The National Associated Press

Certificate of Incorporation

Article 1 - Organization and Purpose

§ 1.1 – Name and Organization

(a) The name of this corporation shall be the **National Associated Press**, hereinafter referred to as the "Corporation."

(b) The Corporation may conduct business and operate under the name, abbreviation, or trademark **"NAP"**, together with any other trade names, trademarks, or identifying marks duly adopted by the Corporation in accordance with applicable law.

(c) The National Associated Press shall be organized as an independent, for-profit corporation, possessing separate legal personality and such rights, powers, privileges, and responsibilities as are afforded to corporations under the applicable laws of the Republic of Redmont.

§ 1.2 – Corporate Purpose

(a) The purpose of this Corporation shall be to gather, investigate, prepare, publish, and distribute accurate, impartial, and reliable news and information to the public throughout the Republic of Redmont.

(b) The Corporation shall uphold the principles of journalistic integrity, factual accuracy, editorial independence, transparency, and responsible reporting in the conduct of its operations.

(c) The Corporation may undertake any lawful business activities, transactions, or operations reasonably related or incidental to the fulfillment of its corporate purpose, provided that such activities remain consistent with applicable laws and regulations.

§ 1.3 – Corporate Powers and Authority

(a) The Corporation shall possess all lawful powers necessary or incidental to the conduct of its business and the fulfillment of its corporate purpose.

(b) Such powers shall include, but shall not be limited to:

(1) The power to enter into, execute, and enforce contracts and other legally binding agreements.

(2) The power to acquire, own, possess, lease, manage, transfer, and dispose of real and personal property.

(3) The power to employ, appoint, compensate, discipline, and terminate personnel and other individuals acting on behalf of the Corporation.

(4) The power to establish, maintain, and operate financial accounts and conduct lawful financial transactions.

(5) The power to initiate, maintain, defend, and participate in legal proceedings in the Corporation's own name.

(6) The power to establish departments, divisions, offices, and other organizational bodies necessary for the administration of its operations.

(7) The power to exercise any other authority reasonably necessary to conduct its business, provided such authority is consistent with applicable law.

§ 1.4 – Applicable Law and Statutory Compliance

(a) The Corporation shall be established and governed in accordance with the applicable corporate, commercial, and other relevant laws of the Republic of Redmont.

(b) Nothing contained within this Certificate of Incorporation shall be construed to grant the Corporation, its shareholders, directors, or officers any authority to act contrary to applicable law.

Article II – Capital Stock and Share Ownership

§ 2.1 – Authorized Capital Stock

(a) The Corporation shall be authorized to issue a total of two hundred (200) shares of capital stock, hereinafter referred to as "Executive Shares."

(b) The Executive Shares shall constitute the entirety of the Corporation's authorized share capital.

(c) No additional classes, categories, or forms of corporate shares shall be established or issued without an amendment to this Certificate of Incorporation, duly adopted in accordance with applicable law.

§ 2.2 – Executive Shares

(a) The Executive Shares shall represent ownership interests in the Corporation and shall confer upon their respective holders such rights, privileges, and responsibilities as are established by this Certificate of Incorporation, the Corporation's bylaws, and applicable law.

(b) Each Executive Share shall carry one (1) vote in matters submitted to the Board of Directors, subject to the provisions of this Certificate of Incorporation and the Corporation's bylaws.

(c) The ownership and distribution of Executive Shares shall be recorded in the Corporation's official shareholder register.

(d) All Executive Shares shall be issued to “NightAlarm25338” at the start of the company.

§ 2.3 – Shareholder Rights and Privileges

(a) Holders of Executive Shares shall be entitled to exercise the ownership rights associated with their respective shares.

(b) Such rights shall include:

(1) The right to participate in the governance and administration of the Corporation through the Board of Directors.

(2) The right to vote on matters presented before the Board of Directors in accordance with the voting rights attached to their shares.

(3) The right to participate in the selection and appointment of corporate officers and other appointments falling within the Board's authority.

(4) The right to receive such corporate information and records as may be afforded to shareholders under applicable law and the Corporation's bylaws.

(c) No shareholder shall exercise authority exceeding that afforded by their ownership interests, this Certificate of Incorporation, or the Corporation's bylaws.

§ 2.4 – Restrictions on Share Transfers

(a) The transfer, assignment, sale, or other disposition of Executive Shares shall be subject to the Corporation's bylaws and applicable law.

(b) All transfers of Executive Shares shall be properly documented and recorded in the Corporation's official shareholder register.

(c) No transfer shall be recognized by the Corporation until such transfer has been recorded in accordance with the procedures established by the Corporation.

Article III – Board of Directors

§ 3.1 – Establishment and Composition

(a) There shall be established a governing body of the Corporation known as the Board of Directors, hereinafter referred to as the "Board."

