TORCH ASSET LENDING CORPORATION

Certificate of Incorporation

Article I - Name

The name of the corporation is Torch Asset Lending Corporation
("The Company"), and shall operate under the trading name Torch Asset Lending Corporation.

Article II - Definitions

1. "Member" shall refer to a shareholder of the corporation.
2. "Board" shall refer to all Members appointed by the Members to run the company.
3. "Executive" shall refer to an individual appointed by the Board to run the company
4. "Employee" shall refer to any individual employed by the company who is not an
Executive
5. "Stakeholder" shall refer to every Member, Executive, Employee or Individual who has
an active interest in the company.

Article III - Incorporators

1. At the time of incorporation, the sole Incorporator and Member of the Torch Asset
Lending Corporation shall be CrazyTuberPlayz.
2. At the time of incorporation, the initial individual designated to receive legal communications is CrazyTuberPlayz.

Article IV - Parties

This Agreement is made and entered into by and among:

1. Torch Asset Lending Corporation (hereinafter referred to as the "Corporation"), and
2. The Shareholders listed in Article VIII of this agreement, including the initial shareholder

CrazyTuberPlayz, and any subsequent individuals or entities who legally acquire shares in the
Corporation (hereinafter referred to as the "Shareholders").

Article V - Formation

1. Torch Asset Lending Corporation is established in the Commonwealth of Redmont
2. Torch Asset Lending Corporation is established to conduct business either alone or
with other businesses or purposes. The purpose of the Corporation is to engage in any
lawful act or activity for which Corporations may be organised under the Laws of
Redmont, and by such statement, all lawful acts and activities shall be within the
purposes of the Corporation, except for express limitations, if any.
3. Torch Asset Lending Corporation shall do all business under the business in-game
name TorchAssetLending.
4. Torch Asset Lending Corporation's startup shall be funded through CrazyTuberPlayz
personal balance and an Initial Public Offering.

Article VI - Shares

1. Class A
a. There shall be 1000 Class A Shares issued
b. The par value per Class A share is $1
c. Class A Shares may not be publicly traded
d. Class A Shares shall have 1 vote per share
2. Class B
a. There shall be 25,000 Class B Shares issued
b. The par value per Class B share is $0.10

c. Class B Shares may be publicly traded
d. Class B Shares shall have no votes
3. The following will apply to all shares
a. If a shareholder fails to maintain 6 hours of playtime in the last 30 days and is
unable to be contacted by the board within 72 hours, their shares shall be bought
by the Company immediately at par value or at a market rate determined by the
board

b. If a shareholder is deported for a long time, their shares shall be bought by the
Company immediately at par value or at a market rate determined by the
board
c. Shares in ownership of the Company shall not have any voting power
d. Any shareholder may sell their shares at par value to the Company
4. Initial Share Ownership
a. All shares of the company at the point of Incorporation shall have the following
ownership
i.
ii.
5. Trading
Class A 1000 Owned by CrazyTuberPlayz
Class B 25,000 Owned by CrazyTuberPlayz
a. Class A shares
i.
Class A Shares may only be traded by a majority vote of all members
ii.

Class A shares must be offered to other Class A Shareholders before being sold publicly

b. Class B shares

i.

Class B shares may be freely traded amongst any entity

ii.

Class B shares may be sold to the Company for their par value at any time

6. Dissemination of Shareholders

a. Information

i.

Members will be provided with a monthly update as to the company's current state.

ii.

b. Voting

i.

ii.

Members may request an update to the company's state at any time, so long as 7 days have passed since the last update.

Members shall be informed of a vote in the company's Discord server 24 hours before it begins, with all information about the vote provided.

Members shall have 48 hours to vote in the Discord server of the company after the initial notice has been given

c. Exceptions

i.

