Certificate of Formation of Talion & Partners LLC

I - General Regulations

(1) The name of the company is Talion & Partners LLC.
(2) The principal office of the company shall be located at Or-c053
(3) The duration of the company shall be perpetual.
(4) The company is organized as a Limited Liability Company (LLC) pursuant to the laws governing LLCs in Redmont.
(5) The purpose of the company is to engage in all lawful business activities not prohibited by the laws of Redmont.
(6) This Operating Agreement shall be governed by and interpreted under the laws of Redmont.
(7) The company may adopt a seal, logo, or other official insignia at the discretion of the Managing Partner with approval of the Member's Conference.
(8) The company may open and maintain bank accounts, enter into contracts, and acquire or dispose of property in its name, as approved by the Managing Partner or the Member's Conference where required.

II - Members

(1) Members of Talion & Partners LLC are natural persons or companies who own any membership interest in the Company.
(2) Members have the right to be present at any Member's Conference which shall be the supreme governing authority of the firm.
(3) Any Member has a fiduciary duty to the other members.
(4) If a member is inactive (which is defined as less than one hour of playtime in the last 30 days), excluding absences reported to the LLC) his interest shall be bought back by the LLC at par value.

III - Membership Interest

(1) Membership interest is an ownership stake in the company. It makes its holder a member of the company.
(2) Membership interest can be transferred between members and non-members, with the approval of the transferring and receiving party, as well as the Member's Conference.

(3) Any membership interest shall be worth 25,000DC$ (or another amount determined by the Member's Conference) and shall be issued by a majority vote of the Member's Conference.

IV - Member's Conference

(1) The Member's Conference of Talion & Partners LLC, as described in Section II Subsection 2 of the Operating Agreement, is the supreme governing authority of the firm, which comes with the following Powers:
    (a) Appointment and dismissal of the Managing Partner, the highest manager of the company;
    (b) Making, with a three-quarters majority of the total membership interest, changes to this Operating Agreement;
    (c) Veto power over major strategic and business decisions, such as takeovers and mergers. The interpretation of "major strategic and business decisions" falls to the Member' s Conference;
    (d) Approving the budget of the company.
(2) Voting rights in the Member's Conference shall be distributed according to membership interest. One membership interest entitles the holder to one vote.
(3) The Member's Conference shall be chaired by the Managing Partner, or another member determined by the Managing Partner.
(4) The Member's Conference shall be the final arbitration authority for disputes between members and/or employees of Talion & Partners LLC.
(5) The Managing Partner holds the decisive vote in the Member's Conference, he can only exercise when the vote on a matter is tied.

V - Managing Partner

(1) The Managing Partner is the highest corporate manager of Agrari, Talion & Partners LLC. He is responsible for all matters and affairs of the company.
(2) The Managing Partner holds the right to hire new employees and corporate managers to work in the company. He also holds the right to dismiss them.
(3) The Managing Partner can appoint a deputy, to fulfill his role and exercise his powers in his absence. This deputy shall be able to exercise all powers of the Managing Partner without his explicit approval. He is also responsible for all matters and affairs of the company.

VI - Partners

(1) A(n) (Equity) Partner is an employee of Talion & Partners LLC, who is also a member of the company. Partners have special privileges, such as:
    (a) Partners can only be fired by the Member's Conference.
    (b) Partners are allowed to hire and fire employees.
    (c) Partners are permitted to access the company's financial documents.

(2) Promotion to Partner occurs by the Managing Partner and his Deputy, in collaboration with the Member's Conference. All need to approve to hire or promote a new Partner.
(3) A Partner needs to have at least one Barrister licence in Redmont, otherwise he cannot be promoted to or hired as a Partner.

VII - Profits and Losses

(1) Profits and losses of the company shall be allocated among members in proportion to their respective membership interests.
(2) Distributions shall be made monthly, or at other intervals determined by the Member's Conference.
(3) Distributions may be withheld by decision of the Member's Conference if deemed necessary to maintain or expand operations.

VIII - Capital

(1) All Members shall contribute the amount the membership interest is worth (e. g. 25,000DC$) to the firm per membership interest.
(2) If a member fails to meet the requirement, they are subject to expulsion by the Member's Conference.

VIII - Resignation and Expulsion of Members

(1) A member may resign at any time by providing notice to the Managing Partner and Member's Conference.
(2) A member may be expelled for misconduct, breach of fiduciary duty, or actions harmful to the company by a three-quarters vote of the Member's Conference on recommendation of the Managing Partner.
(3) Upon resignation or expulsion, the company or its members shall buy back the membership interest at the value it was initially issued and purchased.

IX - Bylaws

(1) Any issue regarding Talion & Partners which isn't regulated in this Certificate, can be regulated in the bylaws of the company.
(2) The bylaws can be written, amended or repealed only by the Member's Conference.

X - Miscellaneous

(1) If any provision of this Agreement is deemed unenforceable, the remainder shall remain in effect.
(2) All members shall sign this Agreement upon joining the company. A signed copy shall be maintained in the company records.

XI - List of Members

(1) The following individual is entitled to 1000 units of membership interests in Talion & Partners LLC:

(a) Talion77