COMMONWEALTH OF REDMONT

Department of Commerce

CERTIFICATE OF INCORPORATION

STERLING REAL ESTATE & DEVELOPMENT INC

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 REAL ESTATE & DEVELOPMENT INC (hereinafter the "Corporation"):

ARTICLE I — CORPORATE NAME

1.1. The name of the Corporation is:

STERLING REAL ESTATE & DEVELOPMENT INC

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

1.3. The Corporation shall operate under the full legal name "Sterling Real Estate & Development Inc" and its registered plugin identifier "SterlingEstates" for all in-game commercial purposes.

1.4. The Corporation is a wholly-owned subsidiary of STERLING ASSET HOLDINGS GROUP (in-game: SterlingHoldings), incorporated under the laws of the Commonwealth of Redmont.

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

Acting on behalf of: Sterling Asset Holdings Group (Sole Shareholder at Incorporation)

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: real estate acquisition and development, property management, commercial and residential leasing, construction project management, land development, infrastructure projects, and all related commercial activities under the Sterling Real Estate & Development Inc 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.

3.4. The Corporation shall not engage in any business activity that conflicts with the strategic direction of Sterling Asset Holdings Group or that has not been approved by the Board of Directors.

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 SEVENTY-FIVE THOUSAND (75,000) shares, divided into three (3) 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 (Control)	10,000	10,000	$0.50	10	100,000
Class B (Investor)	45,000	0 (Treasury)	$0.10	1*	45,000*
Class C (Public)	20,000	0 (Treasury)	$0.10	0	—
TOTAL	75,000	10,000	—	—	100,000

** Class B voting power is hard-capped at thirty percent (30%) of total votes cast on any resolution, regardless of shares issued. See §4.3(c).*

4.2. The founding capital of the Corporation at incorporation is FIVE THOUSAND DOLLARS ($5,000.00), being 10,000 Class A shares issued at $0.50 par value each, fully paid up by the parent corporation Sterling Asset Holdings Group.

CLASS A SHARES — PARENT CONTROL SHARES

(a) TEN THOUSAND (10,000) Class A shares are authorised, all of which are issued at incorporation to Sterling Asset Holdings Group.

(b) Par value: $0.50 per share.

(c) Class A shares carry executive voting rights of TEN (10) votes per share, conferring ONE HUNDRED THOUSAND (100,000) 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 the prior written approval of the Board of Directors and Sterling Asset Holdings Group. The Board may withhold consent at its sole and absolute discretion.

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

(g) 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.

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

(i) 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 — EXTERNAL INVESTOR SHARES

(a) FORTY-FIVE THOUSAND (45,000) Class B shares are authorised. Zero (0) Class B shares are issued at incorporation; all are held in treasury and reserved for future issuance to approved external investors.

(b) Par value: $0.10 per share.

(c) Class B shares carry limited voting rights of ONE (1) vote per share. However, the combined voting power of all Class B shareholders shall NEVER exceed thirty percent (30%) of total votes cast on any resolution, irrespective of the number of Class B shares issued or outstanding. This thirty percent (30%) hard cap is a fundamental and irrevocable protection of this Certificate and may not be amended without unanimous Class A shareholder approval.

(d) Class B shares are strictly private and shall not be listed or traded on any public stock exchange. Issuance of Class B shares requires: (i) a resolution of the Board of Directors; and (ii) the written approval of Sterling Asset Holdings Group.

(e) Class B shareholders are entitled to dividends if and when declared by the Board of Directors, paid after any obligations to Class A shareholders have been satisfied.

(f) ANTI-DILUTION: If the Corporation issues new shares of any class at a price below the purchase price paid by any Class B shareholder, those Class B shareholders shall receive additional Class B shares sufficient to preserve their proportionate economic interest, subject to a Board resolution and the 30% voting cap.

(g) In any winding up or dissolution, Class B shareholders shall be entitled to a proportionate share of remaining assets after all creditors have been satisfied and Class A shareholders have received their entitlement.

(h) Transfer of Class B shares requires prior written approval of the Board of Directors and Sterling Asset Holdings Group.

(i) The Board may issue Class B shares in tranches at its discretion. The Board is not obligated to issue all authorised Class B shares simultaneously or at any particular time.

CLASS C SHARES — PUBLIC / RETAIL SHARES

(a) TWENTY THOUSAND (20,000) Class C shares are authorised. Zero (0) Class C shares are issued at incorporation; all are held in treasury and reserved for future public

issuance via a registered stock exchange, if and when the Board resolves to proceed with a listing.

