CERTIFICATE OF INCORPORATION

COMMONWEALTH OF REDMONT | DEPARTMENT OF COMMERCE

Redmont Capital Group Corporation

A Corporation duly organised under the Laws of the Commonwealth of Redmont, pursuant to the Legal Entity Act and the Policy on Business Incorporation issued by the Department of Commerce. Registered legal name: Redmont Capital Group Corporation. Trading name: Redmont Capital Group (RCG).

Registered Name	Redmont Capital Group Corporation	Entity Type	Corporation
Business Plugin Name	RCGC	Date of Incorporation	March 30, 2026
Incorporators	xXTheoryXx, Planke32, Culls	Jurisdiction	Commonwealth of Redmont
Seed Capital	$225,000 ($75,000 per founder)	IPO Status	Pre-IPO, Class A reserved

ARTICLE I COMPANY PURPOSE AND NATURE

1.1 The registered legal name of this Corporation is **Redmont Capital Group Corporation** (the "Corporation"). The Corporation trades and does business under the name **Redmont Capital Group** (abbreviated "RCG"). The name of the Corporation in the in-game business plugin is **RCGC**.

1.2 The Corporation is established as a **holding company** to own, direct, and manage a diversified portfolio of financial, professional, and real-estate subsidiaries within the Commonwealth of Redmont, including:

(a) Commercial, retail, investment, and central banking entities (up to four banking institutions). The Corporation is a holding company and is not itself a bank or financial institution. Banking activities are conducted exclusively through separately licensed and registered subsidiary entities;

(b) Legal services and law practices;

(c) Accounting and professional services firms;

(d) Real estate acquisition, development, and management firms.

1.3 The Corporation is empowered to engage in any lawful act or activity for which corporations may be organised under the Laws of Redmont.

ARTICLE II PARTIES

2.1 The Corporation and its shareholders are parties to this Certificate of Incorporation and Shareholders' Agreement.

2.2 The initial shareholders and incorporators are:

(a) xXTheoryXx

(b) Planke32

(c) Culls

2.3 The incorporators shall serve as the first directors until directors are formally elected by shareholder resolution.

ARTICLE III SHARE CAPITAL

3.1 **Authorised Share Capital.** The Corporation is authorised to issue shares across four classes as follows:

Class	Type	Votes/ Share	Authorised	Par Value	Purpose
Class A	Common (Non-Voting)	0	5,000,000	$0.001	IPO float and public investors, economic rights only, no votes
Class B	Common (Founder)	10	3,000,000	$0.001	Founder super-voting shares, preserves control post-IPO
Class C	Common (Non-Voting)	0	1,500,000	$0.001	Employee Stock Option Plan (ESOP) and staff compensation
Class D	Preferred	1	1,000,000	$0.001	Series A institutional investors, liquidation preference applies
TOTAL			10,500,000		

All classes carry a par value of $0.001 per share. Only Class B shares are issued and outstanding at incorporation. All other classes are unissued and held in reserve.

3.2 **Class A Common Shares, Non-Voting.** Zero (0) votes per share. Class A shareholders hold full economic participation rights, equal dividends and equal rights upon dissolution on a per-share basis, but carry no voting rights whatsoever. Public market investors participate in the economic upside of the Corporation without any governance authority over its affairs. No Class A shares are outstanding at incorporation.

3.3 **Class B Common Shares, Founder Shares.** Ten (10) votes per share (super-voting). Equal dividend and dissolution rights as Class A on a per-share basis. Automatic conversion to Class A at 1:1 upon: (i) voluntary holder election; (ii) transfer to a non-Class-B holder, except where the Board and shareholders expressly resolve under clause 12.3 to admit the transferee as a Class B holder; or (iii) IPO completion unless the Board resolves otherwise with unanimous Class B consent. Class B shares may not be transferred to any person who is not an existing Class B holder without the prior approval of both a Board resolution (by majority) and a shareholder resolution (by majority of all voting power). Both resolutions must be posted in the Company Docket before the transfer takes effect.

