CERTIFICATE OF INCORPORATION

SBS BANK, INC.

Filed pursuant to the Legal Entity Act (Act of Congress, enacted December 29, 2025, as amended)

Date of Filing: _____, 2026

Incorporators: .RuuLambert, .AdeptSlime86214 | In-Game Firm: sbs_bank

ARTICLE I — NAME

The name of the Corporation is **SBS Bank, Inc.** (the "Corporation"). The in-game firm name is **sbs_bank**, which closely resembles the corporate name as required by the Legal Entity Act.

ARTICLE II — INCORPORATORS

Name	Discord
.RuuLambert	RuuLambert
.AdeptSlime86214	AdeptSlime86214

Both incorporators shall serve as the first directors of the Corporation upon the signature of this Certificate by the Department of Commerce.

ARTICLE III — PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which Corporations may be organized under the laws of the Commonwealth of Redmont, including but not limited to operating as a financial institution, accepting deposits, providing banking and payment processing services, facilitating transfers, offering escrow services designed to enable secure transactions between players and businesses, and investing in and managing financial assets. The Corporation may provide financial infrastructure, payment services, escrow services, and other products developed in the future as approved by the Board of Directors. By this statement, all lawful acts and activities shall be within the purposes of the Corporation, except for express limitations set forth herein.

ARTICLE IV — AUTHORIZED SHARES

The total number of shares which the Corporation is authorized to issue is **Four Hundred and Sixty (460)**, divided into two classes:

Class A Shares — Voting Shares

Detail	Value
Number Authorized	60
Par Value	$1.00 RD per share
Voting Rights	One (1) vote per share
Dividend Rights	Equal and ratable with Class B, unless otherwise determined by the Board

Class B Shares — Limited Voting Shares

Detail	Value
Number Authorized	400
Par Value	$0.10 RD per share
Voting Rights	One-tenth (1/10) of a vote per share (ten shares = one vote)

Dividend Rights	Equal and ratable with Class A, unless otherwise determined by the Board

ARTICLE V — INITIAL ISSUANCE OF SHARES

Shareholder	Class	Shares	% of Class	Contribution
.RuuLambert	A	30	50%	$30.00 RD
.AdeptSlime86214	A	30	50%	$30.00 RD
Treasury Shares (held by SBS Bank for future issuance)	B	400	100%	—

Class B shares held in treasury may be issued by the Board of Directors at such times, for such consideration (no less than $0.10 RD per share), and to such persons as the Board may determine without further shareholder approval, subject to compliance with applicable law.

Voting Power Summary

Class	Shares	Votes/Share	Total Votes	Voting %
Class A	60	1	60	60%
Class B	400	0.1	40	40%
Total	460		100	100%

ARTICLE VI — FIRST DIRECTORS

The first Board of Directors of the Corporation shall be:

1. **.RuuLambert**
2. **.AdeptSlime86214**

The first directors shall serve until the first annual meeting of shareholders or until their successors are duly elected and qualified.

ARTICLE VII — BOARD OF DIRECTORS

7.1 Size & Appointment. The Board shall consist of 2 members. The incorporators shall initially appoint the Board. Thereafter, the Board composition may be changed by Board resolution or shareholder vote.

7.2 Board Powers. The Board is responsible for: (a) setting corporate policy and major operational limits; (b) hiring, supervising, and removing the CEO; (c) overriding CEO decisions by majority vote (recorded in writing); and (d) approving share issuance, major financial commitments, or other significant corporate actions.

7.3 Meetings & Quorum. The Board shall meet at least yearly. A quorum is a majority of sitting Board members. Board actions require a simple majority vote of directors present at a meeting with quorum.

7.4 Chairman. Board members shall elect a chairman to serve for one month and may be reelected. The chairman has a veto on all Board decisions except: removal of the chairman (by 66% of members who have served at least one month), limiting the chairman's veto powers, term limits, and election requirements. The chairman also has one (1) vote on all Board decisions.

ARTICLE VIII — CEO AND OFFICERS

8.1 CEO Appointment. The CEO is appointed by and reports to the Board. The CEO manages day-to-day operations consistent with Board policy.

8.2 CEO Authority. The CEO may execute ordinary operational decisions. Any action outside Board-set limits requires prior Board approval. The CEO has full discretion over financing arrangements.

8.3 Officer Removal. Officers may be removed by the Board by majority vote with documented legal reasoning.

ARTICLE IX — SHAREHOLDER VOTING AND MEETINGS

9.1 Voting. Class A shares carry one (1) vote per share. Class B shares carry one-tenth (1/10) of a vote per share (ten shares equal one vote). Both classes vote together as a single class unless a separate class vote is required by law or this Certificate.

9.2 Meetings. Meetings may be held in-game, on Discord, or through any medium. Special meetings may be called by the Board or by shareholders holding at least 10% of outstanding voting power.

