

MEZIMOŘÍ UNION BANCORPORATION

(“MZUB”)

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

Commonwealth of Redmont • Dated 28 February 2026

For %iling in the Company Docket under the Legal Entity Act

Part I — Amended and Restated Cer0ficate of Incorpora0on

This Amended and Restated Certi%icate of Incorporation (this “Certi%icate”) is the formation instrument of Mezimoři ´Union 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 Certi%icate is intended to be %iled in the Company Docket and becomes effective when posted (unless a later effective time is stated in the %iling).

Ar#cle 1 — Name

The name of the Corporation is Mezimoři ´Union Bancorporation. The Corporation may do business under the trade name

"Mezimori Bank" and/or such other names approved by the Board, subject to applicable law.

Ar#cle 2 — In-Game Company Name (Business Plugin)

The name of the Corporation's company in the business plugin is: MZUB.

Ar#cle 3 — Incorporator

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

Ar#cle 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 commercial banking and other %inancial services, and to own and manage equity interests in subsidiary entities engaged in related activities.

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

Ar#cle 5 — Dura#on

The Corporation has perpetual existence unless dissolved in accordance with the LEA and this Certi%icate.

Ar#cle 6 — Principal Office; Legal Correspondence

The Corporation's principal of%ice is located at Or-c049 (or such other location as the Board may determine from time to time).

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.

Ar#cle 7 — Capital Stock

Sec$on 7.1 Authorized Shares; Par Value

The Corporation is authorized to issue shares in two (2) classes, each with a par value of $0.01 per share, as follows:

- Class A Common Equity Shares ("Class A"): 1,000,000 shares authorized.
- Class B Voting Shares ("Class B"): 100,000 shares authorized.

No fractional shares may be issued.

Sec$on 7.2 Share Class Characteris$cs

The following rights, preferences, and limitations apply to the share classes:

Class A (Equity / Economic Rights).

- Economic Rights: Class A shares participate pro rata (by number of Class A shares held) in dividends and distributions when and if declared by the Board.
- Liquidation Rights: After payment of the Corporation's debts and liabilities and satisfaction of depositor obligations (if any), any remaining net assets shall be distributed pro rata to Class A shareholders.
- Voting Rights: Except where a class vote is required by the LEA or this Certi%icate, Class A shares have no voting power.

Class B (Voting / Control Rights).

- Voting Rights: Class B shares, voting as a single class, hold all general shareholder voting power of the Corporation. Each Class B share is entitled to one (1) vote on matters submitted to shareholders, except where the LEA requires a separate class vote.
- Economic Rights: Class B shares do not participate in dividends or other distributions and do not participate in liquidation distributions other than (at the Board's discretion) the return of any paid-up par value upon %inal liquidation.

For avoidance of doubt, the Corporation shall at all times have one or more shares or classes outstanding that, alone or in combination, carry full voting powersas required by the LEA.

Sec$on 7.3 Ini$al Issuance; Historical Paid-In Capital

As of the date of this Certi%icate, the Corporation has issued and outstanding:

- 100,000 Class A shares issued to and held by ZxRiptide.
- 100,000 Class

B shares issued to and held by ZxRiptide.

At formation (09 December 2025), the Corporation's initial capital was stated as $350,000, contributed par value ($0.01) and $2,000 aggregate (200,000 × current %inancial position additional paid-in capital. The Corporation's %inancial statements. is re%lected in its books and

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

Sec$on 7.4 Unissued Shares

Authorized shares that are not issued and outstanding are held by the Corporation and may be issued from time to time in accordance with this Certi%icate, the Bylaws, and applicable law.

Ar#cle 8 — Issuance and Transfer of Shares

Sec$on 8.1 Issuance of Class A Shares (Capital Raising)

The Board may issue additional Class A shares for public or private offerings, in such amounts and for such consideration as the Board determines to be in the best interests of the Corporation, subject to: (a) any required %ilingsand approvals under applicable law; (b) the pre-emptive rights in Article 9; and (c) any limitations adopted by Board resolution and %iled in the Company Docket.

Sec$on 8.2 Issuance and Transfer of Class B Shares

Class B shares are intended to preserve voting control. Accordingly:

- No Class B shares may be sold in a public offering.
- Any issuance of additional Class B shares requires approval by (i) the Board and (ii) a shareholder resolution of the Class B shareholders.
- Any transfer of Class B shares requires prior approval by the Board (by recorded resolution) and compliance with the right of %irst refusal in Section 8.4.

Sec$on 8.3 Pre-IPO Transfer Approval

Prior to any initial public offering of the Corporation, any transfer of Class A shares, any shares requires prior approval by the Board.

Sec$on 8.4 Right of First Refusal (ROFR)

Multiman155 (or any entity wholly controlled by multiman155 to which this right is assigned by written notice %iled in the Company Docket) shall have a perpetual right of %irst refusal to purchase any shares proposed to be transferred by any shareholder to a third party. The detailed procedure, timelines, and notice mechanics are set out in the Bylaws; however, no transfer in violation of this Section 8.4 is valid on the Corporation's share register.

