COMMONWEALTH OF REDMONT
Department of Commerce

CERTIFICATE OF INCORPORATION
REDMONT GAZETTE CORPORATION

Incorporated pursuant to the Legal Entity Act of the Commonwealth of Redmont

The undersigned incorporator, being a natural person of the Commonwealth of Redmont, pursuant to the Legal Entity Act and all applicable laws of the Commonwealth of Redmont, does hereby adopt the following Certificate of Incorporation for REDMONT GAZETTE CORPORATION (hereinafter the "Corporation"):

ARTICLE I — CORPORATE NAME

1.1. The name of the Corporation is:

REDMONT GAZETTE CORPORATION

1.2. The in-game business plugin name (/db) of the Corporation is "RGC", in compliance with the Legal Entity Act Part IV §1(2)(b).

1.3. The Corporation shall operate under the full legal name "Redmont Gazette Corporation" and its registered plugin identifier "RGC" for all in-game commercial purposes.

1.4. This Certificate of Incorporation is filed in connection with the conversion of Redmont Gazette LLC, formerly incorporated under its Certificate of Formation, into a Corporation in compliance with the Legal Entity Act of the Commonwealth of Redmont.

ARTICLE II — PURPOSE

2.1. The purpose of the Corporation is to conduct or promote any lawful business or purposes as permitted under the Constitution and laws of the Commonwealth of Redmont.

2.2. Without limiting the generality of the foregoing, the Corporation's primary business activities shall include media production, news publication, journalism, and all related commercial activities under the Redmont Gazette brand.

ARTICLE III — AUTHORISED SHARE CAPITAL

3.1. The total number of shares of all classes of stock that the Corporation is authorised to issue is TEN THOUSAND (10,000) shares, divided into two classes as follows:

Class A Shares — Voting (Private)

(a) ONE THOUSAND (1,000) Class A shares are authorised.

(b) Par value: $1.00 per share.

(c) Class A shares carry full voting rights. Each Class A share shall entitle the holder to one (1) vote on all matters submitted to a vote of the shareholders.

(d) Class A shares are private and shall not be listed or traded on any public stock exchange.

(e) Class A shareholders shall have the exclusive right to elect and remove members of the Board of Directors.

Class B Shares — Non-Voting (Public)

(a) NINE THOUSAND (9,000) Class B shares are authorised.

(b) Par value: $0.10 per share.

(c) Class B shares carry no voting rights whatsoever. Class B shareholders shall have no right to vote on any matter affecting the Corporation, except as required by the Legal Entity Act where amendments affect the rights of the Class B share class.

(d) Class B shares are designated for public issuance and may be listed and traded on a registered stock exchange within the Commonwealth of Redmont in accordance with the Commercial Standards Act.

(e) Class B shareholders shall be entitled to dividends if and when declared by the Board of Directors.

3.2. No new shares of any class shall be issued, and no increase to the total authorised share capital shall occur, without a resolution adopted by a majority vote of the holders of the outstanding shares of the affected class, in accordance with the Legal Entity Act.

3.3. If an individual or entity is inactive for more than three (3) months, the Corporation may reclaim their shares by purchasing back all shares owned by them. Such repossession shall be recorded by notifying the Department of Commerce, including the individual's username, playtime information, and number of shares, in accordance with the Commercial Standards Act.

ARTICLE IV — BOARD OF DIRECTORS

4.1. The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors.

4.2. The initial Board of Directors shall consist of ONE (1) director. The initial director is:

ThePufferOffical — Director

4.3. Directors shall be elected exclusively by the Class A shareholders. Class B shareholders shall have no right to elect, nominate, or remove directors.

4.4. Each director shall serve until their successor is duly elected, or until their earlier resignation, removal, or disqualification.

4.5. Directors shall owe fiduciary duties of care and loyalty to the Corporation and all of its shareholders. A director must act in the best interests of the Corporation and must not place personal interests above those of the Corporation.

4.6. A director may be removed by a majority vote of the Class A shareholders at any duly convened shareholder meeting, with or without cause.

4.7. Upon the resignation, removal, death, or disqualification of a director, the remaining directors (if any) may appoint a replacement director by majority vote of the remaining Board. If no directors remain, Class A shareholders shall elect a replacement director by majority resolution in accordance with Article VII. The replacement director shall serve until the next duly convened shareholder meeting at which a successor is elected.

