COMMONWEALTH OF REDMONT
DEPARTMENT OF COMMERCE
Business Incorporation Registration

CERTIFICATE OF INCORPORATION
OF
TITAN CASINO

ARTICLE I — PARTIES TO THIS AGREEMENT

1.1. This Certificate of Incorporation (the "Certificate") is the formation instrument of Titan Casino (the "Corporation"), a business corporation organized under the Legal Entity Act of the Commonwealth of Redmont.

1.2. The parties to this Certificate are:

(a) Titan Casino, the Corporation formed hereby; and

(b) Titan Group LLC (in-game company: TitanHoldings), the sole initial shareholder and incorporator, represented by PvM2Max (Forum: PvM2Max) as Manager.

1.3. Any person or entity that acquires shares of the Corporation after the date of incorporation shall become a party to this Certificate and shall be bound by its terms, as amended from time to time.

ARTICLE II — NAME AND IN-GAME COMPANY

2.1. The name of the Corporation shall be Titan Casino.

2.2. The in-game business plugin company associated with the Corporation is "TitanCasino," as established through the /db create command within the server.

ARTICLE III — INCORPORATOR

3.1. The incorporator of the Corporation is:

Incorporator	Titan Group LLC
Represented By	PvM2Max (Forum: PvM2Max)
Role	Sole Shareholder (Parent Company)

3.2. Titan Group LLC, a limited liability company organized under the laws of the Commonwealth of Redmont, is the sole incorporator and sole initial shareholder of the Corporation. PvM2Max, as Manager of Titan Group LLC, acts on behalf of the parent company in all matters relating to the Corporation.

ARTICLE IV — NATURE OF BUSINESS

4.1. The nature of the business to be conducted by the Corporation is entertainment and gaming operations, including the operation of casinos, gaming establishments, table gaming (cards, dice, and similar games of chance), electronic gaming machines, and related hospitality and entertainment services within the Commonwealth of Redmont, in compliance with the Gambling Regulations Act.

4.2. The Corporation may engage in any lawful act or activity related to or incidental to the foregoing purpose for which corporations may be organized under the Legal Entity Act.

ARTICLE V — AUTHORIZED SHARES

5.1. Total Authorized Capital. The Corporation is authorized to issue a total of ten thousand (10,000) shares of capital stock, divided into two (2) classes as follows:

Class	Designation	Authorized	Par Value
Class A	Voting & Dividend	1,000	$1,000.00
Class B	Dividend	9,000	$150.00

5.2. Class A — Voting & Dividend Stock. Each share of Class A Stock shall be entitled to one (1) vote on all matters submitted to a vote of shareholders. Class A shares shall also carry the right to receive dividends when declared by the Board of Directors. Class A shareholders shall have exclusive voting control over all corporate governance matters, including the election and removal of Directors, approval of share issuances and transfers, amendment of this Certificate, adoption and amendment of Bylaws, and all other matters requiring shareholder action.

5.3. Class B — Dividend Stock. Class B Stock shall be non-voting, except as required by the Legal Entity Act, Part IV, Section 2(4). Class B shares shall carry only the right to receive dividends when declared by the Board of Directors. Class B shareholders shall have no voting rights on any matter except where a proposed amendment to this Certificate would increase or decrease the aggregate number of authorized Class B shares, alter the par value of Class B shares, or adversely alter the powers, preferences, or special rights of Class B shares, in which case the holders of Class B Stock shall be entitled to vote as a class upon such proposed amendment, with approval requiring at least a majority of outstanding Class B shares.

5.4. Initial Issuance. At the time of incorporation, all one thousand (1,000) shares of Class A Stock are issued to Titan Group LLC at par value, constituting one hundred percent (100%) of the voting power. No Class B shares are issued at the time of incorporation.

ARTICLE VI — SHARE ISSUANCE, TRANSFER, AND RESTRICTIONS

6.1. Issuance Process. New shares of either class may be issued as follows:

(a) The Board of Directors shall propose the issuance, specifying the class, number of shares, price per share (which shall not be less than par value), and the proposed purchaser or recipient.

(b) The proposed issuance shall be submitted to the holders of Class A Stock for approval by simple majority vote.

(c) Upon approval, the shares shall be issued and recorded in the Share Register, and a share certificate shall be issued as required by the Legal Entity Act, Part IV, Section 5.

6.2. Transfer Process. Shares of either class may be transferred as follows:

(a) The transferring shareholder shall submit a written transfer request to the Board of Directors, specifying the class, number of shares, and proposed transferee.

