DAYNE HOLDINGS

CERTIFICATE OF INCORPORATION

Effective Date: July 24, 2026

ARTICLE I - PARTIES, FORMATION, AND INCORPORATOR

This Certificate of Incorporation and Shareholding Agreement (the "Certificate") is adopted for Dayne Holdings (the "Company"), a corporation organized under the laws of the Commonwealth of Redmont, DemocracyCraft. The parties to this Certificate are the Company and each person who is or becomes a registered shareholder of the Company.

Incorporator: Jkaem

By acquiring or holding registered shares, each shareholder is bound by the provisions of this Certificate to the extent permitted by applicable law.

ARTICLE II - NAME AND IN-GAME COMPANY

Registered Name: Dayne Holdings

Business Plugin / In-Game Company Name: DayneHoldings

ARTICLE III - REGISTERED OFFICE AND LEGAL CORRESPONDENCE

The registered office and principal place of business shall be located at **AV-C022, Commonwealth of Redmont**. Until another designee is recorded in the Incorporated Entity Summary, the Chief Executive Officer shall receive legal and official correspondence on behalf of the Company.

ARTICLE IV - COMPANY PURPOSE AND NATURE

The Company is a holding and investment corporation. Its purposes include holding and managing business interests; forming, acquiring, financing, and managing subsidiaries; acquiring, holding, leasing, developing, and disposing of real and personal property; asset management and investment administration; acquiring and managing stocks, bonds, securities, and other financial instruments; entering contracts; borrowing, lending, investing, and reinvesting funds; and engaging in any lawful act or activity for which corporations may be organized under the laws of Redmont.

ARTICLE V - AUTHORIZED CAPITAL STOCK

The Company is authorized to issue **250,000 shares**, divided into the following classes:

Class	Authorized	Par Value	Votes / Share	Initially Issued
Class A Common	50,000	$0.01	101	50,000
Class B Common	100,000	$0.01	1	0
Class C Preferred	100,000	$0.01	0*	0

*Class C Preferred Shares have no ordinary voting power, but holders retain any mandatory class vote required by law or this Certificate.

Class A Common. Each outstanding Class A Common Share carries 101 votes on matters submitted to shareholders generally. Class A has full voting powers and participates in dividends and residual distributions as provided below.

Class B Common. Each outstanding Class B Common Share carries 1 vote on matters submitted to shareholders generally and participates in dividends and residual distributions as provided below.

Class C Preferred. Class C Preferred has no ordinary voting power. If outstanding, it has priority over the common classes for declared dividends and, upon liquidation, repayment of paid par value before residual distributions to common shares. The preference is non-cumulative unless later amended in accordance with this Certificate and law.

Authorized shares that are not outstanding are owned by the Company, do not vote, and are not counted for quorum. Fractional shares shall not be issued.

ARTICLE VI - OWNERSHIP, EQUITY DISTRIBUTION, AND SHARE REGISTER

Initial Shareholder: Jkaem - 50,000 Class A Common Shares - 100% of outstanding shares at incorporation.

The Company shall maintain its share register in the Incorporated Entity Summary and shall record all shares in the manner required by the Legal Entity Act. Registered share transfers shall be filed in the Company Docket where required.

New shares may be issued from authorized but unissued shares by majority resolution of the Board, subject to this Certificate, applicable law, pre-emptive rights, and any required shareholder or class approval.

Pre-emptive Rights. Before the Company issues new Class A or Class B Common Shares for consideration to a third party, each holder of the same class shall have a right to purchase a proportional amount sufficient to preserve that holder's percentage ownership of that class, on substantially the same price and terms. The offer shall remain open for at least 48 hours. These rights may be waived by the affected shareholder or by unanimous approval of the affected class.

ARTICLE VII - VOTING, QUORUM, AND DECISION-MAKING

Votes shall be counted by voting power. Unless law or this Certificate requires otherwise, a resolution passes by a simple majority of voting power actually cast in favor or against.

The quorum for a resolution is at least 50% of all voting power entitled to vote. Explicit affirmative abstentions count toward quorum but not as votes in favor. Resolutions shall remain open for at least 48 hours and shall be posted where eligible voters can access and vote; posting in the Company Docket satisfies this requirement.

If a resolution fails for lack of quorum, eligible voters shall be notified. The resolution may be reposted after 72 hours, unless the waiting period is waived by a majority of total voting power, and the statutory suspension of quorum requirements shall apply as provided by the Legal Entity Act.

Any shareholder or director may call a shareholder resolution. Any director may call a Board resolution.

Founder-Control Voting. Class A carries 101 votes per share and Class B carries 1 vote per share. If all 50,000 Class A and 100,000 Class B shares are outstanding, a holder of 25,500 Class A shares holds 2,575,500 votes; the remaining 24,500 Class A shares plus all 100,000 Class B shares hold 2,574,500 votes. Accordingly, 51% of Class A retains a majority of ordinary combined voting power under that fully issued capital structure.

