Certificate of Incorporation

Panoptic Auth

Jurisdiction: Commonwealth of Redmont
Entity Type: Corporation
The incorporator, FloorIsTired, acting pursuant to the Legal Entity Act and the Department of Commerce business incorporation policy, hereby adopts this Certificate of Incorporation for Panoptic Auth.

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1. **Name and Incorporation Details**
   - **1.1.** The name of the corporation is “Panoptic Auth”
   - **1.2.** The in game db can be found with **/firm info PanopticAuth**
   - **1.3.** The name may be abbreviated for the purposes of the document as “The Corporation”.
   - **1.4.** The Incorporator is “Floor IsTired”.
   - **1.5.** Unless dissolved in accordance with this Certificate of Incorporation and the Legal Entity Act, the corporation shall have perpetual existence.
2. **Company Purpose and Nature**
   - **2.1.** 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, and to specifically develop and market technology and software on behalf of its parent corporation, **Panoptic**.
   - **2.2.** Without limiting the foregoing, **Panoptic Auth** may own, operate, coordinate, finance, and manage services, ventures, brands, assets, and related commercial activities conducted under the **Panoptic Auth** name.
3. **Parties**
   - **3.1.** 1. The parties to this Certificate of Incorporation are:
     - **3.1.1.** PanopticAuth, as the corporation;
     - **3.1.2.** FloorIsTired, as incorporator;
     - **3.1.3.** Panoptic, as the initial and sole shareholder entity upon issuance of the initial shares.
4. **Owner and Equity Distribution**

4.1. PanopticAuth is authorized to issue **100 Common Shares**.

4.2. The par value of each Common Share is **R$ 1**.

4.3. Common Shares shall have full voting power and equal economic rights, except as otherwise provided by law or this Certificate of Incorporation.

4.4. Upon formation and entry into the share register, **100 Common Shares** shall be issued to **Panoptic**, who shall own 100% of the outstanding shares and voting power of the corporation.

4.5. Authorized but unissued shares shall remain in the ownership of the corporation until validly issued.

4.6. Any issuance of new shares shall require approval by the Board of Directors and, if the issuance would dilute existing outstanding shares, approval by shareholder resolution unless all affected shareholders waive such vote.

4.7. Before the corporation issues new shares of an existing class to a new or existing person, each existing holder of that class shall have a pre-emptive right to purchase a proportional amount of the proposed issuance on the same terms, unless waived in writing.

4.8. The incorporator named in this Certificate shall remain identified as the incorporator for company records unless and until superseded by law or later company filings.

5. Amendments

5.1. Amendments to this Certificate of Incorporation must be approved by shareholder resolution with at least a majority of the voting power in favor.

5.2. Unless otherwise stated in this Certificate of Incorporation, a proposed amendment must first originate from the Board of Directors by majority vote.

5.3. Where the Legal Entity Act requires a class vote, the holders of the affected class shall vote separately and the amendment must receive at least a majority of that class.

5.4. No amendment shall impose or increase personal liability on a shareholder unless that shareholder explicitly accepts it in accordance with law.

6. Management and Decision-Making

6.1. The business and affairs of PanopticAuth shall be managed by or under the direction of its Board of Directors.

6.2. The initial director and first Board of Directors member is **FloorIsTired**.

6.3. Until additional directors are elected, the Board may consist of one director.

6.4. Directors shall be elected and removed by shareholder resolution unless otherwise provided by law or this Certificate of Incorporation.

6.5. On any shareholder or board vote, quorum shall be 50% of the applicable voting power, and explicit abstentions shall count toward quorum, unless a higher threshold is required by this Certificate of Incorporation or by law.

6.6. Resolutions shall remain open for at least 48 hours unless every person entitled to vote has already voted and waives the remainder of the period.

6.7. Any shareholder, director, or officer authorized by the Board may call a resolution unless this Certificate of Incorporation or the bylaws provide otherwise.

7. Roles and Responsibilities

7.1. The shareholder shall exercise voting rights, elect directors when applicable, and approve matters reserved to shareholders by law, this Certificate of Incorporation, or the bylaws.

7.2. Directors shall oversee the corporation, act in its best interests, and manage or supervise the management of its affairs.

7.3. The Board of Directors may appoint officers, define their authority, and remove them at pleasure.

7.4. Until the Board appoints other officers, FloorIsTired may act as the corporation's principal officer for operational purposes.

8. Transfer of Shares

8.1. No shareholder may transfer, sell, assign, pledge, or otherwise dispose of shares except in compliance with this section and applicable law.

8.2. A shareholder wishing to transfer shares must first give written notice to the corporation and the other shareholders, if any, stating the amount of shares, the proposed transferee, and the proposed consideration.

8.3. The corporation shall have a right of first refusal to purchase the offered shares on the same terms for 7 days after notice.

