REYCARD

Certificate of Formation

ReyCard

July 10, 2026

THE CHARTER OF
REYCARD

Adopted by ReyCard LLC

ReyCard, in order to operate a distinguished card issuing and payment network within Redmont, do hereby establish this Charter. This Charter affirms the Company's mission in secure, accessible payments, and it codifies the authority under which the Company shall operate.



Luka Del Rey, President, for and on behalf of Del Rey Bank LLC, Sole Member

ARTICLE 1
Name and Formation

§ 1.1 — Name

The name of this Limited Liability Company shall be ReyCard LLC ("ReyCard" or "the Company"). The Company is a wholly-owned subsidiary of Del Rey Bank LLC ("the Parent").

§ 1.2 — In-Game Company

The corresponding in-game company shall be 'REYCARD'.

§ 1.3 — Incorporators

The incorporator of the Company is Del Rey Bank LLC, acting through its authorized representative Luka Del Rey (lukadelrey).

§ 1.4 — Purpose

The Company is organized to operate a card issuing and payment network, including but not limited to the issuance of payment cards, the operation of a card payment and settlement network, transaction authorization and processing, and related payment products and services; and to engage in any lawful act or activity for which a Limited Liability Company

ARTICLE 2
Regulatory Compliance

§ 2.1 — Regulations

The Company shall conduct its payment and card network operations in compliance with all applicable laws and regulations of the Commonwealth of Redmont, including the Commercial Standards Act and any authorization, licensing, or oversight requirements administered by the Department of Commerce. The Company shall coordinate with its Parent, Del Rey Bank LLC, on any matters subject to financial regulation.

ARTICLE 3
Ownership and Management

§ 3.1 — Management Structure

The Company shall be member-managed.

§ 3.2 — Members and Managers

The sole Member of the Company, Del Rey Bank LLC, shall manage the Company directly through its authorized representative. As a member-managed LLC, the Member is regarded as a Manager and, by extension, a Director for the purposes of the Legal Entity Act.

§ 3.3 — Membership Classes

The Company shall have a single class of membership: Member.

§ 3.4 — Initial Membership Register

Member: Del Rey Bank LLC — 100% membership interest

§ 3.5 — Officers

The Company may appoint officers to carry out its operations. Officers are appointed and removed at the discretion of the Member and serve at the Member's pleasure. The initial officer of the Company shall be Luka Del Rey, President, appointed by the Member.

§ 3.6 — Operational Divisions

The Company may organize its operations into the following divisions:

- Card Issuing
- Network and Processing

- Merchant and Settlement Services

Additional divisions may be created or dissolved at the discretion of the Member.

§ 3.7 — Authority of Divisions

Each division shall operate under policies and procedures established by the Member or their delegated officers.

ARTICLE 4
Liability

§ 4.1 — Limited Liability

The Company shall be solely liable for its own debts, obligations, and liabilities. No member, manager, or agent of the Company shall be personally liable for the Company's debts, obligations, or liabilities solely by reason of that status, in accordance with the Legal Entity Act.

§ 4.2 — Depositor and Creditor Obligations

The Company shall honor its obligations to cardholders, merchants, and creditors in accordance with applicable law and the terms of its agreements.

§ 4.3 — Assumption of Liability

Any person may voluntarily assume liability for any or all debts and obligations of the Company by express written instrument.

§ 4.4 — Fiduciary Duty

Agents of the Company shall act in good faith, on an informed basis, with reasonable care, and in the best interest of the Company, in accordance with the Legal Entity Act.

ARTICLE 5
Dissolution

§ 5.1 — Dissolution

The Company may be dissolved by resolution of the Member.

§ 5.2 — Winding Up

Upon dissolution, the Company shall wind up its affairs as follows:
- End all contracts and conclude pending litigation;
- Satisfy all debts and obligations to cardholders, merchants, and creditors;
- Distribute any remaining assets to the Member.

§ 5.3 — Statutory Process

Dissolution shall otherwise proceed according to the Legal Entity Act.

ARTICLE 6
Amendments

§ 6.1 — Amendments

This Charter may be amended by resolution of the Member. Any amendment increasing personal liability shall require the explicit acceptance of the affected member.

THE BYLAWS OF

REYCARD

Adopted by Del Rey Bank LLC, Sole Member

ARTICLE I Management

§ 1.1 — Member-Managed

ReyCard LLC is a member-managed limited liability company and a wholly-owned subsidiary of Del Rey Bank LLC (“the Parent”). The sole Member shall manage and control the business and affairs of the Company.

§ 1.2 — Authority of the Member

The Member, Del Rey Bank LLC, acting through its authorized representative, shall have full authority to make all decisions on behalf of the Company, including setting policy, entering contracts, appointing officers, and directing the Company's payment and card network operations.

§ 1.3 — Delegation

The Member may delegate operational responsibilities to officers or agents, provided such delegation does not diminish

the Member's ultimate authority.

ARTICLE II Officers

§ 2.1 — Appointment

The Member may appoint officers to assist in the administration of the Company. Officers serve at the pleasure of the Member and may be removed at any time.

§ 2.2 — President

The President shall oversee the day-to-day operations of the Company, subject to the direction of the Member. Luka Del Rey shall serve as the initial President.

§ 2.3 — Duties

Officers shall have such duties and authority as the Member may assign, including card issuance, network operations, transaction processing, merchant relations, and recordkeeping.

ARTICLE III Operations

§ 3.1 — Records

The Company shall maintain accurate records of card issuance, transactions, settlements, and merchant accounts in accordance with applicable law.

§ 3.2 — Coordination with Parent

The Company shall coordinate with Del Rey Bank LLC on matters of funding, settlement, and any activity subject to financial regulation.

§ 3.3 — Compliance

The Company shall conduct its operations in compliance with the Commercial Standards Act and all other applicable regulations administered by the Department of Commerce.

ARTICLE IV Decisions and Resolutions

§ 4.1 — Written Consent

As a single-member company, decisions requiring member approval shall be made by the Member and recorded by written consent.

§ 4.2 — Filing

Resolutions and actions requiring filing under the Legal Entity Act shall be posted in the Company Docket.

ARTICLE V Amendments

§ 5.1 — Amendments

These Bylaws may be amended by resolution of the Member. In the event of conflict, the Certificate of Formation shall prevail over these Bylaws.