COMMONWEALTH OF REDMONT

Department of Commerce

CERTIFICATE OF INCORPORATION

STERLING ASSET HOLDINGS GROUP

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 STERLING ASSET HOLDINGS GROUP (hereinafter the "Corporation"):

ARTICLE I — CORPORATE NAME

1.1. The name of the Corporation is:

STERLING ASSET HOLDINGS GROUP

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

1.3. The Corporation shall operate under the full legal name "Sterling Asset Holdings Group" and its registered plugin identifier "SterlingHoldings" for all in-game commercial purposes.

ARTICLE II — INCORPORATORS

2.1. The name(s) of the incorporator(s) of this Corporation, in compliance with the Legal Entity Act Part IV §1(2)(c), is/are:

xXTheoryXx

ARTICLE III — PURPOSE AND NATURE OF BUSINESS

3.1. The nature of the business to be conducted or promoted by the Corporation, in compliance with the Legal Entity Act Part IV §1(2)(d), is as follows:

The Corporation is formed to engage in any lawful act or activity for which corporations may be organised under the Laws of Redmont. Pursuant to the Legal Entity Act Part IV §1(2)(d)(i), this statement is sufficient to encompass all lawful acts and activities, except for any express limitations stated herein.

3.2. Without limiting the generality of the foregoing, the Corporation's primary business activities shall include: asset management, investment portfolio holding, financial advisory services, acquisition and management of equity interests in other legal entities, and all related commercial activities under the Sterling Asset Holdings Group brand.

3.3. The Corporation shall at all times conduct its business in compliance with all applicable laws of the Commonwealth of Redmont, including but not limited to the Legal Entity Act, the Commercial Standards Act, and the Taxation Act.

> *Note on Financial Institution Status: Should the Corporation seek to operate as an Investment Bank or other Financial Institution as defined under the Commercial Standards Act §9, the Corporation must register as such with the Department of Commerce and comply with all applicable Financial Institution regulations.*

ARTICLE IV — AUTHORISED SHARE CAPITAL

4.1. The total number of shares of all classes of stock that the Corporation is authorised to issue is ONE HUNDRED AND TWENTY THOUSAND (120,000) shares, divided into four (4) classes as follows, in compliance with the Legal Entity Act Part IV §1(2)(e). The share capital structure at incorporation is summarised below:

Class	Authorised	Issued at Inc.	Par Value	Votes/Share	Max Votes
Class A	30,000	30,000	$0.50	10	300,000
Class B	75,000	0 (Treasury)	$0.10	0	—
Class C	10,000	0 (Treasury)	$0.50	5	50,000
Class D	5,000	0 (Treasury)	$0.01	3	15,000
TOTAL	120,000	30,000	—	—	365,000

4.2. The founding capital of the Corporation at incorporation is FIFTEEN THOUSAND DOLLARS ($15,000), being 30,000 Class A shares issued at $0.50 par value each, fully paid up by the incorporator xXTheoryXx.

CLASS A SHARES — EXECUTIVE CONTROL SHARES

(a) THIRTY THOUSAND (30,000) Class A shares are authorised, all of which are issued at incorporation.

(b) Par value: $0.50 per share.

(c) Class A shares carry executive voting rights of TEN (10) votes per share, conferring THREE HUNDRED THOUSAND (300,000) votes in total to Class A shareholders. This voting power shall not be reduced, diluted, or impaired by the issuance of any other class of shares.

(d) Class A shares are strictly private and shall not be listed, offered, or traded on any public stock exchange or secondary market at any time.

(e) Class A shares may only be transferred with prior written approval of the Board of Directors. The Board may withhold consent at its sole and absolute discretion.

(f) In the event a Class A shareholder wishes to transfer their shares, all 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 occur.

(g) Class A shareholders shall have the exclusive right to elect, re-elect, and remove all members of the Board of Directors.

(h) Class A shareholders must approve by simple majority: any merger, consolidation, or acquisition; any sale of substantially all assets; any amendment to this Certificate; any dissolution; and any issuance of new shares of any class.

(i) Class A shareholders are entitled to dividends if and when declared by the Board of Directors.

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

CLASS B SHARES — PUBLIC / RETAIL SHARES

(a) SEVENTY-FIVE THOUSAND (75,000) Class B shares are authorised. Zero (0) Class B shares are issued at incorporation; all are held in treasury and reserved for future public issuance.

(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, to attend general meetings for voting purposes, or to influence the management or direction of the Corporation in any way.