(b) The holders of Executive Shares shall collectively constitute the membership of the Board of Directors, with each holder possessing such voting rights as are attached to their respective shares.

(c) The Board shall serve as the principal governing authority responsible for the oversight, administration, and strategic direction of the Corporation, subject to this Certificate of Incorporation, the Corporation's bylaws, and applicable law.

§ 3.2 – Chairman of the Board

(a) The shareholder holding the greatest number of Executive Shares shall be designated the Principal Shareholder and shall serve as the Chairman of the Board of Directors.

(b) The Chairman shall preside over the proceedings of the Board and oversee the general conduct of its business and deliberations.

(c) The Chairman shall exercise such additional powers and responsibilities as may be established by this Certificate of Incorporation, the Corporation's bylaws, or resolutions duly adopted by the Board.

(d) In the event that two or more shareholders hold an equal and greatest number of Executive Shares, the determination of the Chairman shall be made in accordance with procedures established by the Corporation's bylaws.

§ 3.3 – Powers and Authority of the Board

(a) The Board shall possess the authority necessary to govern and oversee the affairs and operations of the Corporation, provided that such authority is exercised in accordance with applicable law.

(b) The powers and responsibilities of the Board shall include, but shall not be limited to:

(1) Establishing and determining the general policies, objectives, and strategic direction of the Corporation.

(2) Appointing, confirming, suspending, and removing corporate officers and other individuals occupying positions of corporate authority.

(3) Establishing, reorganizing, and dissolving departments, divisions, and other organizational bodies within the Corporation.

(4) Approving significant corporate transactions, agreements, and business arrangements.

(5) Exercising oversight over the Corporation's financial affairs, assets, and business operations.

(6) Adopting, amending, and repealing corporate bylaws, subject to applicable law and the provisions of this Certificate of Incorporation.

(7) Establishing internal policies, regulations, and administrative procedures governing the Corporation.

(8) Exercising any additional powers reasonably necessary for the proper governance and administration of the Corporation.

§ 3.4 – Digital Proceedings and Deliberations

(a) The Board shall conduct its official proceedings, deliberations, and decision-making through an authorized digital communication platform designated by the Corporation.

(b) The Corporation's designated Discord server shall serve as the primary platform for the conduct of official Board business.

(c) Official Board proceedings may include:

(1) The introduction and submission of formal motions by members of the Board.

(2) The discussion, deliberation, and consideration of proposed motions and corporate matters.

(3) The submission and casting of votes by eligible members of the Board.

(4) The adoption, rejection, or postponement of motions and proposed resolutions.

(5) The communication and distribution of official corporate decisions and directives.

(d) No physical or in-person meeting shall be required for the Board to conduct its official business or exercise its authority.

(e) Digital proceedings conducted in accordance with this Article and the Corporation's bylaws shall carry the same corporate authority and effect as proceedings conducted through traditional meetings.

§ 3.5 – Motions and Resolutions

(a) Any member of the Board shall be entitled to introduce a formal motion for consideration by the Board, subject to such procedural requirements as may be established by the Corporation's bylaws.

(b) A motion shall constitute a formal proposal submitted for consideration and potential adoption by the Board.

(c) Motions may concern any matter falling within the lawful authority of the Board, including corporate appointments, administrative policies, financial matters, organizational changes, and other matters affecting the Corporation.

(d) Upon submission, a motion shall be made available for consideration and deliberation by eligible members of the Board.

(e) Motions approved through the prescribed voting procedures shall constitute resolutions of the Board and shall be binding upon the Corporation, its officers, and its subordinate organizational bodies to the extent of the Board's lawful authority.

§ 3.6 – Voting and Adoption of Resolutions

(a) All motions and proposed resolutions submitted to the Board shall be subject to a formal voting process.

(b) Each Executive Share shall carry one (1) vote in matters submitted to the Board.

(c) Unless otherwise expressly provided by this Certificate of Incorporation or the Corporation's bylaws, ordinary motions and resolutions shall be adopted upon receiving a simple majority of votes cast in favor of the motion.

(d) Matters of particular corporate significance, including amendments to this Certificate of Incorporation, shall be subject to such increased voting thresholds of ⅔ of all voting shares as may be prescribed by this Certificate of Incorporation, the Corporation's bylaws, or applicable law.

(e) The voting period for any motion or proposed resolution shall remain open for forty-eight (48) hours following the commencement of voting, unless such period is extended by the Chairman.

(f) The Chairman shall oversee the administration of voting proceedings and ensure that the results are properly recorded.

(g) The outcome of each vote shall be formally documented and made available within the Corporation's official records.

§ 3.7 – Official Records and Documentation

(a) All official proceedings, motions, deliberations, votes, and resolutions of the Board shall be appropriately documented and preserved.