Sec$on 8.5 Transfer Valua$on Standard

Unless otherwise approved by the Board (and, if applicable, the affected share class), any private transfer price shall not be less than the Corporation's GAAP book value per share as determined from the most recent %inancial statements (audited if available). Book value per share is calculated as total shareholders' equity divided by total outstanding Class A shares.

Sec$on 8.6 Ini$al Public Offering Limita$on

Only Class A shares may be sold to the public in an initial public offering unless this Certi%icate is amended in accordance with the LEA.

Ar#cle 9 — Pre-Emp#ve Rights (Class A)

If the Corporation proposes to issue additional Class A shares for cash or cash equivalents, each holder of Class A shares (other than the recipient(s) of the issuance) shall have a pro rata pre-emptive right to purchase up to such holder's share of the offered Class A shares on the same economic terms, in order to maintain the holder's percentage ownership of Class A equity. The Board may set reasonable subscription periods and procedures in the Bylaws or by resolution.

Ar#cle 10 — Board of Directors

The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors, except as otherwise provided in this Certi%icate or the LEA.

Sec$on 10.1 Number; Ini$al Director

The Board shall consist of not fewer than one (1) director and not more than three (3) directors.

The initial director and Chairman of the Board is multiman155.

Sec$on 10.2 Selec$on and Removal

Directors are selected by the remaining director(s) (if any) and submitted to the Class B shareholders for approval by shareholder resolution. Any director may be removed by shareholder resolution of the Class B shareholders. Directors serve until replaced or removed.

Ar#cle 11 — Officers

The Corporation shall have such of%icers as the Board determines. Of%icers are appointed and removed by the Board.

The initial Chief Executive Of%icer (CEO) is multiman155.

Ar#cle 12 — Shareholder Vo#ng; Ac#on by Resolu#on

Except where the LEA requires a vote of a separate class, all shareholder voting power is held by the Class B shares.

Shareholder and director actions intended to be effective under the LEA shall be taken by written resolution (including a forum post) posted in the Company Docket, and shall comply with any applicable LEA timing and quorum rules unless modi%ied by the Bylaws.

Ar#cle 13 — Amendments

This Certi%icate may be amended or restated by a shareholder resolution approved by a majority of the Class B voting power, subject to any class vote requirements under the LEA. Only multiman155 may propose amendments while multiman155 holds a majority of the Class B voting power; thereafter, proposals may be made by (i) the Board or (ii) any holder of a majority of the Class B voting power.

Ar#cle 14 — Dividends and Distribu#ons

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

Dividends and distributions are paid only to Class A shareholders, pro rata by Class A shares held, unless the Board expressly

determines to return paid-up par value on Class B shares in a %inal liquidation.

Ar#cle 15 — Reserved MaXers and Board Vo#ng Thresholds

15.1 Unanimous Board Approval Required. The following actions require unanimous approval of the Board (in addition to any approvals required by law):

- Adopting a director resolution advising dissolution of the Corporation.

15.2 Additional Reserved Matters. The Board may, by unanimous resolution %iled in the Company Docket, designate additional matters that require unanimous Board approval.

15.3 Majority Board Approval. Unless this Certi%icate, the Bylaws, or the Board designates otherwise, other major corporate decisions require approval by a simple majority of the Board members then in of%ice.

15.4 Examples. Without limiting Section 15.3, of%icer appointments/removals, major asset sales, and debt obligations are generally decided by majority Board approval unless elevated to a reserved matter.

Ar#cle 16 — Financing Arrangements

The Corporation may raise capital through (a) issuance of Class A shares and/or other obligations, (b) issuance of debt in each case and consistent with as approved by the Board applicable law.

The Corporation's pre-emptive rights in Article 9 operate as the primary anti-dilution protection for Class A shareholders.

Ar#cle 17 — Exit Strategies; Con#nuity

17.1 Incapacitation/Inactivity. If the person holding a majority of the Class B voting power becomes incapacitated or persistently inactive such that the Corporation cannot be governed in the ordinary course, the Board shall take reasonable steps to protect depositors and creditors, which may include initiating dissolution proceedings under the LEA and/or petitioning the Department of Commerce for receivership as applicable.

17.2 Drag-Along / Tag-Along. If the Corporation admits minority shareholders in the future, the Board may propose reasonable drag-along and tag-along provisions by amendment or by

shareholder agreement, provided such provisions are %iled and comply with law.

17.3 Buy-Sell. Buy-sell arrangements, if needed, will be implemented via contract or by amendment, subject to the ROFR and valuation standards in this Certi%icate.

Ar#cle 18 — Liability and Indemnifica#on

The Corporation is solely liable for its own debts, obligations, and liabilities, and no shareholder, director, of%icer, employee, or agent is personally liable solely by reason of acting in such capacity, except as otherwise provided by the LEA or where a person voluntarily assumes liability.

To the fullest extent permitted by law, the Corporation shall indemnify its directors and of%icers for acts taken in good faith in the course of corporate duties, as further provided in the Bylaws.