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

(e) Class B shareholders are entitled to dividends if and when declared by the Board of Directors, paid after any Class C preferred dividend obligation has been satisfied.

(f) In any winding up or dissolution, Class B shareholders shall be entitled to a proportionate share of remaining assets after all creditors and Class C liquidation preferences have been satisfied.

(g) Class B shares may be issued in tranches at the discretion of the Board of Directors. The Board is not obligated to issue all authorised Class B shares simultaneously.

CLASS C SHARES — STRATEGIC PARTNER SHARES

(a) TEN THOUSAND (10,000) Class C shares are authorised. Zero (0) Class C shares are issued at incorporation; all are held in treasury and reserved for future issuance to strategic partners.

(b) Par value: $0.50 per share.

(c) Class C shares carry limited voting rights of FIVE (5) votes per share, conferring a maximum of FIFTY THOUSAND (50,000) votes in total to Class C shareholders if all shares are issued and voted. The combined voting power of all Class C shareholders shall never exceed twenty percent (20%) of total votes cast on any resolution, irrespective of the number of Class C shares issued or outstanding. This cap is a fundamental and irrevocable protection of this Certificate and may not be amended without unanimous Class A shareholder approval.

(d) Class C shares are strictly private and shall not be listed or traded on any public stock exchange. Issuance of Class C shares requires a resolution of the Board of Directors and may only be made to specific named counterparties approved by the Board.

(e) PREFERRED DIVIDEND: Class C shareholders shall be entitled to a preferred dividend, the rate of which shall be set by the Board at the time of issuance of each Class C tranche, to be paid before any dividend is distributed to Class B shareholders.

(f) LIQUIDATION PREFERENCE: In any winding up or dissolution, Class C shareholders shall be paid out before Class B shareholders, up to the total amount invested by each Class C shareholder, after all creditors have been satisfied.

(g) ANTI-DILUTION: If the Corporation issues new shares of any class at a price below the purchase price paid by any Class C shareholder, those Class C shareholders shall receive additional Class C shares sufficient to preserve their proportionate economic interest, subject to a Board resolution.

(h) CONVERSION RIGHT: Class C shareholders may elect to convert their Class C shares to Class B shares at a ratio of TWO (2) Class B shares per ONE (1) Class C share, at any time after holding the shares for a minimum of sixty (60) days, by providing written notice to the Board. Upon conversion, the converted Class C shares shall be cancelled and the corresponding Class B shares issued from treasury.

(i) Transfer of Class C shares requires prior written approval of the Board of Directors.

CLASS D SHARES — EMPLOYEE AND MANAGEMENT INCENTIVE SHARES

(a) FIVE THOUSAND (5,000) Class D shares are authorised. Zero (0) Class D shares are issued at incorporation; all are held in treasury and reserved for future issuance to officers, directors, employees, and key contractors of the Corporation.

(b) Par value: $0.01 per share.

(c) Class D shares carry limited voting rights of THREE (3) votes per share, conferring a maximum of FIFTEEN THOUSAND (15,000) votes in total to Class D shareholders if all shares are issued and voted. The combined voting power of all Class D shareholders shall never exceed five percent (5%) of total votes cast on any resolution. This cap is a fundamental protection of this Certificate and may not be amended without unanimous Class A shareholder approval.

(d) Class D shares are strictly private and shall not be listed or traded on any public stock exchange. Issuance of Class D shares requires a Board resolution and may only be made to individuals actively serving the Corporation as officers, directors, employees, or contracted key personnel.

(e) VESTING SCHEDULE: Class D shares issued to any individual shall vest according to the following schedule, unless the Board specifies alternative terms at the time of grant:

(i) 25% of granted shares vest upon completion of the first full month of active service following the grant date.

(ii) A further 25% vest upon completion of each subsequent full month of active service.

(iii) Full vesting (100%) is achieved after four (4) consecutive months of active service.

(f) FORFEITURE: Any unvested Class D shares shall be automatically forfeited and returned to the Corporation's treasury upon the resignation, removal, or termination of the holder, without compensation. Vested shares are not subject to forfeiture.

(g) TRANSFER RESTRICTION: Unvested Class D shares may not be transferred, pledged, or otherwise encumbered in any way. Vested Class D shares may only be transferred with prior written approval of the Board.

(h) CONVERSION RIGHT: Fully vested Class D shares may be converted to Class B shares at a ratio of ONE (1) Class B share per ONE (1) Class D share, providing holders with access to the public market upon full vesting. Conversion requires written notice to the Board.

