CERTIFICATE OF INCORPORATION

COMMONWEALTH OF REDMONT | DEPARTMENT OF COMMERCE

Red Reserve Bank

A commercial banking corporation organised under the Laws of the Commonwealth of Redmont, pursuant to the Legal Entity Act and the Policy on Business Incorporation issued by the Department of Commerce. Red Reserve Bank is a wholly-owned subsidiary of Redmont Capital Group Corporation.

Registered Name	Red Reserve Bank	Entity Type	Commercial Bank (Corporation)
Business Plugin Name	RRB	Date of Incorporation	March 30, 2026
Parent Company	Redmont Capital Group Corporation (100%)	Jurisdiction	Commonwealth of Redmont
Incorporators	xXTheoryXx, Planke32, Culls	FI Status	Financial Institution, registration pending

ARTICLE I COMPANY PURPOSE AND NATURE

1.1 The registered name of this Corporation is **Red Reserve Bank** (the “Bank” or “RRB”). The name of the Bank in the in-game business plugin is **RRB**. The Bank is a wholly-owned subsidiary of **Redmont Capital Group Corporation** (the “Parent”).

1.2 The Bank is incorporated as a **commercial bank**. Its authorised banking activities include: accepting deposits; extending credit and loans; processing payments and inter-bank transfers; providing currency exchange services; and any other lawful banking activity incidental thereto. The Bank is not a central bank and has no authority to issue currency or set monetary policy.

1.3 The inclusion of the term “Bank” in the registered name requires the Bank to hold a valid Financial Institution registration issued by the Department of Commerce before commencing regulated banking activities.

1.4 The Bank is further empowered to engage in any lawful act or activity for which corporations may be organised under the Laws of the Commonwealth of Redmont.

ARTICLE II PARTIES

2.1 The parties to this Certificate of Incorporation are the Bank and its sole shareholder, Redmont Capital Group Corporation.

2.2 The incorporators of the Bank, acting on behalf of and with the full authority of the Parent, are:

(a) xXTheoryXx

(b) Planke32

(c) Culls

2.3 The incorporators shall serve as the first directors of the Bank until directors are formally appointed by resolution of the Parent as sole shareholder.

ARTICLE III OWNERSHIP AND EQUITY DISTRIBUTION

3.1 The Bank is authorised to issue one (1) class of shares. All shares are issued and outstanding and held exclusively by the Parent:

Class	Type	Votes/ Share	Authorised	Outstanding	Holder	Par Value
Ordinary	Common	1	1,000,000	1,000,000	Redmont Capital Group Corporation	$0.001
TOTAL			1,000,000	1,000,000	Redmont Capital Group Corporation, 100%	

All 1,000,000 ordinary shares carry one (1) vote each and equal rights to dividends and distributions. Par value is $0.001 per share.

3.2 **Amendment of this Certificate** requires a shareholder resolution passed by at least a majority of all voting power. An amendment may originate from the Board of Directors by majority vote. Where an amendment seeks to increase or decrease the number of authorised shares, the par value, or the powers of any share class, the holders of that class must also approve by majority.

3.3 **New Share Issuances.** No new shares may be issued without the prior written consent of the Parent as sole shareholder, in addition to a Board resolution. No shares may be issued to any person other than the Parent without the Parent's express prior consent.

3.4 The share register shall be maintained in the Bank's Incorporated Entity Summary and updated without undue delay upon any change. All transfers must be filed in the Company Docket to take legal effect.

ARTICLE IV MANAGEMENT AND DECISION-MAKING

4.1 The business and affairs of the Bank are managed by and under the direction of the Board of Directors, subject to the authority of the Parent as sole shareholder.

4.2 **Quorum.** A quorum for any resolution requires at least 50% of all voting power. Explicit and affirmative abstentions count toward quorum.

4.3 **Resolutions.** All resolutions must be open for a minimum of 48 hours and posted in a place accessible to all eligible voters. Posting in the Company Docket always satisfies this requirement.

4.4 Any shareholder or director may call for a resolution to be voted upon.

ARTICLE V ROLES AND RESPONSIBILITIES

5.1 The respective roles of each director within the Bank's framework at incorporation were as follows:

Director	Type	Role
xXTheoryXx	Executive	Chairman and Chief Executive Officer
Planke32	Executive	Director and Chief Financial Officer
Culls	Executive	Director and Chief Operating Officer
[To be appointed]	Independent	Independent Non-Executive Director (INED No. 1)
[To be appointed]	Independent	Independent Non-Executive Director (INED No. 2)
[To be appointed]	Independent	Independent Non-Executive Director (INED No. 3)

5.1a **Current Directors and Officers.** Following the resignation and removal of the founding directors and officers, and their appointment by the Parent as sole shareholder, the current director and officer of the Bank is Antonfr, holding the roles of Executive Director, Chairman, and Chief Executive Officer. The table at clause 5.1 is retained as a historical record of the position at incorporation. The three Independent Non-Executive Director seats remain to be appointed.

5.2 Officers are appointed and removed at the pleasure of the Board of Directors. Officers have such authority and perform such duties as the Board provides. The Board may appoint additional officers as required by the Bank's operations.

5.3 All directors and officers owe a fiduciary duty to the Bank. They must act in good faith, on an informed basis, with the care of a reasonable person in a like position, and in the best interests of the Bank.

ARTICLE VI BOARD OF DIRECTORS

6.1 **Role.** The Board is responsible for the strategic direction and governance of the Bank, setting policy, approving material decisions, and overseeing the officers.

6.2 **Composition.** The Board shall consist of up to six (6) seats: up to three (3) Executive Directors and up to three (3) Independent Non-Executive Directors (INEDs) to be appointed by the Parent prior to any material external transactions.