By not being in the company's Discord server and not requesting the correct roles, a member forfeits their right to receive updates and vote on company matters. They may regain this right upon joining the Discord and requesting roles

7. Roles of the members

a. Members shall have no management responsibility of the company unless they
are a member of the board or employed by the company in a management position
b. The Sole duty of a member who lacks a management position is to hold or trade
shares in the company.

c. Members shall not be liable for the debts of the company.
8. Issuing of New Shares
a. New Shares shall be issued by the board, but must receive a majority vote from
all members who currently hold that class of share.
b. All Shares shall be issued at the current market price as determined by the board
c. All Shareholders of the class being issued the new shares must be offered to
purchase the shares before it is released to the public.

Article VII - The Board

1. Members of the Board
a. Chairman - Responsible for holding board votes and organising other members of
the board
i.
ii.
iii.
iv.
The Chairman of the Board shall be elected from among the other
members of the Board by receiving a majority vote
Only Board Members may be elected Chairman of the Board

There may only be one Chairman of the Board
There must always be a Chairman of the Board
b. CEO - Responsible for implementing the board's decisions and directives across
the company and handling day-to-day management
i.
The CEO will be picked by the Board members
ii.
iii.
The CEO must receive a majority vote of Members to be appointed
The CEO may be removed by a 66% vote of Members
c. Board Member - Responsible for the planning of the company directives and
management
i.
ii.
iii.
iv.
A Board Member shall be elected from amongst Members
A Board Member must receive a Majority vote of Members to be appointed to the Board
A Board Member will be immediately removed if they are no longer a Member of the company
A Board Member may be removed by a 66% vote of Members
2. Duties of the Board
a. Maintain the profitability of the Corporation
b. Protect the Members' Interests
c. Ensure compliance with the law
d. Appoint Company Executives
e. The Board shall ensure all employment terminations comply with the

3. Powers of the Board
a. Freely appoint and dismiss executives of the company
b. Oversee the day-to-day operation to ensure the Members' interests
c. Set company policy and directives
d. Issue a buyback of Class B shares

Article VIII - Dissolution and Amendments

1. Dissolution
a. Should a vote of a 66% majority pass through the members, then the company
can be dissolved
b. Dissolution Procedure
i.
Once a successful vote passes, all company assets should be auctioned off, and a total cash value shall be made for the company
ii.
iii.
iv.
v.
When the company goes into dissolution, no shares may be traded by any member
Once the full total cash value of the company is determined, it shall be split based on the shares that a member holds.
1. Class A Shareholders will receive 80% split based on the proportion of shares they hold
2. Class B Shareholders will receive 20% split based on the proportion of shares they hold
Before the total cash is determined, all the following must be done
1. All lawsuits must be finished

2. All creditors must be paid
Before Desloution, a 14-day notice must be issued to all parties and the Department of Commerce
2. Amendments
a. This certificate of incorporation shall be able to be modified so long as it receives
a 66% vote of all members
b. Any member of the company may put forward requested changes to the Certificate of Incorporation
c. If an amendment to the certificate affects a specific group of shares, then that
group of shares must pass a majority vote, even if there is no voting power in that
class.

Article IX - Initial Shares Register

1. Total Voting Power (Initial): 1000×1+=1000 votes
2.
Shareholder
Class
CrazyTuberPlayz
Class A
Amount
1000
Voting Power
1000
CrazyTuberPlayz
Class B
25000
26000

3. New Shares may be created as determined in Article V, Section 8
0
1000

Article X - Dividends

1. Dividends and the total amount shall be decided by the board.
a. At least 50% of the Board must agree to hand out dividends
b. Class A shareholders shall have 70% of the dividends split amongst themselves
based upon the number of Class A shares they hold
c. Class B shareholders shall have 30% of the dividends split amongst themselves
based upon the number of Class B shares they hold

Article XI - Dispute Resolution

1. Any dispute between Members relating to the operation, governance, or interpretation of this corporation shall first be addressed internally through a formal vote or mediation conducted
by the Members.
2. If the dispute cannot be resolved internally within seven (7) days, the matter may be
referred to the appropriate courts of the Commonwealth of Redmont.
3. Members agree to act in good faith in all dispute resolution proceedings.