(b) Par value: $0.10 per share.

(c) Class C shares carry NO voting rights whatsoever. Class C 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 C 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, subject to a Board resolution and written approval of Sterling Asset Holdings Group.

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

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

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

(h) PUBLIC COMPANY REPORTING: Upon completion of any Class C listing on a registered Stock Exchange, the Corporation shall comply with all Commercial Standards Act §11 obligations, including monthly financial statements prepared and signed by a licensed accountant.

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 and the written approval of Sterling Asset Holdings Group, 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, recorded by notifying the Department of Commerce, 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	Hard Cap Applied	Control
Class A (Control)	100,000	≥70%	None — structural majority	Full executive control — always
Class B (Investor)	45,000	≤30%	Hard cap: 30% of votes cast	Meaningful minority voice

Class C (Public)	0	0%	No vote	Economic only

The Class A parent shareholder (Sterling Asset Holdings Group) retains a structural minimum of seventy percent (70%) of all voting power at all times, regardless of how many Class B shares are issued or voted. This is a fundamental guarantee embedded in the share class design and the hard voting cap on Class B.

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 THREE (3) directors. All directors are appointed by the sole shareholder, Sterling Asset Holdings Group. The initial directors are:

Name	Discord	Title	Appointed By
xXTheoryXx	—	Chairman of the Board	Sterling Asset Holdings Group
Johnes	johnes_honzik	Director	Sterling Asset Holdings Group
AboundedComet	Crazy_gamer2332	Director	Sterling Asset Holdings Group

5.3. The Chairman of the Board shall preside over all Board meetings, cast a deciding vote in the event of any deadlock, and serve as the primary representative of Sterling Asset Holdings Group in all strategic governance matters of the Corporation.

5.4. Upon the issuance of Class B shares to external investors, Class B shareholders holding in aggregate at least fifteen percent (15%) of all issued Class B shares shall have the right to nominate ONE (1) non-executive observer to the Board. Such observer shall have the right to attend and speak at Board meetings but shall carry no voting rights.

5.5. Directors shall be elected and removed by Class A shareholder resolution, in accordance with the Legal Entity Act Part IV §7(2). Class B and Class C shareholders have no director election rights.

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

5.7. 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.

5.8. 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 officers of the Corporation are:

Name	Discord	Title
xXTheoryXx	—	Chief Executive Officer (CEO)

Johnes	johnes_honzik	Chief Financial Officer (CFO)
AboundedComet	Crazy_gamer2332	Chief Legal Officer (CLO)

6.2. Additional officers, including but not limited to a Chief Operations Officer (COO) 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. The Chief Executive Officer shall be responsible for the day-to-day management of the Corporation, subject to the strategic direction of the Board of Directors and Sterling Asset Holdings Group.

6.5. The Chief Financial Officer shall be responsible for all financial reporting, budget management, investor communications, and compliance with the Commercial Standards Act §11 financial obligations.

6.6. The Chief Legal Officer shall be responsible for legal compliance, contract management, investor agreement drafting, and representation of the Corporation in all legal proceedings.

ARTICLE VII — PARENT COMPANY & SUBSIDIARY RELATIONSHIP

7.1. The Corporation is a wholly-owned subsidiary of STERLING ASSET HOLDINGS GROUP (in-game: SterlingHoldings), a corporation duly incorporated under the laws of the Commonwealth of Redmont.

7.2. Sterling Asset Holdings Group holds ONE HUNDRED PERCENT (100%) of all issued Class A shares of the Corporation at the time of incorporation and shall retain Class A shares sufficient to maintain majority voting control at all times.

7.3. As the Class A shareholder, Sterling Asset Holdings Group retains full and irrevocable strategic control over the Corporation regardless of any future Class B or Class C issuances, by virtue of the structural voting design in Article IV.

7.4. The Corporation shall operate as an operationally independent legal entity under the direction of its Board of Directors, subject to the overarching strategic direction, policies, and instructions of Sterling Asset Holdings Group.

7.5. Any dividends or distributions declared by the Corporation shall be paid to shareholders in accordance with the dividend priority order set out in Article IV.

7.6. Any transfer or disposal of Class A shares out of Sterling Asset Holdings Group to a third party shall require: (a) a resolution of the Sterling Asset Holdings Group Board of Directors; and (b) an amendment to this Certificate filed with the Department of Commerce.

ARTICLE VIII — VOTING AND RESOLUTIONS

8.1. 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 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. 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.

