MZ Exchange — Corporate Organizational Documents

📄 Document 1 — Certificate of Incorporation

Cover

Field	Value
Document	Certificate of Incorporation
Jurisdiction	Commonwealth of Redmont
Filed With	Department of Commerce
Date of Filing	February 21, 2026
Corporation Name	MZ Exchange
In-Game Company Name	MZE

The undersigned, acting as incorporator of a corporation pursuant to the Legal Entity Act of the Commonwealth of Redmont, hereby adopts the following Certificate of Incorporation:

Article I — Name

§ 1.01 The registered name of this Corporation is: **MZ Exchange**.

§ 1.02 The name of the Corporation as registered in the in-game business plugin is: **MZE**.

Article II — Incorporators

§ 2.01 The name of the incorporator of this Corporation is:

1. Vernicia

2. Musa096

Article III — Purpose

§ 3.01 The purpose of this Corporation is to engage in any lawful act or activity for which Corporations may be organized under the Laws of Redmont.

Article IV — Authorized Shares

§ 4.01 The Corporation is authorized to issue shares as follows:

Share Class	Authorized Shares	Par Value / Share	Class Characteristics
Class A	100	D$0.0000001	Full voting rights; residual claims on assets upon dissolution.
Class B	10,000,000	D$0.0000001	Each share entitles the owner to 1/10,000,000 of any dividend issued at the discretion of the Board of Directors. Class B shares carry no voting rights.

Article V — Management

§ 5.01 The business and affairs of this Corporation shall be managed by or under the direction of a Board of Directors.

§ 5.02 The first director of this Corporation shall be:

1. Vernicia (God-Tsarina)

§ 5.03 The officers of this Corporation shall include the God-Tsarina and such other positions as the Board of Directors may from time to time determine.

§ 5.04 God-Tsarina Defined. The office of **God-Tsarina** is the principal executive office of this Corporation. The God-Tsarina shall exercise all duties and authorities typically associated with a Chief Executive Officer under the Legal Entity Act and the laws of the Commonwealth of Redmont, including without limitation: the general supervision and management of the business and affairs of the Corporation; the execution of contracts, instruments, and filings on behalf of the Corporation; and such other duties as the Board of Directors may from time to

time prescribe. References in any applicable law or regulation to a "Chief Executive Officer" shall be read as references to the God-Tsarina for all purposes relating to this Corporation.

Article VI — Share Issuance Procedure

§ 6.01 The Board of Directors is authorized to approve the issuance of new shares from the Corporation's authorized but unissued share pool, subject to the following procedure:

(a) Proposal. The God-Tsarina, or any director, may propose a new share issuance by submitting a written resolution to the Board of Directors stating: the share class to be issued; the number of shares proposed; the proposed recipient(s); and the consideration (if any) to be received by the Corporation.

(b) Board Approval. Issuance of new shares requires approval by a majority vote of the Board of Directors, except where the issuance would: (i) create a new share class not currently authorized in this Certificate; (ii) increase the total authorized shares beyond those set out in Article IV; or (iii) constitute a Reserved Matter under Article X, in which case the relevant higher approval threshold shall apply.

(c) Shareholder Approval. Any issuance that would dilute the voting power of existing Class A shareholders by more than 10% in aggregate requires prior approval by a majority of Class A shareholders by resolution.

(d) Filing. All new share issuances must be recorded in the Share Register and filed in the Company Docket without undue delay, in accordance with the Legal Entity Act.

Article VII — Share Transfers

§ 7.01 Shares of this Corporation may be transferred subject to the following conditions:

(a) Board Approval Required. No transfer of Class A shares shall be valid without the prior written approval of the Board of Directors. The Board may withhold approval at its reasonable discretion, including where a proposed transferee would create a conflict of interest or is not in good standing under the laws of the Commonwealth of Redmont.

(b) Class B Shares. Transfers of Class B shares do not require Board approval but must be filed in the Company Docket in accordance with § 7.01(d) below.

(c) Right of First Refusal. Prior to transferring any Class A shares to a third party, the transferring shareholder must first offer those shares to the existing Class A shareholders on a pro-rata basis, at the same price and terms as proposed to the third party. Existing shareholders shall have 5 days to exercise this right from the date of written notice.

(d) Filing. All transfers of registered shares must be filed in the Company Docket stating: the share class; the number of shares transferred; the name of the transferor; and the name of the transferee, in accordance with the Legal Entity Act Part III § 8.

Article VIII — Directors: Appointment & Removal

§ 8.01 Appointment of Directors. Directors shall be elected by shareholder resolution, subject to the following procedure:

(a) Any Class A shareholder may nominate a candidate for the Board of Directors by providing written notice to the Corporation.

(b) The nomination shall be put to a vote of all Class A shareholders by resolution, posted in the Company Docket and open for a minimum of 48 hours.

