# Redmont Commercial Banking Corporation Certificate of Formation

## Section I - General Provisions

(1) In the case that a provision of this contract is found to be invalid, illegal, or unenforceable the offending provision shall not impact the validity, legality, or enforceability of any other provision of the contract.
(2) Unless otherwise stated or the context demands otherwise a vote shall be mean a vote of shareholders.

## Section II - Ownership & Equity Distribution

(1) There shall be one class of share.
(2) There shall be 10,000 shares authorized to be sold
(3) The par value of shares shall be set to $0.01
(4) The incorporator of this Corporation is tortenwashere.
(5) This Certificate of Formation may only be amended with a 70% supermajority vote of shareholders.
(6) An amendment to the Certificate of Formation may be proposed by a shareholder or a simple majority vote of directors.

## Section III - Management & Decision Making

(1) Voting power shall be distributed according to equity.
(2) Initially from the point of the existence of this Corporation Tortenwashere shall be appointed as a director of this Corporation, this provision may not be construed to prevent him being dismissed.
(3) Directors may be appointed and dismissed by a majority vote of shareholders.
(4) The Board of Directors shall operate and conduct affairs for the Corporation; they may choose to hire, dismiss, and delegate powers and duties to officers.
(5) Major company decisions such as but not limited to mergers and acquisitions shall require a simple majority vote of shareholders, what constitutes a major company decision may also be defined by a majority vote of shareholders.

## Section IV - Roles and Responsibilities

(1) Shareholders shall be responsible for voting and other obligations as required by law.

# Section V - Transfer of Shares

(1) Shares may be transferred with a majority vote of shareholders.
(2) Tortenwashere shall be given the right of first refusal to purchase shares, he may forfeit this right if he wishes.

# Section VI - Dividends and Distribution

(1) The Board of Directors shall decide when and how much money shall be disseminated in dividends.
(2) Dividends shall be distributed across all shareholders by equity.

# Section VII - Dispute Resolution

(1) In the event of an internal dispute, a party must attempt to resolve it before proceeding to litigation unless the matter reasonably necessitates an immediate emergency injunction.
(2) In the event of an internal dispute, the disputing parties may decide on a non-binding method of dispute.
(3) This Certificate of Formation shall take precedence over all of the bylaws of this Corporation.
(4) Bylaws may be created with a majority vote of shareholders.

# Section VIII - Exit Strategies

(1) Shareholders shall be given drag-along rights.
(2) There shall be no activity requirements of shareholders.
(3) A shareholder shall be deemed in dereliction provided one or multiple of the following:
    (a) The shareholder has announced a permanent leave from DemocracyCraft
    (b) The shareholder has announced a temporary leave of at least 6 weeks and has not appointed an agent to fulfill their obligations during their stead.
    (c) The shareholder has not been heard from or seen anywhere for 1 month.
    (d) The shareholder has failed to vote on matters that failed due to quorum at least 5 times in the past month.
(4) The Board of Directors through a simple majority vote may choose to forfeit the shares of a shareholder in derelictation after 72 hours notice.

# Section IX - Financing Arrangements

(1) The Board of Directors shall be empowered to take out loans, or invest in securities on behalf of this Corporation.

# Section X - Parties

(3) Pursuant to Department of Commerce policy, this Certificate of Formation shall also constitute the Corporation's shareholder agreement and be a legally binding contract between the Corporation and its shareholders.
(4) **Governing Law:** This document shall be subject and construed in accordance with the laws that govern the Commonwealth of Redmont.

# Section XI - The Board of Directors

(1) The Board of Directors shall be comprised of all the directors of this Corporation.
(2) The Board of Directors shall have control over when they convene and their rules of procedure unless otherwise stated in this Corporation's corporate documents.

# Section XII - Reserved Matters

(1) There shall be no reserved matters of this Corporation

# Section XIII - Shareholder Information and Meetings

(1) The Board of Directors shall be responsible for debriefing shareholders in accordance with regulatory and statutory corporate access to information within a reasonable amount of time.
    (a) The Board of Directors reserve the right to withhold information as pursuant to Section 8(13)(c)(iii) of the Legal Entity Act or similar provision in law.
(2) Emergency shareholder meetings may be called for by the Board of Directors, otherwise regular shareholder meetings as well as rules of procedure may be set out in the Corporation's bylaws.

# Section XIV - Company Purpose & Nature

(1) This Corporation shall serve to conduct commercial banking as well as to engage in any lawful act or activity for which Corporations may be organized under the Laws of Redmont.