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

8.3. 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.

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

8.5. Class B shareholders may vote on general resolutions subject to their per-share voting rights and the hard cap of 30% as defined in Article IV §4.3(c).

8.6. 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 IX — ACCESS TO INFORMATION

9.1. 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).

9.2. 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).

9.3. 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 X — LIABILITY PROTECTION

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

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

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

10.4. 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.

10.5. The limited liability protections of this Article extend to Sterling Asset Holdings Group as shareholder; Sterling Asset Holdings Group shall not be liable for the Corporation's debts solely by virtue of its ownership of shares in the Corporation.

ARTICLE XI — AMENDMENTS

11.1. 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.

11.2. The hard voting cap on Class B shares (30%) 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.

11.3. 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).

11.4. Any amendment increasing personal liability for shareholders shall require each affected shareholder to explicitly accept the increase in writing, per the Legal Entity Act Part IV §2(3).

11.5. 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 XII — DISSOLUTION AND WINDING UP

12.1. 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).

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

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

12.4. 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).

12.5. 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 B shareholders — up to their total invested amount (proportionate to shares held).

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

(iii) Class C shareholders — proportionate to shares held, last in priority.

12.6. A Certificate of Dissolution shall be filed in the Company Docket upon completion of winding up, per the Legal Entity Act Part III §9(8).

ARTICLE XIII — SHARE REGISTER

13.1. 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.

13.2. The Share Register at incorporation is as follows:

Class	Auth.	Issued	Holder	% Issued	Par Val.
Class A (Control)	10,000	10,000	Sterling Asset Holdings Group	100%	$0.50
Class B (Investor)	45,000	0	Treasury	—	$0.10
Class C (Public)	20,000	0	Treasury	—	$0.10

13.3. 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).

13.4. 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 XIV — FINANCING ARRANGEMENTS

14.1. The Corporation may raise capital through: (a) issuance of Class B shares to approved external investors by Board resolution; (b) issuance of Class C shares via a registered stock exchange IPO; and (c) debt instruments, loans, or other financing arrangements approved by the Board and Sterling Asset Holdings Group.

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

14.3. Prior to issuing any Class B shares to an external investor, the Corporation shall execute a written subscription agreement specifying: (a) the investor's name and in-game username; (b) the number and class of shares to be issued; (c) the subscription price per share; (d) any applicable rights or restrictions; and (e) confirmation of the investor's acceptance of this Certificate.

14.4. The Board shall have authority to set the terms of any financing arrangement, subject to compliance with applicable laws of the Commonwealth of Redmont and the prior written approval of Sterling Asset Holdings Group for any arrangement that would dilute Class A voting power below seventy percent (70%).

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

ARTICLE XV — COMPANY DOCKET & REPORTING OBLIGATIONS

15.1. 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.

15.2. 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).

15.3. 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; (b) any summons; (c) any verdicts in cases involving the Corporation; and (d) the appointment, election, removal, or resignation of any director or officer.

15.4. Upon any Class C listing on a registered Stock Exchange, the Corporation shall comply with all Commercial Standards Act §11 obligations, including: (a) monthly financial statements; (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 XVI — DISPUTE RESOLUTION

16.1. 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.

16.2. 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.

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

16.4. 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 XVII — PARTIES TO THIS CERTIFICATE

17.1. 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.

17.2. The Corporation is: STERLING REAL ESTATE & DEVELOPMENT INC, an incorporated entity organised under the Legal Entity Act of the Commonwealth of Redmont, with in-game business plugin name SterlingEstates.

17.3. The initial shareholder is: STERLING ASSET HOLDINGS GROUP (in-game: SterlingHoldings), holder of TEN THOUSAND (10,000) Class A shares, representing one hundred percent (100%) of the issued and voting share capital of the Corporation at the time of incorporation.

17.4. 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 Chairman of the Board and CEO of STERLING REAL ESTATE & DEVELOPMENT INC, acting on behalf of STERLING ASSET HOLDINGS GROUP as sole founding shareholder, hereby executes this Certificate of Incorporation and declares that the facts stated herein are true and correct to the best of their knowledge.

Incorporator & Chairman of the Board:

xXTheoryXx
Username: xXTheoryXx
Role: Incorporator / Chairman of the Board / CEO
Acting on behalf of: Sterling Asset Holdings Group (Sole Founding Shareholder)

FOR DEPARTMENT OF COMMERCE USE ONLY

Date of Filing:	Filed by:
_____	_____
Registration No.:	Approved by:
_____	_____