(c) A nominee shall be elected as a director upon receiving approval from a majority of the voting power of Class A shareholders participating in the resolution, subject to quorum requirements under the Legal Entity Act.

(d) Upon election, the appointment shall be filed in the Company Docket, stating the director's name and title, in accordance with the Legal Entity Act.

§ 8.02 Removal of Directors. A director may be removed from office as follows:

(a) Any Class A shareholder may propose the removal of a director by submitting a written resolution to that effect to all Class A shareholders.

(b) Removal requires approval by a majority of the voting power of all Class A shareholders (not merely those participating in the vote), except where the removal constitutes a Reserved Matter under Article X, in which case the relevant threshold applies.

(c) A director proposed for removal shall be given written notice and a reasonable opportunity to address the shareholders prior to the vote.

(d) Removal shall take effect upon filing in the Company Docket.

§ 8.03 Resignation. A director may resign at any time by providing written notice to the Board and filing such resignation in the Company Docket.

Article IX — Shareholder Exit Strategies & Incapacitation

§ 9.01 Voluntary Exit. A shareholder wishing to exit the Corporation may do so by transferring their shares in accordance with Article VII. No shareholder shall be compelled to remain a shareholder against their will.

§ 9.02 Buy-Out Right. Upon a shareholder's written notice of intent to exit, the remaining shareholders shall have a right of first refusal to purchase the exiting shareholder's shares on a pro-rata basis at fair market value, to be agreed by the parties or, failing agreement within 7 days, determined by the Board of Directors acting in good faith.

§ 9.03 Shareholder Incapacitation. In the event that a shareholder becomes incapacitated, inactive, or otherwise unable to exercise their shareholder rights (including by reason of extended absence from the platform), the following shall apply:

(a) A shareholder shall be deemed inactive if they have not logged into the game platform for a continuous period of 30 days without prior written notice to the Corporation.

(b) Upon a shareholder being deemed inactive, the Board of Directors may, by majority resolution, suspend the voting rights of that shareholder's shares for the duration of the inactivity, provided that the shareholder's economic rights (including rights to dividends and distributions upon dissolution) are preserved.

(c) If inactivity persists for 60 days or more, the Board of Directors may, with the approval of a majority of the remaining active shareholders, initiate a compulsory buy-out of the inactive shareholder's shares at fair market value, in accordance with § 9.02.

(d) All actions taken under this section must be filed in the Company Docket.

Article X — Shareholder Agreement & Reserved Matters

§ 10.01 Shareholder Agreement. The Corporation and its initial shareholder, **Vernicia**, are hereby recognized as the party bound by the terms of this Certificate of Incorporation and the Bylaws as a shareholder agreement governing their respective rights and obligations. Any future shareholders admitted to the Corporation shall, upon registration in the Share Register, be deemed to have acceded to and be bound by the terms of this Certificate and the Bylaws as amended from time to time.

§ 10.02 Reserved Matters. The following matters are Reserved Matters and require the unanimous written consent of all Class A shareholders, notwithstanding any other provision of this Certificate or the Bylaws permitting a lower approval threshold:

(a) Any amendment to this Certificate of Incorporation;

(b) Any amendment to the Bylaws that affects the rights of Class A shareholders;

(c) The issuance of any new share class not already authorized under Article IV;

(d) Any merger, consolidation, or reorganization of the Corporation;

(e) The dissolution or winding up of the Corporation;

(f) The sale, transfer, or disposition of all or substantially all of the Corporation's assets outside the ordinary course of business;

(g) The admission of any new Class A shareholder;

(h) Any transaction between the Corporation and a director, officer, or shareholder involving consideration in excess of **D$500,000,000**; and

(i) Any change to the dividend policy or distribution rights of any share class.

Article XI — Director Remuneration

§ 11.01 Guaranteed Remuneration. Every member of the Board of Directors of this Corporation shall be entitled to remuneration for their service as a director. No director shall be required to serve without compensation.

§ 11.02 Setting of Remuneration. The remuneration of each director shall be determined by resolution of the Board of Directors, provided that no director may

vote on the setting of their own remuneration without the approval of a majority of the other directors then in office. The amount, form, and frequency of remuneration shall be set out in a written resolution filed in the Company Docket.

§ 11.03 Minimum Entitlement. In the event that the Board of Directors fails to pass a remuneration resolution within 30 days of a director's appointment, that director shall be entitled to reasonable remuneration as determined in good faith by the God-Tsarina, having regard to the scope and nature of the director's duties and the financial position of the Corporation at the relevant time.

§ 11.04 Expenses. In addition to remuneration under this Article, each director shall be entitled to reimbursement of reasonable out-of-pocket expenses properly incurred in the performance of their duties as a director, upon submission of appropriate records to the God-Tsarina.