(i) Class D shareholders have no liquidation preference and shall receive distributions in any wind-up only after all creditors, Class C liquidation preferences, and Class B entitlements have been satisfied.

4.3. GENERAL SHARE PROVISIONS applicable to all classes:

(a) The Corporation shall at all times maintain at least one class of shares with full voting powers, in accordance with the Legal Entity Act Part IV §4(1). Any action violating this provision shall be null and void.

(b) There shall be no fractional shares issued by the Corporation, in accordance with the Legal Entity Act Part IV §4(2).

(c) No new shares of any class shall be issued without a resolution adopted by a majority vote of the Class A shareholders, in accordance with the Legal Entity Act Part IV §2(4).

(d) The shareholder shall be liable for the part of the par value of the share that has not yet been paid up, in accordance with the Legal Entity Act Part IV §4(5).

(e) If an individual or entity holding shares of any class is inactive for more than three (3) months, the Corporation may repurchase all shares owned by them at par value. 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.

4.4. WORST-CASE VOTING POWER SUMMARY (all classes fully issued and voted):

Class	Max Votes	% of Total	Control
Class A (Executive)	300,000	82.2%	Executive — always majority
Class B (Public)	0	0%	No vote — economic only
Class C (Strategic)	50,000	13.7%	Meaningful but minority
Class D (Employee)	15,000	4.1%	Incentive voice only

> *The Class A Executive Control shareholder retains a minimum of 80.2% of all voting power at all times, regardless of how many Class C or Class D shares are issued. This is a structural guarantee embedded in the share class design and the voting caps on Class C and Class D.*

ARTICLE V — BOARD OF DIRECTORS

5.1. The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors, in accordance with the Legal Entity Act Part IV §6(1).

5.2. The initial Board of Directors shall consist of ONE (1) director. Pursuant to the Legal Entity Act Part IV §6(3), the incorporator shall serve as the first director until directors are otherwise duly appointed. The initial director is:

xXTheoryXx — Director

5.3. Directors shall be elected and removed by Class A shareholder resolution, in accordance with the Legal Entity Act Part IV §7(2). Class B shareholders have no voting rights. Class C and Class D shareholders may participate in director elections subject to their respective voting caps.

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

5.5. Directors shall owe fiduciary duties to the Corporation as defined by the Legal Entity Act Part III §3, including: (a) acting in good faith; (b) acting on an informed basis; (c) exercising the care of a reasonable person; and (d) acting in the best interest of the Corporation and its shareholders.

5.6. There shall be no limit to the number of Board of Director seats, in accordance with the Legal Entity Act Part IV §7(3).

ARTICLE VI — OFFICERS

6.1. The Board of Directors shall appoint officers to manage the day-to-day operations of the Corporation in accordance with the Legal Entity Act Part IV §3. The initial officer of the Corporation is:

xXTheoryXx — Chief Executive Officer (CEO)

6.2. Additional officers, including but not limited to a Chief Financial Officer (CFO), Chief Investment Officer (CIO), or Secretary, may be appointed by the Board at any time in accordance with the Legal Entity Act Part IV §3(2).

6.3. Officers serve at the pleasure of the Board and may be appointed and removed at any time by a majority vote of the Board, in accordance with the Legal Entity Act Part IV §3(3).

6.4. Officers who are granted Class D shares shall be subject to the vesting and forfeiture provisions set out in Article IV of this Certificate.

ARTICLE VII — VOTING AND RESOLUTIONS

7.1. All voting and resolutions of the Corporation shall be conducted in accordance with the Legal Entity Act Part III §6, as follows:

(a) The quorum for any resolution shall be 50% of all voting power. Explicit, affirmative abstentions shall be counted towards the quorum.

(b) Where a resolution fails due to quorum, the persons eligible to vote shall be notified, and the resolution may be reposted after 72 hours (unless waived by majority of total voting power). For 10 days thereafter, quorum requirements shall be suspended for that resolution.

(c) The counting of votes shall be by voting power, not by individual shares.

(d) Any resolution must be open for vote for a minimum of 48 hours.

(e) Any resolution must be posted in a place accessible to the relevant voters. Posting in the Company Docket shall always satisfy this requirement.

7.2. Unless otherwise provided in this Certificate, any shareholder with voting rights, or any director, may call for a resolution to be voted upon.