4.8. Candidates for director positions may be nominated by any Class A shareholder or by the Board of Directors. Nominations must be submitted to the Company Docket no fewer than forty-eight (48) hours prior to the vote.

ARTICLE V — OFFICERS

5.1. The Board of Directors shall appoint officers to manage the day-to-day operations of the Corporation. The initial officer of the Corporation is:

ThePufferOffical — Chief Executive Officer (CEO)

5.2. Additional officers, including but not limited to a Chief Financial Officer (CFO) or Secretary, may be appointed by the Board at any time.

5.3. Officers serve at the pleasure of the Board of Directors and may be removed at any time by a majority vote of the Board.

ARTICLE VI — ROLES AND RESPONSIBILITIES OF SHAREHOLDERS

6.1. GENERAL OBLIGATIONS: All shareholders of the Corporation shall act in good faith in the exercise of their rights and shall not use their shareholder rights in a manner intended to harm the Corporation or other shareholders.

6.2. CLASS A SHAREHOLDER RESPONSIBILITIES:

(a) Class A shareholders are responsible for participating in shareholder resolutions, including the election and removal of directors, amendments to this Certificate of Incorporation, and approval of mergers, dissolutions, and other major corporate actions.

(b) Class A shareholders are expected to remain responsive to corporate communications and to vote on resolutions posted in the Company Docket within the statutory forty-eight (48) hour voting window.

(c) Class A shareholders must not transfer their shares except in accordance with Article VIII of this Certificate.

(d) Class A shareholders must disclose any conflict of interest to the Board of Directors prior to voting on any resolution in which they have a direct personal interest.

6.3. CLASS B SHAREHOLDER RESPONSIBILITIES:

(a) Class B shareholders must comply with all applicable rules of any registered stock exchange on which Class B shares are listed.

(b) Class B shareholders must comply with all applicable laws of the Commonwealth of Redmont in connection with the acquisition, holding, and disposal of their shares.

6.4. All shareholders are responsible for keeping their contact details current so that corporate notices may be properly delivered.

6.5. No shareholder may take any action that would constitute a breach of this Certificate of Incorporation, the Legal Entity Act, or any applicable law of the Commonwealth of Redmont.

ARTICLE VII — TRANSFER OF SHARES

7.1. CLASS A SHARES: Class A shares shall not be freely transferable. Any proposed transfer, sale, gift, or assignment of Class A shares requires prior written approval of the Board of Directors. The Board may withhold consent at its sole discretion.

7.2. In the event a Class A shareholder wishes to transfer their shares, existing Class A shareholders shall have a right of first refusal to purchase those shares on equivalent terms before any transfer to a third party may be completed.

7.3. CLASS B SHARES: Class B shares are freely transferable and may be bought, sold, or transferred on a registered stock exchange or by private transaction without restriction, subject to applicable exchange rules and the Commercial Standards Act.

7.4. Any purported transfer of Class A shares made in violation of this Article shall be null and void and of no legal effect.

ARTICLE VIII — SHAREHOLDER RIGHTS AND MEETINGS

8.1. Class A shareholders shall have the right to vote on all major corporate actions including, but not limited to: mergers, sale of substantially all assets, amendments to this Certificate, and the issuance of new shares, in accordance with the Legal Entity Act.

8.2. All shareholders, including Class B shareholders, shall have the right to receive dividends if and when declared by the Board of Directors.

8.3. Shareholders may bring derivative lawsuits on behalf of the Corporation against directors or officers for breaches of fiduciary duties.

8.4. INSPECTION OF BOOKS AND RECORDS: Any shareholder wishing to inspect the Corporation's books and records must submit a written request to the Board of Directors, stating a proper purpose reasonably related to their interests as a shareholder. The Board shall respond within seven (7) days of receipt of the request. The Board reserves the right to determine what specific documents are necessary and essential for the stated purpose.

8.5. Shareholder meetings may be held in-game, via the Corporation's official Discord server, or through any other mutually agreed platform. Notice of meetings shall be posted in the Company Docket no fewer than forty-eight (48) hours in advance.