3.4 **Class C Common Shares, Non-Voting.** Zero (0) votes per share. Equal dividend and dissolution rights as Class A on a per-share basis. Reserved exclusively for the Employee Stock Option Plan (ESOP) and employee compensation programmes approved by the Compensation Committee.

3.5 **Class D Preferred Shares, Series A.** One (1) vote per share. Reserved for institutional investors in connection with a Series A financing. Key economic terms are set out in clause 3.6 below.

3.6 **Class D Preferred Share Terms:**

Term	Detail
Liquidation Preference	1x non-participating, Class D holders receive 1x their invested capital before any distribution to Common shareholders upon liquidation
Anti-Dilution	Broad-based weighted-average anti-dilution protection on down-rounds
Conversion	Converts to Class A Common at 1:1 on IPO, or at holder election at any time
Voting	1 vote per share; separate class vote on matters that adversely affect Class D rights. Class D does NOT convert to Class A (which is non-voting), on IPO, Class D converts to a new listed non-voting share or is redeemed at holder election
Dividend Preference	Non-cumulative; declared dividends paid to Class D before Common shareholders
Pro-Rata Rights	Class D holders have the right to participate in future financing rounds pro rata to their holdings
Information Rights	Quarterly management accounts and annual audited financials within 90 days of year-end

3.7 **Class A Reserved Pool, IPO Readiness.** The 5,000,000 authorised Class A shares are earmarked as follows:

Allocation	Shares	% of Class A	Notes
IPO Float (Public Market)	3,000,000	60.0%	Exchange-listed at IPO
Strategic / Pre-IPO Institutional	1,000,000	20.0%	Reserved for Series B and bridge investors
Treasury Reserve	1,000,000	20.0%	Board discretion, future M&A and strategic use
TOTAL Class A Authorised	5,000,000	100.0%	

3.8 **Founder Equity at Incorporation.** The following Class B shares are issued and outstanding at incorporation:

Shareholder	Title	Class B Shares	Equity %	Voting Power (x10)	Capital	Paid-In*
xXTheoryXx	CEO / Chair	1,650,000	55.00%	16,500,000	$75,000	$73,350
Planke32	CFO / Director	675,000	22.50%	6,750,000	$75,000	$74,325
Culls	COO / Director	675,000	22.50%	6,750,000	$75,000	$74,325
TOTAL		3,000,000	100.00%	30,000,000	$225,000	$222,000

** Paid-In Capital = Capital Contributed minus par value cost of shares (shares x $0.001). Capital contributions reflect cash invested; equity percentages reflect agreed founder equity including sweat equity and role value.*

3.9 **Pro-Forma Post-IPO Voting Power.** Assuming a full Class A IPO float and full Series A Preferred issuance (illustrative, not binding). Note that Class A shares carry zero votes, only Class B (founders) and Class D (strategic investors) participate in governance:

Holder	Class	Shares	Votes/Share	Total Votes	% Voting Power
xXTheoryXx	Class B	1,650,000	10	16,500,000	53.2%
Planke32	Class B	675,000	10	6,750,000	21.8%
Culls	Class B	675,000	10	6,750,000	21.8%
Public Shareholders	Class A (Non-Voting)	3,000,000	0	0	0.0%
Series A (Class D)	Class D Preferred	up to 1,000,000	1	up to 1,000,000	3.2%
TOTAL (post-IPO, fully diluted)		7,000,000+		31,000,000	100.0%

Founders retain 96.8% of total voting power post-IPO (xXTheoryXx 53.2%, Planke32 21.8%, Culls 21.8%). Class D strategic investors hold the remaining 3.2%. Public Class A shareholders hold zero votes. Voting percentages are calculated on total votes cast, not total shares outstanding.

