

# MEZIMOŘÍ UNION BANCORPORATION

## (“MZB”)

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

Commonwealth of Redmont • Dated 28 February 2026

For filing in the Company Docket under the Legal Entity Act

## Part I — Amended and Restated Certificate of Incorporation

This Amended and Restated Certificate of Incorporation (this "Certificate") is the formation instrument of Mezimoří 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 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).

### Article 1 — Name

The name of the Corporation is Mezimoří 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.

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

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

### 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 commercial banking and other financial 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 Certificate.

### Article 5 — Duration

The Corporation has perpetual existence unless dissolved in accordance with the LEA and this Certificate.

### Article 6 — 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).

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 7 — Capital Stock

#### Section 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.

### Section 7.2 Share Class Characteristics

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 Certificate, 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 final 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 powers as required by the LEA.

### Section 7.3 Initial Issuance; Historical Paid-In Capital

As of the date of this Certificate, the Corporation has issued and outstanding:

- 100,000 Class A shares issued to and held by multiman155.
- 100,000 Class B shares issued to and held by multiman155.

At formation (09 December 2025), the Corporation's initial contributed capital was stated as $350,000, comprised of $2,000 aggregate par value (200,000 shares × $0.01) and $348,000 additional paid-in capital. The Corporation's current financial position is reflected in its books and financial statements.

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

### Section 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 Certificate, the Bylaws, and applicable law.

## Article 8 — Issuance and Transfer of Shares

### Section 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 filings and approvals under applicable law; (b) the pre-emptive rights in Article 9; and (c) any limitations adopted by Board resolution and filed in the Company Docket.

### Section 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 first refusal in Section 8.4.

### Section 8.3 Pre-IPO Transfer Approval

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

### Section 8.4 Right of First Refusal (ROFR)

Multiman155 (or any entity wholly controlled by multiman155 to which this right is assigned by written notice filed in the Company Docket) shall have a perpetual right of first 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.

### Section 8.5 Transfer Valuation 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 financial statements (audited if available). Book value per share is calculated as total shareholders' equity divided by total outstanding Class A shares.

### Section 8.6 Initial Public Offering Limitation

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

## Article 9 — Pre-Emptive 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 pre-emptive right to purchase up to such holder's pro rata 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.

## Article 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 Certificate or the LEA.

### Section 10.1 Number; Initial 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.

### Section 10.2 Selection 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.

## Article 11 — Officers

The Corporation shall have such officers as the Board determines. Officers are appointed and removed by the Board.

The initial Chief Executive Officer (CEO) is multiman155.

## Article 12 — Shareholder Voting; Action by Resolution

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 modified by the Bylaws.

## Article 13 — Amendments

This Certificate 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.

## Article 14 — Dividends and Distributions

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 final liquidation.

## Article 15 — Reserved Matters and Board Voting 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 filed in the Company Docket, designate additional matters that require unanimous Board approval.

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

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

## Article 16 — Financing Arrangements

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

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

## Article 17 — Exit Strategies; Continuity

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 filed 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 Certificate.

## Article 18 — Liability and Indemnification

The Corporation is solely liable for its own debts, obligations, and liabilities, and no shareholder, director, officer, 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 officers for acts taken in good faith in the course of corporate duties, as further provided in the Bylaws.

## Article 19 — Dissolution and Winding Up

The Corporation may be dissolved only in accordance with the LEA and this Certificate. 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 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 Class A shareholders pro rata. Class B shares do not participate in remaining net assets, except as provided in Section 7.2.

## Article 20 — Dispute Resolution; Courts

The Corporation encourages good-faith negotiation and (if all parties agree) voluntary, non-binding mediation for internal disputes. However, 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 21 — 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 22 — 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.




_____

**multiman155**
Incorporator • Initial Director • CEO

Date: 28 February 2026

## Part II — Bylaws of Mezimoří Union 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 — Definitions

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

### Article 2 — Shareholder Meetings and Resolutions

2.1 Quarterly Meetings/Updates. Shareholders will receive an update no less frequently than quarterly. This may be satisfied 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.

### Article 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 office constitutes a quorum. Board actions require a simple majority of directors present, unless the Certificate or a Board-designated reserved matter requires unanimity.

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

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

### Article 4 — Officers

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

4.2 Authority. Officers 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.

## Article 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 filed 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 Certificate or these Bylaws is ineffective against the Corporation and shall not be recorded in the share register.

## Article 6 — Dividends, Reporting, 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 financial reporting rules.

## Article 7 — Confidentiality and Employment Matters

7.1 Confidential Information. Customer information, financial data, trade secrets, and business plans are confidential. The Board and officers may withhold confidential 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.

## Article 8 — Indemnification

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

## Article 9 — Amendments to Bylaws

These Bylaws may be amended by the Board by majority vote, unless the amendment would conflict with the Certificate 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.