CERTIFICATE OF INCORPORATION & BYLAWS

RR BUILDERS

Wholly-owned subsidiary of RR Groups — Corporation form, construction purpose, and Sam07x as director are confirmed; only the in-game company name remains open.

> *Drafting note: RR Builders did not previously have its own formation document available for revision, so this is drafted fresh, as a template, to match RR Groups' Corporation form and to satisfy the disclosure and instruction-authorization obligations RR Groups' Certificate of Incorporation §2.2–§2.3 calls for in its subsidiaries. Purpose (construction, §1.4) and director (Sam07x, §4.1) are now confirmed. §1.5's associated in-game company name is the one remaining open field.*

1. Formation and Company Name

1.1 **Name.** The legal name of the company is RR Builders (the "Company").

1.2 **Entity Type.** The Company is a Corporation, wholly owned by RR Groups.

1.3 **Governing Law.** The Company is governed by the Redmont Corporate Entities Act (RCEA), Commonwealth of Redmont.

1.4 **Principal Purpose.** RR Builders is formed to carry on a construction business on DemocracyCraft — building, contracting, and related development services — and generally to engage in any other lawful activity.

1.5 **Associated In-Game Company.** [state the name of RR Builders' associated in-game company in the business plugin, if any].

1.6 **Incorporator.** The incorporator of the Company is RR Groups.

2. Parent Relationship

2.1 **Parent.** RR Groups holds 100% of the issued and outstanding shares of the Company and is its parent within the meaning of RCEA §31(1)(a). The Company and RR Groups, together with OreFXStudios, form a group under RCEA §31(2).

2.2 **Disclosure.** This fact shall be stated in the Company's Entity Profile, as RCEA §31(4) requires.

2.3 **Authorization of Parent Instructions.** RR Groups may give binding instructions to the Company's director(s) concerning the management of the Company's affairs, as RCEA §32(1) permits a subsidiary's formation instrument to authorize. A director who acts on such an instruction and discloses it to the Company is relieved of liability to the extent of that act, and RR Groups is liable in the director's place, per RCEA §32(2).

2.4 **Group Interest.** A director of the Company does not breach the fiduciary duty in RCEA §9 by taking the interests of the RR Groups group into account, subject to the conditions in RCEA §33(1).

3. Shares and Shareholder

3.1 **Authorized Shares.** The Company is authorized to issue 100 shares of a single class of common stock, carrying one vote each, with no par value. [Adjust to the Company's actual figures.]

3.2 **Sole Shareholder.** RR Groups holds all 100 issued and outstanding shares.

3.3 **Share Register.** The Company shall keep a share register in its Entity Profile in the Company Register, as RCEA §45 requires.

4. Governance

4.1 **Director.** Sam07x serves as the sole director of the Company, appointed by RR Groups as sole shareholder under RCEA §27(2), and is responsible for the Company's day-to-day operations.

4.2 **Officers.** The director may appoint such officers as the Company requires, per RCEA §27(4).

> *§4.1's director is now Sam07x. Note this means Sam07x holds two separate offices across the group — Supervisory Board member on RR Groups (§4.3 of RR Groups' Certificate), and now director of RR Builders, which is a management, not supervisory, role. As RR Builders' director, Sam07x owes RR Builders its own fiduciary duty under §9, separate from the oversight duty held at RR Groups, and any conflict between the two entities' interests should be handled under the group-interest provisions in §2.4, not simply assumed away. Worth a deliberate check, too: Sam07x supervising RR Groups' management while directly managing one of its subsidiaries is a different role mix than the oversight-only position §4.3 of RR Groups' own Certificate describes — confirm that's actually intended.*

5. Reserved Matters

5.1 The following require RR Groups' approval as sole shareholder, exercised by resolution under §5 of RR Groups' own Certificate of Incorporation where the matter is itself a Reserved Matter for RR Groups:

- Merger, consolidation, or division of RR Builders (RCEA Part XVII).
- Voluntary dissolution or winding up (RCEA Part XVIII).
- Amendment of this Certificate of Incorporation (RCEA §21).
- Incurring debt or financial liabilities exceeding a defined material threshold.

5.2 **Statutory Floor.** Merger, division, dissolution, and amendment each independently require a majority of all voting power under RCEA §24(4); with a single shareholder holding 100%, this is automatically satisfied by RR Groups' approval.

6. Distributions

6.1 **Distributions to Parent.** Dividends and distributions shall be made to RR Groups as sole shareholder.

6.2 **Solvency Limit.** The Company may make a distribution only out of distributable reserves, and only if, after giving effect to it, the Company remains able to pay its debts as they fall due and its assets continue to exceed its liabilities, as RCEA §47(1)–(2) requires.

6.3 **Liability for Unlawful Distributions.** A director who approves a distribution contrary to §6.2 is personally liable to the Company for the excess, absent reasonable grounds for believing it was permitted. RR Groups shall repay a distribution it receives knowing it contravened §6.2. RCEA §47(3)–(4).

7. Insolvency Duties

7.1 **Duty to Act.** Where the director knows, or ought reasonably to know, that the Company is insolvent, the director shall, within 7 days, either restore solvency, file a petition under the Bankruptcy Act, or apply to the Federal Court for a receiver, as RCEA §72(2) requires.

7.2 **Wrongful Trading Liability.** A director who contravenes §7.1 is personally liable to the Company for the resulting increase in its net deficiency, subject to the defense in RCEA §73(2).

8. Company Register and Filings

8.1 **Entity Profile.** The Company shall maintain a current Entity Profile in the Company Register, stating its registered name, associated in-game company, current director(s), the current text of this Certificate, its share register (showing RR Groups as sole shareholder), and any ongoing court case or regulatory enforcement action, as RCEA §17 requires.

8.2 **Mandatory Filings.** The Company shall file, without undue delay, every amendment to this Certificate, every appointment, removal, or resignation of a director, and any summons, verdict, merger, or dissolution certificate concerning the Company, as required by RCEA §16(1).

9. Execution and Attestation

The undersigned, being the incorporator and sole shareholder of RR Builders, hereby executes this Certificate of Incorporation and Bylaws — which constitutes the Company's formation instrument within the meaning of RCEA §43(1) — and declares that the facts stated herein are true and correct.

_____
RR Groups, by RavenReap — CEO, on behalf of RR Groups as sole shareholder
Date: _____

_____
Sam07x — Director
Date: _____