ARTICLE IX — LIABILITY PROTECTION

9.1. The Corporation is a separate legal entity from its shareholders, directors, and officers.

9.2. Shareholders' personal assets are protected from the Corporation's debts and liabilities. Each shareholder's liability is limited to the amount they have invested in the Corporation through the purchase of shares, in accordance with the Legal Entity Act.

9.3. Nothing in this Article shall limit the personal liability of a director or officer arising from their own breach of fiduciary duty, fraud, or wilful misconduct.

ARTICLE X — AMENDMENTS

10.1. GENERAL AMENDMENT PROCEDURE: This Certificate of Incorporation may be amended by a shareholder resolution. Any proposed amendment must be approved by at least a majority of the outstanding Class A shares voted in favour of the proposed amendment, in accordance with the Legal Entity Act Part IV §2(5).

10.2. CLASS-SPECIFIC AMENDMENT RIGHTS: Notwithstanding Section 10.1, where a proposed amendment seeks to:

(a) increase or decrease the aggregate number of authorised shares of any class;

(b) increase or decrease the par value of the shares of any class; or

(c) alter or change the powers, preferences, or special rights of the shares of any class so as to affect them adversely,

then the holders of the outstanding shares of the affected class shall be entitled to vote as a class upon such proposed amendment, and such amendment shall require at least a majority vote within each affected class, in accordance with the Legal Entity Act Part IV §2(4). This applies to both Class A and Class B shareholders where their respective class is affected.

10.3. QUORUM FOR AMENDMENTS: The quorum for any amendment resolution shall be fifty percent (50%) of all voting power of the relevant class or classes, where explicit, affirmative abstentions are counted towards the quorum, in accordance with the Legal Entity Act Part III §6(2). Where a resolution fails due to quorum, eligible voters shall be notified and the resolution may be reposted after seventy-two (72) hours (unless waived by majority of total voting power). For ten (10) days thereafter, quorum requirements shall be suspended for that resolution, in accordance with the Legal Entity Act Part III §6(2)(a).

10.4. No amendment shall affect any existing cause of action in favour of or against the Corporation, nor any pending legal action to which it is a party, in accordance with the Legal Entity Act.

10.5. Any amendment increasing personal liability for shareholders shall require each affected shareholder to explicitly accept the increase in writing. Any shareholder who does not accept shall have the increase suspended as to them, in accordance with the Legal Entity Act.

10.6. All amendments must be filed with the Department of Commerce by way of a Certificate of Amendment of Certificate of Incorporation, and must be posted in the Company Docket, with both the version before and after the amendment, in accordance with the Legal Entity Act Part III §1(8)(a)(i).

ARTICLE XI — BYLAWS

11.1. The Corporation is hereby authorised to adopt, amend, and repeal Bylaws for the management of the business and conduct of the affairs of the Corporation, in accordance with the Legal Entity Act Part I §1(2)(o).

11.2. The Bylaws may regulate any matter concerning the Corporation that is not reserved exclusively for this Certificate of Incorporation or for statute, including but not limited to: procedures for Board meetings, officer duties, dividend policy, record-keeping, and internal governance procedures.

11.3. Unless otherwise provided herein, the Board of Directors may adopt, amend, or repeal Bylaws by a majority vote of the Board, in accordance with the Legal Entity Act Part III §5(4). The Board shall file any adopted, amended, or repealed Bylaws in the Company Docket without undue delay.

11.4. Bylaws may be amended by shareholder resolution by a majority vote of the outstanding Class A shares, provided that such amendment is consistent with this Certificate of Incorporation.

11.5. In case of conflict between the Bylaws and this Certificate of Incorporation, this Certificate shall prevail.

11.6. Any reference in law to the formation instrument shall include the Bylaws insofar as the subject matter is delegated to the Bylaws by this Certificate.

ARTICLE XII — DISSOLUTION

12.1. INITIATION BY BOARD: The dissolution process shall be initiated by the adoption of a resolution by the Board of Directors advising dissolution. Such resolution shall be posted in the Company Docket in accordance with the Legal Entity Act Part III §9(1)(a)–(b).