This enhanced voting power does not override any mandatory separate class vote, fiduciary duty, receivership power, or non-waivable right established by law.

ARTICLE VIII - BOARD OF DIRECTORS

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

Director	Position
Jkaem	Chairman & Sole Director

The Board initially consists of one director. Directors are elected and removed by shareholder resolution counted by voting power. There is no fixed maximum number of Board seats. A vacancy may be filled by shareholder resolution.

The Board shall oversee the Company, appoint and remove officers, authorize lawful share issuances, declare dividends, approve financing and material transactions, establish subsidiaries, propose amendments, and exercise other powers granted by law or this Certificate.

Board resolutions require a majority of directors then in office. When there is one director, that director constitutes the Board and may act by written resolution. Board meetings may be held in-game, by Discord, on the forums, or another accessible medium, and minutes or written resolutions shall be maintained where appropriate.

Appointments, elections, removals, and resignations of directors and officers shall be filed in the Company Docket as required by law.

ARTICLE IX - OFFICERS; ROLES AND RESPONSIBILITIES

Chief Executive Officer: Jkaem

The Chief Executive Officer is responsible for day-to-day operations, execution of contracts, management of assets and accounts, supervision of subsidiaries and employees, implementation of Board decisions, and representation of the Company in ordinary legal and commercial affairs. The CEO is subject to Board oversight.

Officers are appointed and removed at the pleasure of the Board and have the authority and duties assigned by the Board. Shareholders, solely by reason of holding shares, are not required to provide labor, management services, or additional capital unless separately agreed.

Directors and officers shall perform their duties consistently with the fiduciary duties imposed by applicable law.

ARTICLE X - TRANSFER OF SHARES

No transfer of registered shares is effective against the Company until properly recorded in the share register and filed in the Company Docket where required by law.

Right of First Refusal. Before transferring shares to a third party outside the Company, a selling shareholder shall first give the Company and then the other holders of the same class a written opportunity to purchase those shares on substantially the same price and terms. The Company shall have 48 hours to accept; if it declines, the other same-class shareholders collectively shall have a further 48 hours. If the right is not exercised, the proposed transfer may proceed on terms no more favorable to the third party for 14 days.

Valuation. Where a transfer, redemption, buy-sell event, or other transaction requires a value and there is no bona fide third-party price or active exchange price, fair value shall be determined by agreement of the parties. If they cannot agree, the Board shall appoint an independent qualified person acceptable to the affected parties to determine fair value using the Company's assets, liabilities, earnings, recent transactions, and other reasonable factors.

ARTICLE XI - DIVIDENDS AND DISTRIBUTIONS

The Board may declare dividends or other distributions from funds lawfully available. The Board may instead retain profits for reserves, operations, acquisitions, investments, debt service, expansion, or other lawful purposes.

Class C Preferred, if outstanding, shall receive its stated preference first. Thereafter, declared dividends on Class A Common and Class B Common shall be paid on an equal per-share economic basis notwithstanding their different voting power, unless a lawful amendment provides otherwise.

No holder of authorized but unissued shares is entitled to dividends or distributions.

ARTICLE XII - EXIT STRATEGIES; BUY-SELL; TAG-ALONG; DRAG-ALONG

Voluntary Exit. A shareholder wishing to divest shares shall comply with Article X.

Tag-Along Right. If one or more shareholders propose to transfer shares carrying more than 50% of the Company's total voting power to a third party in one transaction or related transactions, each other shareholder may participate in the sale on the same economic terms for a proportional portion of that shareholder's shares.

Drag-Along Right. If holders of at least 75% of the total outstanding voting power approve a bona fide sale of all or substantially all outstanding shares to an independent third party, they may require the remaining shareholders to sell on the same per-class economic terms, provided no shareholder is required to assume personal liability beyond representations concerning ownership and authority or to receive less than the consideration applicable to that shareholder's class.

Nothing in this Article overrides a mandatory class vote or other non-waivable protection under law.

ARTICLE XIII - FINANCING ARRANGEMENTS

The Company may finance its operations through retained earnings, shareholder capital, issuance of authorized shares, loans, bonds or other obligations, secured or unsecured borrowing, or other lawful financing approved by the Board.

Debt financing does not create shareholder voting rights unless lawfully converted into shares. Equity financing is subject to authorized share limits, class characteristics, pre-emptive rights, the share register, and any required shareholder or class vote.

No shareholder is obligated to make additional capital contributions solely because of share ownership.

