i) approval by the Board and (ii) approval by MZB as sole shareholder.

Any attempted partial transfer (including pledges, splits, or transfers of fewer than all shares) is void and shall not be recorded on the share register.

Section 7.3 Transfer Valuation

Any permitted whole-company transfer shall be valued at par value or as otherwise determined by MZB, subject to applicable law.

Article 8 — Board of Directors

The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors, subject to the reserved rights of MZB set forth in Article 11.

Section 8.1 Number; Appointment

The Board shall consist of not fewer than one (1) director and not more than three (3) directors. Directors are appointed and may be removed at any time by MZB as sole shareholder.

The initial director is multiman155.

Article 9 — Officers

The Corporation shall have such officers as the Board determines, subject to direction from MZB. Officers are appointed and removed by the Board.

The initial Chief Executive Officer (CEO) is multiman155.

Article 10 — Dividends and Distributions

Dividends and distributions, if any, are declared at the discretion of the Board, subject to applicable law and prudent banking practices.

All dividends and distributions shall be paid to MZB as the sole shareholder, unless and until the share register reflects a different lawful shareholder.

Article 11 — Reserved Rights of MZB (Sole Shareholder)

So long as MZB is the sole shareholder, the following actions require MZB's prior written consent (which may be delivered by forum post or written consent filed in the Company Docket):

- Dissolution or liquidation of the Corporation.
- Any merger, consolidation, or sale of substantially all assets.
- Any issuance of equity securities or admission of any additional shareholders.
- Any material change to the Corporation's business purpose, line of business, or relationship with MZB.
- Raising external equity capital (including any public offering).
- Incurring, guaranteeing, or issuing material indebtedness, except as expressly authorized by MZB.
- Major capital expenditures above thresholds set by MZB policy (if any).
- Any material regulatory filing, settlement, or enforcement response.

Article 12 — Financing

The Corporation's capitalization and financing are controlled by MZB. The Corporation may accept additional capital contributions from MZB from time to time. The Corporation may not raise external equity or incur material indebtedness without MZB approval under Article 11.

Article 13 — Dissolution and Winding Up

The Corporation may be dissolved only in accordance with the LEA and this Certificate. Dissolution is initiated by a director resolution advising dissolution posted in the Company Docket, followed by approval by shareholder resolution as required by the LEA and by MZB consent under Article 11.

In winding up, the Corporation shall (i) return customer deposits in full as the first priority (to the extent the Corporation holds deposits), (ii) pay other creditors and liabilities, (iii) resolve pending litigation, and (iv) distribute any remaining net assets to the shareholder(s) pro rata by shares held.

Article 14 — Dispute Resolution; Courts

The Corporation encourages good-faith negotiation and (if all parties agree) voluntary, non-binding mediation for disputes. No provision of this Certificate or the Bylaws requires binding arbitration, and no party contracts away the right to access the court system for dispute resolution.

Unless a court determines otherwise, the parties consent to the exclusive jurisdiction of the courts of the Commonwealth of Redmont for disputes arising out of this Certificate, the Bylaws, or the internal affairs of the Corporation.

Article 15 — Amendments

This Certificate may be amended or restated only with approval of MZB as the sole shareholder. Only multiman155 may propose amendments so long as multiman155 remains the beneficial owner controlling MZB; thereafter, proposals may be made by (i) MZB as shareholder or (ii) the Board at MZB's direction.

Article 16 — Severability

If any provision of this Certificate is held invalid or unenforceable, the remainder shall remain in effect to the fullest extent permitted by law.

Article 17 — Bylaws Adopted; Delegation

The Corporation adopts the Bylaws attached as Part II. The Bylaws may regulate any matter concerning the Corporation to the extent permitted by the LEA and this Certificate. In case of conflict, this Certificate prevails.

IN WITNESS WHEREOF, the undersigned incorporator and initial director adopts this Amended and Restated Certificate of Incorporation on the date set forth below.



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multiman155
Incorporator • Initial Director • CEO

Date: 28 February 2026

Part II — Bylaws of Mezimoří Union ATM Bancorporation

These Bylaws are adopted under authority of the Certificate and the LEA. Where the LEA supplies a default rule and these Bylaws are silent, the LEA default applies.

Article 1 — Shareholder (MZB) Action

1.1 Sole Shareholder. So long as MZB is the sole shareholder, any shareholder action may be taken by written consent or resolution of MZB filed in the Company Docket.

1.2 Quarterly Coordination. The Corporation intends to coordinate quarterly reporting and meetings with MZB's board/shareholder cadence.

Article 2 — Board Governance

2.1 Meetings. When the Board has more than one director, it should meet at least quarterly. Meetings may occur in-game, on Discord, or via forums.

2.2 Quorum and Voting. A majority of directors then in office constitutes a quorum. Board actions require a simple majority of directors present, unless the Certificate requires MZB consent.

2.3 Written Consent. The Board may act without a meeting by written consent filed in the Company Docket.

Article 3 — Officers

3.1 Appointment. Officers are appointed by the Board, and the Board should follow MZB's reasonable directions on officer appointments and removals.

Article 4 — Share Register and Transfer Mechanics

4.1 Share Register. The Corporation shall keep its share register current in the Incorporated Entity Summary.

4.2 Invalid Transfers. Any transfer that violates the Certificate is ineffective and shall not be recorded in the share register.

Article 5 — Financial Reporting and Coordination with MZB

5.1 Reporting. The Corporation will provide financial statements to MZB at least quarterly, and more frequently upon reasonable request.

5.2 Confidentiality. The Corporation may share confidential information with MZB for legitimate business purposes. Customer information remains confidential and must be handled in accordance with applicable law.

Article 6 — Regulatory Compliance

The Corporation shall maintain compliance with all applicable banking and financial services laws and regulations, and shall promptly inform MZB of any material compliance issues.

Article 7 — Amendments to Bylaws

These Bylaws may be amended by the Board only with prior written consent of MZB so long as MZB is the sole shareholder.

Adopted as of the date on the cover page.