12.2. SHAREHOLDER APPROVAL: Following the Board's dissolution resolution, dissolution must be approved by a majority vote of the outstanding Class A shares. A dissolution resolution shall require the approval of at least a majority of the outstanding Class A shareholders voting in favour, in accordance with the Legal Entity Act Part III §9(2). All shareholders, including Class B shareholders, shall be notified of the dissolution resolution via the Company Docket no fewer than forty-eight (48) hours prior to the vote.

12.3. WINDING UP: Upon approval of the dissolution resolution, the Corporation shall wind down its affairs in accordance with the Legal Entity Act Part III §9(7), including:

(a) ending all contracts;

(b) paying off all creditors and debts;

(c) completing all pending lawsuits; and

(d) liquidating all remaining assets.

12.4. DISTRIBUTION: Upon dissolution, all assets shall be liquidated, all debts owed to external parties shall be paid, and the remaining equity shall be distributed to shareholders in proportion to their shareholding.

12.5. CERTIFICATE OF DISSOLUTION: A fully wound-up company shall file a Certificate of Dissolution in the Company Docket, which shall be signed by the Secretary of the DOC or their delegate after verifying that the company has been fully wound up, in accordance with the Legal Entity Act Part III §9(8).

12.6. No partial owner or shareholder may be deprived of the value of their equity or shares by any means, in accordance with the Commercial Standards Act.

ARTICLE XIII — SHARE REGISTER

13.1. The Corporation shall maintain a Share Register as part of its Incorporated Entity Summary in the Company Docket, in accordance with the Legal Entity Act Part IV §8.

13.2. The Share Register shall record the following for each class of shares:

Class A Shares (Voting, Private)

Total Authorised: 1,000 shares

Par Value: $1.00 per share

Initial Holder: ThePufferOffical — 1,000 shares (100%)

Class B Shares (Non-Voting, Public)

Total Authorised: 9,000 shares

Par Value: $0.10 per share

Initial Holder: Unissued — reserved for public IPO

13.3. The Share Register shall be updated in the Company Docket within 48 hours of any transfer, issuance, or cancellation of shares.

13.4. The Share Register as maintained in the Company Docket shall constitute the authoritative record of share ownership for all legal and corporate purposes.

ARTICLE XIV — PARTIES TO THIS CERTIFICATE

14.1. This Certificate of Incorporation is entered into by and between the Corporation and its shareholders. The Corporation, upon incorporation, and all of its shareholders (of whatever class) shall be bound by the terms of this Certificate.

14.2. The Corporation is: REDMONT GAZETTE CORPORATION, an incorporated entity organised under the Legal Entity Act of the Commonwealth of Redmont, with in-game business plugin name RGC.

14.3. The shareholders of the Corporation are identified by share class as follows:

(a) CLASS A SHAREHOLDERS (Voting, Private): The initial Class A shareholder is ThePufferOffical, holder of ONE THOUSAND (1,000) Class A shares, representing one hundred percent (100%) of the voting share capital of the Corporation at the time of incorporation.

(b) CLASS B SHAREHOLDERS (Non-Voting, Public): No Class B shares have been issued at the time of incorporation. Class B shares are reserved for public issuance via IPO on a registered stock exchange. All persons who acquire Class B shares upon or following such issuance shall become Class B shareholders and parties to this Certificate.

14.4. Any person who subsequently acquires shares of any class in the Corporation shall, by virtue of such acquisition, become a party to and be bound by this Certificate of Incorporation.

ARTICLE XV — DISPUTE RESOLUTION

15.1. Any dispute arising out of or in connection with this Certificate of Incorporation, or the affairs of the Corporation, shall first be referred to the Board of Directors for resolution by good faith negotiation.

15.2. If the dispute cannot be resolved by the Board within seven (7) days of referral, any party may bring the matter before the competent courts of the Commonwealth of Redmont in accordance with applicable law.

15.3. All disputes between shareholders, or between a shareholder and the Corporation, shall be governed by the laws of the Commonwealth of Redmont, including but not limited to the Legal Entity Act and the Redmont Civil Code.

15.4. Nothing in this Article shall prevent any party from seeking urgent injunctive or other equitable relief from a court of competent jurisdiction where necessary to prevent irreparable harm.

