Articles of Incorporation and Bylaws of LuxHoldings

This document constitutes the Articles of Incorporation and Bylaws of LuxHoldings, organized as a corporation under the laws of the Commonwealth of Redmont, effective as of October 17, 2025.

Definitions

1. Articles of Incorporation: A legal document filed with a government body to legally document the creation of a corporation. It includes the company's name, address, purpose, share structure, and other foundational details.
2. Bylaws: Internal rules and procedures adopted by a corporation to govern its operations and management, including the roles of directors and officers, meetings, and voting processes.
3. Class A Shares: A type of stock that typically carries voting rights, giving shareholders influence over corporate decisions, such as electing the board of directors or approving major changes.
4. Class B Shares: A type of stock that usually does not carry voting rights but may offer other benefits, such as dividends or preferential treatment in distributions.
5. Class C Shares: A type of share that does not carry voting rights and is only given as part of employee compensation, but may be offered with other benefits, such as dividends.
6. Board of Directors: A group of individuals elected by shareholders to oversee the management of a corporation, set strategic direction, and ensure governance standards are maintained.
7. Chairperson: The leader of the board of directors, responsible for facilitating board meetings and ensuring effective board governance.
8. Vice-Chairperson: A board member who acts as a deputy to the Chairperson and may assume their responsibilities in their absence.
9. Independent Members: Directors who are not affiliated with the company’s management or significant shareholders, ensuring unbiased oversight and governance.
10. Executive Officers: Individuals appointed by the board to manage daily operations. Examples include the CEO, COO, CFO, and CTO.
11. Chief Executive Officer (CEO): The highest-ranking executive in the corporation, responsible for executing the board's vision, setting strategic goals, and managing overall operations.
12. Chief Operating Officer (COO): An executive responsible for overseeing the company’s daily operations and ensuring the smooth functioning of business processes.
13. Dividends: A portion of the corporation’s profits distributed to shareholders, typically as a cash payment or additional shares.
14. Voting Rights: The ability of shareholders to vote on corporate matters, such as electing directors or approving mergers. Class A shares typically carry these rights.
15. Dissolution: The process of closing down the corporation, including settling debts, liquidating assets, and distributing remaining funds to shareholders.
16. Amendments: Changes or additions made to the Articles of Incorporation or bylaws, requiring approval by the shareholders or board.

17. Governing Law: The legal framework that regulates the corporation, determined by the jurisdiction in which the company is incorporated.
18. Self-Listing: The act of a corporation listing its own shares on the stock exchange it operates, requiring adherence to the same listing and compliance standards as other entities.
19. Transparency: The obligation of the corporation to provide accurate, timely, and accessible information to shareholders and the public to ensure accountability.
20. Quorum: Lux Holdings requires a minimum vote of 75% of Class A shareholders to make any type of decision.
21. Distribution of information: Lux Holdings will be required to distribute valuable information that could negatively or positively affect the price of each class of shares (A, B, and C) through the brokers with which it seeks to operate, and will deliver income statements every quarter to keep shareholders informed.

Article I: Name and Incorporation Details

1. Name: The name of the corporation is LuxHoldings
2. Registered Agent: The corporation's registered agent is Sagamo2008 (DC Discord: Sagamo2008).
3. Principal Office: The principal office of the corporation is located at S056 in Reveille, Redmont.
4. Incorporation: LuxHoldings is incorporated under the laws of the Commonwealth of Redmont and is authorized to conduct lawful business, including the acquisition, rental, and sale of real estate.

Article II: Purpose

LuxHoldings is organized to provide real estate services, including but not limited to acquisition, rental, and sale of real estate such as but not limited to: r-plots, c-plots, s-plots and i-plots, and sells some goods and services. The corporation may also engage in legal ancillary activities as approved by the Board of Directors or shareholders.

Article III: Capital Contributions

1. Share Classes: LuxHoldings will have three classes of shares:
I. Class A Shares: 200,000 shares, each with equal voting rights. Class A shareholders are entitled to vote on all matters requiring their approval.
II. Class B Shares: 250,000 shares, non-voting shares. Class B shareholders are entitled to receive dividends as declared by the Board of Directors.
III. Class C Shares: 1 million shares, non-voting shares. They are eligible for dividends as declared by the Board of Directors. Only company employees may access these shares, and any purchases or sales may be made among themselves.

2. Rights and Privileges:
I. Class A shares grant voting power but do not entitle holders to receive dividends.
II. Class B shares do not confer voting rights but are entitled to dividends at the discretion of the Board.
III. Class C shares do not confer voting rights but are entitled to dividends at the discretion of the Board.

3. Transferability: Shares are transferable in accordance with applicable laws and regulations, subject to any restrictions outlined in this document or future shareholder agreements.

4. Share Par Value:
I. Class A: $0.5
II. Class B: $0.01
III. Class C: $0.01

5. Stock ownership
Initially, 150,000 Class A shares and 10,000 Class B shares will be issued to Sagamo2008 upon incorporation.

Article IV: Management Structure Board of Directors

1. Composition: The corporation shall be governed by a Board of Directors consisting of:
I. 1 Chairman
II. 1 Vice Chairman
III. 2 additional directors

2. Election and Terms: Directors are elected or appointed by shareholders and may serve for up to four months before a shareholder vote is required to confirm their tenure. Additionally, any director may be removed from the Board by a resolution of half or more of the Board.

3. Responsibilities: The Board of Directors is responsible for: ○ Overseeing the corporation's strategic initiatives and corporate governance. ○ Approving major decisions and overseeing the company's financial health. ○ Ensuring compliance with applicable laws and regulations.