ARTICLE X — DIVIDENDS AND PROFITS

10.1 Profit Retention. Profits shall be retained by default for growth, reserves, or operations. No dividends shall be paid unless approved by the Board.

10.2 Dividend Approval. Any dividend declaration requires Board approval and shall be distributed pro rata. The Board may set different rates for Class A and Class B shares.

ARTICLE XI — TRANSFER AND ISSUANCE OF SHARES

11.1 New Shareholders. New shares may be issued only with Board and majority shareholder approval. New shareholders must accept this Certificate.

11.2 Transfers. Shares may be transferred through an exchange or private sale. The seller must notify the Corporation to update the shareholder register.

11.3 Right of First Refusal. The Board may establish transfer controls by resolution to protect corporate stability.

ARTICLE XII — DRAG-ALONG AND TAG-ALONG RIGHTS

12.1 Drag-Along. If shareholders holding at least 66% of outstanding voting power approve a sale of all or substantially all shares, a merger, consolidation, or sale of substantially all assets, all remaining shareholders shall participate on the same terms.

12.2 Tag-Along. If shareholders holding at least 66% approve a controlling interest transfer, non-selling shareholders have the right to participate on identical economic terms proportionate to their ownership.

ARTICLE XIII — DISSOLUTION AND WINDING UP

13.1 Dissolution Process. The dissolution process shall be started by a Board resolution advising dissolution, posted in the Company Docket. To approve dissolution, shareholders must vote with at least a simple majority in approval.

13.2 Certificate of Dissolution. Following shareholder approval, the Corporation shall wind down its affairs and post a Certificate of Dissolution in its Company Docket.

13.3 Distribution. On dissolution, corporate assets shall be liquidated and distributed pro rata to shareholders after payment of corporate obligations.

ARTICLE XIV — LIMITED LIABILITY

To the fullest extent permitted by the Legal Entity Act:

1. The Corporation shall be solely liable for its own debts, obligations, and liabilities.
2. No shareholder, director, or officer shall be personally liable for the Corporation's debts, obligations, or liabilities solely by reason of their position.
3. Acts, omissions, decisions, or resolutions of shareholders acting in their capacity as such shall be attributable exclusively to the Corporation and shall not be attributed to any shareholder individually.
4. In discharging their duties, directors and officers shall be fully protected in relying in good faith upon the records of the Corporation and upon information, opinions, reports, or statements presented by any person believed to be within their professional or expert competence.

ARTICLE XV — FIDUCIARY DUTY

Agents of the Corporation (including directors and officers) owe a fiduciary duty to the Corporation and shall act in good faith, with the care an ordinarily prudent person in a like position would exercise, and in a manner they reasonably believe to be in the best interests of the Corporation.

ARTICLE XVI — COMPANY DOCKET

The Corporation shall maintain a Company Docket thread containing: (1) the registered name; (2) the in-game firm name (sbs_bank); (3) the current directors and officers; (4) the latest version of this Certificate; and (5) any ongoing regulatory enforcement correspondence. The Company Docket shall be kept up to date without undue delay.

ARTICLE XVII — RECORDS AND CONFIDENTIALITY

17.1 Access. Shareholders and Board members have access to financial records on a reasonable basis. The Board may redact details for privacy or security.

17.2 Confidentiality. Corporate staff, officers, and Board members shall not reveal sensitive account or operational data outside authorized channels.

ARTICLE XVIII — DISPUTE RESOLUTION

18.1 Internal Resolution. Disputes regarding corporate matters shall first be handled by the Board. The Board's decision, properly recorded, is binding unless appealed.

18.2 External Resolution. If internal resolution fails, disputes shall be resolved under the laws of the Commonwealth of Redmont in its Federal Courts.

ARTICLE XIX — AMENDMENTS

19.1 Amendment Threshold. This Certificate may be amended by: (1) a Board resolution approving the proposed amendment; AND (2) approval of shareholders holding at least 66% of outstanding voting power, unless all shareholders otherwise consent.

19.2 Notice. Any amendment materially altering shareholder rights must be provided in writing to all shareholders and recorded in the Company Docket.

ARTICLE XX — PERPETUAL EXISTENCE

The Corporation shall have perpetual existence unless dissolved in accordance with Article XIII and the Legal Entity Act.

ARTICLE XXI — SEVERABILITY

If any provision of this Certificate is invalid under the laws of the Commonwealth of Redmont, the remainder shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned incorporators have executed this Certificate of Incorporation on the date first written above.

.RuuLambert, Incorporator
.AdeptSlime86214, Incorporator Date: _____ Date: _____

FOR DEPARTMENT OF COMMERCE USE ONLY

Field	Value
Certificate received	___/___/2026
Verification passed	■ Yes ■ No
Signed by Secretary of DOC	■ Yes ■ No
Date of Signature	___/___/2026
Company Docket posted	■ Yes — Link: _____