ARTICLE XVI — EXIT STRATEGIES

16.1. CLASS A SHAREHOLDERS — VOLUNTARY EXIT: A Class A shareholder wishing to exit the Corporation must offer their shares to existing Class A shareholders by right of first refusal prior to any transfer to a third party. The terms and price of the offer must be equivalent to those proposed to the third party.

16.2. CLASS B SHAREHOLDERS — VOLUNTARY EXIT: Class B shareholders may freely sell or transfer their shares on a registered stock exchange or by private transaction without restriction, subject to applicable exchange rules and the Commercial Standards Act.

16.3. SHAREHOLDER DEMISE: In the event of the death of a shareholder:

(a) CLASS A: The deceased shareholder's Class A shares shall pass to their estate. The executor or administrator of the estate shall be entitled to exercise all rights attached to those shares. The estate must offer existing Class A shareholders a right of first refusal to purchase the shares before any third-party transfer, in accordance with Article VII.

(b) CLASS B: The deceased shareholder's Class B shares shall pass to their estate and may be freely sold or transferred as provided in Section 16.2.

16.4. SHAREHOLDER INCAPACITATION: In the event of the incapacitation of a shareholder such that they are unable to manage their affairs:

(a) Any duly authorised representative, guardian, or legal proxy of the incapacitated shareholder may exercise the rights attached to their shares.

(b) If no authorised representative can be identified within thirty (30) days, the Board may treat such shares as subject to the inactivity repossession provisions of Article III §3.3.

16.5. CORPORATE DISSOLUTION EXIT: The Corporation may be wound up and dissolved upon approval of at least a majority of the outstanding Class A shares. Upon dissolution, all assets shall be liquidated, all debts paid, and remaining equity distributed to shareholders in proportion to their shareholding, in accordance with Article XII of this Certificate.

16.6. BUYOUT: The Board of Directors may, by resolution, offer to purchase the shares of any departing shareholder at fair market value where a willing buyer cannot otherwise be found, subject to the Corporation having sufficient funds to do so.

ARTICLE XVII — FINANCING ARRANGEMENTS

17.1. The Corporation may raise capital through the issuance of Class B shares to the public via a registered stock exchange in the Commonwealth of Redmont, in accordance with the Commercial Standards Act.

17.2. The Corporation may also raise capital through debt instruments, loans, or other financing arrangements as approved by the Board of Directors, provided such arrangements are in the best interests of the Corporation.

17.3. No new shares of any class shall be issued without a resolution adopted by a majority vote of the holders of the outstanding shares of the affected class, in accordance with the Legal Entity Act.

17.4. The Board of Directors shall have authority to set the terms of any financing arrangement, including interest rates, repayment schedules, and security, subject to compliance with applicable laws of the Commonwealth of Redmont.

17.5. All financing arrangements shall be recorded in the Company Docket without undue delay.

ARTICLE XVIII — COMPANY DOCKET AND REPORTING

18.1. The Corporation shall maintain an active and publicly accessible Company Docket on the DemocracyCraft forums in accordance with the Legal Entity Act.

18.2. The Corporation shall notify the Department of Commerce of any material changes to its structure, ownership, or registered address within 48 hours of such change.

18.3. As a Public Company upon completion of its Class B IPO, the Corporation shall comply with all financial reporting obligations under the Commercial Standards Act, including the filing of monthly financial statements through the relevant stock exchange.

ARTICLE XIX — RESERVED MATTERS

19.1. The following matters are Reserved Matters and shall require the unanimous approval of all Class A shareholders before the Corporation may proceed:

(a) any amendment to this Certificate of Incorporation that would alter, limit, or extinguish the voting rights attached to Class A shares;

(b) any conversion, re-designation, or cancellation of Class A shares into any other class or form of security;

(c) any transaction that would result in a change of control of the Corporation, including a merger, consolidation, or sale of all or substantially all of the Corporation's assets;

(d) the voluntary winding up and dissolution of the Corporation;

(e) the creation of any new class of shares carrying voting rights equal to or superior to those of the Class A shares; and

(f) any amendment to this Article XIX.

19.2. No action listed in Section 19.1 shall take effect unless and until unanimous approval of all Class A shareholders has been obtained and recorded in the Company Docket.