6.3 **Meetings.** Board meetings shall be held at least monthly. Resolutions must be posted in the Company Docket and remain open for 48 hours.

6.4 **Election and Removal.** Directors are elected and removed by shareholder resolution of the Parent as sole shareholder.

6.5 **Compensation.** The Board may set compensation for directors and officers.

ARTICLE VII TRANSFER OF SHARES

7.1 **Sole Shareholder Consent.** As the Parent is the sole shareholder, no share of the Bank may be transferred, pledged, or otherwise disposed of to any person without the prior written consent of the Parent. Any purported transfer without such consent is null and void.

7.2 **Right of First Refusal.** In the event the Parent wishes to divest any shares to a third party, the Bank's Board must be notified. The Board may, on behalf of the Bank, elect to acquire the shares at the proposed price before any third-party transfer proceeds.

7.3 **Share Valuation.** Where a transfer price is disputed, fair market value shall be determined by agreement of the parties or, failing agreement within 14 days, by an independent valuer appointed by the Board.

7.4 All share transfers must be filed in the Company Docket, stating the share class, amount, transferor, and transferee, before taking legal effect.

ARTICLE VIII DIVIDENDS AND DISTRIBUTIONS

8.1 The Board may declare dividends from the Bank's distributable profits by resolution.

8.2 As the Bank has a single shareholder, all declared dividends and distributions are paid exclusively to Redmont Capital Group Corporation.

8.3 No dividend shall be declared that would render the Bank unable to meet its debts and obligations as they fall due.

ARTICLE IX RESERVED MATTERS

9.1 The following matters require the prior unanimous approval of the Parent as sole shareholder, in addition to any Board resolution:

(a) Any amendment to this Certificate of Incorporation;

(b) Merger, consolidation, or acquisition of or by the Bank;

(c) Dissolution or winding-up of the Bank;

(d) Any material change to the nature or scope of the Bank's banking business;

(e) Any issuance of new shares or creation of new share classes;

(f) Any change of the Bank's registered name.

ARTICLE X DISPUTE RESOLUTION

10.1 Any dispute between the Bank and the Parent shall first be addressed by good-faith negotiation between the parties.

10.2 Where negotiation fails, the matter shall be put to a shareholder resolution, the outcome of which is binding on the Bank.

10.3 Unresolved disputes may be escalated to the courts of the Commonwealth of Redmont.

10.4 **Bylaws.** The Board may adopt bylaws to regulate internal matters of the Bank by majority vote, provided bylaws are consistent with this Certificate. In case of conflict, this Certificate prevails.

ARTICLE XI EXIT STRATEGIES

11.1 **Buy-Sell.** In the event the Parent wishes to divest its shares or the Bank is to be wound up, the shares shall be offered at fair market value per Article VII. If no buyer is found, the shares are returned to the Bank for cancellation.

11.2 **Drag-Along / Tag-Along.** As the Bank has a single shareholder, drag-along and tag-along provisions do not apply. Any sale of the Bank as a whole requires a reserved matter resolution under Article IX.

11.3 All exits and share transactions must be filed in the Company Docket.

ARTICLE XII FINANCING ARRANGEMENTS

12.1 The Bank may secure funding through: customer deposits; equity injections from the Parent; debt financing (loans, bonds, or notes); and retained earnings.

12.2 Any equity injection from the Parent constitutes a capital contribution and must be recorded in the share register or as a shareholder loan, as the Board determines.

12.3 Material debt obligations require Board approval. Any debt that would render the Bank unable to meet its obligations is prohibited.

ARTICLE XIII SHAREHOLDER INFORMATION

13.1 Each director has unrestricted and absolute access to all information regarding the status and financial condition of the Bank.

13.2 The Parent, as sole shareholder, has full and unrestricted access to all books, records, and accounts of the Bank at all times.

13.3 The Bank shall provide the Parent with quarterly management accounts and an annual financial statement.

13.4 Shareholder meetings and resolutions shall be posted in the Company Docket and remain open for at least 48 hours.

13.5 Directors and officers may keep information confidential from external parties where it constitutes a trade secret, where disclosure would damage the Bank, or where required to be kept confidential by law or third-party agreement.

ARTICLE XIV DISSOLUTION

14.1 Dissolution is initiated by a Board resolution, which must then be approved by the Parent as sole shareholder by simple majority. Dissolution is a reserved matter under Article IX and also requires unanimous Parent consent.

14.2 Winding up shall consist of: (a) ending all contracts and banking services; (b) paying off all creditors and debts; (c) concluding all legal proceedings; and (d) distributing net remaining assets to the Parent.

14.3 A fully wound-up Bank shall file a Certificate of Dissolution in the Company Docket. The Certificate of Dissolution shall be countersigned by the Secretary of the Department of Commerce, whereupon the Bank ceases to exist.

ARTICLE XV EXECUTION AND ATTESTATION

The undersigned, acting on behalf of and with the full authority of Redmont Capital Group Corporation as sole shareholder, certifies that the foregoing Certificate of Incorporation of Red Reserve Bank, as amended, is true and correct in every material respect, and executes this Certificate as of the date first written above, pursuant to the laws of the Commonwealth of Redmont.

Antonfr
Chairman, CEO and Director, for and on behalf of Redmont Capital Group Corporation (sole shareholder)
Date: _____

This Certificate of Incorporation is filed pursuant to the Legal Entity Act of the Commonwealth of Redmont and the Policy on Business Incorporation of the Department of Commerce. The Bank's use of the term "Bank" in its registered name is subject to and conditional upon holding a valid Financial Institution registration issued by the Department of Commerce. All provisions are subject to, and shall be interpreted in accordance with, the laws of the Commonwealth of Redmont.