Certificate of Formation

Name: NationalPark
In-game Name: NationalPark

Incorporator: AsexualDinosaur

Purpose
The purpose of the Limited Liability Company is to engage in any lawful act or activity for which Limited Liability Company may be organized under the Laws of Redmont.

Goal
The goal of the non-profit is to build and maintain a park within the wilderness region, with donations going towards building, maintaining, repairing, and improving infrastructure, as well as covering basic amenities for employees and volunteers.

Initial Members: JuniperHoldings

Capital Contributions:
There shall be no initial capital contributions

Profit and Loss Distribution:
The goal of the non-profit is to hold no profit, and the entity will seek to distribute funds as necessary to uphold the Goal and Purpose of its incorporation. Losses will be that of the entities and not the liability of its members, managers, or employees.

Transfer of Membership
Membership of the LLC may be transferred from one entity to another. New members may be adopted through a member resolution.

Amendments
Amendments to the Certificate of Formation may be made through a simple majority vote on member resolution.
Any section of the Certificate of Formation may be amended with the exception of any amendment that would modify the entity's non-profit status to a for-profit status.

Voting
(1) The quorum for a resolution shall be 50% of all voting power where explicit, affirmative abstentions are counted towards the quorum.

(a) Where a resolution fails due to quorum, the persons eligible to vote shall be sent notification and the resolution may be reposted after 72 hours (unless waived by majority by total voting power). For 10 days thereafter, quorum requirements shall be suspended for that resolution.

(2) The counting of votes shall be by voting power, not by individual shares or membership.
(3) The resolution must be open for vote for 48 hours or until a quorum is reached.
(4) The resolution must be posted in a place that the relevant voters can access and can vote.
Discord shall be an acceptable medium so long as members have reasonable access or means to vote.
(5) Any shareholder, member, manager, or director may call for a resolution to be voted upon.
(6) Member resolutions shall pass by a majority of at least 51% of votes.

Access to information
(1) Managers and each director shall have unrestricted and absolute access to information regarding the status of the business, financial condition of the Incorporated Entity and other information regarding the affairs of the corporation as is just and reasonable
(2) Members shall have reasonable access to information regarding the status of the business, financial condition of the Incorporated Entity and other information regarding the affairs of the corporation as is just and reasonable
(a) The directors and officers of an incorporated entity shall have the right to keep confidential from shareholders and members, for such period of time as the director or officer deems reasonable, any information for which:
(b) The director, officer, or manager reasonably believes to be in the nature of trade secrets; or
(c) The director, officer, or manager in good faith believes that the disclosure of such information is not in the best interest of the Incorporated Entity or could damage the Incorporated Entity or its business; or
(d) The director, officer, or manager is required by law or by agreement with a third party to keep confidential.

Dissolution and winding up
(1) Unless otherwise defined by law or by the formation instrument:
(a) The dissolution process shall be started by the adoption of a resolution advising dissolution by the directors.
(b) Such resolution shall be posted in the company docket.
(c) In order to approve the dissolution, shareholders or members must vote with at least a simple majority in approval.
(d) Following a shareholder vote in approval of a dissolution resolution, the Incorporated Entity shall wind down its affairs and post a Certificate of Dissolution in its company docket.
(2) Dissolution must be approved by shareholder or members resolution
(3) The approval of a dissolution resolution must be posted on the company docket.
(4) A dissolution resolution may contain and set out the process of winding up; this shall be binding.
(5) The dissolution resolution shall not override the formation instrument or the bylaws.
(6) The winding up of an Incorporated Entity shall be publicly announced by the DOC in #government-announcements (or any successor channel) and shall request any contractual parties, shareholders, members, creditors, and other persons with an interest to contact the wound-up company. This announcement must contain the names of the directors.

(a) All persons that do not contact the Incorporated Entity, its directors, or the DOC within 14 days following such announcement shall be regarded as giving up any claim voluntarily and permanently.

(7) winding up shall consist of:

(a) ending all contracts;

(b) paying off all creditors and debts;

(c) finishing all lawsuits;

(d) liquidating all assets or distributing all assets according to the dissolution resolution and the formation instrument, by default:

(i) in the case of a corporation, equally among the shareholders in proportion to their shares; or

(ii) in the case of an LLC, equally among the members in proportion to their membership interests as defined in the formation instrument, or if not defined, equally among all members.

(iii) in the case of a non-profit, any net leftovers shall be transferred to the government or given back equally to the non-profit's donors up to their total donated amount.

(8) A fully wound-up company shall file a Certificate of Dissolution in the Company Docket

(a) The Secretary of the DOC or their delegate shall sign this Certificate of Dissolution after verifying the company has been fully wound up.

(b) The Incorporated Entity shall end its existence upon the signature of the Certificate of Dissolution posted in the Company Docket.

Bylaws

There shall be no enacted bylaws upon formation.

Bylaws may be created or amended through a simple majority of a member resolution.

Bylaws shall not override any part of the Certificate of Formation.