(b) The Board shall present the transfer request to the holders of Class A Stock for approval by simple majority vote.

(c) Upon approval, the transfer shall be recorded in the Share Register and filed in the Company Docket, specifying the class, amount, transferor, and transferee, in compliance with the Legal Entity Act, Part IV, Section 8.

6.3. Right of First Refusal. Before any shares may be transferred to a third party, the transferring shareholder must first offer the shares to existing shareholders of the Corporation at the same price and on the same terms. Existing shareholders shall have fourteen (14) days to accept or decline the offer. If no existing shareholder accepts, the transfer may proceed to the third party, subject to Class A majority approval.

6.4. Dividend Calculation — Owned Shares Only. For the purposes of dividend distribution, only shares that have been issued and are currently owned by a shareholder shall be counted as "total outstanding shares." Unissued or unsold shares shall be excluded entirely from dividend calculations. Dividends shall be distributed proportionally among all owned shares (both Class A and Class B) based on the number of owned shares held by each shareholder relative to the total number of owned shares.

6.5. Dividend Example. If only the initial 1,000 Class A shares are owned (and no Class B shares have been sold), one hundred percent (100%) of declared dividends shall be paid to the Class A holder(s). If 1,000 Class A shares and 1 Class B share are owned (total: 1,001 owned shares), the Class A holder(s) would receive approximately 99.9% and the Class B holder would receive approximately 0.1% of declared dividends, proportional to their ownership.

6.6. No Dividend on Unsold Shares. For the avoidance of doubt, no dividends shall accrue or be payable on shares that have been authorized but not yet issued or sold. Such shares shall not be counted in any dividend calculation.

6.7. Share Register. The Corporation shall maintain a Share Register in accordance with the Legal Entity Act, Part IV, Section 8. The Share Register shall be kept in the Incorporated Entity Summary (Company Docket) and shall maintain a record of all shares, including class, serial number, and holder. The Share Register shall have a rebuttable presumption of containing actual share ownership.

ARTICLE VII — SHAREHOLDER RIGHTS AND RESPONSIBILITIES

7.1. Class A Shareholder Rights. Holders of Class A Stock shall have the following rights:

(a) To vote on all matters submitted to shareholders, including the election and removal of Directors, amendments to this Certificate, adoption and amendment of Bylaws, approval of share issuances and transfers, declaration of dividends, and dissolution;

(b) To receive dividends when declared by the Board of Directors, proportional to owned shares;

(c) To inspect the Corporation’s books, records, and Share Register for any proper purpose reasonably related to their interests as shareholders;

(d) To receive notice of all shareholder meetings at least forty-eight (48) hours in advance;

(e) To receive financial reports and material corporate information upon request;

(f) To bring derivative actions on behalf of the Corporation where the Board has failed to act;

(g) To exercise the right of first refusal on share transfers as set forth in Article VI, Section 6.3.

7.2. Class B Shareholder Rights. Holders of Class B Stock shall have the following rights:

(a) To receive dividends when declared by the Board of Directors, proportional to owned shares;

(b) To vote as a class on amendments that would increase or decrease the aggregate number of authorized Class B shares, alter the par value of Class B shares, or adversely alter the powers, preferences, or special rights of Class B shares, as required by the Legal Entity Act, Part IV, Section 2(4).

7.3. Shareholder Obligations. All shareholders shall:

(a) Comply with the transfer restrictions and procedures set forth in Article VI;

(b) Act in good faith in all dealings with the Corporation and other shareholders;

(c) Be liable for the portion of the par value of their shares that has not been paid up, in accordance with the Legal Entity Act.

ARTICLE VIII — BOARD OF DIRECTORS

8.1. Composition. The Corporation shall be governed by a Board of Directors. There is no limit on the number of seats on the Board.

8.2. First Directors. The initial Director of the Corporation shall be PvM2Max (Forum: PvM2Max), appointed by Titan Group LLC as sole Class A shareholder.

8.3. Election and Appointment. Directors shall be elected by shareholder resolution, requiring a simple majority vote of holders of Class A Stock. The Board or any Class A shareholder may nominate candidates for election to the Board.

8.4. Removal. Directors may be removed with or without cause by shareholder resolution, requiring a simple majority vote of holders of Class A Stock. A Director may also resign at any time by giving written notice to the Board.

8.5. Vacancies. Vacancies on the Board shall be filled by shareholder resolution, requiring a simple majority vote of holders of Class A Stock.