3.10 **New Share Issuances.** Shares from any authorised class may only be issued by Board resolution subject to majority shareholder approval. Existing shareholders hold pre-emptive rights to participate in any new issuance pro rata to their diluted holdings.

3.11 **Share Register.** The share register shall be maintained in the Incorporated Entity Summary and updated without undue delay upon any change in ownership. All transfers must be filed in the Company Docket to take legal effect.

ARTICLE IV CORPORATE GOVERNANCE STRUCTURE

4.1 **Three-Tier Structure.** The Corporation operates under a three-tier governance hierarchy:

(a) **Tier 1, Shareholders:** Ultimate authority. Elect and remove directors, approve reserved matters, receive dividends.

(b) **Tier 2, Board of Directors:** Strategic oversight and governance. Set policy, oversee management, appoint and supervise officers.

(c) **Tier 3, C-Suite Officers:** Operational management. Execute strategy under authority delegated by the Board.

4.2 Each tier has defined rights, responsibilities, and accountability as set out in Articles V through VII of this Certificate.

ARTICLE V SHAREHOLDERS

5.1 **Rights.** Shareholders hold the ultimate authority of the Corporation. Shareholders have the right to elect and remove directors; approve reserved matters under Article IX; receive dividends when declared; and inspect the Company Docket and financial records.

5.2 **Voting.** Voting power is calculated on the basis of votes attached to shares held, not by headcount. A quorum of at least 50% of all voting power must be present (explicit, affirmative abstentions count toward quorum). All resolutions must remain open for at least 48 hours and be accessible to all shareholders.

5.3 **Voting Classes.** Only Class B Common Shares (10 votes per share) and Class D Preferred Shares (1 vote per share) carry voting rights. Class A Common Shares (IPO/public) and Class C Common Shares (ESOP) are strictly non-voting. Post-IPO, assuming full issuance of all Class D shares, founders collectively hold 96.8% of all voting power (xXTheoryXx 53.2%, Planke32 21.8%, Culls 21.8%) with Class D holders at 3.2%. Governance authority remains exclusively with the founding shareholders and approved strategic investors regardless of the size of the public float.

5.4 **Pre-Emptive Rights.** Each shareholder holds the right to subscribe for any new shares issued pro rata to their diluted holdings before those shares are offered to any third party.

ARTICLE VI BOARD OF DIRECTORS

6.1 **Role.** The Board is responsible for the strategic oversight and governance of the Corporation, setting corporate policy, approving major transactions, appointing and overseeing the C-Suite, and remaining accountable to shareholders.

6.2 **Composition.** The Board shall consist of six (6) seats: three (3) Executive Directors who are the founding incorporators and three (3) Independent Non-Executive Directors (INEDs) to be appointed prior to any IPO.

6.3 **Board Composition:**

Director	Type	Role	Committees
xXTheoryXx	Executive	Chairman and CEO	Executive Committee (Chair)
Planke32	Executive	Director and CFO	Audit Committee (Chair); Executive Committee
Culls	Executive	Director and COO	Risk and Compliance Committee (Chair); Executive Committee
[To be appointed]	Independent	INED No. 1	Audit Committee (Chair)
[To be appointed]	Independent	INED No. 2	Compensation Committee (Chair); Nominating and Governance Committee
[To be appointed]	Independent	INED No. 3	Nominating and Governance Committee (Chair); Risk and Compliance Committee

6.4 **Board Committees.** The Board shall maintain the following standing committees:

(a) **Audit Committee**, Financial reporting, internal controls, and external audit oversight. Chaired by INED No. 1.

(b) **Compensation Committee**, C-Suite remuneration, ESOP grant approvals, and director fees. Chaired by INED No. 2.

(c) **Risk and Compliance Committee**, Enterprise risk, regulatory compliance across subsidiaries, and anti-money-laundering oversight. Chaired by the COO, with INED No. 3 as a member.

(d) **Nominating and Governance Committee**, Board candidate identification, governance practices, and IPO readiness. Chaired by INED No. 3.