7.3. The following matters require an affirmative vote of a simple majority of Class A voting power:

(a) Election and removal of directors.

(b) Approval of any merger, consolidation, or acquisition.

(c) Sale of substantially all of the Corporation's assets.

(d) Issuance of new shares of any class.

(e) Amendment of this Certificate of Incorporation.

(f) Dissolution of the Corporation.

7.4. Class B shareholders carry no voting rights and shall have no right to vote on any matter.

7.5. Class C and Class D shareholders may vote on general resolutions subject to their respective per-share voting rights and the hard voting caps of 20% and 5% respectively as defined in Article IV.

7.6. All shareholders, including Class B shareholders, shall have the right to receive dividends if and when declared by the Board, subject to the dividend priority order: Class C preferred dividend first, then Class B and Class A pari passu, then Class D.

7.7. 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 VIII — ACCESS TO INFORMATION

8.1. Each director shall have unrestricted and absolute access to information regarding the status of the business, financial condition of the Corporation, and other information regarding the affairs of the Corporation as is just and reasonable, in accordance with the Legal Entity Act Part III §7(1).

8.2. Each shareholder shall have reasonable access to information regarding the status of the business and financial condition of the Corporation as is just and reasonable, in accordance with the Legal Entity Act Part III §7(2).

8.3. The Board of Directors shall have the right to keep certain information confidential from shareholders where: (a) it is reasonably believed to be a trade secret; (b) disclosure is not in the best interest of the Corporation; or (c) the Corporation is required by law or agreement to keep it confidential.

ARTICLE IX — LIABILITY PROTECTION

9.1. The Corporation is a separate legal entity from its shareholders, directors, and officers, in accordance with the Legal Entity Act Part I §2(3).

9.2. The Corporation shall be solely liable for its own debts, obligations and liabilities, in accordance with the Legal Entity Act Part III §10(1).

9.3. No director, manager, shareholder, employee or other agent shall be liable for the Corporation's debts solely by reason of their role, in accordance with the Legal Entity Act Part III §10(2).

9.4. 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.

9.5. Any person may voluntarily assume liability for any or all debts and obligations of the Corporation, in accordance with the Legal Entity Act Part III §10(4).

ARTICLE X — AMENDMENTS

10.1. This Certificate of Incorporation may be amended by Class A shareholder resolution, in accordance with the Legal Entity Act Part IV §2(5). A simple majority of Class A voting power shall suffice unless a higher threshold is specified for a particular provision.

10.2. The voting caps on Class C and Class D shares (20% and 5% respectively) and the 10-votes-per-share right of Class A shares are fundamental protections of this Certificate and may only be amended by UNANIMOUS vote of all Class A shareholders.

10.3. An amendment shall not affect any existing cause of action in favour of or against the Corporation, nor any pending legal action, per the Legal Entity Act Part IV §2(1).

10.4. Any amendment increasing personal liability for shareholders shall require each affected shareholder to explicitly accept the increase in writing; those who do not accept shall have the increase suspended as to them, per the Legal Entity Act Part IV §2(3).

10.5. The holders of the outstanding shares of a class shall be entitled to vote as a class upon a proposed amendment that seeks to: (a) increase or decrease the aggregate number of authorised shares of such class; (b) increase or decrease the par value of the shares of such

class; or (c) adversely alter the powers, preferences, or special rights of such class — per the Legal Entity Act Part IV §2(4).

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

ARTICLE XI — DISSOLUTION AND WINDING UP

11.1. The dissolution process shall be initiated by a director resolution advising dissolution, posted in the Company Docket, per the Legal Entity Act Part III §9(1)(a)-(b).

11.2. Shareholders must then approve dissolution by simple majority vote of Class A voting power, per the Legal Entity Act Part III §9(1)(c) and §9(2).

11.3. The approval of a dissolution resolution must be posted in the Company Docket, per the Legal Entity Act Part III §9(3).

11.4. Winding up shall be publicly announced by the DOC, requesting creditors and interested parties to come forward within 14 days, per the Legal Entity Act Part III §9(6).

11.5. Winding up shall consist of: (a) ending all contracts; (b) paying all creditors and debts; (c) finishing all lawsuits; and (d) distributing remaining assets to shareholders in the following priority order:

(i) Class C shareholders — up to their total invested amount (liquidation preference).

(ii) Class B shareholders — proportionate to shares held.

(iii) Class A shareholders — proportionate to shares held.

(iv) Class D shareholders — proportionate to vested shares held, last in priority.

