CERTIFICATE OF INCORPORATION

OF

Talion Holdings, Inc.

ARTICLE I — NAME

The name of the corporation is Talion Holdings, Inc. (the “Corporation”).

ARTICLE II — PURPOSE

The Corporation is formed for the purpose of engaging in any lawful business or activity in the Commonwealth of Redmont for which a corporation may be incorporated under the Legal Entity Act and applicable laws of Redmont.

ARTICLE III — STOCK

1. **Authorized Shares**
   The total number of shares the Corporation is authorized to issue is 6,000 shares, consisting of:

   - 1,000 shares of Class A Common Stock, par value $0.01 per share (“Class A Shares”);
   - 5000 shares of Class B Preferred Stock, par value $10.00 per share (“Class B Shares”).

2. **Issuance of Class A shares**
   The initial issuance of Class A shares is regulated in Schedule A.

3. **Rights, Preferences, and Restrictions**
   The designations, powers, preferences, privileges, and restrictions granted to each class of stock shall be set forth in the Corporation’s Bylaws, provided that such authority is delegated to the Bylaws by this Certificate and does not conflict with applicable law.

4. **Voting Rights**
   Each Class A Share shall entitle the holder to one (1) vote on all matters submitted to a vote of the shareholders. Class B Shares shall be non-voting and shall not entitle holders to vote on any matter, except as required by law.

5. **Transfer Restrictions**

Class A Shares may be subject to restrictions on transfer, including rights of first refusal, as set forth in the Corporation's Bylaws.

6. **Dividends**
   Dividends, if declared by the Board of Directors, shall be distributed on an equal basis to holders of Class A and Class B Shares, unless otherwise provided by the Board or certificates of Designation.

7. **Irrevocable rights of shareholders**
   Shareholders shall have the following irrevocable rights and duties. This list is inclusive.
   a. Class A shareholders
      i. Hold voting rights as outlined in Section 3, Subsection 4;
      ii. Participating in major governance decisions including election and removal of directors;
      iii. Expected Contribution: Oversight of corporate strategy and governance.
   b. Class B shareholders
      i. Hold economic interest but no voting rights EXEPT where otherwise required by law;
      ii. Expected Contribution: Capital investment and financial support for the corporation.

   All shareholders agree to act in good faith to promote the success of the Corporation and comply with the Certificate of Incorporation, Bylaws, and applicable law.

8. **Amendments to the Certificate**
   This Certificate of Incorporation may be amended through a majority vote of the Class A shareholders, except where otherwise provided by applicable law.

ARTICLE IV — BYLAWS

1. The Corporation shall adopt Bylaws to regulate the conduct of its business, internal governance, and any other matters permitted under applicable law.

2. The Bylaws may regulate any matter not inconsistent with this Certificate of Incorporation or applicable law, and are hereby expressly delegated authority to regulate all matters not specifically provided for herein.

3. In the event of a conflict between the Bylaws and this Certificate, the Certificate of Incorporation shall prevail.

4. Unless otherwise stated in this Certificate, the Bylaws may be amended through a majority vote of the Class A shareholders.

ARTICLE V — BOARD OF DIRECTORS

The Corporation shall be managed under the direction of a Board of Directors that is elected and removed by Class A shareholders.

The Board of Directors shall conduct a meeting at least monthly.

ARTICLE VI — INDEMNIFICATION

The Corporation shall indemnify and hold harmless its Directors, Officers, employees, and agents to the fullest extent permitted under the Legal Entity Act.

ARTICLE VII — EXIT STRATEGIES

Class A shareholders, if wanting to divest their holdings, shall first have to offer their shares proportionally to all fellow Class A shareholders before selling to a third party. This restriction shall NOT exist for Class B shareholders. There shall be no tag-along or drag-along rights.

ARTICLE VII — RESERVED MATTERS AND DISPUTE RELOSUTION

The following provisions need supermajority approval of the shareholders to be amended:

1. The Company Name
2. The Purpose of Business

The Parties in a dispute shall first go through informal negotiations. If any attempt at negotiation fails, the dispute shall be subject to binding arbitration under the laws of the Commonwealth of Redmont.

ARTICLE IX — DURATION

The Corporation shall have perpetual existence, unless dissolved in accordance with applicable law.

ARTICLE IX — INCORPORATOR

The name and address of the incorporator are:

Name: Talion77

Address: rh044

ARTICLE X — ADOPTION

The undersigned incorporator hereby adopts this Certificate of Incorporation and declares it to be true and correct to the best of their knowledge and belief, pursuant to the Legal Entity Act of the Commonwealth of Redmont.

Date: [Insert Date]

Signature: _____Talion_____

Name: Talion77

Title: Incorporator

Schedule A — INITIAL ISSUANCE OF CLASS SHARES

The initial issuance of Class A shares shall be as follows, all shares are issued at a price of 0.01$ per share:

Talion77: 1000 Class A shares

The initial issuance of Class B shares shall be as follows, all shares are issued at a price of 10$ per share:

All Class B shares shall stay in the company’s ownership, until sold by the Board of Directors.