8.6. Powers. The Board of Directors shall manage the business and affairs of the Corporation, unless this Certificate provides otherwise. The Board shall have full authority to:

(a) Enter into contracts, agreements, and obligations on behalf of the Corporation;

(b) Open and manage business bank accounts and financial instruments;

(c) Hire, supervise, compensate, and terminate employees, agents, and contractors;

(d) Purchase, lease, sell, or otherwise acquire or dispose of property and assets;

(e) Declare and distribute dividends to shareholders in accordance with Article VI;

(f) Operate gaming facilities, manage casino operations, and ensure compliance with the Gambling Regulations Act including odds disclosure requirements and DOC inspection protocols;

(g) Propose the issuance or transfer of shares, subject to Class A majority approval;

(h) Commence, defend, or settle litigation and legal proceedings;

(i) File all required documents with the Department of Commerce and maintain the Company Docket.

8.7. Fiduciary Duties. Directors owe fiduciary duties to the Corporation and its shareholders, including the duty of care and the duty of loyalty, as provided by the Legal Entity Act.

ARTICLE IX — OFFICERS

9.1. The initial President of the Corporation shall be PvM2Max. The President shall be the chief executive officer with general supervisory authority over the business and affairs of the Corporation, subject to the direction of the Board of Directors.

9.2. Officers are appointed and removed by the Board of Directors. The Board may appoint such additional officers as deemed necessary. Officers shall serve at the pleasure of the Board.

ARTICLE X — BYLAWS

10.1. The Board of Directors shall adopt Bylaws for the day-to-day governance and operational procedures of the Corporation.

10.2. The Bylaws may be amended by the Board of Directors with the approval of a simple majority vote of holders of Class A Stock.

10.3. In the event of any conflict between this Certificate of Incorporation and the Bylaws, the provisions of this Certificate shall prevail.

ARTICLE XI — SHAREHOLDER MEETINGS AND INFORMATION

11.1. Meetings. The Board of Directors shall convene shareholder meetings as necessary for the conduct of corporate business. Meetings may be held in-game, on the DemocracyCraft forums, or via Discord, as determined by the Board.

11.2. Notice. Notice of shareholder meetings shall be provided to all shareholders of record at least forty-eight (48) hours in advance, specifying the date, time, location, and agenda.

11.3. Quorum. A quorum for any shareholder meeting shall require the presence (in person or by proxy) of holders representing at least fifty percent (50%) of all outstanding Class A shares.

11.4. Voting. Each Class A share is entitled to one (1) vote. Resolutions shall be approved by a simple majority of Class A shares present at a meeting at which a quorum is established, unless a greater threshold is required by this Certificate or the Legal Entity Act. Resolutions shall remain open for a minimum of forty-eight (48) hours.

11.5. Written Consent. Shareholders may act by written consent in lieu of a formal meeting. A written consent signed by a simple majority of holders of Class A Stock shall have the same force and effect as a vote taken at a duly convened meeting.

11.6. Information Rights. The Board shall make available to Class A shareholders, upon request: financial reports, the Share Register, minutes of Board meetings, and any other material corporate information. Class A shareholders may inspect the Corporation's books and records for any proper purpose reasonably related to their interests as shareholders.

ARTICLE XII — DISPUTE RESOLUTION

12.1. Any disputes between shareholders, between shareholders and the Corporation, or between shareholders and the Board of Directors, shall be resolved first through good faith negotiation.

12.2. If negotiation fails, any party retains the full right to seek recourse through the courts of the Commonwealth of Redmont.

12.3. This Certificate does not contain any binding arbitration clause, in accordance with the Contracts Act, Section 11.

ARTICLE XIII — PARENT COMPANY

13.1. The Corporation is a wholly-owned subsidiary of Titan Group LLC (in-game company: TitanHoldings). Titan Group LLC holds one hundred percent (100%) of all issued Class A Stock and one hundred percent (100%) of voting power at the time of incorporation.

13.2. All major corporate decisions, including the issuance of new shares, declaration of dividends, amendment of this Certificate, and dissolution, shall require the approval of a simple majority of holders of Class A Stock.

ARTICLE XIV — AMENDMENT OF CERTIFICATE

14.1. This Certificate of Incorporation may be amended by a shareholder resolution approved by a simple majority of holders of Class A Stock.