(b) The Corporation shall maintain an official record of Board proceedings, including:

(1) Motions submitted for consideration.

(2) Resolutions adopted or rejected by the Board.

(3) Voting results and the corresponding votes cast.

(4) Official directives and decisions issued by the Board.

(c) Records maintained through the Corporation's designated digital communication platform may constitute official corporate records, provided that such records are preserved and accessible in accordance with the Corporation's recordkeeping procedures and applicable law.

§ 3.8 – Duties and Responsibilities

(a) Each member of the Board shall exercise their authority in good faith and in the interests of the Corporation.

(b) Members of the Board shall act in accordance with their fiduciary responsibilities, this Certificate of Incorporation, the Corporation's bylaws, and applicable law.

(c) No member of the Board shall knowingly exercise their corporate authority for an unlawful purpose or in a manner contrary to the Corporation's established legal obligations.

Article IV – Corporate Officers and Administration

§ 4.1 – Corporate Officers

(a) The Corporation shall maintain such corporate offices and appoint such officers as may be deemed necessary for the proper administration and operation of its business.

(b) Corporate officers shall exercise their respective duties and authority in accordance with this Certificate of Incorporation, the Corporation's bylaws, and applicable law.

§ 4.2 – Appointment and Removal

(a) Corporate officers shall be appointed and removed by the Board of Directors in accordance with the procedures established by the Corporation's bylaws.

(b) The Board shall retain authority over the appointment, confirmation, suspension, and removal of corporate officers.

§ 4.3 – Authority and Responsibilities

(a) Corporate officers shall be responsible for the administration, management, and execution of the Corporation's business and operations within the scope of their respective authority.

(b) The duties, responsibilities, and limitations of each corporate office shall be established by the Corporation's bylaws or by resolutions duly adopted by the Board.

Article V – Corporate Finance and Assets

§ 5.1 – Corporate Property and Assets

(a) All property, funds, and other assets acquired or held in the name of the Corporation shall constitute property of the Corporation.

(b) The Corporation shall possess the authority to acquire, manage, maintain, transfer, and dispose of its property and assets in furtherance of its corporate purpose and in accordance with applicable law.

§ 5.2 – Financial Administration

(a) The Corporation shall maintain financial records and administer its funds in accordance with applicable law and the financial policies established by the Board of Directors.

(b) The Board shall exercise general oversight over the Corporation's financial affairs and assets.

§ 5.3 – Profits and Distributions

(a) The Corporation may generate, retain, and distribute profits derived from its lawful business operations.

(b) Any distributions of corporate profits to shareholders shall be authorized and conducted in accordance with applicable law, this Certificate of Incorporation, and the Corporation's bylaws.

Article VI – Amendments and Dissolution

§ 6.1 – Amendments to the Certificate of Incorporation

(a) This Certificate of Incorporation may be amended, modified, or repealed through a resolution duly adopted by the Board of Directors.

(b) Amendments shall be subject to the applicable voting requirements established by the Corporation's bylaws and applicable law.

(c) No amendment shall take effect where its adoption or implementation would violate applicable law.

§ 6.2 – Dissolution of the Corporation

(a) The Corporation may be dissolved through a resolution duly adopted by the Board of Directors, subject to applicable law.

(b) Upon dissolution, the Corporation's affairs shall be concluded, its outstanding obligations addressed, and its remaining assets distributed in accordance with applicable law.

(c) The dissolution of the Corporation shall be conducted in accordance with all applicable statutory and regulatory requirements.

Article VII – General Provisions

§ 7.1 – Governing Authority

(a) This Certificate of Incorporation shall constitute the foundational governing instrument of the National Associated Press.

(b) The Corporation shall be governed by this Certificate of Incorporation, its bylaws, resolutions duly adopted by the Board of Directors, and the applicable laws of the Republic of Redmont.

(c) During the startup of the company, “NightAlarm25338”, shall hold the ultimate authority relating to the startup of the company as he is the Designated Individual for the company.

§ 7.2 – Corporate Bylaws

(a) The Corporation shall maintain a set of bylaws governing its internal administration, procedures, and operations.

(b) The Board of Directors shall possess the authority to adopt, amend, and repeal the Corporation's bylaws, provided that such actions remain consistent with this Certificate of Incorporation and applicable law.

§ 7.3 – Severability

(a) If any provision of this Certificate of Incorporation is determined to be invalid, unlawful, or unenforceable, such determination shall not affect the validity or enforceability of the remaining provisions.

§ 7.4 – Effective Date

(a) This Certificate of Incorporation shall take effect upon its approval and registration by the appropriate governmental authority, as required by applicable law.

(b) Upon taking effect, the Corporation shall possess the legal status, rights, powers, and responsibilities afforded to it under the laws of the Republic of Redmont.