ARTICLE XIV - RESERVED MATTERS

Notwithstanding ordinary voting rules, the following actions require unanimous approval of all outstanding shares entitled to vote on the matter, unless a higher or different mandatory rule is imposed by law:

- voluntarily imposing or increasing personal liability of a shareholder, except where the affected shareholder separately and explicitly accepts it;
- waiving the tag-along protections in Article XII for a specific controlling sale as to a non-consenting shareholder;
- requiring a shareholder to make an additional capital contribution not previously agreed; and
- amending this Article XIV to reduce the approval threshold for the foregoing reserved matters.

Other matters shall be decided under the voting thresholds in this Certificate and applicable law.

ARTICLE XV - SHAREHOLDER INFORMATION AND MEETINGS

Shareholders shall have reasonable access to information regarding the status, financial condition, and affairs of the Company, subject to the confidentiality protections permitted by the Legal Entity Act. Directors shall have the access provided by law.

Shareholder meetings may be held in-game, by Discord, on the DemocracyCraft forums, or through another medium reasonably accessible to eligible shareholders. Formal action may be taken by posted resolution without a live meeting.

The Company shall maintain an up-to-date Incorporated Entity Summary containing the registered name, in-game company name, directors, officers and titles, latest formation instrument, and other information required by law.

ARTICLE XVI - AMENDMENTS

Unless otherwise required by law or this Certificate, an amendment shall originate by majority resolution of the Board of Directors and shall then require approval by shareholder resolution of at least a majority of the voting power entitled to vote.

Holders of the outstanding shares of an affected class shall also be entitled to vote separately as a class, whether or not that class otherwise has voting power, and the amendment must receive at least a majority of that class where the amendment: (a) increases or decreases the authorized shares of that class, except to the extent lawfully provided otherwise before issuance; (b) increases or decreases the par value of that class; or (c) alters the powers, preferences, or special rights of that class so as to affect it

adversely.

Any amendment increasing a shareholder's personal liability shall comply with all notice, Company Docket, and explicit acceptance requirements imposed by law. Amendment filings shall include the required before-and-after versions and shall be filed in the Company Docket.

ARTICLE XVII - BYLAWS

The Company may adopt Bylaws governing internal affairs. This Certificate delegates to the Bylaws authority to regulate Board and officer procedures, administrative practices, records, committees, and other internal matters not inconsistent with this Certificate or law. In case of conflict, this Certificate controls. Unless otherwise provided herein, the Board may amend the Bylaws by majority resolution.

ARTICLE XVIII - DISSOLUTION AND WINDING UP

The dissolution process shall begin with a Board resolution advising dissolution, which shall be posted in the Company Docket. Dissolution must then be approved by shareholder resolution with at least a simple majority of the voting power, unless a greater vote is required by this Certificate or law.

Following approval, the Company shall wind up its affairs and comply with all Company Docket and Department of Commerce procedures. Winding up shall include ending contracts, paying creditors and debts, resolving lawsuits, and liquidating or distributing assets.

After satisfaction of liabilities, Class C Preferred shall first receive any liquidation preference provided by Article V. Remaining assets shall then be distributed to Class A Common and Class B Common on an equal per-share economic basis unless a lawful dissolution resolution or amendment provides otherwise. A Certificate of Dissolution shall be filed and the Company shall cease to exist when the legally required approval and signature process is completed.

ARTICLE XIX - LIMITED LIABILITY

The Company is solely liable for its debts, obligations, and liabilities. No shareholder, director, officer, employee, or other agent shall be personally liable solely by reason of that status, except to the extent liability is voluntarily assumed or otherwise imposed by applicable law.

ARTICLE XX - COMPANY DOCKET AND CONTINUING COMPLIANCE

The Company shall maintain its Company Docket and Incorporated Entity Summary and shall make all filings required by applicable law, including amendments to the formation instrument or Bylaws, appointments or removals of directors and officers, registered share transfers, and other required records.

The Company shall notify and update the Department of Commerce as required when ownership, management, operational status, or public-trading status changes, including an initial public offering or exchange listing.

ARTICLE XXI - GOVERNING LAW AND SEVERABILITY

This Certificate shall be governed by the laws of the Commonwealth of Redmont and applicable DemocracyCraft regulations. If any provision is invalid or unenforceable, the remaining provisions shall continue in effect to the greatest extent permitted by law.

CERTIFICATION

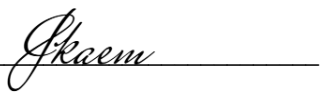
The undersigned, being the incorporator, sole initial shareholder, Chairman and Sole Director, and Chief Executive Officer of Dayne Holdings, certifies and adopts this Certificate effective July 24, 2026.

EXECUTION

DAYNE HOLDINGS

Incorporator / Chief Executive Officer / Sole Shareholder / Chairman & Sole Director

Name: Jkaem

Signature: 

Date: July 24, 2026