Ar#cle 19 — Dissolu#on and Winding Up

The Corporation may be dissolved only in accordance with the LEA and this Certi%icate. Unless otherwise required by law, 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.

In winding up, the Corporation shall (i) return customer deposits in full as the %irst 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 Class A shareholders pro rata. Class B shares do not participate in remaining net assets, except as provided in Section 7.2.

Ar#cle 20 — Dispute Resolu#on; Courts

The Corporation encourages good-faith negotiation and (if all parties agree) voluntary, non-binding mediation for internal disputes. However, no provision of this Certi%icate 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 Certi%icate, the Bylaws, or the internal affairs of the Corporation.

Ar#cle 21 — Severability

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

Ar#cle 22 — Bylaws Adopted; Delega#on

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 Certi%icate. In case of con%lict, this Certi%icate prevails.

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

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ZxRiptide

Incorporator • Initial Director • CEO

Date: 11 September 2026

Part II — Bylaws of Mezimoří Union Bancorpora0on

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

Ar#cle 1 — Defini#ons

- “Board” means the Board of Directors of the Corporation.
- “Class A” and “Class B” have the meanings given in the Certi%icate.
- “Company Docket” and “Incorporated Entity Summary” have the meanings given in the LEA.
- “Majority of the votes represented by Class B voting power” means more than 50% of the Class B shares entitled to vote on the matter.

Ar#cle 2 — Shareholder Mee#ngs and Resolu#ons

2.1 Quarterly Meetings/Updates. Shareholders will receive an update no less frequently than quarterly. This may be satis%ied by a written report posted in the Company Docket.

2.2 Notice. Unless waived by the sole voting shareholder, notice of a shareholder meeting shall be given at least 24 hours in advance and may be delivered by Discord, in-game mail, or forum message.

2.3 Action by Resolution. The shareholders may act by written resolution posted in the Company Docket. Unless waived by the holders of all voting power entitled to vote, resolutions should remain open for vote for at least 48 hours.

2.4 Voting. Except as otherwise required by the LEA (including class votes), only Class B shares vote on shareholder matters.

Ar#cle 3 — Board of Directors

3.1 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.

3.2 Quorum and Voting. A majority of directors then in of%ice constitutes a quorum. Board actions require a simple majority of directors present, unless the Certi%icate or a Board-designated reserved matter requires unanimity.

3.3 Written meeting by consent. The Board may act without a meeting by the Company written consent of the directors, %iled in Docket.

3.4 Chair. The Board and Chair (if any) may call meetings of the sets agendas. The initial Chair is multiman155.

Ar#cle 4 — Officers

4.1 Titles. The Board may appoint a CEO and any other of%icers (e.g., COO, CTO, CFO) it deems helpful.

4.2 Authority. Of%icers have the authority granted by the Board and must act in good faith, on an informed basis, and in the best interests of the Corporation.

Ar#cle 5 — Share Issuance, Transfers, and ROFR Mechanics

5.1 Share Register. The Corporation shall keep its share register current in the Incorporated Entity Summary, including share class, share count, and owner/custodian.

5.2 Filing Requirement. Any issuance, transfer, or cancellation of shares must be recorded and %iled in the Company Docket without undue delay.

5.3 ROFR Procedure (Summary). Before transferring shares to a third party, the transferring shareholder must give written notice to the ROFR holder stating the number and class of shares and the proposed price and terms. The ROFR holder has 72 hours to elect to purchase on the same terms, unless extended by mutual agreement.

5.4 Invalid Transfers. Any transfer that violates the Certi%icate or these Bylaws is ineffective against the Corporation and shall not be recorded in the share register.

Ar#cle 6 — Dividends, Repor#ng, and Books

6.1 Dividend Discretion. Dividends are discretionary and should account for capital adequacy and prudent risk management.

6.2 Quarterly Statements. The Corporation will provide Class A shareholders income statements and balance sheets at least quarterly.

6.3 Records. The Corporation will keep reasonable accounting and transaction records and will comply with any applicable banking and %inancial reporting rules.

Ar#cle 7 — Confiden#ality and Employment MaXers

7.1 Con%idential Information. Customer information, %inancial data, trade secrets, and business plans are con%idential. The Board and of%icers may withhold con%idential information from shareholders when reasonably necessary to protect the Corporation or to comply with law or third-party obligations.

7.2 Non-Compete. Any non-compete or restrictive covenants for employees or contractors will be handled on a contract basis at the time of hiring or engagement.

Ar#cle 8 — Indemnifica#on

The Corporation will indemnify directors and of%icers for reasonable expenses and liabilities incurred by reason of their service, provided they acted in good faith and not through fraud or illegal conduct.

Ar#cle 9 — Amendments to Bylaws

These Bylaws may be amended by the Board by majority vote, unless the amendment would con%lict with the Certi%icate or

materially alter shareholder rights, in which case shareholder approval is required.

Adopted by the Board and shareholder as of the date on the cover page.