14.2. Where a proposed amendment would increase or decrease the aggregate number of authorized shares of a class, alter the par value of shares of a class, or adversely alter the powers, preferences, or special rights of a class, the holders of the outstanding shares of that class shall be entitled to vote as a class upon such proposed amendment, with approval requiring at least a majority of the outstanding shares of that class, in accordance with the Legal Entity Act, Part IV, Section 2(4).

14.3. Any amendment increasing personal liability for the Corporation on its shareholders shall require notice to be posted in the Company Docket and notice given to affected shareholders. Each shareholder must explicitly accept the personal liability increase; otherwise, it shall be suspended for those who did not accept.

14.4. An amendment shall not affect any existing cause of action in favor of or against the Corporation, nor any pending legal action to which it is a party.

ARTICLE XV — EXIT STRATEGIES

15.1. Voluntary Divestiture. Any shareholder wishing to sell or divest their shares must comply with the transfer procedures and right of first refusal set forth in Article VI. Shares may only be transferred with the approval of a simple majority of holders of Class A Stock.

15.2. Incapacitation or Inactivity. If a shareholder becomes incapacitated or is inactive for a continuous period of ninety (90) days or more, the Board of Directors may initiate a buyback of that shareholder's shares at fair market value as determined by the Board, subject to approval by a simple majority of holders of Class A Stock.

15.3. Forced Sale. If a transfer of shares is required by court order or regulatory action, the shares shall be transferred as directed by the applicable court or regulatory authority, and the Share Register and Company Docket shall be updated accordingly.

15.4. Forfeiture. Shares may be forfeited under such conditions as may be established by this Certificate, the Bylaws, or by shareholder resolution, in accordance with the Legal Entity Act.

ARTICLE XVI — DISSOLUTION

16.1. Initiation. The Board of Directors shall adopt a dissolution resolution, which shall be submitted to the holders of Class A Stock for approval by simple majority vote.

16.2. Public Notice. Upon approval of the dissolution resolution, the Corporation shall post a public announcement in the Company Docket requesting that all creditors contact the Corporation within fourteen (14) days to present their claims.

16.3. Winding Up. The Board shall wind up the affairs of the Corporation, including:

(a) Ending all contracts and agreements;

(b) Paying all debts and obligations to creditors;

(c) Finishing any pending lawsuits or legal proceedings;

(d) Liquidating all remaining assets.

16.4. Distribution of Remaining Assets. After all debts and obligations have been satisfied, remaining assets shall be distributed to shareholders proportionally based on owned shares (Class A and Class B equally, on a per-share basis).

16.5. Filing. The dissolution shall be filed with the Department of Commerce and noted in the Company Docket.

16.6. The Corporation may also be dissolved by court order or by administrative dissolution by the Department of Commerce.

ARTICLE XVII — REGISTERED AGENT

17.1. The registered agent for service of legal process and official correspondence shall be PvM2Max (Forum: PvM2Max), contactable via in-game direct message or through the official DemocracyCraft forums.

ARTICLE XVIII — DURATION

18.1. The Corporation shall have perpetual existence and shall continue until dissolved in accordance with Article XVI of this Certificate, the Bylaws, or by resolution of the shareholders.

ARTICLE XIX — LIABILITY

19.1. No shareholder, Director, or officer of the Corporation shall be personally liable for any debts, obligations, or liabilities of the Corporation, whether arising in contract, tort, or otherwise, except as otherwise provided by the Legal Entity Act or agreed to in writing.

19.2. Shareholders shall be liable for the portion of the par value of their shares that has not been paid up, in accordance with the Legal Entity Act.

ARTICLE XX — GENERAL PROVISIONS

20.1. Good Faith. All parties shall perform their duties in good faith and in a manner that is fair and just, in accordance with the Contracts Act, Section 12.

20.2. Force Majeure. Bankruptcy, insolvency, and negligence-related events shall not constitute force majeure, in accordance with the Contracts Act, Section 13.

20.3. Severability. If any provision of this Certificate is found invalid, the remaining provisions shall continue in full force and effect, in accordance with the Contracts Act, Section 10.

20.4. Governing Law. This Certificate shall be governed by the laws of the Commonwealth of Redmont, including the Legal Entity Act, the Contracts Act, the Gambling Regulations Act, and all other applicable statutes.

ARTICLE XXI — EFFECTIVE DATE

21.1. This Certificate of Incorporation shall become effective upon filing with and acceptance by the Department of Commerce of the Commonwealth of Redmont.

INCORPORATOR:



Entity: Titan Group LLC

By: PvM2Max (Forum: PvM2Max), Manager

Date: 25 Feb 2026