(e) **Executive Committee**, CEO, CFO, and COO; delegated authority to act between Board meetings on operational matters within Board-set limits.

6.5 **Meetings and Quorum.** Board meetings shall be held at least quarterly. A quorum requires at least 50% of Board voting power. Abstentions count toward quorum. Resolutions must remain open for 48 hours and be posted in the Company Docket.

6.6 **Election and Removal.** Directors are elected and removed by shareholder resolution. INEDs may also be removed by majority Board resolution for cause.

6.7 **Fiduciary Duty.** All directors owe a fiduciary duty to act in good faith, on an informed basis, with the care of a reasonable person, and in the best interests of the Corporation and its shareholders.

ARTICLE VII C-SUITE OFFICERS

7.1 **Role.** The C-Suite Officers manage the day-to-day operations and affairs of the Corporation and its subsidiaries, acting within authority delegated by the Board.

7.2 **Officer Composition at Incorporation:**

Officer	Title	Primary Responsibilities
xXTheoryXx	Chief Executive Officer (CEO)	Corporate strategy, subsidiary oversight, investor relations, external affairs
Planke32	Chief Financial Officer (CFO)	Financial reporting, capital allocation, IPO readiness, audit and tax oversight
Culls	Chief Operating Officer (COO)	Day-to-day operations, subsidiary management, regulatory compliance
[To be appointed]	Chief Legal Officer (CLO)	Legal affairs, corporate governance, contracts, M&A due diligence

7.3 **Appointment and Removal.** Officers are appointed and removed at the pleasure of the Board by majority vote.

7.4 **Authority.** The CEO may bind the Corporation in contracts up to limits set by the Board. Contracts above those limits require Board approval.

7.5 **Dual Roles.** Executive Directors holding C-Suite positions are subject to fiduciary obligations in both capacities and must manage any conflict of interest in accordance with Article X.

ARTICLE VIII DIVIDENDS AND DISTRIBUTIONS

8.1 The Board may declare dividends from profits by resolution, subject to applicable law.

8.2 Class D Preferred shares carry a dividend preference, any declared dividend must first be paid to Class D holders before distribution to Common shareholders.

8.3 Remaining dividends are distributed to Common shareholders (Class A, B, and C) pro rata on a per-share basis.

8.4 No dividend shall be declared that would render the Corporation unable to meet its obligations as they fall due.

ARTICLE IX RESERVED MATTERS

9.1 The following matters require **unanimous approval** of all shareholders:

(a) Any amendment to this Certificate altering the fundamental rights of shareholders;

(b) Merger, consolidation, or acquisition of or by the Corporation;

(c) Dissolution or winding-up of the Corporation;

(d) Removal or reduction of the super-voting rights attached to Class B shares;

(e) Listing of the Corporation on a stock exchange via an Initial Public Offering;

(f) Any related-party transaction involving a conflict of interest.

9.2 The following matters require a **two-thirds (2/3) majority** of all voting power:

(a) Issuance of shares exceeding 10% of total authorised capital in any 12-month period;

(b) Debt obligations exceeding 25% of the Corporation's net asset value;

(c) Disposal of any wholly-owned subsidiary;

(d) Appointment or removal of Independent Non-Executive Directors.

ARTICLE X CONFLICTS OF INTEREST

10.1 Any director, officer, or shareholder who has a direct or indirect interest in a proposed transaction or matter before the Board must disclose that interest promptly and in full.

10.2 An interested director must recuse themselves from any vote on that matter.

10.3 Related-party transactions require prior Board approval and, where they constitute a reserved matter under Article IX, unanimous shareholder approval.

ARTICLE XI INITIAL PUBLIC OFFERING PROVISIONS

11.1 **Intent.** The multi-class share structure, INED requirements, Board committee framework, and Class A share reservation are designed to facilitate IPO readiness.

11.2 **Notification.** The decision to proceed with an IPO requires unanimous shareholder approval per Article IX and notification to the Department of Commerce prior to listing.