4. Compensation: Each director is entitled to a weekly compensation of $0 as of the date.

Executive Officers
1. Appointment: Executive officers are appointed by the Board of Directors and include:
I. Chief Executive Officer (CEO): Responsible for implementing the Board's vision and overseeing daily operations.
II. Additional roles, such as COO, CFO, or CTO, may be established based on the company's needs.

2. Authority: Officers act under the supervision of the Board and within the scope of their designated roles.

Article V: Dividends and Profits

1. Dividend Policy:
a. Dividends are distributed at the discretion of the Board of Directors, based on the proportion of shares held and the company's performance.
b. Class B and Class C have separate dividends that are decided by the Board of Directors. Class A has no dividends.

2. Distribution Guidelines: The Board shall vote on the allocation of profits to dividends, ensuring compliance with legal and financial obligations.

Article VI: Amendments

1. Amendments to these Articles of Incorporation or the corporation's bylaws require the approval of members collectively holding at least 75% of Class A voting rights.
2. Proposed amendments must be presented to shareholders and Directors at least 3 days prior to any vote.

Article VII: Dissolution

1. Approval Threshold: The dissolution of the corporation requires the approval of members collectively holding at least 75% of Class A voting rights.
2. Asset Distribution: Upon dissolution, the remaining assets shall be liquidated and distributed to shareholders after all debts and liabilities are satisfied in accordance with Share class rights.

Article VII: Miscellaneous Provisions

1. Governing Law: This document and all corporate affairs shall be governed by the laws of the Commonwealth of Redmont.
2. Compliance: The corporation shall comply with all relevant financial, securities, and corporate governance regulations applicable to publicly traded companies.

Article VIII: Share Issuance and Buybacks

Share Issuance
1. Authorization to Issue Shares:
○ The Board of Directors is authorized to issue additional shares of the corporation, subject to the following:
■ Class A Shares: Any issuance of additional Class A shares requires the approval of shareholders holding at least 75% of existing Class A voting rights to prevent dilution of control.
■ Class B Shares: The Board may authorize the issuance of Class B shares without shareholder approval.
■ Class C shares: The Board may authorize the issuance of Class C shares without shareholder approval, provided that the issuance does not violate securities laws or exceed the total authorized share limit of Class C shares.
2. Limitations on Share Issuance:
I. Any issuance of new shares, regardless of class, must comply with the following:
■ Fair Market Value: Shares must be issued at or above fair market value which shall be determined based on the current stock price if publicly traded, or by an independent valuation conducted by a qualified third-party appraiser if the shares are not actively traded.
■ Disclosure Requirements: The corporation must publicly disclose the

purpose, terms, and recipients of newly issued shares in compliance with applicable securities laws.
■ Proportionality Clause: Share issuance may alter ownership proportions, and there is no obligation to increase shareholders' shares proportionally, as this is inconsistent with public market practices. Shareholders may mitigate dilution by participating in subsequent offerings.

Share Buybacks
1. Authorization for Buybacks:
○ The Board of Directors may authorize the repurchase of the corporation's shares, subject to the following conditions:
■ Share buybacks must not harm the corporation's ability to meet its financial obligations.
■ Buybacks must comply with applicable securities regulations, including disclosure requirements.
2. Approval Requirements for Buybacks:
○ The Board may authorize Class B share buybacks at its discretion, provided funds are available.
○ Class A share buybacks that alter voting control or exceed 20% of outstanding Class A shares must be approved by 75% of Class A voting rights.
3. Transparency:
○ The corporation must disclose the terms, purpose, and financial impact of any share buyback program to shareholders and regulatory bodies.
4. Prohibited Buybacks:
○ The corporation shall not repurchase shares if doing so would:
■ Lead to insolvency or breach of financial covenants.
■ Disproportionately benefit specific shareholders or insiders, violating fair market practices.

Article IX: Dispute Resolution and Exit Strategies

1. Dispute Resolution:
a. Any disputes arising between shareholders or between shareholders and the corporation shall first be addressed through good faith negotiations.
b. If negotiations fail, disputes shall be resolved through mediation conducted by a neutral third-party mediator agreed upon by the parties involved.
c. Should mediation prove unsuccessful, disputes shall be filed to litigation, according to the jurisdiction of the courts of Redmont.

2. Exit Strategies:
a. Shareholder Buyout:
I. For private transactions of shares (outside the public market), shareholders must notify the corporation and existing shareholders of their intent to acquire 100% of both Class A and Class B shares.
II. Existing shareholders or the corporation may negotiate the purchase of these shares, subject to fair market value determined by an independent valuation.
III. All private transactions must comply with applicable securities laws.

b.Forced Sale:
i. If a shareholder’s actions harm the corporation, the Board may, with 75% of Class A voting rights, recommend a forced sale of the shareholder's shares.
ii. Such a sale may only proceed in compliance with public market regulations, ensuring transparent disclosure and adherence to insider trading laws.
iii. The forced sale may be executed through a public offering or a negotiated purchase by other shareholders or the corporation, subject to securities regulations.

c. Dissolution Trigger:
i. In the event the corporation becomes unable to meet its obligations or operate effectively, the dissolution process will require the approval of 75% of Class A voting rights.
ii. Dissolution must comply with the regulations governing publicly listed companies, including public disclosures, settlement of outstanding liabilities, and orderly liquidation of assets.

EXECUTED ON October 17, 2025, by the Board of Directors and shareholders of **LuxHoldings.**

Acknowledgment

Signature:



Name: Sagamo2008
Title: CEO and Chairman of the Board of Directors
Date: 17/10/25