19.3. For the avoidance of doubt, matters not listed in Section 19.1 shall be governed by the voting and quorum requirements set out elsewhere in this Certificate and the Legal Entity Act, and shall not require unanimity.

19.4. A Class A shareholder may waive their right to vote on a Reserved Matter in writing, provided such waiver is filed in the Company Docket. A shareholder who provides such a written waiver shall be treated as having voted in favour for the purposes of this Article.

ARTICLE XX — SHAREHOLDER INFORMATION AND MEETINGS

20.1. SHAREHOLDER UPDATES: The Board of Directors shall keep all shareholders reasonably informed of material developments in the affairs of the Corporation. Without limiting the foregoing, the Board shall:

(a) post all resolutions, votes, and major corporate decisions to the Company Docket promptly upon their adoption;

(b) notify all shareholders of any material change to the Corporation's structure, ownership, officers, directors, or financial position within forty-eight (48) hours of such change by way of a post in the Company Docket; and

(c) provide Class A shareholders with notice of any proposed resolution at least forty-eight (48) hours before the resolution opens for vote, in accordance with the Legal Entity Act Part III §6(4).

20.2. ANNUAL REPORTING: The Board shall, at least annually, publish a summary of the Corporation's financial position and principal activities in the Company Docket. Where the Corporation is a public company following its Class B IPO, it shall comply with all additional financial reporting requirements under the Commercial Standards Act.

20.3. SHAREHOLDER MEETINGS — CONDUCT: Shareholder meetings may be held in-game, via the Corporation's official Discord server, or through any other mutually agreed platform accessible to all relevant shareholders.

20.4. SHAREHOLDER MEETINGS — NOTICE: Notice of any shareholder meeting shall be posted in the Company Docket no fewer than forty-eight (48) hours in advance of the meeting and shall state:

(a) the time, date, and platform of the meeting;

(b) the agenda and matters to be discussed or voted upon; and

(c) any documents or materials relevant to the agenda items.

20.5. VOTING AT MEETINGS: All votes at shareholder meetings shall be conducted in accordance with the voting and quorum provisions of the Legal Entity Act Part III §6 and the relevant provisions of this Certificate.

20.6. ACCESS TO RECORDS: Any shareholder may at any time request access to the Corporation's books, records, and accounts by submitting a written request to the Board of Directors in accordance with Article VIII §8.4 of this Certificate.

20.7. COMPANY DOCKET AS NOTICE: Any notice, announcement, or communication posted in the Company Docket shall be deemed to have been delivered to all shareholders and parties to this Certificate from the time of posting.

EXECUTION AND ATTESTATION

The undersigned, being the incorporator and initial sole Director of REDMONT GAZETTE CORPORATION, hereby executes this Certificate of Incorporation and declares that the facts stated herein are true and correct to the best of their knowledge.

Incorporator and Initial Director:

_____

ThePufferOffical

Username: ThePufferOffical

Role: Incorporator / Initial Director / CEO

Prepared and Filed by Counsel:

_____

xXTheoryXx

Law Firm: Talion & Partners LLC

Role: Drafting Counsel

FOR DEPARTMENT OF COMMERCE USE ONLY

Date of Filing: _____ **Filed by:** _____

Registration No.: _____ **Approved by:** _____

This Certificate of Incorporation is filed pursuant to the Legal Entity Act of the Commonwealth of Redmont. Upon approval by the Department of Commerce, REDMONT GAZETTE CORPORATION shall be duly incorporated and recognised as a legal entity under the laws of the Commonwealth of Redmont.

CERTIFICATE OF INCORPORATION

REDMONT GAZETTE CORPORATION

Amendment — Article XXI: Share Issuance, Transfer & Pre-emptive Rights

This amendment adds **Article XXI** to the Certificate of Incorporation of REDMONT GAZETTE CORPORATION and supplements the existing share capital provisions of Article III, the transfer provisions of Article VII, and the financing arrangements of Article XVII. In the event of any conflict, this Article shall prevail over those provisions to the extent of the inconsistency.

ARTICLE XXI — SHARE ISSUANCE, TRANSFER AND PRE-EMPTIVE RIGHTS

21.1. PURPOSE AND SCOPE

This Article governs the methodology for distributing and issuing shares in the Corporation, the protocols for transferring shares between parties, and the pre-emptive rights of existing shareholders. All share issuances and transfers shall be conducted in compliance with this Article, the Legal Entity Act, and the Commercial Standards Act.