8.4. If the corporation does not exercise that right in full, the remaining non-transferring shareholders

shall have a secondary right of first refusal, pro rata to their holdings unless they agree otherwise, for 7 days thereafter.

8.5. If neither the corporation nor the non-transferring shareholders exercise the right of first refusal in full, the transferring shareholder may complete the transfer on terms no more favorable than those stated in the notice within 14 days.

8.6. Any purported transfer in violation of this section is void and shall not be recognized in the share register.

8.7. For any transfer not based on a bona fide third-party cash offer, the corporation or purchasing shareholders may value the shares by mutual agreement with the transferring shareholder, or absent agreement, at the shares' par value.

9. Dividends and Distributions

9.1. Subject to applicable law, the Board of Directors may declare dividends or other lawful distributions.

9.2. Dividends and distributions shall be paid pro rata according to the outstanding shares of each class entitled to receive them.

9.3. The corporation may retain earnings for operations, expansion, reserves, acquisitions, or any other lawful corporate purpose.

10. Dispute Resolution and Bylaws

10.1. The parties shall first attempt to resolve internal disputes through good-faith discussion.

10.2. If a dispute is not resolved informally, the matter may be brought before the courts of Redmont.

10.3. PanopticAuth may adopt bylaws regulating any matter concerning the corporation that is delegated to bylaws by this Certificate of Incorporation or permitted by law.

10.4. Unless otherwise provided in this Certificate of Incorporation, the Board of Directors may adopt, amend, or repeal bylaws by majority vote.

10.5. In the event of conflict between the bylaws and this Certificate of Incorporation, this Certificate of Incorporation shall prevail.

11. Exit Strategies

11.1. A shareholder may voluntarily divest by transferring shares in accordance with Section 8.

11.2. If a shareholder dies, becomes inactive, or becomes legally unable to manage their shares, those shares may be transferred by lawful estate, custodial, or

court-recognized process, subject to the rights of first refusal in Section 8 unless waived by the corporation.

11.3. If a shareholder seeks to sell a controlling stake to a third party, the Board may condition recognition of the transfer on the transferee agreeing in writing to be bound by this Certificate of Incorporation and the bylaws.

11.4. Tag-along and drag-along rights shall not apply unless later created by amendment or bylaw consistent with this Certificate of Incorporation and applicable law.

12. Financing Arrangements

12.1. The corporation may raise funds through revenue, loans, capital contributions, asset sales, share issuances, or other lawful financing arrangements.

12.2. Any financing arrangement that would create a new share issuance, a new share class, or material dilution of existing shareholders shall require approval under Sections 4 and 5 of this Certificate of Incorporation.

12.3. Debt financing that does not alter shareholder rights may be approved by the Board of Directors.

13. Board of Directors

13.1. The Board of Directors shall manage the corporation's strategic direction, major business affairs, and appointments of officers.

13.2. The number of directors may be increased or decreased by shareholder resolution or by bylaw, provided the corporation always has at least one director.

13.3. Board meetings may be conducted in any manner that allows participating directors to review the proposal and cast a vote in a reasonably reliable way.

13.4. Unless otherwise required by law, board action shall be approved by a majority of the directors voting on the matter.

13.5. A vacancy on the Board may be filled by shareholder resolution.

14. Reserved Matters

14.1. The following matters require unanimous shareholder approval for so long as there is more than one shareholder:

14.1.1. any amendment that creates a new class of shares;

14.1.2. any amendment that removes or materially weakens pre-emptive rights or rights of first refusal;

14.1.3. any merger, consolidation, or sale of substantially all corporate assets;

14.1.4. any voluntary dissolution of the corporation unless a lower threshold is later adopted by unanimous amendment.

14.2. While **Panoptic** remains the sole shareholder, unanimous shareholder approval shall mean the approval of Panoptic.

15. Dissolution

15.1. The corporation may be dissolved in accordance with the Legal Entity Act.

15.2. Unless otherwise required by law, the dissolution process shall begin with a Board resolution advising dissolution and posting that resolution in the company docket.

15.3. Voluntary dissolution shall require shareholder approval.

15.4. Upon dissolution, the corporation shall wind up its affairs, satisfy its debts and obligations, conclude pending legal matters, and distribute any remaining assets to shareholders in proportion to their shares unless otherwise required by law.

15.5. The corporation shall file and obtain a properly signed Certificate of Dissolution in the company docket before its existence terminates.

16. Shareholder Information and Notices

16.1. The corporation shall maintain an Incorporated Entity Summary and share register in the company docket as required by the Legal Entity Act.

16.2. The share register shall reflect the current ownership of all registered shares and any later transfers.

16.3. Shareholders shall receive notice of votes, proposed amendments, transfers requiring notice, dissolution actions, and other matters for which notice is required by law or this Certificate of Incorporation through the company docket or another reasonably reliable method.

16.4. FloorIsTired is designated to receive legal and corporate communications on behalf of PanopticAuth unless and until the Incorporated Entity Summary is updated to name another designee.