11.6. A Certificate of Dissolution shall be filed in the Company Docket upon completion of winding up, signed by the DOC Secretary or their delegate, per the Legal Entity Act Part III §9(8).

ARTICLE XII — SHARE REGISTER

12.1. 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.

12.2. The Share Register at incorporation is as follows:

Class	Auth.	Issued	Holder	% Issued	Par Val.
Class A (Executive Control)	30,000	30,000	xXTheoryXx	100%	$0.50
Class B (Public)	75,000	0	Treasury	—	$0.10
Class C (Strategic)	10,000	0	Treasury	—	$0.50
Class D (Employee)	5,000	0	Treasury	—	$0.01

12.3. The Share Register shall be updated in the Company Docket within 48 hours of any transfer, issuance, or cancellation of shares, per the Legal Entity Act Part IV §8(2)(c).

12.4. The Share Register as maintained in the Company Docket shall constitute the authoritative record of share ownership for all legal and corporate purposes, per the Legal Entity Act Part IV §8(2)(b).

ARTICLE XIII — COMPANY DOCKET & REPORTING OBLIGATIONS

13.1. The Corporation shall maintain an active and publicly accessible Company Docket on the DemocracyCraft forums in accordance with the Legal Entity Act Part III §1.

13.2. The Incorporated Entity Summary (first post of the Company Docket) shall be updated without undue delay to contain: (a) registered name; (b) in-game company name; (c) directors; (d) officers and their titles; (e) the latest version of this Certificate; (f) any ongoing court cases; and (g) any ongoing regulatory enforcement actions — per the Legal Entity Act Part III §2(1).

13.3. The following shall be filed in the Company Docket per the Legal Entity Act Part III §1(8): (a) amendments to this Certificate or its bylaws (before and after versions); (b) any summons; (c) any verdicts in cases involving the Corporation; and (d) the appointment, election, removal or resignation of any director or officer.

13.4. PUBLIC COMPANY REPORTING: Upon completion of any Class B IPO and listing on a registered Stock Exchange, the Corporation shall comply with all Commercial Standards Act §11 obligations, including: (a) monthly financial statements (Balance Sheet, Income Statement, Statement of Owners Equity, and MD&A); (b) all reports prepared and signed by a licensed accountant; (c) audit status disclosed alongside all statements; and (d) all statements publicly available through the listing exchange.

ARTICLE XIV — FINANCING ARRANGEMENTS

14.1. The Corporation may raise capital through: (a) issuance of Class B shares via a registered stock exchange IPO; (b) issuance of Class C shares to strategic partners by Board resolution; (c) issuance of Class D shares to officers and employees by Board resolution; and (d) debt instruments, loans, or other financing arrangements approved by the Board.

14.2. No new shares of any class shall be issued without a resolution adopted by a majority vote of Class A shareholders, in accordance with the Legal Entity Act Part IV §2(4).

14.3. The Board shall have authority to set terms of any financing arrangement, subject to compliance with applicable laws of the Commonwealth of Redmont.

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

ARTICLE XV — DISPUTE RESOLUTION

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

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

15.3. All disputes shall be governed by the laws of the Commonwealth of Redmont, including the Legal Entity Act and the Redmont Civil Code.

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

ARTICLE XVI — PARTIES TO THIS CERTIFICATE

16.1. This Certificate of Incorporation is entered into by and between the Corporation and its shareholders. The Corporation, upon incorporation, and its shareholders shall be bound by the terms of this Certificate.

16.2. The Corporation is: STERLING ASSET HOLDINGS GROUP, an incorporated entity organised under the Legal Entity Act of the Commonwealth of Redmont, with in-game business plugin name SterlingHoldings.

16.3. The initial shareholder is: xXTheoryXx, holder of THIRTY THOUSAND (30,000) Class A shares, representing one hundred percent (100%) of the issued and voting share capital of the Corporation at the time of incorporation.

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

EXECUTION & ATTESTATION

The undersigned, being the incorporator and initial sole Director and CEO of STERLING ASSET HOLDINGS GROUP, hereby executes this Certificate of Incorporation and declares that the facts stated herein are true and correct to the best of their knowledge.

Incorporator & Initial Director:

xXTheoryXx
Username: xXTheoryXx
Role: Incorporator / Initial Director / CEO

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, STERLING ASSET HOLDINGS GROUP shall be duly incorporated and recognised as a legal entity under the laws of the Commonwealth of Redmont.