21.2. AUTHORITY TO PROPOSE NEW SHARE ISSUANCES

New share issuances may be proposed only as follows:

(a) **Board Proposal:** The Board of Directors may, by majority resolution of the Board, propose the issuance of new shares of any class. Such proposal must be posted in the Company Docket and shall include: (i) the class of shares to be issued; (ii) the number of shares proposed for issuance; (iii) the proposed issue price per share, which shall not be below the par value of the relevant class; (iv) the proposed recipient(s) or method of distribution; and (v) the purpose of the issuance and its expected benefit to the Corporation.

(b) **Shareholder Proposal:** Any Class A shareholder may propose a new share issuance by submitting a written proposal to the Board of Directors. The Board must table such proposal for a shareholder vote within seven (7) days of receipt. The proposal shall contain the same information as required under Section 21.2(a).

(c) **No Unilateral Issuance:** No director, officer, or agent of the Corporation may unilaterally issue shares without compliance with this Article. Any purported issuance in violation of this Article shall be null and void.

21.3. APPROVAL PROCESS FOR NEW SHARE ISSUANCES

Following a valid proposal under Section 21.2, the following approval process shall apply:

(a) **Class A Share Issuances:** Any issuance of new Class A shares requires approval by a majority vote of the existing outstanding Class A shareholders, in accordance with the Legal Entity Act. The vote shall remain open for no fewer than forty-eight (48) hours and notice shall be posted in the Company Docket.

(b) **Class B Share Issuances:** Any issuance of new Class B shares, including by way of IPO or secondary offering on a registered stock exchange, requires approval by a majority vote of the outstanding Class A shareholders. Class B shareholders shall be notified via the Company Docket but shall have no vote on the issuance of new Class B shares, except where the issuance would adversely alter their class rights as provided in Article X §10.2.

(c) **Quorum:** The quorum for any issuance resolution shall be fifty percent (50%) of the voting power of the class entitled to vote, in accordance with the Legal Entity Act Part III §6(2).

(d) **Docket Recording:** Upon approval, the issuance shall be recorded in the Company Docket within forty-eight (48) hours, and the Share Register shall be updated accordingly.

21.4. PRE-EMPTIVE RIGHTS

Existing shareholders of the Corporation shall hold pre-emptive rights as follows:

(a) **Class A Pre-emptive Right:** Prior to any issuance of new Class A shares to a third party, the Corporation must first offer those shares to existing Class A shareholders on a pro-rata basis (i.e., in proportion to their existing shareholding) at the proposed issue price. This right of first offer shall remain open for no fewer than seventy-two (72) hours from the date of posting in the Company Docket.

(b) **Exercise of Pre-emptive Right:** A Class A shareholder wishing to exercise their pre-emptive right must notify the Board of Directors in writing (including by post in the Company Docket) within the seventy-two (72) hour window. Failure to respond within this period shall be deemed a waiver of the pre-emptive right for that issuance only.

(c) **Oversubscription:** Where existing Class A shareholders subscribe for more than their pro-rata entitlement, any unexercised portions shall be allocated among oversubscribing shareholders in proportion to their existing holdings. Any shares remaining unsubscribed after this process may be offered to the proposed third party.

(d) **Class B Pre-emptive Right:** Class B shareholders shall have no pre-emptive right in respect of new Class A share issuances. In the event of a new Class B issuance, existing Class B shareholders shall have the right to participate in such offering on equivalent terms as offered to the public, provided such offering is conducted via a registered stock exchange. Private Class B placements shall not trigger this right.

(e) **Waiver:** Pre-emptive rights under this Section may be waived in respect of any specific issuance by unanimous written consent of all Class A shareholders, filed in the Company Docket prior to the issuance.

21.5. ISSUE PRICE AND CONSIDERATION

(a) Shares shall not be issued at a price below their par value. For Class A shares, the minimum issue price is $1.00 per share. For Class B shares, the minimum issue price is $0.10 per share.