11.3 **Pre-IPO Requirements.** Prior to any IPO the Corporation shall:

(a) Appoint all three (3) INEDs to the Board;

(b) Constitute all Board committees with appropriate INED membership;

(c) Adopt an ESOP deed and obtain shareholder approval for the Class C option pool;

(d) Prepare audited financial statements for at least one full financial year;

(e) Appoint an underwriter or exchange-accredited advisor.

11.4 **Lock-Up.** All Class B holders are subject to a lock-up period of not less than 180 days following the IPO date during which they may not sell, transfer, or encumber their shares. Any waiver of the lock-up requires

both a Board resolution passed by majority and a shareholder resolution passed by majority of all voting power, both filed in the Company Docket.

11.5 **Post-IPO Share Structure.** Class A shares listed at IPO shall carry no voting rights. The dual-class voting structure (Class B at 10 votes; Class D at 1 vote; Class A at 0 votes) shall be maintained post-IPO unless all Class B holders unanimously resolve to collapse the structure. There is no automatic conversion of Class B shares at IPO.

ARTICLE XII TRANSFER OF SHARES

12.1 **Right of First Refusal.** Before any shareholder may transfer shares to a third party, they must first offer those shares to the remaining shareholders pro rata at the proposed price and on identical terms. This clause does not apply to a transfer of Class B shares from one existing Class B holder to another existing Class B holder, which may proceed without any right of first refusal arising.

12.2 Remaining shareholders have seven (7) days from written notice to exercise their right of first refusal.

12.3 **Class B Restrictions.** Class B shares may not be transferred to any person who is not an existing Class B holder without the prior approval of both: (i) a Board resolution passed by a majority of the Board; and (ii) a shareholder resolution passed by a majority of all voting power. Both resolutions must be adopted and posted in the Company Docket before the transfer takes legal effect. Any transfer approved under this clause triggers automatic conversion of the transferred shares to Class A, unless both the Board resolution and the shareholder resolution expressly resolve to admit the transferee as a Class B holder, in which case the transferred shares retain their Class B status and super-voting rights and no conversion occurs.

12.4 All transfers must be filed in the Company Docket and the share register updated before taking legal effect.

ARTICLE XIII EXIT STRATEGIES

13.1 In the event a shareholder wishes to divest, becomes incapacitated, or otherwise departs:

(a) **Buy-Sell:** The departing shareholder or estate must offer shares to remaining shareholders at fair market value per Article XII.

(b) **Drag-Along:** Shareholders holding more than 66% of voting power may require all other shareholders to participate in a sale on identical terms.

(c) **Tag-Along:** If any shareholder proposes to sell to a third party, remaining shareholders may participate pro rata on the same terms. No tag-along right arises in respect of a transfer of Class B shares between existing Class B holders.

13.2 All exits and share transactions must be filed in the Company Docket.

13.3 **Class B Inactive or Underperforming Shareholder Removal.** The holders of Class B shares may initiate a compulsory transfer of another Class B holder's shares where that holder has become persistently inactive or is materially failing to fulfil their obligations to the Corporation. The following procedure applies:

(a) **Grounds for Removal.** A Class B holder (the "Affected Holder") may be subject to compulsory transfer on any of the following grounds: (i) failing to participate in three (3) or more consecutive Board votes or shareholder resolutions without reasonable excuse; (ii) sustained absence from the Corporation's business affairs for a continuous period exceeding thirty (30) days without prior written notice to the Board; or (iii) material and persistent failure to carry out the duties and responsibilities attached to their C-Suite officer role, as determined by the Board in good faith.

(b) **Notice Period and Right to Remedy.** Before any removal vote may be held, the remaining Class B holders must serve written notice on the Affected Holder specifying the grounds for removal in

reasonable detail. The Affected Holder has fourteen (14) days from receipt of such notice to remedy the conduct or circumstances giving rise to the grounds. If the grounds are remedied to the reasonable satisfaction of the Board within the notice period, no removal vote may be called on those same grounds for a period of sixty (60) days.

