Certificate of Formation
REDLAW LLC

1. Name and Formation

1.1 Name
The name of this Limited Liability Company shall be Redlaw LLC ("the Firm").

1.2 In-Game Company
The corresponding in-game company shall be ‘rlaw’.

1.3 Incorporators
The incorporator of the Firm is:
• TheSnowGuardian

1.4 Purpose
The Firm is organized to provide legal services and engage in any lawful act or activity for which a Limited Liability Company may be organized under the laws of Redmont.

2. Ownership and Management

2.1 Management Structure
The Firm shall be manager-managed.

2.2 Managers
The Managing Partner shall serve as Manager of the Firm.

The position shall rotate as follows:
• TheSnowGuardian shall serve as Managing Partner from the 1st through the 16th day of each month.
• AmityBlamity shall serve as Managing Partner from the 17th day through the final day of each month.

Only a Senior Partner may be appointed to the position of Managing Partner through a Senior Partner resolution.

2.3 Membership Classes are as follows:
(a) Senior Partner
(b) Junior Partner

2.4 Initial membership register shall be as follows:

- Senior Partner(s): TheSnowGuardian, AmityBlamity
- Junior Partner: nonMaciej

3. Capital Contributions

3.1 Initial Contributions
The founding members shall each contribute $20,000 as initial capital contributions. New Senior Partners shall be required to match this amount to "buy-in" into the firm. This amount may be increased by Senior Partner resolution.

3.2 Additional Contributions
Additional capital contributions may be required by Senior Partner resolution.

3.3 Failure to Contribute
Failure to provide a required contribution may result in suspension of voting rights, reduction of distributions, or removal from membership as determined by Senior Partner resolution.

4. Membership Interests

4.1 Membership interests shall be recorded in the Member Register.

4.2 Membership interests shall determine ownership percentages, profit distributions, and voting power unless otherwise specified.

4.3 The Managing Partner shall be responsible for maintaining the Member Register and the Company Docket.

5. Profit and Loss Distribution

5.1 Profits shall be distributed among members according to their membership interests unless otherwise approved by member resolution.

5.2 Dividend or distribution decisions shall require approval by the Managing Partner and Senior Partners through Senior Partner resolution.

5.3 Losses shall be incurred by the Firm. Any member of the Firm may not be unduly liable for actions of the Firm unless said member has expressly stated they wish to take on said liability.

5.4 If a member has breached fiduciary duty, clause 5.3 may not apply and the Firm may pursue losses, if any, caused by such breach.

6. Voting and Decision Making

6.1 Firm-Wide Voting

Where a matter requires a firm-wide vote, the following voting power distribution shall be considered:
Managing Partner: 3 votes
Senior Partner: 2 votes
Junior Partner: 1 vote

6.2 Quorum
A quorum shall consist of at least 50% of total voting power. This quorum specification shall apply to Ordinary Matters and Reserved Matters.

6.3 Ordinary Matters
Ordinary matters shall be voted on by Senior Partners. Any Senior Partner may call for a vote on any matter and it shall be deemed as an "Ordinary Matter", as long as said matter isn't specified within Clause 6.4. Passage of vote by a majority of votes, and where the passage meets quorum, shall constitute a "Senior Partner" resolution.

6.4 Reserved Matters
The following shall require approval of the general partnership by a firm-wide vote:
• Removal of a Senior Partner
• Removal of the Managing Partner(s)
• Restructuring of the Firm
• Dissolution of the Firm

The following shall require approval of a 2/3^{rds} majority of Senior Partners:
• Appointment of a Managing Partner

6.5 If a firm-wide vote is required on a matter, the member who proposed it shall first pass the matter within their own membership class.

7. Admission and Removal of Members

7.1 Admission
New members may be admitted into a class upon approval of the Senior Partners through Senior Partner resolution. New Senior Partners shall be liable to pay their Capital Contribution.

7.2 Removal
Junior Partners may be removed by vote of the Managing Partner and Senior Partners. The process and requirements for Senior Partner removal is specified in Clause 6.4.

7.3 Resignation

Members may voluntarily resign by written notice to the Firm through the Managing Partner.

8. Transfer of Membership

8.1 The Firm may approve transfers between individuals or legal entities by Senior Partner resolution.

8.2 If a member (Senior Partner/Junior Partner) resigns, their membership interest shall cease to exist upon refund of their capital contribution(s).

9. Member Register

9.1 The Firm shall maintain a Member Register within its Company Docket.

9.2 Membership shall become effective only when recorded in the Member Register.

9.3 The Register shall identify:
• Member name
• Membership class

9.4 All members within a member class shall have equal voting power. No member within a member class may have more voting power within said member class.

10. Bylaws

10.1 The Firm may adopt Bylaws governing operational matters.

10.2 In the event of conflict, this Certificate of Formation shall prevail over any Bylaws.

11. Roles and Responsibilities

11.1 The managing partner shall be responsible for the following:
• Administration of the Firm
• Hiring and management of Associates
• Day-to-day operations
• Maintaining the Firm's Company Docket

11.2 The Senior Partners shall be responsible for the following:
• Strategic oversight
• Voting on ordinary matters
• Review of challenged disciplinary actions

11.3 The Junior Partners shall be responsible for the following:

• Voting on Reserved Matters
• Supervise law cases and employees assigned to them

12. Withdrawal and Return of Capital

12.1 Upon withdrawal, removal, or approved divestiture, a member shall be entitled to return of their initial capital contribution of $20,000, subject to available Firm assets and outstanding liabilities.

13. Amendments

13.1 Amendments to this Certificate of Formation shall require approval by at least 50% of voting power cast.

13.2 Any amendment increasing personal liability shall require explicit acceptance from affected members.

14. Dissolution

14.1 The Firm may be dissolved by a firm-wide vote.

14.2 Dissolution shall require approval by a majority of voting power as determined by firm-wide vote power distribution.

14.3 Upon dissolution, the Firm shall:
• Wind up affairs
• Satisfy debts and obligations
• Conclude litigation
• Distribute remaining assets according to membership interests

14.4 Dissolution shall otherwise proceed according to the Legal Entity Act.

15. Effective Date

This Certificate of Formation shall become effective upon approval by the Department of Commerce.