Certificate of Incorporation

Redmont Racing Federation Incorporated

Article I. Parties & Incorporator:

1. **The Corporation:** The name of the Corporation is Redmont Racing Federation Incorporated, which may operate under the trading name "RRF" (the "Corporation").
2. **The Shareholders:** The initial sole shareholders of the Corporation are Devaculous & AbsInf.
3. **The Incorporators:** The incorporators of the Corporation are Devaculous & AbsInf.

Article II. Purpose:

The purpose of the Corporation is to organize, promote, and sanction competitive racing events. Furthermore, the Corporation is organized to act as a holding company for the 'RRF Group,' with the power to own and manage investments in subsidiary entities, and to engage in any other lawful business or activity.

Article III. Stock:

1. **Authorised Shares:** The total number of shares the Corporation is authorized to issue is 1,000 shares, consisting of two classes:
    - 1,000 shares of Class A voting stock, with a par value of $1.00 per share
2. **Initial Issuance & Ownership:** Upon incorporation, all 1,000 authorized Class A Shares shall be issued, with 550 being issued to Devaculous, and 450 being issued to AbsInf
3. **Issuance of New Shares:** The Board of Directors may, at any time, propose the creation of one or more new classes of stock (e.g., "Class B Non-Voting Stock"). The creation and authorization of any new class of stock shall require a formal amendment to this Certificate of Incorporation. The Board of Directors may also issue new shares in an existing class, following an amendment of this certificate.
4. **Amendment Procedure:** This Certificate may be amended by a majority vote of the outstanding Class A shares.

Article IV. Management & Decision-making:

1. **Ultimate Authority:** All voting power rests with the holders of Class A Shares.
2. **Board of Directors:** The business and affairs of the Corporation shall be managed by a Board of Directors. The Class A Shareholders have the exclusive right to appoint and remove any director by a majority vote.
3. **Initial Board of Directors:** The initial Board of Directors shall consist of Devaculous and AbsInf.
4. **Quorum:** A quorum for any vote of the Board shall be a majority of directors. A quorum for any vote of the Shareholders shall consist of the holders of at least 50% of the outstanding Class A Shares.

Article V. Roles & Responsibilities:

1. **Shareholder:** The role of the Class A Shareholders is to provide capital, elect and oversee the Board of Directors, and approve all major corporate decisions.
2. **Board of Directors:** The role of the Board is to oversee the Corporation's strategy, appoint officers, and act in the best interest of the Corporation and its shareholders.

Article VI. Transfer of Shares:

The transfer of Class A Shares is subject to a Right of First Refusal. A shareholder wishing to sell their shares must first offer them to the other existing Class A shareholders on a pro-rata basis.

Article VII. Dividends & Distribution:

The declaration and payment of any dividends shall be at the discretion of the Board of Directors.

Article VIII. Dispute Resolution & Bylaws:

1. **Dispute Resolution:** Any dispute arising under this Agreement shall be resolved through the courts of the Commonwealth of Redmont.
2. **Bylaws:** The Board of Directors may adopt and amend internal Bylaws, provided they do not conflict with this Certificate.

Article IX. Exit Strategies:

Provisions for events such as shareholder demise, incapacitation, or the desire to divest, including buy-sell, drag-along, and tag-along rights, may be established in the Corporation's Bylaws.

Article X. Confidentiality & Non-Compete:

All directors and officers shall be bound by a duty of confidentiality regarding the Corporation's non-public business.

Article XI. Financing Arrangements:

The Corporation may secure funding through debt or equity as determined by the Board of Directors.

Article XII. Reserved Matters:

All significant corporate actions, including amending this Certificate, require the approval of the holder(s) of a majority of the Class A Shares.

Article XII. Shareholder Information & Meetings:

Meetings of shareholders shall be held as needed and may be called by the Board of Directors or by the holder(s) of a majority of the Class A Shares. Given the small number of initial shareholders, formal meetings may be waived in favor of taking action by unanimous written consent, which shall be recorded for corporate governance purposes.

Article XIV. Duration:

The Corporation shall have perpetual existence, unless dissolved in accordance with applicable law.

7th of November 2025

Signed: Devaculous
Devaculous, Incorporator
Signed: AbsInf
AbsInf, Incorporator