(c) **Removal Vote.** If the Affected Holder does not remedy the grounds within the notice period, the remaining Class B holders may put a resolution to vote for compulsory transfer. The Affected Holder is excluded from voting on their own removal. The resolution is carried only if all remaining Class B holders vote in favour (unanimous consent of non-affected holders). A bare majority is not sufficient.

(d) **Consequence of Removal.** Upon passage of the removal resolution, the Affected Holder is required to transfer all of their Class B shares to the remaining Class B holders at fair market value, as determined by agreement of the parties or, failing agreement within fourteen (14) days, by an independent valuer appointed by the Board. The remaining Class B holders shall acquire the shares pro rata to their existing holdings unless they unanimously agree otherwise. The transfer is subject to the Class B transfer procedure set out in clauses 3.3 and 12.3, a Board resolution and a shareholder resolution must both be passed and posted in the Company Docket before the transfer takes legal effect.

(e) **No Punitive Discount.** The fair market value applied in a removal transfer shall not be discounted solely on account of the removal proceedings. The Affected Holder retains full economic entitlement to fair value.

13.4 The removal procedure under clause 13.3 does not preclude separate Board action to remove the Affected Holder from any C-Suite officer position under Article VII.

ARTICLE XIV FINANCING ARRANGEMENTS

14.1 The Corporation may secure funding through: equity financing (issuance of Class A or Class D shares from the authorised pool); debt financing (loans, bonds, or notes); retained earnings from subsidiaries; or any other lawful means.

14.2 Any equity financing diluting existing shareholders beyond their pre-emptive entitlement requires majority shareholder approval.

14.3 Debt exceeding 25% of net asset value requires a two-thirds majority per Article IX.

ARTICLE XV DISPUTE RESOLUTION

15.1 Any dispute shall first be addressed by good-faith negotiation between the parties.

15.2 Where negotiation fails, the matter may be put to a shareholder resolution, the outcome of which is binding.

15.3 Unresolved disputes may be escalated to the courts of the Commonwealth of Redmont.

ARTICLE XVI SHAREHOLDER INFORMATION

16.1 Each director and manager has unrestricted access to all information regarding the status, financial condition, and affairs of the Corporation.

16.2 Shareholders have reasonable access to information regarding the business status and financial condition of the Corporation.

16.3 The Board may withhold information constituting a trade secret, where disclosure would harm the Corporation, or where prohibited by law or third-party agreement.

16.4 Shareholder meetings may be called by any director or shareholder. Resolutions must be posted in the Company Docket and remain open for at least 48 hours.

ARTICLE XVII DISSOLUTION

17.1 Dissolution is initiated by a Board resolution posted in the Company Docket and must be approved unanimously by all shareholders per Article IX.

17.2 Upon approval, the Corporation shall wind down its affairs including terminating all contracts, paying all creditors, concluding all legal proceedings, and distributing net assets to shareholders pro rata.

17.3 A Certificate of Dissolution shall be filed in the Company Docket and countersigned by the Secretary of the Department of Commerce, whereupon the Corporation ceases to exist.

ARTICLE XVIII EXECUTION AND ATTESTATION

The undersigned incorporators hereby certify that the foregoing Certificate of Incorporation is true and correct in every material respect and each executes this Certificate as of the date first written above, pursuant to the laws of the Commonwealth of Redmont.

---

xXTheoryXx
CEO and Chairman
Date: _____

Planke32
CFO and Director
Date: _____

Culls
COO and Director
Date: _____

This Certificate of Incorporation is filed pursuant to the Legal Entity Act of the Commonwealth of Redmont and the Policy on Business Incorporation of the Department of Commerce. All provisions are subject to, and shall be interpreted in accordance with, the laws of the Commonwealth of Redmont.