(b) The Board of Directors shall determine the fair issue price for any new share issuance having regard to the Corporation's net asset value, trading price (if applicable), and any other relevant valuation methodology. The Board shall document its valuation reasoning in the Company Docket.

(c) Shares may be issued for cash or for non-cash consideration (including services, intellectual property, or assets), provided the Board determines in good faith that the non-cash consideration is of equivalent value to the issue price and documents such determination in the Company Docket.

21.6. SHARE TRANSFER PROTOCOLS

All transfers of shares in the Corporation shall be subject to the following protocols, supplementing Article VII:

(a) **Class A Transfers — Board Approval Required:** No Class A share may be transferred without the prior written approval of the Board of Directors, consistent with Article VII §7.1. The transferring shareholder must submit a written transfer request to the Board, including: (i) the identity of the proposed transferee; (ii) the number of shares to be transferred; (iii) the proposed transfer price; and (iv) the reason for the transfer.

(b) **Right of First Refusal — Procedure:** Upon receipt of a Class A transfer request, the Board must notify all existing Class A shareholders within forty-eight (48) hours via the Company Docket. Existing Class A shareholders shall have seventy-two (72) hours to exercise their right of first refusal at the proposed transfer price. The right of first refusal shall be exercisable pro-rata among interested shareholders. If no existing shareholder exercises the right within the window, the Board may approve the transfer to the proposed third party.

(c) **Class B Transfers:** Class B shares are freely transferable in accordance with Article VII §7.3 and applicable exchange rules. No Board approval is required for Class B transfers. However, any transfer resulting in a single person or entity holding more than twenty-five percent (25%) of all issued Class B shares must be reported to the Board within forty-eight (48) hours of completion.

(d) **Docket Recording:** All completed share transfers shall be recorded in the Company Docket and the Share Register shall be updated within forty-eight (48) hours of completion.

(e) **Invalid Transfers:** Any transfer made in breach of this Article or Article VII shall be void and of no legal effect. The Corporation shall not register any such transfer in the Share Register.

21.7. DILUTION PROTECTION

(a) The Board of Directors shall ensure that any new share issuance does not disproportionately and unfairly dilute the economic or voting interests of existing shareholders beyond what is reasonably necessary for the stated corporate purpose.

(b) Any Class A shareholder who believes a proposed issuance constitutes an unfair dilution may raise a formal objection in the Company Docket prior to the vote. The Board shall address all formal objections in writing before the vote proceeds.

21.8. SHARE BUYBACKS

(a) The Corporation may, by majority Board resolution and with subsequent approval by a majority of outstanding Class A shareholders, repurchase shares of any class from willing shareholders.

(b) The purchase price for any buyback shall be determined by the Board in good faith at fair market value, documented in the Company Docket.

(c) Repurchased shares shall be held as treasury shares or cancelled, as determined by Board resolution. If cancelled, the authorised share capital shall remain unchanged unless a further amendment to this Certificate is made.

21.9. RECORD DATE

For the purposes of determining which shareholders are entitled to participate in any issuance, receive any pre-emptive rights offer, or vote on any issuance resolution, the Board of Directors shall fix a record date no fewer than forty-eight (48) hours prior to the relevant event. Only shareholders recorded in the Share Register as at the record date shall be entitled to participate. The record date shall be posted in the Company Docket.

21.10. COMPLIANCE AND REPORTING

(a) All share issuances, transfers, and buybacks conducted under this Article shall be reported to the Department of Commerce in accordance with the Legal Entity Act and the Commercial Standards Act.

(b) Following completion of the Class B IPO, the Corporation shall comply with all additional disclosure obligations applicable to public companies under the Commercial Standards Act, including prompt disclosure of material shareholding changes.

This amendment to the Certificate of Incorporation of REDMONT GAZETTE CORPORATION has been approved by the Class A shareholders in accordance with Article X and the Legal Entity Act, and is filed with the Department of Commerce as part of the Corporation's formation instrument.

Approved by:

_____

ThePufferOffical
Incorporator / Initial Director / CEO

_____

xXTheoryXx
Drafting Counsel — Talion & Partners LLC

FOR DEPARTMENT OF COMMERCE USE ONLY

Date of Filing: _____ Filed by: _____

Amendment No.: _____ Approved by: _____