Article XII — Liability of Shareholders

§ 12.01 No shareholder of this Corporation shall be personally liable for any debt, obligation, or liability of this Corporation solely by reason of being a shareholder, except as otherwise required by law.

Article XIII — Duration

§ 13.01 This Corporation shall have perpetual existence, unless dissolved in accordance with the Legal Entity Act.

IN WITNESS WHEREOF, the undersigned incorporator has executed this Certificate of Incorporation as of the date first written above.

Signature	Name	Date
/s/	Vernicia	February 21, 2026

📄 Document 2 — Bylaws

Cover

Field	Value
Document	Bylaws
Corporation	MZ Exchange
Date Adopted	February 21, 2026
Adopted By	Board of Directors

Article I — Offices

§ 1.01 The principal office of the Corporation shall be located at an office to be acquired by the Board of Directors, within the Commonwealth of Redmont, unless otherwise determined by the Board of Directors.

Article II — Company Docket

§ 2.01 The Corporation shall maintain a Company Docket thread in the Company Register of the Commonwealth of Redmont, titled with the registered company name.

§ 2.02 All required filings — including amendments to the Certificate of Incorporation, these Bylaws, resolutions, and appointments or resignations of directors and officers — shall be filed in the Company Docket without undue delay.

§ 2.03 The Incorporated Entity Summary shall be the first post of the Company Docket and shall be kept current with: the registered name; in-game company name; all directors and officers with titles; the latest Certificate of Incorporation; ongoing court cases; and ongoing regulatory enforcement actions.

§ 2.04 The Corporation designates **Vernicia** to receive legal correspondence on behalf of the Corporation. This designee may be changed by Board resolution filed in the Company Docket.

Article III — Shareholders

§ 3.01 All shareholders shall be recorded in the Share Register maintained in the Incorporated Entity Summary.

§ 3.02 Any transfer of registered shares must be filed in the Company Docket, stating the share class, amount, transferor, and transferee.

§ 3.03 Shareholders shall have reasonable access to information regarding the status and financial condition of the Corporation, subject to confidentiality limitations determined in good faith by the Board of Directors.

§ 3.04 Resolutions requiring shareholder vote shall be posted in a location accessible to all shareholders and shall remain open for a minimum of 48 hours. Quorum shall be 50% of all voting power, with explicit affirmative abstentions counted toward quorum.

Article IV — Board of Directors

§ 4.01 The Board of Directors shall consist of one director at first, and eventually such number as determined by shareholder resolution.

§ 4.02 Directors shall be elected and removed by Class A shareholder resolution in accordance with the procedure set out in Article VIII of the Certificate of Incorporation, which is incorporated herein by reference. In summary: (i) any Class A shareholder may nominate a candidate for director; (ii) election requires a majority of Class A voting power by resolution open for no less than 48 hours; (iii) removal requires a majority of *all* Class A voting power (not merely those participating); (iv) the director proposed for removal shall receive notice and an opportunity to address shareholders prior to the vote; and (v) all appointments, elections, and removals must be filed in the Company Docket without undue delay.

§ 4.03 All appointments, elections, removals, and resignations of directors must be filed in the Company Docket, stating the individual's name and title.

§ 4.04 Directors shall act in good faith, on an informed basis, with the care of a reasonable person in a similar position, and in the best interest of the Corporation and its shareholders.

§ 4.05 The Board of Directors shall set the remuneration of directors in accordance with Article XI of the Certificate of Incorporation, which guarantees remuneration to all directors and is incorporated herein by reference.

§ 4.06 A majority vote of the Board shall be required to pass any Board resolution, subject to any higher vote requirement set in the Certificate of Incorporation or these Bylaws.

Article V — Officers

§ 5.01 The Corporation shall have such officers as the Board of Directors determines. The principal executive officer of the Corporation shall be the **God-Tsarina**, who shall exercise all duties and authorities typically associated with a Chief Executive Officer, as further defined in Article V § 5.04 of the Certificate of Incorporation. The Board may establish such additional officer positions as it deems necessary from time to time.

§ 5.02 Officers shall be appointed and may be removed at the pleasure of the Board of Directors.

§ 5.03 All appointments and removals of officers must be filed in the Company Docket.

§ 5.04 Officers shall have such authority and perform such duties as provided by the Board of Directors, consistent with their respective office descriptions as set out in the Certificate of Incorporation.

Article VI — Shares and Share Certificates

§ 6.01 The Corporation may issue share certificates to its shareholders.

§ 6.02 If issued, share certificates must be in the form of an in-game written book, signed by a director, and contain: the full name of the Corporation; a unique serial number; the class of shares; and the name of the shareholder (or “to bearer”).

