Certificate of Incorporation of Mezimoří Union Jednota, Inc

§1 Name and incorporation details

(1) The name of the Corporation is “Mezimoří Union Jednota, Inc”.
(2) The name of the Corporation may be abbreviated to “MZJ” or “Jednota”.
(3) `Vernicia` is the sole incorporator of the Corporation.
(4) The principal office of the Corporation is at c029.

§2 Purpose

Under §8(7)(a)(iii) of the Legal Entity Act, the Corporation may engage in any lawful act or activity for which corporations may be organized under the laws of the Commonwealth.

§3 Shares

(1) The Board of Directors is authorized to issue 100,000 Class A shares.
(2) The Board of Directors is authorized to issue 120 Class B shares.
(3) Each share issued under this section has a par value of $0.01.
(4) Class A shares have equity rights but not voting rights.
(5) Class B shares have voting rights but not equity rights.
(6) The sole incorporator is the initial holder of all shares in the Corporation.

§4 Transfer of shares

(1) The Board of Directors is authorised to issue additional Class A shares for public and private offerings.
(2) Every Class B share transfer must be approved by the Board of Directors.
(3) Prior to an initial public offering, every share transfer must be approved by the Board of Directors.
(4) The sole incorporator of the Corporation has the first right of refusal in perpetuity for any share transfer.

§5 Board of Directors

(1) The Corporation shall be governed by a Board of Directors (the **Board**).
(2) There must not be more than 3 members of the Board at once.
(3) The Board may make a decision by unanimous consent or majority vote.
(4) A quorum of the Board of Directors is not less than half of the Directors currently holding office.
(5) The Board must hold a meeting—
    (a) when there is one Director, at that Director’s discretion; or
    (b) otherwise, at least quarterly.
(6) The Chairperson of the Board shall have discretion to call meetings of the Board.
(7) The Board may adopt bylaws for the management of the Corporation.

§6 Appointment of Directors

(1) Directors shall be appointed by the Board of Directors and confirmed by a shareholder resolution.
(2) Only shareholders with Class B shares may vote to confirm a Director under subsection (1).
(3) A Director continues in office until replaced or removed.
(4) A Director may initiate a shareholder vote to remove another Director.
(5) The removal of a Director under subsection (4) takes effect upon approval by holders of a majority of outstanding Class B shares.
(6) The sole incorporator is the sole Director of the initial Board.

§7 Executive Officers

The Board of Directors may appoint Executive Officers of the Corporation, with such responsibilities as may be determined by the Board.

§8 Dividends

(1) The Board of Directors may issue a dividend.
(2) Any dividend issued under this section must be paid to Class A shareholders only.

§9 Exit strategies

If the sole shareholder becomes incapacitated, or if the Board of Directors resolves to dissolve the Corporation, the Corporation must be liquidated under the Legal Entity Act.

§10 Dispute resolution

(1) Any dispute must be resolved by binding arbitration.
(2) Arbitration under subsection (2) must be handled by the Mezimoří Law Department (MZLD).
(3) The costs of arbitration under subsection (2) must be paid by the other party.

§11 Confidentiality

All proprietary information, trade secrets, financial data, and business plans are confidential.

§12 Reserved matters

(1) The Board must approve—
    (a) the appointment of Executive Officers;
    (b) major asset sales; and
    (c) the incurring of a debt obligation.
(2) The Board must approve the following by unanimous vote:
    (a) the dissolution of the Corporation; and
    (b) any other matter reserved by the Board’s bylaws.

§13 Shareholder rights

(1) The Corporation must hold a shareholders' meeting at least once a quarter.

(2) The Corporation must give at least 24 hours of a meeting held under subsection (1).

(3) The Corporation must provide shareholders with the Corporation's income statement and balance sheet at least once a quarter.

(4) Nothing in this section prevents the Chief Executive Officer from disclosing additional information to shareholders.