Prism Bank
One balance. Every service.

DOC REF · PB-COI-0001
REVISION · 1.0
JURISDICTION · REDMONT

INCORPORATION · CERTIFICATE · FILING

Certificate of Incorporation

The founding charter of Prism Bank Inc. — establishing the Corporation, its Board, its share capital, and its governance under the laws of Redmont.

EFFECTIVE DATE 15 July 2026	ENTITY Prism Bank Inc. · PrismBank (in-game)
INCORPORATOR DonTrillions	AUTHORIZED CAPITAL 300,000 shares · 3 classes

This Certificate of Incorporation is issued for Prism Bank Inc. (“the Corporation” or “Prism Bank”), which carries on business in-game under the name “PrismBank”, and establishes the Corporation under the laws of Redmont. It takes effect on the effective date stated above and remains in force until amended or superseded in accordance with its terms.

1 Name

1.1 The name of the Corporation shall be “Prism Bank Inc.”, which may be abbreviated to “Prism Bank”.

1.2 The name of the corresponding in-game business of the Corporation is “PrismBank”.

2 Incorporator

2.1 DonTrillions is the sole incorporator of the Corporation.

3 Nature of the business

3.1 Under Part IV §1(2)(d)(i) 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 Redmont.

3.2 Without limiting section 3.1, the Corporation is organized to carry on the business of banking and finance, including the taking of deposits, the provision of savings and credit facilities, lending, and related financial services.

4 Board of Directors

4.1 The management of the Corporation is vested in a Board of Directors.

4.2 The Board shall consist of one or more Directors, the number being fixed from time to time by the holders of the Corporation's voting shares. Until changed, the Board shall consist of one (1) Director.

4.3 Directors are appointed and removed from time to time by the holders of the Corporation's voting shares.

4.4 Any shareholders holding a combined 20% of the voting power in the Corporation may call an election to appoint or replace a Director.

4.5 Where the Board consists of a single Director, that Director may exercise all powers of the Board and may take any action the Board may take, acting alone.

4.6 The initial Director of the Corporation is DonTrillions.

5 Bylaws

5.1 The Board of Directors may adopt, amend, or repeal bylaws, subject to this Certificate and the laws of Redmont.

5.2 To the fullest extent allowed by law, the bylaws may provide for any matter relating to the management or governance of the Corporation.

6 Shares

6.1 The Corporation is authorized to issue a total of 300,000 shares, divided into three classes as follows:

(a) 100,000 Class A shares (voting), par value $1.00 per share;

(b) 100,000 Class B shares (non-voting), par value $1.00 per share;

(c) 100,000 Class C shares (non-voting, employee shares), par value $0.20 per share.

Class	Rights	Authorized	Par value
Class A	Voting — 1 vote per share	100,000	$1.00
Class B	Non-voting	100,000	$1.00
Class C	Non-voting — employee shares	100,000	$0.20

6.2 Only Class A shares carry voting rights, each Class A share entitling its holder to one (1) vote. Class B and Class C shares carry no voting rights except where the laws of Redmont require otherwise.

6.3 Class C shares are reserved for issuance to employees of the Corporation and are issued at one-fifth (1/5) of the value of a Class A share, reflecting their reduced par value.

6.4 Subject to this Certificate and the laws of Redmont, the Board may issue authorized but unissued shares of any class from time to time, for such consideration and on such terms as the Board determines.

6.5 Subject to any terms fixed by the Board at the time of issuance, all shares participate in dividends and distributions declared by the Board in proportion to their respective par values.

7 Transfer of shares

7.1 No shareholder may transfer any share to a person who is not already a shareholder except in accordance with this Section and the laws of Redmont.

7.2 *Right of first refusal.* A shareholder who proposes to transfer any share (the "Offered Shares") shall first offer them, by written notice stating the price and terms, to the Corporation. If the Corporation does not elect to purchase all of the Offered Shares within a reasonable period, the Offered Shares shall next be offered to the holders of Class A shares, who may purchase

them pro-rata to their existing holdings. Only Offered Shares not taken up by the Corporation or the Class A holders may be transferred to an outside person, and then only at a price no lower, and on terms no more favourable, than those offered to the Corporation and the Class A holders.

7.3 *Valuation.* Where these articles require a share to be valued (including on a right of first refusal or a buy-back under Section 8), the price shall be the fair value of the share as agreed between the parties. Failing agreement, fair value shall be determined by an independent valuer appointed by the Board, whose determination is final and whose cost is shared equally between the Corporation and the affected shareholder.

7.4 The Board may decline to register any transfer that does not comply with this Section.

8 Exit events

8.1 *Death or incapacity.* On the death or permanent incapacity of a shareholder, the Corporation may, and failing the Corporation the holders of Class A shares may, elect to purchase all of that shareholder's shares at fair value determined under section 7.3, payable to the shareholder or their estate.

8.2 *Voluntary divestment.* A shareholder wishing to divest their shares shall do so in accordance with the right of first refusal in section 7.2.

8.3 *Drag-along.* Where holders of a majority of the Class A shares (the "Selling Majority") agree to a bona-fide sale of the Corporation to an arm's-length buyer, the Selling Majority may require all other shareholders to sell their shares to that buyer on the same terms and at the same per-share consideration (adjusted for class par value where applicable).

8.4 *Tag-along.* Where a holder of a majority of the Class A shares proposes to sell shares to an arm's-length buyer, every other shareholder is entitled to require the buyer to purchase, on the same terms, a pro-rata portion of that shareholder's shares before the sale may complete.

9 Inactivity

9.1 Under §8(7)(b)(vi) of the Legal Entity Act, a shareholder who has not joined the DemocracyCraft Minecraft server in the last 30 days forfeits their shares.

9.2 A shareholder who forfeits a share under section 9.1 is entitled to be paid par value for that share.

9.3 This section does not apply to a shareholder that is a legal entity.

10 Dissolution

10.1 The Corporation may be wound up and dissolved in accordance with the default dissolution procedure set out in the Legal Entity Act, which is incorporated into this Certificate by reference.

10.2 On dissolution, after payment or provision for the Corporation's liabilities, the remaining assets of the Corporation shall be distributed to the shareholders in proportion to the respective par values of the shares they hold.

11 Amendment of this Certificate

11.1 This Certificate may be amended by the affirmative vote of a majority of the Class A shares.

11.2 Unless this Certificate provides otherwise, a proposed amendment must originate from the Board of Directors by majority resolution before being put to the shareholders.

11.3 In addition to the vote required by section 11.1, any amendment that changes the authorized number of shares of a class, the par value of a class, or the powers, preferences, or rights of a class requires the separate approval of a majority of the shares of each affected class, voting as a class.

12 Miscellaneous matters

12.1 Disputes arising between members of the Corporation shall be resolved in the courts of Redmont.

12.2 Financing arrangements for the Corporation are left to the discretion of the Board of Directors.

12.3 To the maximum extent allowed by law, and subject to this Certificate, every shareholders' resolution requires only majority approval of the voting shares.

12.4 Information requested by shareholders is confidential unless waived by the Board of Directors.

12.5 To the fullest extent permitted by the laws of Redmont, and subject to this Certificate, no Director shall be personally liable to the Corporation or its shareholders for monetary damages for any act or omission in their capacity as a Director.

Execution

Executed by the sole Incorporator as of the effective date.



DonTrillions
Incorporator & Initial Director

Date 15 July 2026

This is a public filing of Prism Bank Inc., registered under the laws of Redmont. © 2026 Prism Bank · prism.bank