§ 6.03 The creation, transfer, and destruction of share certificates and all updates to the share register must be filed in the Company Docket without undue delay.

Article VII — Amendments

§ 7.01 These Bylaws may be amended by a majority vote of the Board of Directors, unless otherwise provided in the Certificate of Incorporation.

§ 7.02 Any amendment must be filed in the Company Docket and shall include the version of these Bylaws before and after the amendment.

Article VIII — Dissolution

§ 8.01 Dissolution shall be initiated by a Board resolution posted in the Company Docket, and must be approved by shareholders with at least a simple majority in favor.

§ 8.02 Upon approval, the Corporation shall wind down all affairs: ending all contracts, paying all creditors, completing all lawsuits, and liquidating or distributing all assets in proportion to shares held.

§ 8.03 A Certificate of Dissolution shall be filed in the Company Docket following completion of winding up, and shall be signed by the Secretary of the Department of Commerce or their delegate.

Article IX — Miscellaneous

§ 9.01 These Bylaws are subject in all respects to the Legal Entity Act and other applicable laws of the Commonwealth of Redmont. In case of conflict, the Certificate of Incorporation shall prevail over these Bylaws.

ADOPTED by the Board of Directors as of February 21, 2026.

Signature	Name	Title	Date
/s/	Vernicia	God-Tsarina	February 21, 2026

📄 Document 3 — Share Register

Cover

Field	Value
Document	Share Register
Corporation	MZ Exchange
Maintained In	Incorporated Entity Summary (Company Docket, first post)
Last Updated	February 21, 2026
Updated By	Vernicia, God-Tsarina

Section 1 — Authorized Capital

Share Class	Total Authorized Shares	Par Value Per Share
Class A	100	D$0.0000001
Class B	10,000,000	D$0.0000001

Section 2 — Registered Shareholders

Shareholder Name	Share Class	No. of Shares	% of Class	Date Registered
Vernicia	Class A	100	100%	February 21, 2026
Vernicia	Class B	10,000,000	100%	February 21, 2026

Section 3 — Share Transfer Log

All share transfers must be recorded here and filed in the Company Docket.

Date	Transferor	Transferee	Share Class	No. of Shares
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📄 Document 4 — Initial Director Resolution

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Field	Value
Document	Initial Resolution of the Board of Directors
Corporation	MZ Exchange
Effective Date	February 21, 2026
Adopted By	All Directors, without meeting

The undersigned, being the sole director of MZ Exchange, a corporation organized under the Legal Entity Act of the Commonwealth of Redmont, hereby

adopts the following resolutions without a meeting, effective as of February 21, 2026:

Resolution 1 — Adoption of Bylaws

RESOLVED, that the Bylaws of the Corporation, in the form attached hereto as Document 2, are hereby adopted as the Bylaws of the Corporation, effective immediately.

Resolution 2 — Appointment of Officers

RESOLVED, that the following person is hereby appointed as officer of the Corporation, to serve at the pleasure of the Board of Directors:

Office	Officer Name
God-Tsarina	Vernicia

Resolution 3 — Share Issuance

RESOLVED, that the Corporation is hereby authorized to issue the following shares upon payment of the applicable consideration:

Shareholder	Share Class	No. of Shares	Date Issued
Vernicia	Class A	100	February 21, 2026
Vernicia	Class B	10,000,000	February 21, 2026

Resolution 4 — Company Docket

RESOLVED, that the Corporation shall establish and maintain a Company Docket in the Company Register of the Commonwealth of Redmont, and that the Incorporated Entity Summary shall be maintained as the first post of said docket in compliance with the Legal Entity Act.

Resolution 5 — In-Game Company Association

RESOLVED, that the in-game company **“MZE”** under the business plugin is hereby associated with this Corporation. The designated owner of the in-game company is: **Vernicia**.

Resolution 6 — Legal Designee

RESOLVED, that **Vernicia** is hereby designated to receive legal correspondence on behalf of the Corporation, as set forth in the Incorporated Entity Summary, pursuant to Part III § 2(2) of the Legal Entity Act.

Resolution 7 — Financial Accounts

RESOLVED, that the Corporation is authorized to open and maintain such in-game financial accounts as are necessary for the conduct of its business, and that **Vernicia, God-Tsarina** is authorized to manage such accounts on behalf of the Corporation.

Resolution 8 — Director Remuneration

RESOLVED, that pursuant to Article XI of the Certificate of Incorporation, the remuneration of the God-Tsarina in her capacity as the sole director of the Corporation shall be set as follows as later determined by the Board. This resolution shall be updated by further Board resolution and filed in the Company Docket upon determination of the specific remuneration terms. Until such further resolution is passed, the God-Tsarina shall be entitled to reasonable remuneration as determined in good faith pursuant to Article XI § 11.03 of the Certificate of Incorporation.